PHILLIPS FARM

MANAGEMENT and LAND USE PLAN

Compiled by

the Phillips Farm Subcommittee

of the Waterford Foundation, Inc.

“Be it therefore resolved: That an Ad Hoc Committee for the Development of a Management and Land Use Plan for the Phillips Farm be established with the sole purpose of creating such a plan.....” May 15, 2007 meeting of the Board of Directors

Updated and Approved by Board of Directors, June 15, 2021

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I. INTRODUCTION

The village of Waterford, located in Loudoun County, Virginia, was established in 1733 by a Quaker farmer and surveyor, Amos Janney. Prosperous during the 18th and 19th centuries, Waterford functioned as the center of a vibrant agricultural community with a strong Quaker presence. In the 1800s, Waterford grew with the nation into a bustling commercial center for the northern Loudoun Valley. Following the Civil War, the economy was changed by the Industrial and Transportation Revolutions. The commercial elements of Waterford did not continue to grow, and the village stabilized as a quiet agricultural community.

During the 1930s, residents and friends of Waterford took notice that the village retained much of the look and feel of a rural mill town of the 18th and 19th centuries. To preserve this unique treasure of a historic landscape and regional vernacular architecture, they established the Waterford Foundation in 1943. Through the vision and work of these citizens and other preservationists, Waterford was granted National Historic Landmark (NHL) status in 1970 by the U.S. Department of the Interior. Waterford is currently one of fewer than 2,500 landmarks, and is remarkable in the fact that it remains largely intact despite intense development pressure spreading out from the nation’s capital nearby.

The Phillips Farm, adjoining Waterford on the west, is central to the preservation and interpretation of the history of the village. The U.S. Department of Interior, in establishing the Landmark, included the village and the surrounding farmland in recognition that the agricultural setting and the village are both integral to the history of the area.

In 2003, 144 acres of the 220-acre Thomas Phillips Farm came on the market. Recognizing the land’s critical value to the NHL and Loudoun County Historic Culture and Conservation District, the Foundation determined to purchase and ease the acreage. Indeed, for more than 240 years Waterford has derived a large share of its rural identity and viability not only from the mill at the northern edge of the Farm, but from its fields, hedgerows, creek, and the steep western slopes, which protect and frame the village.

The Waterford Foundation (Foundation) acquired the farm on December 18, 2003, and subsequently conveyed a conservation easement to the Virginia Outdoors Foundation (VOF) (See Appendix A). The easement restricts uses of the property (except on a 4-acre Interpretive Area), in perpetuity, in order “to protect the Farm’s agricultural soils, viability, and productive capacity, and its water quality… and to preserve the integrity of the Waterford Historic District by protecting the traditional and scenic rural character of the Farm.”

The Foundation determined that successful stewardship of the farm required the development of a strategic plan for its management and integration into the Foundation’s program and management functions, and formed an Ad Hoc Committee to develop such a plan. The Committee first met in April 2007. It reviewed the legal requirements of the conservation easement and grants which had funded acquisition of the farm; the Committee also identified additional goals for good stewardship of the farm’s resources. The Committee considered possible agricultural uses and looked at the historic resources and potential education values of the property. The Committee held an initial public meeting in 2008, to share its recommendations and to solicit comments; the draft plan was also available on the Foundation’s website for review and comment. On September 16, 2008, the Board of the Waterford Foundation adopted this plan as consistent with its core mission: To preserve the historic buildings and the open spaces of the National Historic Landmark of Waterford, Virginia; and, through education, to increase the public’s knowledge of life and work in an early American rural community.
In 2008, the Ad Hoc committee was replaced by a standing committee of the Waterford Foundation to meet the legal mandates and historic and conservation goals of this Management and Land Use Plan. In 2020, the standing Phillips Farm Committee was recategorized as a subcommittee of the standing Preservation Committee. This plan is reviewed and updated on an annual basis.

II. ACQUISITION OF THE PHILLIPS FARM FOR CONSERVATION

In 2002, it appeared that the farm was to be developed with homes set on large lots that would overlook the village of Waterford. This dramatic change in land use from agricultural to residential in the most prominent open viewshed of the National Historic Landmark District would have been a severe blow to decades of effort to preserve the historic agricultural community and landscape.

The Foundation approached the landowner and successfully negotiated a contract to purchase the farm for $3,795,000. The funds had to be raised within a relatively short time frame, and the Foundation’s success is attributable to the tenacity and perseverance of a cadre of dedicated volunteers and the generosity of a diverse array of far-sighted partners. See easement (Appendix A) for list of funders, dates of commitments, and any obligations taken on by the Foundation as a result of each grant or gift.

The most significant set of obligations that the Foundation has taken on is defined in the conservation easement that the Foundation provided to the Virginia Outdoors Foundation. The easement (see Appendix A) establishes numerous constraints on the use of the farm with the explicit goal of protecting the environmental quality, agricultural value and open space value of the farm. Key requirements and conditions are as follows:

- Ensure that uses of the farm are consistent with the Purpose stated in the Easement: protection of agricultural productivity, preservation of Waterford and the village’s connection to the surrounding agricultural landscape, and preservation of open space.
- Prepare and maintain a Conservation Plan that will guide agricultural use of the farm.
- Prepare and maintain a Forest Stewardship Plan that will guide forest activity on the farm. No trees may be cut within 50 feet of any permanent stream. Any forest activity must employ Best Management Practices as defined by the Virginia Department of Forestry and have VOF approval prior to commencing.
- A riparian buffer extending 100 feet from each bank of all permanent streams will be maintained as property boundaries allow. In particular, livestock must be excluded from the buffer area.
- Property may not be subdivided.
- Archaeologically significant resources shall not be intentionally disturbed.
- Passive recreation is permitted on the farm (de minimis and undeveloped recreational and educational activity).

III. THE PLAN
This plan sets forth a vision, general goals, and identifies strategic areas for management of the Farm. The plan refers to the maintenance and preservation of the farm itself, not the interpretation or education activities that are also key to the Foundation's mission. References to Phillips Farm education activities and the preservation of Phillips Farm documents and artifacts are provided here for informational purposes. Preservation of historic documents and artifacts related to the Phillips Farm are the responsibility of the Archives sub-committee of the Preservation Committee, and education and interpretation activities are the responsibility of the Education Committee and staff.

VISION STATEMENT

The Waterford Foundation is committed to being an exemplary steward of the Phillips Farm by protecting it as an important contributing element of the Waterford National Historic Landmark District and Loudoun County's Waterford Historic & Cultural Conservation District and by providing the public access to the farm for recreational, educational, and agricultural use.

GOAL

The Foundation will protect the agricultural, natural, historic, and cultural resources of the farm while providing opportunities for the public to engage with the farm.

STRATEGIC AREAS

Planning and management strategies comprise three strategic areas: natural resources, historic resources, and agriculture resources. In some cases, references are provided for each strategic area to educational goals and community goals/needs. For each of these strategic areas, this plan provides a description of existing conditions, goals, objectives and appropriate actions for responsible management of the property.

A. NATURAL RESOURCES

EXISTING CONDITIONS

The Phillips Farm is characterized by gently rolling slopes, most of which have been cleared for use as pasture, hay, and cropland. The South Fork of Catoctin Creek and its broad floodplain form the Farm's defining features. Small forest patches are scattered upland and along the stream valley alongside shrubs and old field habitats. There is great diversity of habitat, from stream to upland and wetlands to upland forest, all of which support a rich variety of flora and fauna.

Surface Water

Stream. The South Fork of Catoctin Creek is a large stream that is a tributary to the Potomac River and ultimately drains into the Chesapeake Bay. A 5,500-foot segment of the South Fork of Catoctin Creek flows in a generally northeasterly direction through the site. Four small tributaries, with summer wetted widths of 2-4 feet, drain to the South Fork on the property. Stream banks are approximately 50 percent stable and 50 percent unstable. The stable banks are those that are behind forming bars and/or exhibit a stable angle of repose whereby they can be stabilized by vegetation. The most unstable stream banks range from 6 to 10 feet in height. Many of these stream bank areas are classic rejuvenating stream banks with constant erosion and sloughing and no sign of imminent stabilization.
The South Fork exhibits the typical evolutionary progression of most streams in the Piedmont since European settlement. As forests are cleared and impervious surfaces added upstream, streams tend to incise, that is, they erode their substrate. The channel widens as stream banks erode. This process is often accompanied by significant floodplain deposits from upstream erosion. As the watershed stabilizes, a new equilibrium channel will form at the lower base level, and a new lower floodplain is formed as bars within the deeper and wider channel. The South Fork of Catoctin Creek running through the Phillips property is located in a major floodplain. Approximately 16,000 acres drain to this point and in times of heavy precipitation, the creek water inundates the floodplain, sometimes reaching as far as the fringes of the village. With the buildout in the 16,000 acre watershed, the increase in impervious surface will contribute to more frequent and severe flooding events.

A mid 18th-century mill dam in the stream near the western edge of the property is generally in good condition. It poses a barrier to fish passage but has been in place for so long that the stream has adjusted to its presence. The millrace, which brought water from the impoundment, runs along the eastern edge of the property to the historic mill on Main Street. The stream is generally un-incised upstream of the milldam and becomes progressively more incised downstream from the dam.

**Wetlands.** Several areas of wetlands on the property are distinct.

*Southern Wetlands.* Two primary wetlands are located on the southern portion of the site between the South Fork and the southern property line. The largest is a mosaic wetland of approximately 1.5 acres, largely dominated by emergent herbaceous vegetation, but it also has smaller areas dominated by forested and scrub-shrub vegetation. This wetland extends onto the adjacent property to the south. This wetland appears to be supported by groundwater discharge, with additional surface flow and overbank flooding inputs. The location at the floodplain-upland slope interface is a classic floodplain slough wetland setting. This wetland is strongly dominated by sweet flag (*Acorus calamus*), with lizardstail (*Saururus cernuus*) also common, along with several species of sedge (*Carex* spp.).

The smaller wetland is an oblong floodplain depression of approximately 0.1 acre located between the South Fork and the larger slough wetland. This wetland is separated from the larger wetland by a non-wetland floodplain forest. This wetland certainly has a groundwater discharge component due to the strong dominance of obligate wetland species such as sweet flag, lizardstail, spatterdock (*Nuphar luteum*), and hop sedge (*Carex lupulina*). This wetland is most likely seasonally ponded in the spring and probably functions as a vernal pool important for amphibian breeding.

These wetlands are unique natural resources on the site and locally, and should be preserved as they exist. Occasional monitoring for exotic invasive species and other problems should be implemented to maintain their current condition. The off-site watershed appears to be a well-managed agricultural field and should be maintained in a non-erosive condition with limited export of sediment and nutrients to the wetland system.

*Western Wetlands.* Very limited wetlands are located on the western side of the South Fork. The only wetland worthy of description is a narrow floodplain depression of less than 0.05 acre located near the center of the site. It appears to be part of an older surface ditch drainage system. The bulk of the South Fork floodplain lies to the east of the stream. No noticeable sloughs are present at the floodplain-slope interface, and the one tributary on the western side is relatively steep in slope and incised, limiting the potential for riparian wetlands.

*Northern Wetlands.* The northern portion of the site is the most complex in regard to the historic, current, and potential future extent of wetlands. It appears that much of the outer portion of the
floodplain between the south-central stream and the mill was once wetland. As is the case in many agricultural landscapes, this area of highly productive floodplain soils was drained to increase agricultural production. Several clay tile drains are visible along the eroding banks of the South Fork. Surface drainage ditches were also constructed. Small sink holes in other locations in this general area suggest that broken clay tile drains are present beneath the surface. Overall it appears that these drainage systems were largely successful, but are slowly losing their effectiveness as subsurface drains break and/or are clogged and surface ditches become impeded in their drainage capacity by sediment deposits and vegetative growth and litter.

Such historically manipulated and evolving agricultural landscapes can be very difficult to interpret in regard to the present extent of jurisdictional wetlands. Hydric soils that are effectively drained by such techniques often retain their physical manifestations of hydric conditions, and indicators of wetland hydrology can be difficult to discern. Detailed studies are often required to determine accurately the current hydrologic conditions.

Forest

The small forest patches and hedgerows throughout the site are valuable from both an ecological and historical perspective and should be preserved and maintained for maximum benefit. Limited reforestation to link separate patches should be considered to increase habitat value. The largest contiguous natural area on the site is located at the southern end of the site to the south of the South Fork. This natural area is well connected to off-site natural areas to the south and west. This area should be preserved and maintained to increase its value as a wildlife habitat and corridor. An impressive, very large white oak (*Quercus alba*) in this area is in need of limited maintenance pruning.

A stand of white pine, planted for Christmas trees several decades ago, is over-mature for its intended use and has no significant commercial value. But it provides valuable habitat for a variety of species and can be left to age naturally. The Subcommittee recommends leaving this stand to continue growing. This stand is valuable in its current condition because it provides species diversity to a property that is predominantly hardwood. Also, the snags within this stand are a valuable source of habitat and food for wildlife. Finally, several wildlife species, like whitetail deer, use this stand as cover during harsh weather. (VA Forestry Management Plan 2009)

GOAL

Be an exemplary steward of the natural resources of the Phillips Farm by preserving the rural agrarian landscape, water quality and open spaces, and by partnering with other organizations when appropriate.

OBJECTIVES

1. Ensure minimal impacts to the natural features of the Phillips Farm and stream.
2. Manage the stream to enhance water quality, including any necessary erosion control.
3. Manage the forest resources for habitat value, timber, landscape, and riparian stability to preserve open land.
4. Protect and improve habitat values of the surface water features and upland vegetation, including control of non-native species.
ACTIONS

1. **Stream stabilization.** The South Fork Catoctin Creek exhibits stream bank erosion in numerous locations. In some cases, the evolution of the stream condition is healthy and the natural condition should not be disturbed. In limited locations, however, stream bank restoration at some scale may be needed. The goal of such restoration is to limit erosion and to protect adjacent property owners from continued incising of the floodplain by the stream.

   Decisions regarding stream bank restoration should be made on the basis of a detailed ecological assessment of the larger scale stream corridor and the drivers of change.

2. **Enhancement of riparian buffers.** Riparian buffers of the South Fork of Catoctin Creek could be enhanced in many locations to support continued revitalization of the stream valley. Enhancement should preserve the views of the property from the Village and adjacent rights-of-way. Short-term projects may be conducted to address localized issues, but a landscape plan that addresses riparian restoration needs for the entire length of the Catoctin on the Phillips Farm is needed. Such a plan will be implemented over a long period of time and will be effective in guiding project selection and prioritization of resources.

   The Foundation continues to annually collaborate with the Loudoun Wildlife Conservancy and the USDA’s Natural Resource Conservation Service, to address localized riparian buffer restoration needs. Over 1000 trees have been planted in the riparian buffer zone since the farm was purchased.

3. **Manage exotics/invasive vegetation and re-establish native vegetation.** An immediate environmental concern is the presence of invasive species such as Canada thistle, mile-a-minute weed, multiflora rose, tree of heaven, bittersweet, and reed canary grass. The Foundation works with appropriate professionals to address immediate needs and ensure that no significant stands of harmful vegetation are allowed to mature. A long-term plan for re-establishment of native vegetation and management of invasives should be developed based on the guidance of ecological assessments.

   Control of Canada thistle has been achieved with carefully timed cutting, large tree of heaven stands have been eliminated, and volunteers control mile-a-minute regularly. Volunteer events to control invasives will continue on a regular basis. In 2013, native plants and interpretive signage were installed at the Pull Off Area on Old Wheatland Road. The native plants are maintained in cooperation with the Audubon at Home Program of LWC.

4. **Tree preservation.** A very old white oak located by the dam appears to be in excellent condition but needs maintenance. It received professional attention in 2013 and 2014. Its condition continues to be monitored by a certified arborist. In 2014, a new white oak was planted nearby to replace the old oak, but this new tree did not survive.

5. **Ongoing assessment/cataloguing of wildlife populations and dynamics.** The Phillips Farm is recognized by conservation organizations for its habitat values for a broad variety of mammals, reptiles, amphibians, invertebrates, birds and insects. The Phillips Farm is a certified Monarch Way Station and maintains an eastern bluebird trail with adjacent landowners in
collaboration with the Loudoun Wildlife Conservancy. Ongoing assessment of wildlife populations will guide any habitat management needs over time.

The Foundation will continue to recognize the habitat value of the Phillips Farm for various species and support information collection on habitat values and needs. Citizen science monitoring programs of the Loudoun Wildlife Conservancy are ongoing.

6. **Historic ecology.** The Phillips Farm presents numerous opportunities to develop our understanding of the impact of human habitation on the natural environment. Unique research opportunities, such as in the growing field of historic ecology, may exist on the Phillips Farm. The Foundation recognizes the ecological research value of the Phillips Farm and will support development of a body of knowledge on the site’s natural resources, to the extent that other goals—including minimal impacts, agricultural values, etc—are not compromised.

7. **Water quality monitoring.** Because of the degraded water quality of the South Fork Catoctin Creek, it is subject of benthic macroinvertebrate monitoring and federal water quality remediation efforts for fecal coliform and sediment impairment.

The Foundation supports contact with appropriate organizations to establish baseline data and monitor the physical, chemical and biological characteristics of water in the creek.

### B. AGRICULTURE

**EXISTING CONDITIONS**

The Foundation has leased the portion of the farm west of the Catoctin for hay production since 2006, and the Board is grateful that in addition to hay production, the lessee supports the Waterford Foundation with maintenance of other parts of the site—bush hogging as needed, for example—and serving as a resource for agriculture activities generally. The productivity of the property has been maintained through application of lime and fertilization as needed. Hay production is consistent with maintaining the farm in an open condition and controlling erosion on sloping areas. The Foundation has a Conservation Plan on file with the USDA-Natural Resource Conservation Service and the Loudoun Soil & Water District. The Foundation worked with USDA-NRCS District Conservationist Larry Wilkinson to develop the Conservation Plan for the existing agricultural use of the Phillips Farm, which is currently in hay production.

The Waterford Foundation maintains an agreement with the Loudoun Beekeepers Association to maintain a bee yard operation consisting of colonies and equipment. Beekeeping is a traditional agricultural use of the property as the land provides significant forage from surrounding pastures, fields and trees.

Cattle were present on site before 2003, but the condition of the water quality in the Catoctin dictates that animals should not have direct access to the stream to prevent contamination with fecal coliform, a harmful bacterium. The Waterford Foundation is permitted by the conservation easement on the property for pasturing animals on the farm with fencing installed along any permanent streams.

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1 See [www.monarchwatch.org](http://www.monarchwatch.org) for additional information regarding the Monarch Station. See [www.loudounwildlife.org](http://www.loudounwildlife.org) for additional information regarding the Bluebird Trail.
GOAL

The Foundation will meet its legal obligation to protect the agricultural viability of the farm. It will preserve the agricultural character of the land, and manage it accordingly.

OBJECTIVES

1. Farm operations must be environmentally sustainable. Chemical inputs to any agricultural activities should be minimized and subject to appropriate oversight.

2. Agricultural operations need to be of a scale that the Foundation can manage with its stretched resources. Even managing leases can be difficult, so a high priority is to ensure that land is leased to established growers with a track record.

3. Farm operations aim to be economically sustainable based on annual income and expenditures for agricultural, conservation, and education activities.

4. Farm operations must maintain the current open-space value of the property.

5. The Foundation will develop knowledge of and encourage education about the property’s agricultural history.

6. The Foundation will partner with other organizations and other farmers to meet these objectives.

ACTIONS

1. Agriculture. Because the Foundation is required by the easement “to protect the agricultural soils, agricultural viability, and general productive capacity of the Property in perpetuity”, hay production there is ideal. (Refer to NRCS Conservation Plan in Appendix C) The Foundation will maintain the western slope of the farm in hay production.

   a. Livestock. The easement permits cattle or other livestock on the farm when they are fenced from the Catoctin. Any future use must be consistent with the requirement for fencing the creek.

   b. Bee-yard. Establishment of a bee-yard offers agricultural, historic, and educational benefits on the farm and there is general support for this effort. The Foundation entered into an agreement with Loudoun Center Apiary in 2010 to establish four demonstration hives on the western slope of the property. The beekeeper provides educational presentations at Foundation events and honey is available for sale at the Waterford Fair.

   c. Fruit. Fruit production offers potential for additional income from agricultural uses. Establishment of fruit production of any kind would be best accomplished in collaboration with a professional grower who has a business model and record of success with varieties that would be appropriate for the farm. The Foundation may consider proposals from growers that are consistent with the environmental and historic preservation goals of the farm.

   d. Chemical inputs. It is Foundation policy to limit herbicide, pesticide, and fungicide use on the property. Without additional information on how producers would manage a complete ban, the Foundation will not require a 100% organic approach. Additionally, the Foundation recognizes that eradication of harmful invasive species
may require an integrated approach that may incorporate limited use of appropriate herbicides. In the future, the Foundation should consider ways to work with growers to eliminate any harmful chemicals used on site. Chemical inputs to any agricultural activities should be minimized and subject to appropriate oversight. Land use agreements should address how chemical inputs will be managed and supervised.

2. **Forest management.** While some trees are ready to be harvested at this point, it was noted that a woodlot, established with species that are historically present in the area but that may be less common now, would be an excellent contribution. It was also suggested that a tree nursery might be established to provide trees in the Village. A stand of pine west of the creek may need to be harvested or actively managed in the mid-term. The Foundation maintains a Forest Stewardship Plan that incorporates Best Management Practices, as defined by the Virginia Department of Forestry. This plan and any forest activity must be approved by the easement holder prior to pursuing any forest activity on the farm. There can be no harvest within 50 feet of any permanent streams. (Refer to NRCS Conservation Plan, Appendix C)

In 2010, the Loudoun County forester presented the Foundation with a report on Forest Management on the property. In 2011, the Foundation received a Forest Stewardship Award for riparian buffer restoration and invasive species control. A long-term plan for forest resources will be developed.

3. **Income Producing Activities: The following are some examples of potential income producing activities. This is not an exhaustive list and will be added to.**

   a. **Tree nursery.** The Waterford Citizens Association (WCA) has long focused on the health of trees in the village and the need to replant trees to maintain the healthy tree cover. The Phillips Farm presents an opportunity to produce trees for use in the village. In 2013, the Foundation joined with the Waterford Citizens Association to work with The American Chestnut Foundation on their efforts to reestablish an American chestnut that is resistant to blight. Hybrid trees were planted in 2014 on two Foundations properties. The Foundation continues to investigate native tree nursery opportunities for the property.

   b. **Neighborhood garden plots.** Many local residents are interested in the opportunity to lease garden plots and the Waterford Foundation supports this goal. The Foundation supports partnerships with other organizations, such as Waterford Citizens Association, to explore interest in a community garden.

   c. **Nutrient Credits.** The Foundation Board and Phillips Farm Committee investigated this possibility in 2019 and concluded that the planting of forests on the open fields of the Phillips Farm is not consistent with the easement’s preservation goals of preserving historic field patterns and hedgerows.

**C. HISTORIC RESOURCES**

The present-day Phillips Farm is a portion of a 220-acre parcel assembled by Thomas Phillips (1776-1841) between 1798 and 1832. After serving an apprenticeship to a tanner near Philadelphia, young Thomas made his way to Waterford in the closing years of the 18th century. He found work at the tannery established by Quaker Asa Moore (1770-1823) and within a few years became Asa’s partner.
In 1801 Thomas married Asa’s niece Rachel Taylor, also a Quaker. He eventually joined the Society of Friends himself and became a pillar of his church and community.

Shortly before Thomas and Rachel married, in 1798, Thomas began to purchase land from Asa’s brother James, and by 1814 he owned 136 acres. The property, between the South Fork of Catoctin Creek and the road to Wheatland, included a sturdy stone house and outbuildings set amid a stand of old oaks. Thomas called his new farm Oak Grove. He acquired three more parcels:

- In 1818, two acres from Benjamin Kins, one of the first African Americans to own land in Waterford
- In 1823, 40 acres adjoining Oak Grove on the east, from Asa’s estate
- In 1830, 60 acres straddling the creek. This last purchase included a mill—extant—built c. 1818 on the foundation of a mid-18th-century predecessor. The mill ground wheat and other grains into flour to be shipped to markets in Baltimore, Washington, and beyond. It also functioned as a sawmill. A milldam, millrace, and miller’s house—all extant—were included as well, though Phillips sold the mill in 1832 to focus on farming.

The mill flourished and continued to operate for more than a century, while the Farm produced, at various times up to the present day, beef, pork, hay, corn, honey, dairy products, wool, and wheat. A local farmer now leases it to produce hay for cattle.

EXISTING CONDITIONS

The Waterford Foundation acquired the Mill in 1944. It is adjacent to the farm though not located on the farm property itself. The Foundation has invested in stabilizing and restoring the Mill over time, recognizing that the Mill is at the center of the economic history of Waterford.

The dam, located near the western boundary of the property, dates back to around 1760 and remains in stable condition with little restoration effort required. Most of the millrace remains intact, and other features that supported operation of the Mill are visible in many locations.

The Phillips Farm traces its history through several different periods each of which must be understood in the appropriate context. Preservation and interpretive efforts must also be organized based upon these identified themes and time periods. Table 1 sets forth several themes and identifies existing resources.

GOAL

The Foundation’s ownership of the Phillips Farm represents an opportunity to better understand agricultural use of the Farm and its relation to the history of the area. The Foundation recognizes the interest of others (e.g., Loudoun Archaeological Foundation, universities, Loudoun County) in the documentation of the history of the Waterford National Landmark and will support research, educational, and interpretative activities that develop knowledge of life on the South Fork of Catoctin Creek, both pre- and post-European settlement.

OBJECTIVES

2 This plan does not address management needs of the existing mill building and property.
1. Establish relationships with other organizations such as the Loudoun Archaeological Foundation and other preservation-oriented entities to facilitate continued research into the history of the farm.

2. Share research and information about the farm to facilitate long-term community commitment to preservation of the farm.

3. Develop knowledge of and encourage education regarding the history of the farm including interpretative publications and signage on the farm.

4. Ensure that all objects are either left on the farm or properly recorded and archived.

5. Partner with other organizations to achieve these preservation-related objectives.

6. Preserve historic earthen and vegetation works including but not limited to the millrace, the osage orange hedgerow, and mill dam.

**ACTIONS**

The easement’s primary purpose is “to preserve the integrity of the Waterford Historic District” which “benefits from highly scenic and open views of and across the protected Property present at the time the Town of Waterford was founded. It is the purpose of this Deed of Easement to also protect the traditional and scenic rural character of the open fields as part of the historic surrounding landscape.” The Foundation ensure the preservation of natural historic features like the mill race, mill dams, hedgrows including rows of osage orange trees. The Phillips Farm’s historic agricultural use and field will also be maintained.

- Maintain old fence lines, wood lot, existing structure.
- Maintain representative open space.
- Clear the millrace.

**D. IMPLEMENTATION**

**ROLES AND RESPONSIBILITIES.**

**Subcommittee assignment:** The original Phillips Farm Committee began as an ad hoc committee authorized by the Board in 2007. The ad hoc committee later became a standing committee of the Board. In 2019 a new governance structure was adopted by the Board, creating a Preservation Committee with subcommittees for the former standing committees of Properties Planning and Management, Land Use, and the Phillips Farm. From the Waterford Foundation Bylaws: “The subcommittee shall be responsible for overseeing effective stewardship of the 144-acre Phillips Farm to ensure that its activities and practices are consistent with guidelines of the conservation easement with the Virginia Outdoors Foundation and with the Waterford Foundation’s strategic land use plans, including development of programs that seek to further protect and foster understanding of the Phillips Farm’s unique agriculture, historic, and natural resources.” The Phillips Farm Subcommittee sends recommendations to the Preservation Committee, which then sends those recommendations to the board as the final decision-making body. In some cases, recommendations from the subcommittee
may be sent directly to the Board at the discretion of the Preservation Committee chair and/or Waterford Foundation President.

**Responsibilities of sub-committee:**

- Update management plan bi-annually
- Evaluating annually if the management plan is being implemented in a way that is consistent with the terms of the conservation easement
- Notify staff when an issue related to management plan arises
- Provide input to staff when requested
- Create an annual work plan that meets goals.
- Track Accomplishments through meeting minutes

**Responsibilities of staff:**

- Oversee operations and manage volunteers
- Manage all leases and contracts for land use and activities occurring on the Phillips Farm
- Annual budget
- Annual report
- Enforce policies
- Notify authorities of any illegal activity
- Respond to proposals for various uses
- Respond to complaints and concerns
- Manage partnerships
- Implementing annual work plan

**PHYSICAL MAINTENANCE OF THE FARM**

**Parking Area**

An area of the farm was left uneased so that a location for parking was available. A portion of the TEA-21 grant was used to support design and construction of parking for a limited number of vehicles (approximately 6). In 2013, the parking area and its signage were completed and made available to the public. Volunteers may sign up for parking area cleanup

**Trails**

The existing trail is mowed regularly but maintained in as natural condition as possible. Signage is maintained along the trail.
IV. ACCESS POLICY FOR PHILLIPS FARM

Welcome!

Since 1943, the community of Waterford has worked hard to preserve the open spaces within and around the Village. We invite you to visit and enjoy these spaces, but to treat them with care so that future generations may enjoy them, too.

The Virginia Outdoors Foundation (VOF) holds a conservation easement on the Phillips Farm ensuring that it will be preserved much as you see it today in perpetuity. Its significance to the Waterford National Historic Landmark District is such that any change to its use or appearance could threaten this national heritage designation.

Therefore, we ask that you join with us, VOF, and our other partners to ensure that this farm will still be here for future generations to learn from and enjoy. We ask you to walk only on the mowed trail and observe the following Rules of the Trail (pg 19) designed to enhance your enjoyment of the property and to protect your health and safety. They also serve to protect the environmental quality, agricultural value and open space integrity of the farm.

We extend a warm invitation to become directly involved in the Phillips Farm’s ongoing activities. Please call (540) 882-3018 for more information.

DIRECTIONS TO THE PHILLIPS FARM

From Washington, DC:

Take the Beltway (Rte. 495) to Rte. 267 (Dulles Toll Road). Stay on 267, which becomes the Greenway, to Exit 1a - left exit – to Rte. 7 West, Take Route 7 West to Rte. 9 West. After about 1/4 mile, turn right onto Rte. 662, Clarke’s Gap Road, just before the gas station. This road takes you directly into Waterford.

Turn left on Main Street, go through the village and you will see the Old Mill on your left. Park your car and walk down the left side of the Mill. You will see the entrance to the farm on your left. A Self-Guided Walking Tour brochure and map is available at post # 1.

From Baltimore, MD:

Take Rte.70 West to Rte. 15 South over the bridge into Virginia. Continue on Rte. 15 to Lucketts. At the light, turn right onto Rte. 662, Stumptown Road. Take Stumptown Road through farmland to its end at Loyalty Road. Turn left onto Loyalty Road which goes into Waterford.

Turn right on Main Street and follow the rest of the directions in paragraph two above.

V. RULES OF THE TRAIL

Please Help Us Protect the Farm’s Resources

- For your safety, please stay on the posted trail.

- Pets are welcome but must be kept on a leash. Please remove their waste.
Please do not collect or distribute plants or animals, or feed the wildlife.

So that others may enjoy this special place in the future, help us protect all animals, plants and cultural resources. Please do not collect or distribute plant or animal life or feed the wildlife.

Honor the prohibition against: camping, smoking, firearms, fires, fireworks, drugs, and alcohol.

No swimming or wading at any time. Flash floods and compromised water quality are possible.

No trapping, hunting, horseback riding, biking or using recreational vehicles.

Carry out what you carry in.

**Phillips Farm is accessible during daylight hours.**

Groups can make prior arrangements by calling (540) 882-3018 or visiting our web site: www.Waterfordfoundation.org.

**ABOUT THE WATERFORD FOUNDATION**

The mission of the Waterford Foundation, Inc., is “To preserve the historic buildings and the open spaces of the National Historic Landmark District of Waterford, Virginia, and through education to increase the public’s knowledge of life and work in an early American rural community.” Since 1944, the Waterford Foundation has worked to preserve and interpret the early Quaker village and surrounding farmland, which is recognized by the Commonwealth of Virginia as well as the Department of the Interior for its extraordinary collection of 18th- and 19th-century buildings set within 1,420 acres of rolling farmland.

The Foundation is a community-based organization, but the success of its stewardship is also important to a state and national constituency. Since its creation, the Foundation has worked diligently to acquire, ease, and restore or rehabilitate historically significant buildings within the village. It currently owns 12 buildings and five tracts of land, and has purchased, eased, and resold many other properties. The Foundation has also gone to great lengths to protect surrounding farmland from inappropriate development that would destroy the 275-year-old visual connection between the old mill town and the farms it served. In the process, the Foundation has acquired a national reputation as a model community-based preservation organization. In 1970 the U.S. Department of the Interior joined the Foundation in recognizing the unique historic village and landscape by establishing the Waterford National Historic Landmark District. This designation was reaffirmed in August of 2007. Waterford today has more properties under preservation easement than any other location in Virginia.

In 2011, Waterford was named a Preserve America Community by the first lady of the United States. In addition to its focus on preservation of structures, the Waterford Foundation has hosted a juried craft fair and historic homes tour. Now in its 73rd year, the Waterford Fair will bring carefully selected artisans—150 of them—from across the country to demonstrate techniques of traditional craftsmanship. Vintage barns and a historic Mill are transformed into galleries for paintings, photographs, handmade items, and dried flowers. Visitors see Colonial and Civil War military
encampments with skirmishes throughout the weekend, and dancers, performers, and re-enactors bring the flavor of times past to this unique event.

In 2016, the Foundation initiated a new program in support of craftsmanship: the Waterford Craft School. This is a hands-on environment where students learn traditional crafts and skills that celebrate America’s heritage. The Waterford Foundation has a longstanding commitment to the preservation and promotion of culture and arts as well as the historic agricultural landscape.
APPENDIX A. VIRGINIA OUTDOORS FOUNDATION CONSERVATION EASEMENT
THIS DEED OF EASEMENT, dated the 22nd day of May, 2005, between The
WATERFORD FOUNDATION, Incorporated, a private Virginia non-profit conservation
organization and a Virginia non-stock corporation, whose address is 40183 Main Street, P.O.
Box 142, Waterford, VA 20197 (together with its agents, heirs, assigns and all other successors
to it in interest hereinafter referred to collectively as the “Grantor”), the VIRGINIA
OUTDOORS FOUNDATION, an Agency of the COMMONWEALTH OF VIRGINIA
(hereinafter referred to as the “Grantee”), whose address is 203 Governor Street, Suite 302,
Richmond, Virginia 23219, and the Virginia Resources Authority, Administrator of the Virginia
Water Facilities Revolving Fund (hereinafter referred to as the “VRA”).

WITNESSETH:

WHEREAS, the Open Space Land Act of 1966 (Chapter 17, Title 10.1, §§ 10.1-1700 to
10.1-1705 of the Code of Virginia, as amended) declares that the preservation of open-space land
serves a public purpose by promoting the health and welfare of the citizens of the
Commonwealth by curbing urban sprawl and encouraging more desirable and economical
development of natural resources, and authorizes the use of easements in gross to maintain the
character of open-space land; and

WHEREAS, Chapter 18, Title 10.1 of the Code of Virginia (§§ 10.1-1800 to 10.1-1804,
as amended) declares it to be the public policy of the Commonwealth to encourage preservation
of open-space land and authorizes the Virginia Outdoors Foundation to hold real property or any
estate or interest therein for the purpose of preserving the natural, scenic, historical, scientific,
open-space and recreational lands of the Commonwealth; and

WHEREAS, Grantor is the owner in fee simple of certain real property consisting of 140
acres, more or less, contained within a land parcel of 144.0 acres, more or less, and described in
Schedule A attached hereto and made a part hereof, located in Catoctin Magisterial District,
Loudoun County, Virginia, near the Village of Waterford, fronting on State Route 698,
hereinafter referred to as the “Property,” which it desires preserved as open-space land in the
public interest; and

WHEREAS, the Property consists of primarily productive agricultural land and is within
the boundaries of the Waterford National Historic Landmark, a property listed in the National
Register of Historic Places in 1969, and named by the United States Secretary of the Interior as a
National Historic Landmark in 1970; and the Property contains very productive agricultural
soils, including 37 acres of prime farmland (Chester and Meadowville soil series); 46 acres of
fertile productive floodplain and the remaining acreage providing excellent hay, pasture and grassland production; and

WHEREAS, the Property is presently within the boundaries of the National Historic Landmark designated by the National Park Service and the Waterford Historic District designated in the Virginia Landmarks Register, and borders the Waterford Historic Cultural Conservation District boundaries established by Loudoun County, Virginia (the "Waterford Historic District"), each having as its public purpose the preservation and maintenance of the unique agricultural, historical and cultural heritage of the rural area surrounding the Village of Waterford; and

WHEREAS, protection of the Property will yield significant public benefits; specifically such benefits may include: (1) the continued agricultural use of productive agricultural soils; (2) public education about the Village of Waterford's agricultural, historical, and cultural heritage; (3) the nurture of resident and migratory wildlife; (4) preservation of historic water control features, including the historic dam site, protection of water quality, and prevention of water pollution; and (5) preservation of natural and scenic vistas; and

WHEREAS, the conveyance of this easement supports the Loudoun County Revised Comprehensive Plan by (1) protecting land resources for farming and other innovative agricultural uses that contribute to a rural economy; (2) protecting prime agricultural soils; (3) protecting scenic views of and preventing soil erosion within the Loudoun County Mountainside Development Overlay District; (4) protecting streams, flood plain, and other sensitive resources within the River and Stream Corridor Overlay District; and

WHEREAS, the current use of the Property is for agricultural production and historical preservation and its current improvements are consistent with the agricultural, historical and open space resources of the Property. The Grantor intends that the agricultural, historical and open space values of the Property be preserved and maintained, and the Grantor intends to convey to the Grantee the right to preserve and protect the agricultural, historical and open space values of the Property in perpetuity; and

WHEREAS, the Farm and Ranch Lands Protection Program (16 USC 3838 h and 3838 i) purchases conservation easements to protect prime, unique, and other productive soils from conversion to non-agricultural uses and historic and archaeological sites contained within these areas of productive soils. Under the authority of the Farm and Ranch Lands Protection Program, the United States Department of Agriculture's Natural Resources Conservation Service (hereinafter the “United States”) has provided $800,000.00 to the Grantee for the acquisition of this conservation easement, entitling the United States to the rights identified herein; and

WHEREAS, a portion of the financing of the purchase of the Property is from the Virginia Clean Water Revolving Loan Fund's Land Conservation Loan Program, a State program established for the protection and improvement of water quality and the prevention of pollution to State waters; and
WHEREAS, the Virginia Department of Transportation has awarded $600,000.00 from the Federal Highway Administration Transportation Enhancement Program for the acquisition and preservation of the Property described in Schedule A; and

WHEREAS, the Grantor and Grantee agree that the natural characteristics, ecological features, physical and man-made conditions of the Property at the time of this grant are documented in a Baseline Documentation Report, establishing the condition of the Property at the time of this grant and including reports, maps, photographs, and other documentation. A copy of the complete Baseline Documentation Report is retained in the offices of the Grantor and Grantee, and a Summary Baseline Report with a signed acknowledgment of the complete Baseline Documentation Report is attached as Exhibit A hereto. Grantee may use such baseline documentation in enforcing provisions of this easement, but is not limited to the use of the baseline documentation to show a change of conditions.

NOW, THEREFORE, in recognition of the foregoing and in consideration of the mutual covenants recited herein, together with other good and valuable consideration in the amount of One Million Four Hundred Thousand Dollars ($1,400,000.00), the receipt of which is hereby acknowledged, Grantor does hereby grant and convey to the Grantee an open-space easement in gross over, and the right in perpetuity to restrict the use of, the Property consisting of 140 acres, more or less, which is more particularly described in Schedule A. The Property is a portion of the land parcel shown as Tax Map Number /28//29///1/ and Pin #341-10-3295 among the land records of Loudoun County, Virginia. The Property shall be considered to be one parcel for the purposes of this easement, and the restrictions and covenants of this easement shall apply to the Property as a whole rather than to the individual land parcel of which it is a part. The farmstead area (hereinafter referred to as the “Farmstead Area”), consisting of 2.80 acres, more or less, is shown as Area 1 on the plat attached hereto and made a part hereof.

STATEMENT of PURPOSE. The primary purpose of this Deed of Easement is to protect the agricultural soils, agricultural viability, and general productive capacity of the Property in perpetuity and to protect water quality on the Property. In addition, it is also the purpose of this easement to preserve the integrity of the Waterford Historic District, encompassing the oldest town in Loudoun County, a mill town dating from the 18th century. This District is notable for its carefully maintained historic structures and buildings and “...the unspoiled open rolling landscape which surrounds the village and enhances its [historic] integrity.” This District benefits from highly scenic and open views of and across the protected Property present at the time the Town of Waterford was founded. It is the purpose of this Deed of Easement to also protect the traditional and scenic rural character of the open fields as part of the historic surrounding landscape.

Restrictions are hereby imposed on uses of the Property pursuant to the public policies set forth above. This Deed of Easement shall be perpetual. It is an easement in gross and as such is inheritable and assignable and runs with the lands as an incorporeal interest in the Property enforceable by the Grantee against the Grantor. The acts that the Grantor covenants to do and not to do upon the Property, and the restrictions that the Grantee is hereby entitled to enforce, are and shall be as follows:
1. CONSERVATION PLAN. As required by section 12381 of the Food Security Act of 1985, as amended, the Grantor, its heirs, successors, or assigns, shall conduct all agricultural operations on the Property in a manner consistent with a conservation plan (hereinafter referred to as the “Conservation Plan”) prepared in consultation with the Natural Resources Conservation Service of the United States Department of Agriculture (hereinafter referred to as “NRCS”) and approved by the Loudoun County Soil and Water Conservation District. This Conservation Plan shall be developed using the standards and specifications of the NRCS Field Office Technical Guide and 7 CFR Part 12 that are in effect on the date hereof. However, the Grantor may develop and implement the Conservation Plan with a higher level of conservation if it is consistent with the NRCS Field Office Technical Guide standards and specifications.

NRCS shall have the right to enter upon the Property, with advance notice to the Grantor, in order to monitor compliance with the Conservation Plan.

In the event of noncompliance with the Conservation Plan, NRCS shall work with the Grantor to explore methods of compliance and give the Grantor a reasonable amount of time, not to exceed twelve months, to take corrective action. If the Grantor does not comply with the Conservation Plan, NRCS will inform Grantee of the Grantor’s noncompliance. The Grantee shall take all reasonable steps (including efforts at securing voluntary compliance and, if necessary, appropriate legal action) to secure compliance with the Conservation Plan following written notification from NRCS that (a) there is a substantial, ongoing event or circumstance of non-compliance with the Conservation Plan, (b) NRCS has worked with the Grantor to correct such noncompliance, and (c) Grantor has exhausted its appeal rights under applicable NRCS regulations.

If the NRCS standards and specifications for highly erodible land are revised after the date of this easement based on an Act of Congress, NRCS will work cooperatively with the Grantor to develop and implement a revised Conservation Plan. The provisions of this section apply to the highly erodible land conservation requirements of the Farmland Protection Program and are not intended to affect any other natural resources conservation requirements to which the Grantor may be or become subject.

2. CONTINGENT RIGHT IN THE UNITED STATES OF AMERICA. In the event that the Grantee fails to enforce any of the terms of this easement, as determined at the sole discretion of the Secretary of the United States Department of Agriculture, the said Secretary of Agriculture and his or her successors and assigns shall have the right to enforce the terms of the easement through any and all authorities available under Federal or State law. In the event that the Grantee attempts to terminate, transfer, or otherwise divest itself of any right, title, or interest in this easement without the prior consent of the Secretary of the United States Department of Agriculture, then, at the option of such Secretary, all right, title, and interest of the Grantee in this easement shall become vested in the UNITED STATES OF AMERICA.

3. TRASH. Accumulation or dumping of trash, refuse, or junk is not permitted on the Property. This restriction shall not prevent generally accepted agricultural or wildlife management practices, such as creation of brush piles, composting, or the storage of farm
machinery, organic matter, agricultural products or agricultural byproducts produced on the Property, as long as such practices are in accordance with Federal, state, and local laws and regulations and consistent with the Conservation Plan. A Phase I Environmental Site Assessment of the Property and the land parcel of which it is a part was performed in November 2003 for the Grantor (the “Environmental Report”), a copy of which is retained in the offices of the Grantor and Grantee, and the executive summary of the report is attached as Exhibit B hereto.

4. **SIGNS.** Display of billboards, signs, or other advertisements is not permitted on or over the Property except with respect to the following: to state the name and/or address of the owners, to display interpretative, historical, educational and/or directional information for the public relating to the Property and its use; to advertise the sale or lease of the Property; to advertise the sale of goods or services produced incidentally to a permitted use of the Property; or to provide notice necessary for the protection of the Property. No such sign shall exceed nine square feet in size, or, the dimension requirements of the Zoning Ordinance of Loudoun County, Virginia, whichever is more restrictive.

5. **DIVISION.** The Property may not be divided or subdivided in any manner. The Property may not be sold or conveyed except as a whole.

6. **FOREST MANAGEMENT.** Management of forest resources, including commercial timber harvest, shall be in accord with a forest stewardship plan approved by the Grantee. All forestry activities shall be carried out so as to preserve the environmental and scenic qualities of the area. Best Management Practices, as defined by the Virginia Department of Forestry, shall be used to control erosion and protect water quality when any material forestry activity is undertaken. No timber harvest shall be permitted within 50 feet on either side of each permanent stream on the property, except that the cutting of trees that have died naturally, that, were they not removed, would jeopardize the health of the forest or that would present an imminent hazard to human health or safety is permitted. The Grantor shall notify the Grantee no later than 30 days prior to the start of any material forest activity, as well as within 7 days of its completion.

7. **GRADING, BLASTING, MINING.** Mining or extraction of soil, sand, gravel, oil, natural gas, or other mineral is prohibited, except that the Grantor may extract soil, sand and gravel solely for a permitted use on the Property in a manner consistent with the Conservation Plan and with the conservation purposes of this deed, minimal in scope and impact and not exceeding one acre. Grading, blasting or soil removal shall not materially alter the topography of the Property except (A) as required in the construction of structures permitted by this easement; and (B) for generally accepted agricultural activities consistent with the Conservation Plan. Mining, including exploration for or extraction of minerals and hydrocarbons by any surface methods, on the Property is prohibited.

8. **PONDS.** Any ponds constructed shall be for agricultural purposes only, shall not exceed two acres in size in the aggregate, and shall be located in areas so that disturbance to prime, unique, and important soils is minimized.
9. **HISTORIC RESOURCES.** The Loudoun County Zoning Ordinance (the "Ordinance") provides for the designation, review and protection of heritage resources through the creation of historic overlay districts. The Waterford Historic District is one such overlay district and the Ordinance empowers the County's Historic District Review Committee ("HDRC") to make certain rulings to protect the historic, archaeological, architectural, historic industrial, landscape features within the Waterford Historic District boundary, which overlays a portion of the National Historic Landmark. In order to protect the integrity of these landmark historic resources, the HDRC shall be provided an opportunity to review proposed actions within the Property and the adjacent areas that constitute the Waterford Historic District's viewshed. This viewshed consists of the localities that are within sight of the contributing resources of the Waterford Historic District when in normal use. Additionally, archaeologically significant resources, including surface and subsurface deposits, sites, or features on the Property shall not be intentionally disturbed or excavated except by or under the supervision of an archaeologist who meets the Secretary of Interior's standards, and provided justification for such disturbance is articulated in writing, plans for such archaeological activity have been submitted to, and approved by the Virginia Board of Historic Resources or its successor organization (hereinafter, "VBHR") prior to any ground-disturbing activities. In the event of ground disturbing activities, the impact to prime, unique, and important soils shall be minimized, with the area being reclaimed after such disturbance within one year from the excavation start date. Archaeological collections and associated field research and analytical records, as well as objects of antiquity professionally excavated from archaeological deposits, sites, or features on the Property shall be preserved and curated according to the Virginia Department of Historic Resources State Curation Standards (March 24, 1998). The Grantor shall take all reasonable precautions to protect archaeological resources, including deposits, sites, or features on the Property from looting, vandalism, erosion, mutilation, or destruction from any cause. Nothing herein shall preclude Grantor from maintaining or restoring the existing dam or millrace on the Property with concurrence from VBHR.

10. **WATER COURSES AND RIPARIAN BUFFERS.** Grantor retains the right to use, maintain, and improve water sources, water courses and water bodies on the Property if that activity does not impair the water quality in violation of applicable Virginia water quality standards or alter the natural course or flow volume of water over or through the Property; provided that, alteration of the natural flow of water over the Property is permitted in order to improve drainage of agricultural soils, reduce soil erosion, preserve, restore and maintain historic water features, or improve the agricultural potential of the Property, if such alteration is consistent with the Conservation Plan. Any exercise of this retained right must be done in a manner consistent with the conservation purposes of this easement, including the protection of prime and unique soils and protection of floodplains and jurisdictional wetlands.

A riparian buffer extending at least 100 feet, to the extent permitted by the boundaries of the Property, from either bank of Catoctin Creek shall be maintained. Livestock shall be completely excluded from this buffer area by fencing and must also be completely excluded by fencing from all other permanent streams on the property. Livestock management must be in accordance with an approved conservation plan, including the implementation of all applicable best management practices.
11. **BUILDINGS AND STRUCTURES.** No permanent or temporary building or structure shall be built, placed or maintained on the Property, except as provided below:

a) The sole existing structure, a shed, as indicated in the Baseline Documentation Report may be either repaired and maintained at its current location or removed from the Property at the discretion of the Grantor.

b) One single-family residence, of no more than 4,000 square feet in living area, provided it is contained within the designated Farmstead Area, may be constructed with advance permission of the Grantee. One new dwelling, apartment, or structure to be used primarily to house farm tenants, farm employees or others currently engaged in agricultural production on the Property ("Farm Support Housing") also may be built on the Property, provided the structure is located within the Farmstead Area, and attached to or contained within a barn or other farm building, provided advance written permission of the Grantee is obtained. The total aggregate living area of new Farm Support Housing shall not exceed 1,500 square feet. Such Farm Support Housing shall not be subdivided from the Property. Grantee shall only grant written permission for the construction of such structure if Grantor demonstrates to Grantee's satisfaction that such Farm Support Housing is reasonable and necessary for the agricultural operation of the Property. The occupancy of the Farm Support Housing shall comply at all times with the Loudoun County Zoning Ordinance.

c) Non-residential outbuildings and structures commonly and appropriately incidental to permitted agricultural uses may only be built on the Property within the Farmstead Area, or outside the Farmstead Area with the advance written permission of the Grantee when the Grantee determines that such construction is consistent with the purposes of the easement and necessary or convenient for agricultural production.

d) Existing fences may be repaired and replaced, or removed and new fences may be built on the Property for purposes of reasonable and customary management of livestock and wildlife.

e) Construction or maintenance of unpaved farm roads and private utilities that are reasonably necessary and incidental to carrying out the improvements and uses permitted on the Property by this easement are permitted. Other than roads and yard areas indicated within the Farmstead Area, no portion of the Property shall be paved or otherwise covered with concrete, asphalt, or any other impervious material, unless approved in writing by Grantee as being consistent with the Conservation Plan and the purposes of this easement. Existing roads, as identified in the Baseline Documentation Report, may be maintained and repaired in their current state. No new roads may be constructed, except for unpaved roads necessary for agricultural operations on the Property.
f) Installation of new utilities is prohibited, except that the Grantor may install utilities (including underground water and sewage piping) necessary for permitted uses of the Property and to serve the Interpretive Area also owned by the Grantor and shown as Area 2 on the plat attached hereto, as long as such installation is not inconsistent with the purposes of this easement and is done in such a manner as to minimize to the greatest extent possible impact on soils. Existing utilities may be replaced or repaired at their current location.

g) The total impervious surface coverage of new and existing structures, including rooftops and pavement, may not exceed 2% of the total area of the Property.

h) Rural enterprise buildings or structures shall be permitted, as provided in Section 14 below.

No new building, structure, or amenity shall be constructed on the Property (including within the Farmstead Area) without the prior written approval of the Grantee, provided, however, that the Grantee shall not issue such approval without the concurrence of the VBHR and, if applicable, the HDRC. Concurrence by the VBHR shall be based on a finding that the location, design, and materials of the proposed new building, structure, or amenity are, in the opinion of the VBHR, consistent with the historic, architectural, and scenic character of the Property and of the Waterford National Historic Landmark, and the purposes of this Deed of Easement.

12. INDUSTRIAL AND COMMERCIAL ACTIVITIES AND PROPERTY USE. Industrial or commercial activities, including commercial recreational activities, other than the following are prohibited: (1) plant and animal agriculture, including but not limited to horticulture, raising of livestock, and equine activities; (2) temporary or seasonal outdoor activities consistent with the purposes of the easement; (3) and activities which can be and in fact are conducted within permitted buildings without material alteration to the external appearance thereof. None of the foregoing permitted activities shall harm prime agricultural soils or permanently alter the physical appearance of the Property. None of the foregoing permitted activities, and no noncommercial activity, which involves 100 or more people shall occur on more than seven days in any calendar month unless approved by the Grantee in advance in writing.

13. RECREATIONAL USES. De minimis and undeveloped recreational and educational activity is permitted on the Property as long as such activity is consistent with the purposes of this easement and does not adversely impact the soils and/or agricultural operations on the Property. Under no circumstances shall athletic fields, golf courses or ranges, commercial airstrips or helicopters pads, motocross biking, or any other improvement or activity inconsistent with current or future agricultural production be permitted on the Property.

It is the intent of the parties hereto that the Property shall be used for agricultural purposes. The parties acknowledge, however, that use of the Property as a historic, educational, open-space, and/or recreational resource for the benefit of the public is permitted under this easement, provided that any building, structure, or amenity necessary for such use is consistent
with the provisions of Section 11 above, and that no activity inconsistent with the Conservation Plan shall be permitted on the Property.

14. **RURAL ENTERPRISES.** The right to conduct rural enterprises consistent with the Purposes of this easement, especially the economically viable use of the Property for agriculture, forestry and open space and the conservation of agriculturally and silviculturally productive land is permitted. In connection with such rural enterprises, the Grantor may maintain, repair, enlarge, replace and use permitted structures with associated utility services, drives and appurtenant improvements within a Farmstead Area. Grantee may approve a new, non-residential, non-agricultural structure for an approved rural enterprise only if an existing structure is not suitable and the new structure is:

a) Located within a permitted Farmstead Area;
b) Fewer than 1500 square feet in area, as an exterior measure of the footprint and no more than 25 feet from the lowest undisturbed ground level to the roof peak;
c) Inclusive of all storage space, so that no part of the business is conducted outside of the structure;
d) Of a nature, intensity, scope, size, appearance, type and quantity compatible with the existing agricultural structures and historic context of the Property;
e) Located in a way that minimizes the negative impact on future operations and expansion of agricultural uses, does not interfere with current agricultural operations and does not displace farm or forestry storage, use or functions;
f) Non-residential; and

g) Not inconsistent with the purposes of this Deed of Easement.

No use or structure contemplated under this Section shall be commenced, constructed or located without first securing the prior written approval of Grantee, which approval Grantee may deny or condition in its sole discretion. All structures and uses shall conform to all applicable local, state and federal ordinances, statutes and regulations. Grantee’s approval may be conditioned upon, without limitation, receipt of copies of any necessary governmental permits and approvals that Grantor obtains for such use or construction. Grantee shall not approve a new structure for a non-agricultural, approved rural enterprise unless the proposed structure meets the requirements of factors (a) through (g), above. In addition, such structures are subject to the 2% total impervious surface limit set forth in Section 11 above.

15. **ENFORCEMENT AND MONITORING.** Grantee shall have the right to enforce by proceedings at law or in equity the provisions of this easement, including, but not limited to, the right to require the restoration of the Property to its condition on the date of this easement, subject to the reserved rights of Grantor set forth herein. Grantor and Grantee acknowledge that they each have received a copy of the Baseline Documentation Report, which shall serve as an objective information baseline for the purpose of monitoring compliance with the terms of this easement, but shall not preclude the use of other evidence to establish the condition of the Property on the date of this easement in the event of a controversy over the use of the Property.
Grantee's prior failure to act shall not waive or forfeit its right to take such action as may be necessary to ensure compliance with the terms and conditions of this easement.

Grantor and Grantee agree that monetary damages would not be an adequate remedy for the breach of any of the terms, conditions and restrictions of this Deed of Easement and, therefore, in the event that the Grantor violates or breaches, or attempts or threatens to violate or to breach any of such terms, conditions and restrictions, the Grantee may institute a suit, and shall be entitled, to enjoin by ex parte temporary and/or permanent injunction such violation (including any attempted or threatened violation), and to require the restoration of the Property to its prior condition. The Grantee shall be entitled to the costs, including reasonable attorney fees, of enforcing any of the terms, conditions and restrictions contained herein; provided, however, that if Grantor ultimately prevails in a judicial enforcement proceeding, each party shall bear its own costs.

Nothing herein shall be construed to entitle the Grantee to institute any enforcement proceedings against Grantor for any changes to the Property due to causes beyond Grantor's control, such as changes caused by fire, flood, storm, natural deterioration or unauthorized acts of third parties. Grantor shall take reasonable action to prevent and to mitigate the effects of such causes.

Grantee shall have the right to enter the Property upon written notice to Grantor, its heirs, successors or assigns for the purposes of: inspecting the Property to determine compliance with the provisions of this easement or to obtain evidence for the purpose of seeking judicial enforcement.

16. HAZARDOUS MATERIALS. Grantor warrants that Grantor has no actual knowledge of a release or threatened release of hazardous substance or toxic wastes on the Property. Further, Grantor shall not permit any hazardous substance or wastes to be placed on the property, except for storage permitted under Section 3 hereinabove. The attached executive summary of the Environmental Report is incorporated herein by reference.

17. INDEMNIFICATION. The Grantor is solely responsible for any costs, damages, claims, liabilities and judgments arising from past and future acts or omissions of the Grantor in connections with the Property and shall indemnify, defend, and hold harmless Grantee and the United States from any liability resulting from the Grantor’s acts, including but not limited to, the release, use or deposit of any hazardous substance or wastes on the Property.

18. EXTINGUISHMENT, CONVERSION, DIVERSION. This easement may only be terminated or extinguished by a court of competent jurisdiction upon a request to terminate made by Grantor, Grantee, and the USDA, or their successors, and after a finding by the court that diversion of the Property from open-space land use has been authorized as required by §10.1-1704 of the Code of Virginia, and that the conditions or circumstances of or surrounding the Property have changed to such a degree that it has become impossible to fulfill the conservation purposes of the easement. In the event the substitution of land occurs, the United States shall receive funds equivalent to its share of the proceeds at the time of condemnation or extinguishment.
19. **COMPENSATION.** If this easement is extinguished by termination in accordance with Section 18 above or condemnation, in whole or in part, then Grantee and the United States are entitled to their proportional share of the value of the easement which shall be computed as at least 46.647% of the gross sale proceeds or condemnation award, representing an amount equal to the ratio of the appraised value of this easement (stated to be $1,600,000) to the unrestricted fair market value of the Property (stated to be $3,430,000), as these values are determined as of the date of this Deed of Easement. The proportional shares of the Grantee and the United States are 50% and 50% respectively, representing the proportion of the easement purchase price each party contributed (with the $200,000 of easement value donated by the Grantor credited entirely to the Grantee). Condemnation may only occur upon prior written consent by the United States.

20. **TITLE.** Grantor warrants that Grantor has good title to the Property, that Grantor has the right to convey this easement, and that the Property is free and clear of any encumbrances, except the Deed of Trust related to Grantor’s financing of the acquisition of the Property of which VRA is the beneficiary.

21. **TRANSFER.** Grantor, which term is defined herein to include Grantor’s agents, assigns and all other successors to it in interest, shall notify Grantee in writing within 60 days following any transfer or sale of the Property or any part thereof. In any deed conveying all or any part of the Property, this easement shall be referenced by Deed Book and Page Number and shall continue as a servitude running in perpetuity with the Property.

22. **APPROVALS.** Grantor shall notify the Grantee, in writing, no less than thirty (30) days prior to undertaking any activities requiring notification and/or approval by the Grantee pursuant to Sections 6, 9, 11, 12, 14, or 21 hereof. Grantor’s notice shall describe the nature, scope, design, location, timetable and any other material aspect of the proposed activity in sufficient detail to enable the Grantee to make informed judgments as to its consistency with the conservation purposes of this easement. The Grantee’s approval or disapproval, if required, shall be communicated to Grantor in writing with reasonable promptness, taking into account the complexity of the proposed activity and any requirement to obtain concurrence of VBHR or HDRC.

23. **SUBORDINATION.** Any mortgage or lien arising after the date of this Deed of Easement shall be subordinated to the terms of this Deed of Easement.

24. **ZONING ORDINANCE.** Notwithstanding any other provision of this Deed of Easement, the Loudoun County Zoning Ordinance shall apply to the Property and shall take precedence over this easement to the extent that the Zoning Ordinance regulations are more restrictive than the terms of the easement.

25. **NOTICES.** All notices required or permitted hereunder will be deemed to have been delivered when posted with the U.S. Postal Service, Federal Express, United Parcel Service or similar service, or sent by facsimile, telecopier or other such electronic device, with proof of transmission, directed as follows:
26. **AMENDMENT.** This Deed of Easement may be amended only if in the sole and exclusive judgment of the Grantee and the United States such amendment furthers or is not inconsistent with the purposes of this easement. Any such amendment must be mutually agreed upon by the Grantee, United States, and Grantor, signed and duly recorded by such parties and comply with all applicable laws and regulations. Grantee must provide to NRCS timely notice in writing of the amendment.

27. **TRANSFER OF THE EASEMENT.** Upon prior written consent from the United States, Grantee may transfer this easement to a public agency or non-profit organization, which,
at the time of transfer, is a qualified organization under Section 170(h) or successor provision of the Internal Revenue Code.

28. **GOVERNING LAW.** The interpretation and performance of this easement shall be governed by the laws of the Commonwealth of Virginia and the United States of America.

29. **LIBERAL CONSTRUCTION.** Any general rule of construction to the contrary notwithstanding, this easement shall be liberally construed in favor of the Grantee to effect the purposes of this easement and the policy and purposes of the Grantee. If any provision in this instrument is found to be ambiguous, an interpretation consistent with the purposes of this easement that would render the provision valid shall be favored over any interpretation that would render it invalid.

30. **SEVERABILITY.** If any provision of this easement or the application thereof to any person or circumstance is found to be invalid, the remaining provisions of this easement shall not be affected thereby.

31. **ENTIRE AGREEMENT.** This instrument sets forth the entire agreement of the parties with respect to the easement and supersedes all prior discussions, negotiations, understandings, or agreements relating to the easement, all of which are merged herein.

32. **CONSENT OF LIENHOLDER.** The Virginia Resources Authority, as Administrator of the Virginia Water Facilities Revolving Fund (herein, VRA), is the beneficiary of a certain Deed of Trust dated December 18, 2003, and recorded in the Clerk’s Office of the Circuit Court of Loudoun County, Virginia, as Instrument Number 20031218-0164584, which subjects the Property to a lien in favor of VRA. VRA and the Trustee under the Deed of Trust hereby consent to the terms and intent of this easement, and agree that, upon the complete execution and recordation of this Deed of Easement in the Clerk’s Office of the Circuit Court of Loudon County, Virginia, the lien represented by the Deed of Trust shall be held subject to this Deed of Easement.

Although this easement in gross will benefit the public as described above, nothing herein shall be construed to convey to the public a right of access to or use of the Property. Grantor, its heirs, successors and assigns, hereby retain the exclusive right to such access and use, subject to the terms hereof.

Acceptance of this conveyance by the Grantee is authorized by Section 10.1-1801 of the Code of Virginia and is evidenced by the signature of its Deputy Director hereto. Assignment of this easement is governed by Section 10.1-1801 of the Code of Virginia.
WITNESS the following signatures and seals.

GRANTOR:
Waterford Foundation, Incorporated

By James J. Behan, President

VRA:

By

Its: Executive Director

Russell J. Sarge, Trustee

Doug L. Halt, Trustee

Accepted:

VIRGINIA OUTDOORS FOUNDATION

By: Leslie H. Grayson, Deputy Director
The Natural Resources Conservation Service, an Agency of the United States Government, hereby accepts and approves the foregoing Deed of Easement, and the rights conveyed therein, on behalf of the United States of America.

NATURAL RESOURCES CONSERVATION SERVICE
UNITED STATES DEPARTMENT OF AGRICULTURE

By: M. Denise Doetzer, State Conservationist

The Virginia Board of Historic Resources has consented to this Deed of Easement and hereby acknowledges that the terms and conditions set forth herein are consistent its statutory powers and duties under Chapter 22, Title 10.1 of the Code of Virginia.

VIRGINIA BOARD of HISTORIC RESOURCES

By: Kathleen S. Kilpatrick
   Director, Department of Historic Resources

Date: 5/12/2005
COMMONWEALTH OF VIRGINIA,
CITY/COUNTY OF LONDONDERRY, TO WIT:

I, Beverly Keller, a Notary Public for the Commonwealth aforesaid, hereby certify that James J. Moran, President of Grantor, personally appeared before me this day and acknowledged the foregoing instrument.

WITNESS my hand and official seal this 23rd day of May, 2005.

Notary Public

My commission expires: 07-30-06 (SEAL)

COMMONWEALTH OF VIRGINIA,
CITY/COUNTY OF RICHMOND, TO WIT:

I, Bonnie R. McCauley, a Notary Public for the Commonwealth aforesaid, hereby certify that Darrell W. Hite, as Executive of VRA personally appeared before me this day and acknowledged the foregoing instrument.

WITNESS my hand and official seal this 17th day of May, 2005.

Notary Public

My commission expires: July 30, 2005 (SEAL)

COMMONWEALTH OF VIRGINIA,
CITY/COUNTY OF RICHMOND, TO WIT:

I, Terry C. Richards, a Notary Public for the Commonwealth aforesaid, hereby certify that Russell J. Singer, as Trustee, personally appeared before me this day and acknowledged the foregoing instrument.

WITNESS my hand and official seal this 17th day of May, 2005.

Notary Public

My commission expires: 01-31-09 (SEAL)
COMMONWEALTH OF VIRGINIA,
CITY/COUNTY OF Richmond, TO WIT:

I, Terry C. Richards, a Notary Public for the Commonwealth aforesaid, hereby certify that Douglas Sertoli, as Trustee, personally appeared before me this day and acknowledged the foregoing instrument.

WITNESS my hand and official seal this 17th day of May, 2005.

My commission expires: 01/21/09 (SEAL)

Notary Public

COMMONWEALTH OF VIRGINIA,
CITY/COUNTY OF Fairfax, TO WIT:

I, Jennifer L. Perkins, a Notary Public for the Commonwealth aforesaid, hereby certify that Leslie H. Grayson, Deputy Director of the Virginia Outdoors Foundation, personally appeared before me this day and acknowledged the foregoing instrument on behalf of the Virginia Outdoors Foundation.

WITNESS my hand and official seal this 24th day of May, 2005.

My commission expires: July 31, 2008 (SEAL)

Notary Public

COMMONWEALTH OF VIRGINIA,
CITY/COUNTY OF Henrico, TO WIT:

Phyllis D. Leonard, a Notary Public for the Commonwealth aforesaid, hereby certify that M. Denise Doughty, State Conservationist of the United States of America, personally appeared before me this day and acknowledged the foregoing instrument on behalf of the Secretary of Agriculture of the United States.

WITNESS my hand and official seal this 20th day of May, 2005.

My commission expires: 7-31-05 (SEAL)

Notary Public
COMMONWEALTH OF VIRGINIA,
CITY/COUNTY OF RICHMOND, TO WIT:

I, Pamela S. Deak, a Notary Public for the Commonwealth aforesaid, hereby certify that Kathleen Kilpatrick, Director of the Virginia Board of Historic Resources, personally appeared before me this day and acknowledged the foregoing instrument.

WITNESS my hand and official seal this 18th day of May, 2005.

My commission expires: 7/31/2010 (SEAL)

Notary Public
Schedule A:

All that certain lot or parcel of land containing 140 acres more or less situate in the County of Loudoun, Commonwealth of Virginia, and being more particularly described as follows:

Parcel One (1), containing 144,000 acres, more or less, "Subdivision Waiver Plat on the Property of Ann H. Brown", as the same is duly dedicated, platted and recorded in Deed Book 2390 at page 2459, among the land records of Loudoun County, Virginia.

AND BEING the same tract or parcel of land acquired by deed dated December 18, 2003 to Waterford Foundation, Inc. from Historic Fields, L.L.C., recorded as Instrument Number 20031218-0164583 among the land records of Loudoun County, Virginia.

LESS and EXCEPTION an area containing 4.0 acres designated "Interpretative Area" and shown as Area 2 on the plat prepared by William E. Fissel of Dewberry & Davis LLC, dated March 19, 2005, and attached hereto.
Exhibit A

EASEMENT DOCUMENTATION REPORT
ACKNOWLEDGEMENT

PHILLIPS FARM
LOUDOUN COUNTY, VIRGINIA

The Easement Documentation Report dated May 22, 2005 filed in the offices of the Grantor and Grantee records the area, character and condition of the property owned by the Waterford Foundation, known as Phillips Farm, comprising 144 acres located along Catoctin Creek in Loudoun County adjacent to the town of Waterford. 140 acres of which is to be placed under open-space easement granted to the Virginia Outdoors Foundation by the Waterford Foundation in a Deed of Gift of Easement recorded in the Loudoun County Clerk’s Office. This report constitutes the baseline documentation to serve as a future reference in monitoring the Easement as required by Section 170(h) of the Internal Revenue Code and Section 1.170A-14 of the Treasury Regulations.

The Easement Documentation Report includes the following items (the first three of which are recorded with the easement and referred to as Summary Baseline Report therein):

- Narrative description with building sizes and impervious surface calculation
- Aerial Map showing boundaries and photo locations
- Soil types Map from Loudoun County GIS Mapping System
- Easement Proposal Sheet reviewed by VOF Board of Trustees
- Topographical Map showing boundaries and photo locations
- Map showing boundaries, fence lines, structures and wooded areas with photo locations
- Photos (16) of property taken over several seasons
- Dewberry and Davis survey map dated September 11, 2004 showing floodplains, steep slopes, soils, Farmstead Area, and 4 acre area excluded from easement (located in pocket)

The Grantor and Grantee acknowledge that this Report accurately reflects the condition of the Property subject to the Easement referenced above as of the date of conveyance of the Easement.

VIRGINIA OUTDOORS FOUNDATION, Grantee

By: Leslie H. Grayson, Deputy Director

Date: May 22, 2005

WATERFORD FOUNDATION, Grantor

By: James J. Behan, President

Date: May 22, 2005
PHILLIPS FARM
Structures, Land Use, and Property Features

Man-made structures and Improvements:
There is only one building on the property as of the date of this easement. The building is a shed with dimensions of 48 feet x 48 feet (2,304 sq. ft.). This represents .00038 % of the property in impervious surface coverage.

Land Use and Property Features:
Phillips Farm property is located on the west edge of the village of Waterford on South Fork of Catoctin Creek. Fronts on Route 698 (Old Wheatland Road). This historic agricultural property along Catoctin Creek was the first land farmed in Waterford. It contains prime agricultural soils and the original dam and millrace that powered the town mill. The property has extensive frontage and floodplain along Catoctin Creek running through the eastern portion of the tract. The property is primarily open pastureland with some cross fencing. There are some small hardwood areas along the boundaries and Catoctin Creek and one area of pines in the middle of the property.
Loudoun County Mapping System

Map Width=4,204 feet
Created on 5/11/05 4:37:47 PM

PIN Address
341103295

Waterford Foundation Property
Phillips Farm
Soils Map

Executive Summary

This report details the results of a Phase I Environmental Site Assessment (ESA) conducted by Williamsburg Environmental Group, Inc. (WEG) in November 2003 for the 144-acre parcel of property known locally as the Phillips Farm Property (subject property), located in Loudoun County, Virginia. This Phase I ESA was conducted by WEG to evaluate any recognized environmental conditions on or adjacent to the subject property. Recognized environmental conditions relate to the likely presence of hazardous substances or petroleum products on the subject property resulting from a past release, an existing release, or a material threat of a release of such substances. The investigation did not include sampling; testing or conducting detailed studies to verify any specific hazardous substance problem, or specifically identifying or quantifying those problems. This assessment is not intended to focus on de minimus conditions that generally do not present risk to public health or the environment, and would not require enforcement action by regulating agencies.

A site reconnaissance was performed by WEG on November 24, 2003. The subject property is located south of and can be accessed from Wheatland Road. One structure was found on the subject property at the time of the site reconnaissance. The subject property is a mixture of woods and open fields. A buried utility line extends through the eastern half of the subject property. Catoctin Creek is located in the southern and eastern half of the subject property. The adjacent properties consist of residential and agricultural use to the east, south and west, and Wheatland Road to the north.

The regulatory records review conducted by WEG indicates that the subject property has not been listed as a National Priority List (NPL) (Superfund) site; a Comprehensive Environmental Response, Compensation and Liability Information System (CERCLIS) site; a permitted hazardous waste handler; or a permitted landfill. The Virginia Department of Environmental Quality (DEQ) has not investigated any waste handling incidents on the subject property. No groundwater pollution complaints have been investigated on the subject property since the DEQ began keeping records in 1985. The Underground Storage Tank (UST) registry indicated the presence of no such tanks on the subject property.

No properties within the appropriate search distances of the subject property are listed as NPL sites, CERCLA sites or permitted landfills. In addition, no Resource Conservation and Recovery Information System (RCRIS) Small-Quantity Generators (SQG), or Large-Quantity
Generators (LQG) are located within one-quarter mile of the subject property. No State Hazardous Waste Sites (SHWS) are located within one mile of the subject property. Five leaking underground storage tanks are located between ¼-mile and ½-mile from the subject property. Four of these sites are listed with a remediation status of closed and the fifth site has remediation status of open. Those sites with a remediation status of closed should no longer pose a threat to the subject property. Based on the location of the site with the remediation status of open it should not pose a threat to the subject property.

Information reviewed regarding the history of the subject property and adjoining land indicates that historically the land was possibly used for agricultural purposes. Available historical topographic maps and aerial photographs depicting the site and surrounding area were reviewed and confirmed the previous uses of the subject property as possibly agricultural since 1937. No recognized environmental conditions were identified through a search of historical sources for the subject property.

Our professional services have been performed, our findings obtained, and our recommendations prepared in accordance with customary principles and practices in the fields of environmental science and engineering. This warranty is in lieu of all other warranties either expressed or implied. WEG is not responsible for the independent conclusions, opinions, or recommendations made by others based on the field exploration or data presented in this report.

It should be noted that all surficial environmental assessments are inherently limited in the sense that conclusions are drawn and recommendations developed from information obtained during limited research and site evaluation. Subsurface conditions were not field investigated as part of this study, and may differ from the conditions implied by the surficial observations. Additionally, the passage of time may result in a change in the environmental characteristics at this site and surrounding properties.

WEG has performed a Phase I ESA of the Phillips Farm Property in Loudoun County, Virginia in conformance with the scope and limitations of the ASTM E 1527-00 publication. This assessment has revealed no evidence of recognized environmental conditions in connection with the subject property.
APPENDIX B. NRCS CONSERVATION PLAN
Forest

Tract: 2289

FOREST STAND IMPROVEMENT

(D3) Forest Stand Improvement: Forestland will be managed to initiate or improve forest stand regeneration according to the plans and specifications from the Virginia Department of Forestry.

<table>
<thead>
<tr>
<th>Field</th>
<th>Planned Amount</th>
<th>Month</th>
<th>Year</th>
<th>Applied Amount</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>UN-1</td>
<td>44.6 ac.</td>
<td>4</td>
<td>2005</td>
<td></td>
<td></td>
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<tr>
<td>Total:</td>
<td>44.6 ac.</td>
<td></td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

Hay

Tract: 2289

FORAGE HARVEST MANAGEMENT

(D1) Forage Harvest Management: Forage will be harvested at a frequency, height, and maturity that maintains a desired and healthy plant community through its life expectancy while meeting the nutritional needs of the livestock.

<table>
<thead>
<tr>
<th>Field</th>
<th>Planned Amount</th>
<th>Month</th>
<th>Year</th>
<th>Applied Amount</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>5</td>
<td>14.0 ac.</td>
<td>4</td>
<td>2005</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>24.7 ac.</td>
<td>4</td>
<td>2005</td>
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</tr>
<tr>
<td>7</td>
<td>12.3 ac.</td>
<td>4</td>
<td>2005</td>
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</tr>
<tr>
<td>8</td>
<td>16.8 ac.</td>
<td>4</td>
<td>2005</td>
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<td></td>
</tr>
<tr>
<td>9</td>
<td>19.6 ac.</td>
<td>4</td>
<td>2005</td>
<td></td>
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</tr>
<tr>
<td>10</td>
<td>5.6 ac.</td>
<td>4</td>
<td>2005</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>2.4 ac.</td>
<td>4</td>
<td>2005</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13</td>
<td>4.0 ac.</td>
<td>4</td>
<td>2005</td>
<td></td>
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</tr>
<tr>
<td>Total:</td>
<td>99.4 ac.</td>
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</tbody>
</table>

PASTURE PLANTING FOR GRAZING AND MECHANICAL HARVEST

Pasture Planting for Grazing and Mechanical Harvest: The forage(s) will be established for pasture and/or hay use at proper seeding dates, rates, and depths. Care will be taken not to overgraze the new stand and to control weeds to ensure establishment. Fertility recommendations from a soil test will be followed.

<table>
<thead>
<tr>
<th>Field</th>
<th>Planned Amount</th>
<th>Month</th>
<th>Year</th>
<th>Applied Amount</th>
<th>Date</th>
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<tr>
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<tr>
<td>13</td>
<td>4.0 ac.</td>
<td>4</td>
<td>2005</td>
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</tbody>
</table>
NUTRIENT MANAGEMENT

(D1) Nutrient Management: Nutrients will be applied based on soil test results for the expected crop yield. All sources of nutrients will be credited. The rate, timing and method of application are shown in the attached Nutrient Management Plan. This plan was developed and signed by a Nutrient Management Planner certified by the Commonwealth of Virginia's Nutrient Management Program.

<table>
<thead>
<tr>
<th>Field</th>
<th>Planned Amount</th>
<th>Month</th>
<th>Year</th>
</tr>
</thead>
<tbody>
<tr>
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<td>9</td>
<td>2005</td>
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<tr>
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<td>2005</td>
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<tr>
<td>13</td>
<td>4.0 ac.</td>
<td>9</td>
<td>2005</td>
</tr>
<tr>
<td><strong>Total:</strong></td>
<td><strong>99.4 ac.</strong></td>
<td></td>
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</tr>
</tbody>
</table>

PEST MANAGEMENT

Manage infestations of weeds, insects and disease to reduce adverse effects on plant growth, crop production and material resources.

<table>
<thead>
<tr>
<th>Field</th>
<th>Planned Amount</th>
<th>Month</th>
<th>Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>5</td>
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<td>2005</td>
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<td>6</td>
<td>2005</td>
</tr>
<tr>
<td><strong>Total:</strong></td>
<td><strong>99.4 ac.</strong></td>
<td></td>
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</tbody>
</table>

CERTIFICATION OF PARTICIPANTS

See attached cover letter.

WATERFORD FOUNDATION INC. 4/5/05

CERTIFICATION OF:

District Conservationist
Larry Wilkinson 4/6/05

CONSERVATION DISTRICT

NONDISCRIMINATION STATEMENT

The U.S. Department of Agriculture (USDA) prohibits discrimination in all its programs and activities on the basis of race, color, national origin, sex, religion, age, disability, political beliefs, sexual orientation, or marital or family status. (Not all prohibited bases apply to all programs.) Persons with disabilities who require alternative means for communication of program information (Braille, large print, audiotape, etc.) should contact USDA's TARGET Center at 202-720-2600 (voice and TDD).

To file a complaint of discrimination, write USDA, Director, Office of Civil Rights, Room 326W, Whitten Building, 14th and Independence Avenue, SW, Washington, DC 20250-9410 or call (202) 720-5964 (voice and TDD). USDA is an equal opportunity provider and employer.
## APPENDIX C. EXISTING RESOURCES FOR KEY HISTORIC THEMES

<table>
<thead>
<tr>
<th>Theme</th>
<th>Existing Resources</th>
</tr>
</thead>
<tbody>
<tr>
<td>Native American</td>
<td>None documented</td>
</tr>
<tr>
<td>Settlement: Early European owner</td>
<td>Deed and genealogical Research</td>
</tr>
<tr>
<td></td>
<td>Herbert Turner history of Phillips Farm</td>
</tr>
<tr>
<td></td>
<td>Portraits of Thomas and Rachel Phillips</td>
</tr>
<tr>
<td>Mill, millrace, and dam</td>
<td>Deed and insurance records (as early as 1760s), newspaper references, sale notices, photographs of mill, race, dam, and “chute”</td>
</tr>
<tr>
<td>Farm: Improvements, crops, labor, methods,</td>
<td>Early 19th Century Phillips Farm ledger</td>
</tr>
<tr>
<td>markets</td>
<td>1850 and 1860 Agricultural censuses</td>
</tr>
<tr>
<td></td>
<td>Papers of neighboring farmers J. E. Walker, D. H. Vandevanter</td>
</tr>
<tr>
<td></td>
<td>Photographs / painting</td>
</tr>
<tr>
<td></td>
<td>Catoctin Farmers club minutes</td>
</tr>
<tr>
<td>Civil War: Farm losses, encampments</td>
<td>Phillips family letters</td>
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<tr>
<td></td>
<td>Southern Claims Commission records</td>
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<tr>
<td></td>
<td>Miscellaneous contemporaneous accounts</td>
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<tr>
<td>African American history</td>
<td>Early African American deed references, labor contracts, reminiscences</td>
</tr>
<tr>
<td>Other</td>
<td></td>
</tr>
<tr>
<td>Bridges</td>
<td>Descriptions, photos, letters, reminiscences</td>
</tr>
<tr>
<td>Disasters</td>
<td>Press and personal references to Johnstown Flood, other flood damage, 1929 tornado</td>
</tr>
<tr>
<td>Recreation</td>
<td>Reminiscences</td>
</tr>
</tbody>
</table>
### APPENDIX D. PRESERVATION AND INTERPRETATION TASKS

<table>
<thead>
<tr>
<th>Themes</th>
<th>Preservation</th>
<th>Actions</th>
</tr>
</thead>
<tbody>
<tr>
<td>Native American – pre-settlement</td>
<td>● Collaborate with the Loudoun Archaeological Foundation and others to develop research goals</td>
<td>● Develop a publication that traces the history of the farm.</td>
</tr>
<tr>
<td>Settlement: Early owners</td>
<td>● Establish property file in the Foundation Archives (complete)</td>
<td>● Develop map of the farm highlighting historic features</td>
</tr>
<tr>
<td>Mill, millrace, and dam</td>
<td>● Clear the millrace. Interpret remnants of the upper aqueduct and “chute.”</td>
<td>● Establish millrace trail and signage</td>
</tr>
<tr>
<td></td>
<td>● Pursue information on the history of Balls Run dam</td>
<td>● Identify site and features of first mill</td>
</tr>
<tr>
<td></td>
<td>● Study sediment above dam</td>
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</tr>
<tr>
<td></td>
<td></td>
<td>● Coordinate interpretive activities with programming and management of the Mill</td>
</tr>
<tr>
<td>Farm: Improvements, crops, labor, methods, markets (pre-1950)</td>
<td>● Maintain old fence lines, wood lot, existing structure. Maintain representative open space. Collect additional personal, commercial and official documentation.</td>
<td>● Update 2004 leaflet on Farm and integrate with map and signage. Conduct additional research to produce a more detailed description and history of Phillips Farm.</td>
</tr>
<tr>
<td></td>
<td>● Obtain aerial photographs and other historic documents.</td>
<td>● Make such a booklet available for sale (Fair and on website)</td>
</tr>
<tr>
<td></td>
<td></td>
<td>● Consider desirability of additional trails. (Ongoing)</td>
</tr>
<tr>
<td></td>
<td></td>
<td>● Ensure that signage, publications reference the relationship between Waterford residents and the farm through time (ongoing).</td>
</tr>
<tr>
<td>Civil War: Farm losses, encampments</td>
<td>● Document specific actions in vicinity</td>
<td>● Research and produce a more detailed description of Civil War history of Phillips Farm, including accounts of soldiers, to be incorporated into a booklet on the farm.</td>
</tr>
<tr>
<td></td>
<td>● Develop archaeological evidence.</td>
<td>● Update signage to incorporate Civil War history</td>
</tr>
<tr>
<td>African American history</td>
<td>● Document specific actions in vicinity</td>
<td>● Research and produce a more detailed description of African American history of Phillips Farm to be incorporated into the booklet on farm.</td>
</tr>
<tr>
<td></td>
<td>● Develop archaeological evidence.</td>
<td>● Update signage to incorporate African American history</td>
</tr>
<tr>
<td>Other</td>
<td>● Document specific actions in vicinity</td>
<td>● Update signage as needed to incorporate information on this history: Bridges, Disasters, and Recreation.</td>
</tr>
<tr>
<td>Bridges</td>
<td>● Develop archaeological evidence.</td>
<td></td>
</tr>
<tr>
<td>Category</td>
<td>Actions</td>
<td></td>
</tr>
<tr>
<td>------------</td>
<td>--------------------------------------------</td>
<td></td>
</tr>
<tr>
<td>Disasters</td>
<td>• Document specific actions in vicinity</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Develop archaeological evidence.</td>
<td></td>
</tr>
<tr>
<td>Recreation</td>
<td>• Collect reminiscences</td>
<td></td>
</tr>
</tbody>
</table>