



MEMORANDUM

TO: Public Works Committee
FROM: Harvey E. Straswnyder, Jr., P.E., Director of Public Works
SUBJECT: Meeting of September 27, 2016
DATE: September 22, 2016

HES
kco

There will be a meeting of the Public Works Committee on Tuesday, September 27, 2016 at 8:00 a.m. **in the conference room located on the second floor of the north end of the County Administration Building at 107 North Kent Street, Suite 200.** The agenda thus far is as follows:

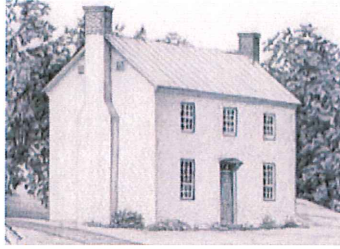
1. Discuss Disposition of Shawneeland Council House
(Attachment 1)
2. Project Update
 - a. Snowden Bridge Boulevard
 - b. CDD Landfill Closure
 - c. Roundhill Fire Station
3. Miscellaneous Reports:
 - a. Tonnage Report: Landfill
(Attachment 2)
 - b. Recycling Report
(Attachment 3)
 - c. Animal Shelter Dog Report:
(Attachment 4)
 - d. Animal Shelter Cat Report
(Attachment 5)

HES/kco

Attachments: as stated

cc: file

CITIZENS' COMMITTEE TO PRESERVE THE CLOUSER HOUSE



Committee Co-Chairs

Ruth Perrine, northmtn@ymail.com
540-336-6173

Bob Stieg, bstieg@msn.com
540-460-6609

September 21, 2016

Members of the Public Works Committee:

The members of the Citizens' Committee are submitting the attached materials for your consideration at the September 27 meeting of the Public Works Committee. This consists of a four page **Initial Report and Proposal** Regarding the future and uses of the Clouser House in Shawneeland, plus seven documents representing the outcome of some of the work done by the Committee over the last 90 days.

Based on the Initial Proposal and the work completed, the Committee is requesting that the Public Works Committee make a recommendation to the Board of Supervisors that an additional 90 days of planning time be allowed to complete a final proposal to the PW Committee and Board.

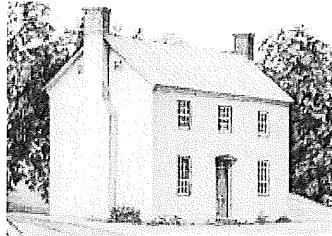
While the Committee has met every two weeks since May and accomplished a great deal towards the plan outlined in the Initial Proposal, three specific documents must still be obtained to complete the package. This includes the written opinion from DCR (one of the Board's criteria for this project) that the uses for the Clouser House as now proposed will not adversely impact the Hazard Rating of the Dam at Shawneeland. Ruckman Engineering estimates that this could take at least two months. It also includes the layout of a proposed lot (dependent on the surveys of the Dam Inundation Zone just completed) and the development of a proposed deed of transfer of that lot, both necessary for the PW Committee's and Board's consideration of a final proposal regarding the Clouser House.

We appreciate the support the Board and the Public Works Committee have given us in the form of the initial 90 days for obtaining data and formulating an overall plan. We hope that, given the initial data and plan, you will consider recommending an extension to obtain the last three elements for use in making a final recommendation and decision.

Bob Stieg, as Co-Chair of the Committee, and Larry Webb, member of the Committee (and Clouser descendant), will attend the September 27 meeting to present the material and answer your questions.

INITIAL REPORT AND PROPOSAL

From The Citizens Committee for the Preservation of the Clowser House



To the Frederick County Board of Supervisors
September 20, 2016

The Citizen's Committee (list on page 4) has been meeting bi-weekly since May to respond to the Frederick County Board of Supervisors' request for a specific plan which would preserve the Clowser House in lieu of its proposed demolition. The principal conditions stipulated by the BOS for such a plan included that: 1) any liability related to the structure be removed from the County; 2) any costs related to the structure's preservation not be borne by the County, and that 3) any plan for preservation and use not adversely impact the rating of the Shawneeland Dam (if in fact in the Dam Inundation Zone).

To prepare this Report the Committee, which includes representatives of experienced preservation organizations (Winchester-Frederick Historical Society, Preservation Historic Winchester, Kernstown Battlefield Association, Preservation Northern Shenandoah Valley, The Clermont Foundation, et al.), has:

- A. Analyzed potential uses and preservation strategies in relation to the stipulated conditions
- B. Met or talked with other County departments
- C. Raised funds to pay for planning work
- D. Commissioned a Survey to determine exactly the height of the House, and a Cross-Section at that point to determine the height of water (the Dam's Inundation Zone, or DIZ) in relation to the house.
- E. Consulted with professionals on options related to the possibility of the House being in the DIZ, including moving the house, raising the house, erecting a diversionary berm, alternative uses, etc.
- F. Analyzed archaeological surveys carried out at this site by the Archaeological Society of Virginia (ASV) in cooperation with the Virginia Department of Historic Resources (DHR), reviewed local ASV materials
- G. Reviewed previous engineering and historical studies of the House and site, consulted with experts
- H. Drafted the documents and is filing for incorporation of The Clowser Foundation

This work has resulted in two Conclusions and a specific Proposal for transfer and use.

1st Conclusion:

Whether or not the House is in the DIZ, it is worth saving and preserving as a key element in a valuable historic site related not only to Frederick County's earliest European settlement and history of national frontier conflict, but also to the site's 10,000 year pre-history as a Paleolithic camp and stone workshop site, as well as to its Civil War history with relics of both sides. This history is documented in state archaeological records (Clowser Farm, DHR ID 44FK0595; Clowser Camp/Workshop site, DHR ID 44FK0596, and DHR Architectural Record 034-1531, plus others), and with significant artifacts. The area immediately surrounding the House also includes the Clowser cemetery (a re-burial ground, containing the remains of some of the earliest settlers in Frederick County), the archaeological ruins of the earliest Clowser home and mill, and a spring which served the houses as well as earlier peoples.

Much of the historical attention (and heritage tourism promotion for economic development) in

Frederick County has been drawn to large plantations or Civil War sites, and less attention and promotion to Frederick County's – particularly western Frederick County's – important place for half a century as part of the leading edge of the American national frontier, the spirited defense of that frontier which cost the lives of many settlers (many of whose descendants still live in Frederick County), and the agricultural and other work it took to build that frontier community. The Clowser site is an outstanding example of that period in the founding of Frederick County, similar to Washington's Headquarters and the remains of Fort Loudoun in the City of Winchester, but earlier.

2nd Conclusion:

The House is within the Cherokee Dam Inundation Zone. A specific survey just completed by Marsh & Legge places the first floor of the house at 878.50 feet, and a cross-section by Ruckman Engineering of a state-defined worst case dam break places peak flow at 880.33, putting 1.83 feet of water in the first floor. Therefore, to avoid adversely impacting the Dam's Hazard Rating (Low/Significant/High; currently at Significant because of its threat to Rt. 600), only non-habitable uses could be considered.

PROPOSAL:

1. That Frederick County transfer ownership of an approximately three-acre parcel of the 149 acres it owns in Shawneeland, including the standing Clowser House, the Clowser cemetery, the archaeological remains of the original Clowser homestead, mill, paleolithic site, and spring,

2. To a non-profit Virginia corporation (The Clowser Foundation) to be established by Clowser descendants and community members,

3. For a consideration of \$1,

4. For use by the Foundation as described in its Articles of Incorporation and By-Laws:

4.1 To support research, education, and the promotion of public knowledge related a.) to the history of Frederick County, Virginia; b.) to the history of the Clowser and associated families and those they interacted with, and c.) to the history of the communities, sites, and activities with which these families were engaged; including limited public access (school tours, lectures, commemorations), and virtual access;

4.2 To support the preservation and conservation of historic and archaeological sites, including specifically the Clowser homestead site, as well as documents, research materials, and material culture items relating to a.) Frederick County, Virginia; b.) to the Clowser and related families; and c.) to their communities and activities, and, to maintain at the Clowser homestead site offices for the Foundation and related organizations, and exhibit, storage and archival facilities;

4.3 To support contemporary activities of the Clowser and related families connecting them to their history, through family reunions, public activities, electronic media, etc.;

4.4 To support and cooperate with other community institutions in the Clowser's Gap area of western Frederick County, Virginia, traditionally associated with the history of the Clowser and related families.

5. With a new office, meeting-display room, and bathroom building to be constructed on higher ground within the lot but outside the DIZ; and the specific uses of the standing Clowser House, permanently stabilized and fully maintained, to be limited (and with no bathroom) to non-habitable uses as listed:

- A. As one component of an historic site, to be viewed from the exterior
- B. Storage of materials needed on site, at very low frequency of access
- C. Access by appointment to interior for maintenance and inspection

6. With all responsibility for liability, preservation costs, costs of transfer (survey, etc.), maintenance of the buildings, etc. moved to the new "improved lot" owner, The Clowser Foundation. As such, the Foundation will pay the annual fee of a lot owner in the Shawneeland Sanitary District.

7. To help assure that the Clowser Foundation continues beyond its founding to have permanent support and advice from the representatives of local professional preservation organizations regarding the maintenance, enhancement, and other functions of the property, the By-Laws include a requirement for a Preservation Advisory Committee (Article X, Section 5).

Summary

The Citizens Committee believes that the proposal above accomplishes five goals:

- A. Meets the desire of the Frederick County BOS to eliminate its responsibility (and tax-payer funding) for any liability related to, or costs associated with, the preservation of the Clowser House, or changes to the rating of the Shawneeland Dam
- B. Preserves an unreplaceable historic/archaeological site critical to the early history of Frederick County
- C. Provides the basis for a permanent non-profit organization to be responsible for the liability and all future costs associated with the site, as well as supporting family, educational and research activities which enhance public knowledge of the County's founding historic period and people
- D. Eliminates the tax-payer funded cost of asbestos abatement and demolition of the site, costs complicated by the fact that the House stands on a state-registered archaeological site
- E. Creates an additional permanent tax-payer (improved lot owner) to the Shawneeland Sanitary District

CURRENT REQUEST TO FREDERICK COUNTY BOARD OF SUPERVISORS FROM THE COMMITTEE:

Based on the work completed over the last 90 days, and the Initial Proposal outlined above, ***that the Board of Supervisors provide an extension of 90 more days to allow the Committee to present a Final Proposal complete with the items below necessary for the Board's review and decision:***

- A. Obtain a written opinion from DCR re the impact of the defined proposed uses on the Dam Rating (Dan Hamric estimates 2 months or more), one of the Board's requests of the Committee, now that the location of the house in relation to the DIZ has been established by survey.
- B. Survey of a proposed lot containing the historical components and space for the new office/bathroom and drainfield.
- C. Preparation of a proposed deed of transfer, with the County Attorney.

The members of the Citizens' Committee thank the Public Works Committee and the Board of Supervisors for their support and consideration in this process.

List of Committee Members

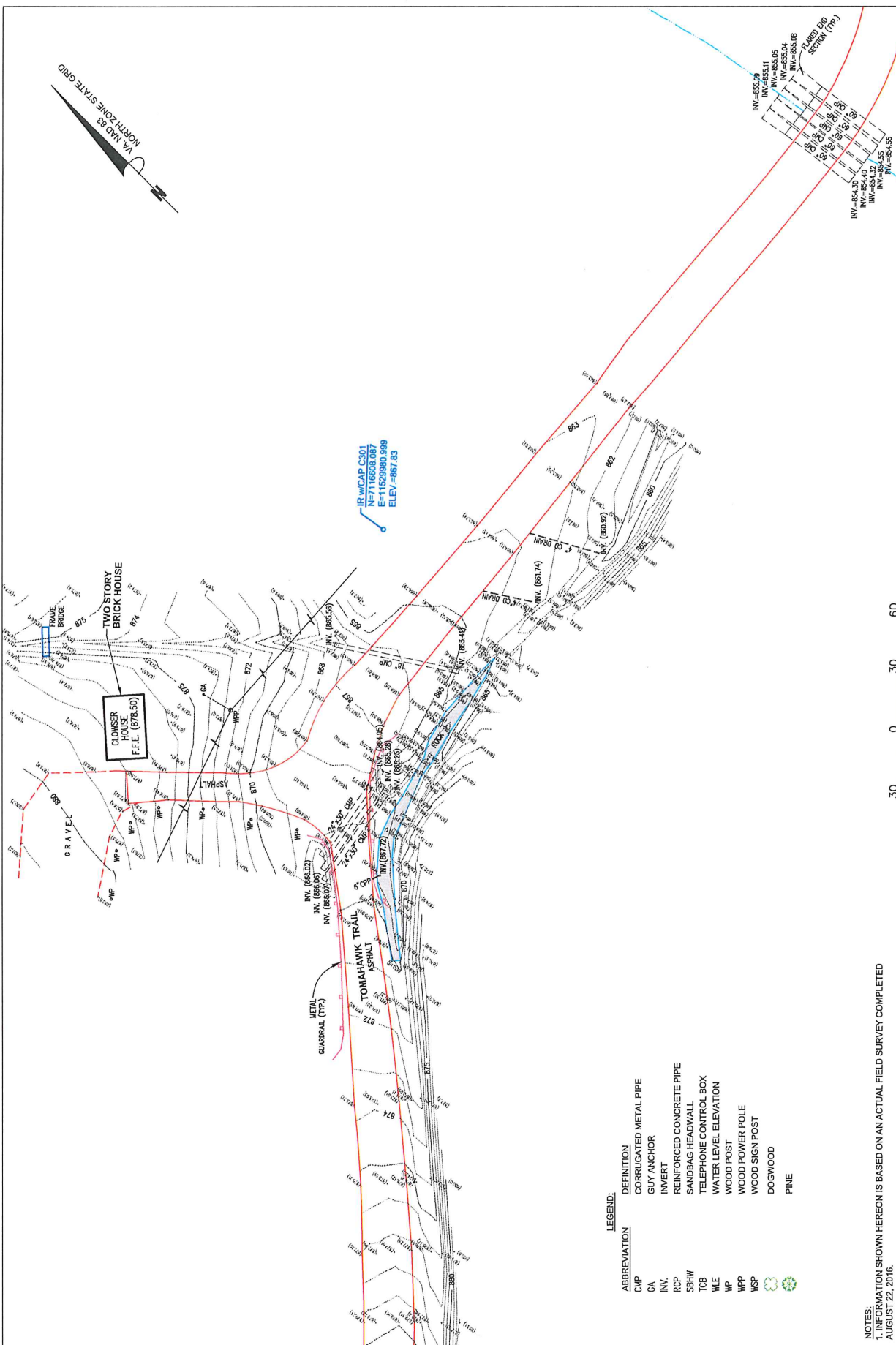
Ruth Perrine, Co-Chair, Shawneeland Resident
Robert Stieg, Co-Chair, The Clermont Foundation
Karen Burke, Recorder, Shawneeland Resident

Betsy Arnett, President, Preservation Northern Shenandoah Valley
Sandra Bosley, Director, Preservation Historic Winchester
Anna Campbell, Shawneeland Resident
Jeff Chamberlain, Clowser descendant
Jessica and Jamie Clowser, Clowser descendant
Judy Clowser-Yancey, Clowser descendant
Gary Crawford, President, Kernstown Battlefield Association
Patsy Gochenour, Local historian, teacher
Roger Lamborne, son of Shawneeland developer, history of Shawneeland
Tim Machado, AIA, Preservation of Historic Winchester
Jim Moyer, French and Indian War Foundation
George Schember, President, Winchester-Frederick Historical Society
Joe Stepongzi, Cultural anthropologist
Larry Webb, USPS, Clowser descendant

Blaine Dunn, FCBOS, Liaison
Bruce Downing, Harrison & Johnston, Registered Agent, The Clowser Foundation (in process)

ATTACHED:

1. Topographic Survey of Clowser House
2. Vicinity Map of Clowser House area
3. Cross-Section of Cherokee Dam Inundation Zone at Clowser House
4. Articles of Incorporation of The Clowser Foundation (a Virginia nonstock, non-profit corporation)
5. By-Laws of The Clowser Foundation
6. Statement from Committee on Proposed Uses of Clowser House submitted to DCR
7. Letter from DHR Confirming Eligibility of Clowser House for Nomination to State and National Historic Registers



DRAWING NO. ID7338
 DATE: AUGUST 31, 2016
 SHEET 1 OF 1

EXHIBIT DRAWING
CLOWSER HOUSE
SHAWNEELAND
LAKE CHEROKEE DAM MODIFICATION
 BACK CREEK MAGISTERIAL DISTRICT
 FREDERICK COUNTY, VIRGINIA

Marsh & Legge Land Surveyors, P.L.C.
 560 NORTH LOUDOUN STREET - WINCHESTER, VIRGINIA 22601
 PHONE (540) 667-9468 - FAX (540) 667-0469 - EMAIL office@marshandlegge.com



LEGEND:

ABBREVIATION	DEFINITION
CMP	CORRUGATED METAL PIPE
GA	GUY ANCHOR
INV.	INVERT
RCP	REINFORCED CONCRETE PIPE
SBRW	SANDBAG HEADWALL
TGB	TELEPHONE CONTROL BOX
WLE	WATER LEVEL ELEVATION
WP	WOOD POST
WPP	WOOD POWER POLE
WSP	WOOD SIGN POST
	DOGWOOD
	PINE

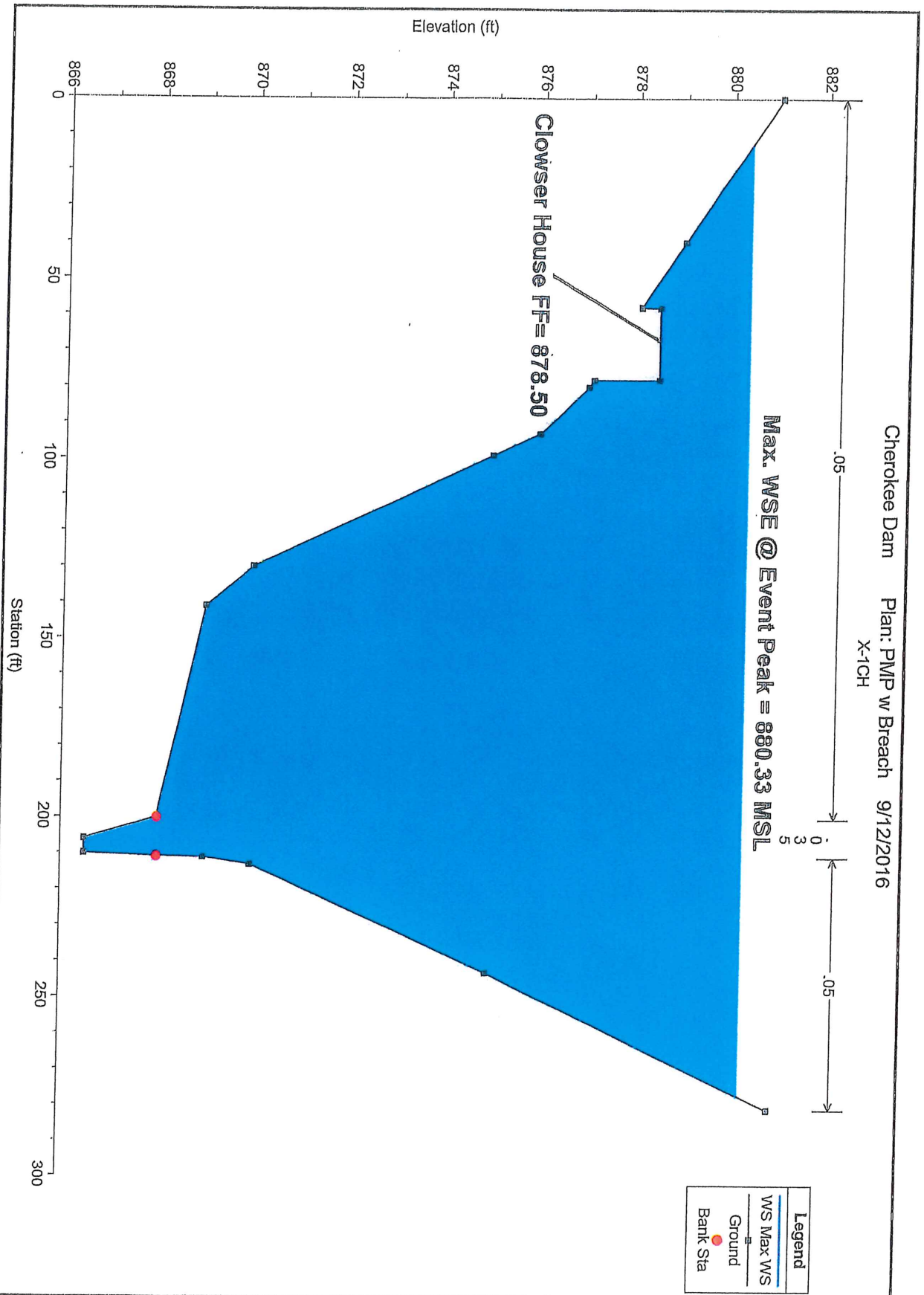
- NOTES:
1. INFORMATION SHOWN HEREON IS BASED ON AN ACTUAL FIELD SURVEY COMPLETED AUGUST 22, 2016.
 2. ANY UNDERGROUND UTILITIES SHOWN HAVE BEEN LOCATED FROM FIELD SURVEY INFORMATION AND EXISTING DRAWINGS. THE SURVEYOR MAKES NO GUARANTEES THAT THE UNDERGROUND UTILITIES SHOWN COMPRISE ALL SUCH UTILITIES IN THE AREA. THE UNDERGROUND UTILITIES SHOWN ARE IN THE EXACT LOCATION INDICATED, ALTHOUGH HE DOES CERTIFY THAT THEY ARE LOCATED AS ACCURATELY AS POSSIBLE FROM INFORMATION AVAILABLE.
 3. HORIZONTAL ORIENTATION IS BASED ON VA NAD 83 NORTH ZONE STATE GRID ESTABLISHED USING GPS METHODS; VERTICAL DATUM IS BASED ON U.S.G.S. MONUMENT LL72 - ELEVATION 831.00



CLOWSER HOUSE

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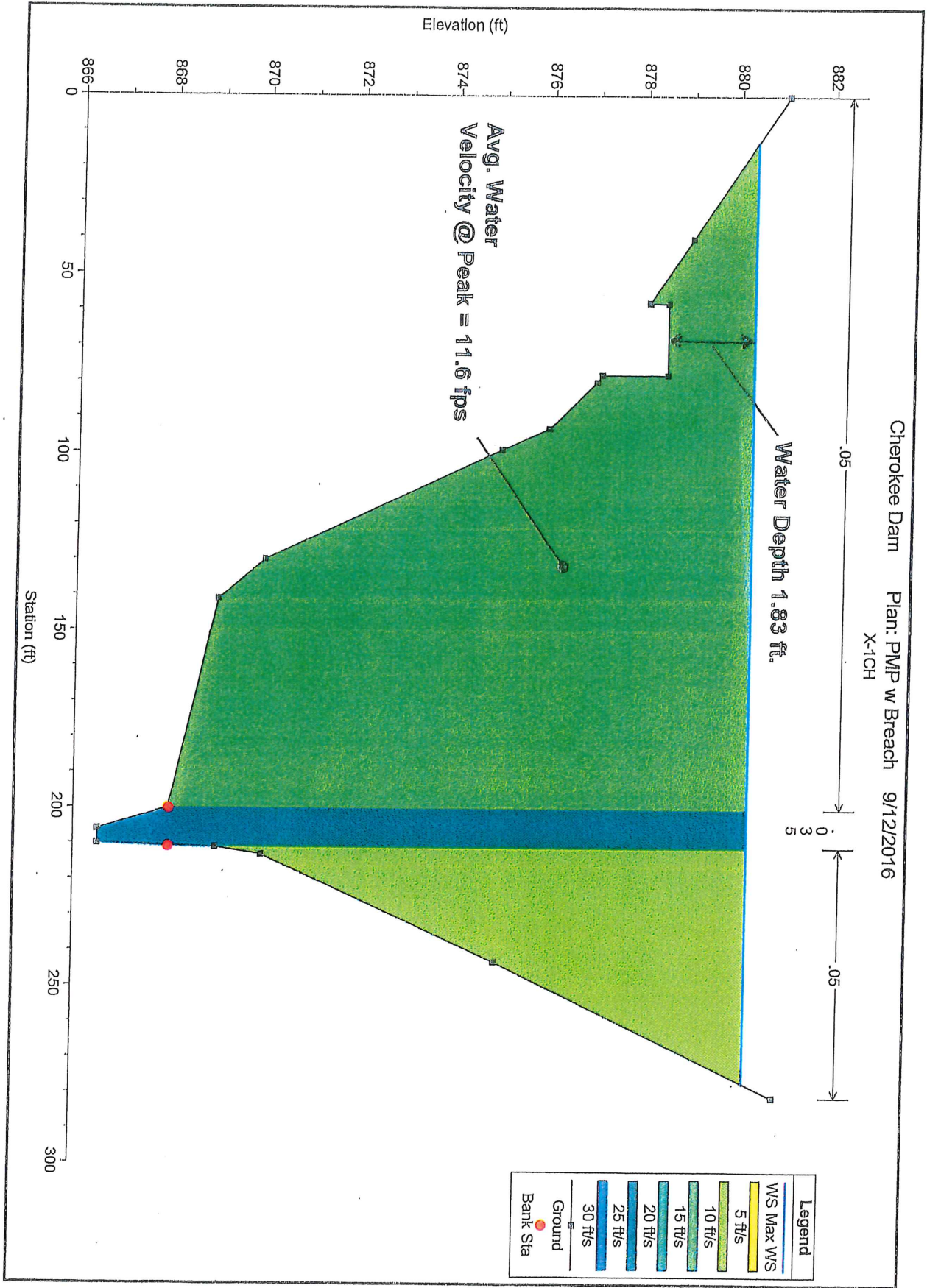
Cherokee Dam Plan: PMP w Breach 9/12/2016
X-1CH



Legend	
—	WSE
—	Max WSE
●	Ground
●	Bank Sta

Cherokee Dam Plan: PMP w Breach 9/12/2016

X-1CH



**ARTICLES OF INCORPORATION
OF
THE CLOWSER FOUNDATION
8-31-16 v4**

The undersigned sets forth the following for the purpose of forming a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia:

1. **NAME.** The name of the corporation is:

The Clowser Foundation

2. **PURPOSES.** The corporation is organized for the following purposes:

A. The corporation is organized exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. Within the scope of the foregoing, the corporation is specifically organized:

B. To support research, education, and the promotion of public knowledge related a.) to the history of Frederick County, Virginia; b.) to the history of the Clowser and associated families and those they interacted with, and c.) to the history of the communities, sites, and activities with which these families were engaged; including limited public access (school tours, lectures, commemorations, etc.), and virtual access;

C. To support the preservation and conservation of historic and archaeological sites, specifically including the Clowser homestead site, as well as documents, research materials, and material culture items relating to a.) Frederick County, Virginia; b.) to the Clowser and related families; and c.) to their communities and activities, and, to maintain at the Clowser homestead site offices for the Foundation and related organizations, and exhibit, storage and archival facilities;

D. To support contemporary activities of the Clowser and related families connecting them to their history, through family reunions, public activities, electronic media, etc.;

E. To support and cooperate with other community institutions in the Clowser's Gap area of western Frederick County, Virginia, traditionally associated with the history of the Clowser and related families.

3. **TAX LAW RESTRICTIONS.** The corporation shall operate under the following tax law restrictions:

A. No part of the net earnings of the corporation shall inure to the benefit of any trustee of the corporation, officer of the corporation, or any private

individual. However, reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. No trustee, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publication or distribution of statements.

B. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may be amended.

C. The corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the Commonwealth of Virginia. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may be amended.

D. The corporation is organized pursuant to the Virginia Nonstock Corporation Act and does not contemplate pecuniary gain or profits and is organized for nonprofit purposes.

4. **MEMBERS.** The corporation shall have no members.

5. **DIRECTORS.** The governing body of the corporation shall be designated as the Board of Directors and shall have full, exclusive, and continuing authority to make management decisions for the corporation. The members of the Board of Directors shall be designated as Directors. The initial number of directors shall be six (6). The number may be increased to up to twelve (12) directors by annual action of a simple majority of the board in acting upon the annual Nominating Report which will state the total number of board members as well as the names of those to voted upon. The election of the directors and terms of directors shall be as follows:

A. The directors shall be elected by the Board of Directors.

B. The initial directors shall serve terms as follows: Two (2) directors shall serve an initial term of one (1) year. Two (2) directors shall serve an initial term of two (2) years. Two (2) directors shall serve an initial term of three (3) years.

C. Thereafter, each director shall serve a term of three (3) years.

- 6. REGISTERED AGENT AND OFFICE.** The address of the initial registered office is 21 S. Loudoun Street, Winchester, Virginia, 22611. The name of the initial registered agent is Bruce Downing, who is a resident of Virginia and who is a member of the Virginia State Bar and whose business address is the same as the initial registered office of the corporation.
- 7. POWERS.** The corporation shall have all the powers available under Virginia law. Notwithstanding any other provision, no power or authority shall be exercised by the directors in any manner or for any purpose which may jeopardize the status of the corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.
- 8. INDEMNIFICATION OF DIRECTORS AND OFFICERS.** Each director and each officer or former director or officer of the corporation shall be indemnified and be advanced reasonable expenses by the corporation against liabilities imposed upon him and expenses reasonably incurred by him in connection with any claim against him, or any action, suit or proceeding to which he may be a party by reason of being, or having been, a director or officer and against such as an independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation.
- The indemnification shall be made only if the corporation shall be advised, in case none of the persons involved shall be or have been a director, by the directors of the corporation, and otherwise by independent counsel to be appointed by the directors, that in its or his opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the corporation. If the determination is to be made by the directors, they may rely as to all questions of law on the advice of independent counsel.
- Indemnification will be made only if the director conducted himself in good faith and that he believed, in the case of conduct in his official capacity with the corporation, that his conduct was in the best interests of the corporation, and that in all other cases, he believed that his conduct was at least not opposed to the best interests of the corporation. In the case of any criminal proceeding, indemnification will be made only if the director had no reasonable cause to believe that his conduct was unlawful. However, no director or officer shall be indemnified:
- A. With respect to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty.

B. With respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation.

C. With respect to matters for which such indemnification would be against public policy.

D. With respect to a proceeding by or on behalf of the corporation in which the director was adjudged liable to the corporation.

E. With respect to any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him.

These rights of indemnification shall be in addition to any other rights to which directors or officers may be entitled under any by-law, agreement, corporate resolution, vote of directors, or otherwise. The corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of the such persons to the fullest extent permitted by applicable Virginia law. In no event shall any provision be construed as providing indemnification not otherwise permitted by law for a director or officer of a Virginia nonstock corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal

this _____ day of _____, 2016.

(SEAL)

Bruce Downing, Incorporator

**BY-LAWS
OF
THE CLOWSER FOUNDATION**
(A Virginia nonstock, non-profit corporation)
8-31-16 v4

**ARTICLE I
NAME**

SECTION 1 - Name and Governance: The name of the corporation is The Clowser Foundation (“Foundation”). The Foundation has no members, and shall be governed by a Board of Directors (“Board”). The members of the Board are designated “directors”.

**ARTICLE II
PURPOSE AND STATUS**

SECTION 1 – Purpose: The Foundation is organized exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. Within the scope of the foregoing, the corporation is specifically organized:

1.1 To support research, education, and the promotion of public knowledge related a.) to the history of Frederick County, Virginia; b.) to the history of the Clowser and associated families and those they interacted with, and c.) to the history of the communities, sites, and activities with which these families were engaged; including limited public access (school tours, lectures, commemorations, etc.), and virtual access;

1.2 To support the preservation and conservation of historic and archaeological sites, specifically including the Clowser homestead site, as well as documents, research materials, and material culture items relating to a.) Frederick County, Virginia; b.) to the Clowser and related families; and c.) to their communities and activities, and, to maintain at the Clowser homestead site offices for the Foundation and related organizations, and exhibit, storage and archival facilities;

1.3 To support contemporary activities of the Clowser and related families connecting them to their history, through family reunions, public activities, electronic media, etc.;

1.4 To support and cooperate with other community institutions in the Clowser’s Gap area of western Frederick County, Virginia, traditionally associated with the history of the Clowser and related families.

SECTION 2 – Status: The Foundation is organized exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1954. The Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may be amended. The corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the Commonwealth of Virginia.

ARTICLE III BOARD OF DIRECTORS

SECTION 1 – Number: The Board of Directors shall have six (6) to twelve (12) members, as embodied annually in the report of the Nominating Committee for the following year, and as that report is adopted or amended by the Board.

SECTION 2 - Qualifications: Directors shall be at least eighteen (18) years of age. The Board shall make a reasonable effort in electing directors to have on the Board directors from diverse backgrounds and representing Clowser family interests, historical and preservation interests, and community interests, capable of overseeing activities based on the described purposes of the corporation.

SECTION 3 – Election and Term: Except for the directors of the initial Board who shall serve staggered terms to inaugurate a regular rotation of one-third of the board's members each year, each director, except ex-officio directors, shall serve a term of three (3) years. Terms shall commence in January. The directors shall be elected by the Board at the annual meeting or at any special meeting held in lieu thereof. Nominations for directors may be submitted by the nominating committee or by individual directors. A director may only serve three consecutive terms, but may be considered for membership again after a one-year absence from the Board.

SECTION 4 – Resignation, Removal, and Vacancies:

4.1 Resignation: A director may resign at any time by delivering a written or email notice of resignation to the President. A resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

4.2 Removal: Any director may be removed, with or without cause, by a majority vote of the Board, whenever in the Board's judgment the best interests of the Foundation would be served thereby. A director may be removed only at a meeting called for the purpose of removing the

director. The meeting notice shall state that the purpose or one of the purposes of the meeting is the removal of a director.

4.3 Vacancies: Any vacancy occurring among the members of the Board shall be filled by the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor, in order to maintain the regular annual one-third board membership rotation.

SECTION 5 – Quorum and Manner of Acting: A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board. Directors may not vote by proxy. A majority vote of directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute or these by-laws.

SECTION 6 – Compensation: No director shall receive, directly or indirectly, any compensation for his/her services as director. No director shall be eligible for paid employment by the Foundation. The Board may provide for the reimbursement of actual travel, lodging, and reasonable Foundation-related, out-of-pocket expenses incurred in the performance of the duties of a director.

SECTION 7 – Duties of Directors:

7.1 Standard for Performance of Duties: The directors shall act in accordance with their duties as members of the governing board of a Virginia nonstock, non-profit corporation, and shall adhere to the following principles:

(a) The duty of Care: a director shall discharge his or her duties in accordance with his or her good faith judgment of the best interests of the Foundation, and manage the Foundation's assets as a prudent investor, by exercising reasonable care, skill, and caution.

(b) The duty of Loyalty: a director shall guard the interests of the Foundation and should exercise extreme caution with regard to transactions that may present a conflict of interest (defined as any situation in which a director may acquire a personal advantage or make a profit in connection with a transaction involving the Foundation). Any possible conflict of interest on the part of a director shall be disclosed to the Board. Such director shall not vote or use personal influence on the matter, and shall not be counted in the quorum for a meeting at which Board action is to be taken on the matter. In any such event, the Board shall take special care to evaluate whether or not such a transaction would be fair and reasonable to the Foundation.

(c) The duty of Obedience: a director of the Foundation, a non-profit organization (which are organized under state and federal law to accomplish a specific charitable mission, rather than a profit for stockholders) shall be faithful to the Foundation's purpose, as set forth in the Articles of Incorporation and these By-Laws.

7.2 Required Activities: The Board shall adopt the mission of the Foundation, a long-range plan, policies and procedures, and an annual budget as necessary to implement the plan.

7.3 Attendance: Directors are expected to attend meetings regularly. If any trustee shall neglect or refuse to attend three (3) successive regular meetings of the Board, unless detained by sickness or other reason accepted by the Board, the remaining board members may, by majority vote, declare the seat vacant and proceed to fill it in accordance with the by-laws.

ARTICLE IV OFFICERS

SECTION 1 – Number and Qualifications: The officers of the Foundation shall consist of a President, Vice-President, Secretary, Treasurer, and such other officers as the Board may from time to time appoint, all of whom shall be members of the Board.

SECTION 2 – Election and Term of Office: The officers of the Foundation shall be elected annually by the Board of Directors immediately following the election of directors, at the annual meeting. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office for one year or until a successor shall have been elected. Any officer may be removed, with or without cause, at any time by a vote of a majority of the Board at a meeting called for that purpose.

SECTION 3 - Duties: The officers of the Foundation shall have such duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be delegated to them by the Board.

ARTICLE V COMMITTEES

SECTION 1 – Committees: The President may appoint the members and designate the chair of standing and other committees, as necessary, for a term lasting from one annual meeting to the next. A majority of the membership of a committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the action of the committee. Committees shall serve at the pleasure of the Board under such rules and descriptions of duties as the Board may establish. Committee members may include persons who are not members of the Board, but the chairperson of any committee must be a member of the Board.

SECTION 2 – Executive Committee: The Board may create an Executive Committee, composed of the officers of the Board. The Executive Committee shall

act with the full authority of the Board between regular Board meetings, but its decisions may be reviewed by and changed or nullified by the full Board. The Executive Committee shall be responsible for making recommendations to the Board on planning, annual and long term; personnel; and compensation for any employees.

SECTION 3 – Standing Committees: The Board may create permanent standing committees for specific functions such as Finance.

SECTION 4 – Other Committees: The Board may create Ad Hoc committees for specific short-term issues, or additional committees as needed, and shall periodically review the functions of its committees.

ARTICLE VI MEETINGS

SECTION 1 – Annual Meeting of the Foundation: The annual meeting of the Foundation shall be held in the fourth quarter of each year at such time, date, and place as the Board shall determine. In general, the annual meeting shall be held in the last quarter prior to the beginning of the fiscal year of the Foundation.

SECTION 2 – Regular Meetings of the Board: Regular meetings of the Board will be held at least four times per year, preferably distributed quarterly, and may be held more frequently. Meetings shall be held at such time, date, and place, as the Board may determine.

SECTION 3 – Executive Committee Meetings: The Executive Committee will meet, as needed to advance the business of the Board between regular meetings, at the call of the President or any two officers.

SECTION 4 – Committee Meetings: Committee meetings will be held as necessary at the determination of the chair of the committee.

SECTION 5 – Special Meetings: Special meetings of the Board of Directors may be held at the request of the President or any two directors whenever there is business that must be acted upon before the next regularly scheduled meeting. Notice of special meetings shall be given to the Board no less than three (3) days before the meeting. All other requirements of regular meetings shall be in effect for special meetings. No business may be transacted at a special meeting that was not contained in the notice of such meeting.

SECTION 6 – Notice of Meetings:

- a) **Notice of the Annual Meeting:** Notice of annual meeting shall be given to the directors not less than ten (10) days before the meeting.

b) Notice of Regular Meetings: Notice of regular meetings shall be given to the directors a minimum of seven (7) days prior to the meeting. A schedule of regular meetings may be adopted annually by the Board and if communicated to all Board members shall constitute adequate notice of all meetings so listed.

c) Waiver of Notice: The notice requirements contained in these by-laws may be waived in writing by any director, either before or after the meeting. All waivers shall be made part of the minutes of the meeting. Attendance of a director at a meeting constitutes a waiver of notice of such meeting and waiver of any and all objections to the place, time, manner of calling or convening, except when a director states any objection promptly at the beginning of the meeting.

d) Action by Directors Without Meeting: Nothing herein contained shall be construed to prohibit the taking of action by the Board without a meeting, as provided in Virginia Code § 13.1-685.

SECTION 7 - Presumption of Assent: A director who is present at a meeting of the Board when corporate action is taken is presumed to have assented to the action unless such director votes against it or expressly abstains from voting on the action taken, or objects at the beginning of the meeting to the holding of the meeting or transacting specific business at the meeting.

SECTION 8 - Meetings Held in Whole or Part Through Telecommunications: Any one or more directors or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or other telecommunications device which allows all persons participating in the meeting to hear each other or to see in written form the words of the others, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE VII ANNUAL REPORTING AND BUDGET

SECTION 1 – Annual Report to Board of Trustees and Public: The President may annually present a brief written report to the Board on the Foundation’s activities and finances for the previous fiscal year. Such report shall be available to the public on request.

SECTION 2 – Financial Report: Within one hundred twenty (120) days of the close of each fiscal year of the Foundation, the Treasurer shall present to the Board a financial report, showing in appropriate detail the assets and liabilities, and revenues and expenses of the Foundation, which shall then be filed with the minutes of the meeting of the Board.

SECTION 3 – Budget: Each year the Board shall approve a budget for the following fiscal year. The Board may amend such budgets from time to time.

SECTION 4 - State and Federal Filings: Each year the Board shall assure the prompt filing of State Corporation Commission reports and fees required to maintain the corporation, as well as the publicly-available IRS non-profit tax filings required to maintain the corporation's tax-exempt status, as appropriate.

SECTION 5 – Fiscal Year: The fiscal year of the Foundation shall be the calendar year.

ARTICLE VIII DISSOLUTION

SECTION 1 – Dissolution of Foundation: Upon the dissolution of the Foundation the assets of the Foundation shall be distributed exclusively to the Winchester-Frederick County Historical Society, to be placed in a specific fund dedicated to similar purposes as described in Article II, provided the Association is at that time a qualified exempt organization under Section 501(c)(3) of the Internal Revenue Code. However, if the Winchester-Frederick County Historical Society is not then in existence or no longer qualified, or is unwilling or unable to accept the distribution, then the assets of this Foundation shall be distributed exclusively to charitable organizations with related purposes which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

ARTICLE IX AMENDMENT TO BY-LAWS

SECTION 1 - These by-laws may be amended at any time by a majority vote of the Board. No amendment of the by-laws shall be adopted unless written notice of the proposed amendment shall have been given to the directors at least ten (10) days prior to the meeting.

ARTICLE X MISCELLANEOUS

SECTION 1 – Rules: Robert's Rules of Order (in its most recent edition at the date of its use) shall be the parliamentary authority for all matters of procedure not specifically covered by these by-laws or by other specific rules of procedure adopted by the Board.

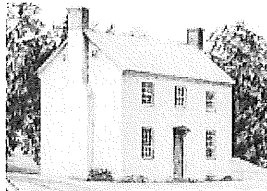
SECTION 2 – Offices: The Foundation may maintain such offices and places of business within and without the Commonwealth of Virginia as the Board may determine.

SECTION 3 – Depositories and Signature Authority: The funds of the Foundation shall be deposited in such banks or other depositories as determined by the Board, and checks drawn against such funds shall be signed by such officers, trustees, or other agents as the Board shall establish from time to time by resolution.

SECTION 4 - Executive Director: The Board may hire an Executive Director. The compensation for the CEO/ED shall be determined by the Board, based upon comparison to market. The job performance of a CEO/ED shall be reviewed annually by the Board, and the Board shall approve compensation increases based upon job performance and comparison to market.

SECTION 5 - Preservation Advisory Committee: The Corporation shall establish and maintain a Preservation Advisory Committee, without governing power or authority, to serve as a resource at the direction and pleasure of the Board. The purpose of the Committee is to provide advice, assistance, expertise, communication to other networks of people, and support to the Board for the advancement and promotion of the purposes of the Foundation. The Board shall appoint five (5) to ten (10) persons to the Preservation Advisory Committee, and shall annually appoint or reappoint the members of this Committee at the annual meeting, as part of the Nominating Committee's election slate. The Nominating Committee's annual slate will designate one of the Committee's members as Chair of the Committee. Members may be nominated to any number of annual terms. Committee membership should represent diverse historical and archaeological disciplines and assure representation of relevant local professional and preservation organizations.

CITIZENS' COMMITTEE TO PRESERVE THE CLOWSER HOUSE



137 Red Fox Trail, Winchester, VA 22601

Ruth Perrine, northmtn@ymail.com Bob Stieg, bstieg@msn.com

**Statement from the Committee Regarding the Proposed Future and Uses
of the Clowser House and its Site
9-19-16**

The Committee is working with the Board of Supervisors of Frederick County to save from proposed demolition the 18th century Clowser House in Shawneeland. The proposal for preservation must meet three BOS criteria: 1) that all liability be removed from the County; 2) that no costs related to preservation be borne by the County, and 3) that if found to be in the Inundation Zone of Cherokee Dam (DIZ) by specific survey, the Dam's Hazard Rating not be adversely impacted by any potential uses.

To meet criteria 1) and 2), the proposal would involve the transfer of a lot out of the 149 acres Frederick County owns in Shawneeland, including the Clowser house site. The lot would go to a permanent non-profit institutional owner, the Clowser Foundation, with a principal mission to preserve the site's components. The site includes the 18th century standing house, a cemetery with the remains of some of the earliest settlers of Frederick County, the probable site of the original Clowser home from the 1730's, a walled spring, and a 10,000 year old paleolithic camp and stone workshop site.

To make the necessary determination *re* criterion 3) a specific topographical survey of the house and cross-section of the stream flow was done under a "Probable Maximum Precipitation Event Failure" assumption. The standing Clowser House is in fact within the edge of the DIZ and would have 1.83 feet of water in its first floor (878.50 feet) at a maximum flow height of 880.33 feet.

To meet criterion 3) therefore, the Committee is planning to make one change in its proposal to preserve these structures. Rather than using the historic house as inhabited space (permanent office and visitor center), it will be stabilized and fully maintained as an archaeological component of the site. The house will be viewed from the exterior as part of a set of historic components, including the earlier homestead, the enclosed spring, the cemetery, the paleolithic camp site, etc., and the house will continue to be viewed from the public road as part of the historic viewshed on the main entrance to Shawneeland. To provide habitable office space for the Clowser Foundation, a meeting/exhibits room, and a bathroom, a small house-like building will be constructed to meet these needs on higher ground within the lot, outside the DIZ, similar to other historic sites with a modern office.

The specific non-habitable uses of the historic Clowser House therefore will be:

1. As one component of an historic archaeological site, to be viewed from the exterior. No bathroom.
2. Storage of materials needed on site, at very low frequency of access (2 times per month)
3. Access by appointment to interior for maintenance and inspection (9-10 per year).

The BOS has required that DCR's opinion be obtained as to whether these uses, similar to current ones, would impact the Dam's rating ("significant", based primarily on its potential impact on Rt. 600).



March 24, 2014

John Riley, Jr., County Administrator
Frederick County Virginia
107 Kent Street
Winchester, VA 22601

Re: Clowser House/ Council House, Frederick County

Dear Mr. Riley:

We are pleased to inform you that at its **March 20, 2014**, meeting, the State Review Board concurred with the Department of Historic Resources (DHR) that the **Clowser House/ Council House** is recommended eligible for nomination to the national and state registers, assuming that a more substantially documented nomination fully supports the arguments presented in the PIF and/or raised in the staff and board discussions. Approval at the Preliminary Information Form level is not the formal listing stage and not a guarantee that the nomination will succeed if the documentation and argument made in the final formal nomination do not fully support the property's eligibility.

We caution you that if the staff or boards do not feel that a sufficient argument has been made for a resource, we may ask for more information or make the recommendation that the resource no longer appears to meet the criteria for eligibility. We strongly encourage you to work closely with the DHR staff as you work through the nomination process. Please feel free to contact the **Northern Region Preservation Office** at 540-868-7029 for any assistance.

The recommendation of eligibility is also subject to re-evaluation if the architectural and/or archaeological resource is significantly altered, remodeled, or partially demolished, or if further research reveals that the resource is less significant than originally proposed.

Before making a final recommendation on the resource, the DHR staff, the State Review Board, and the Historic Resources Board will need to see a fully developed nomination. The National Register of Historic Places form is used for nominating resources both to the Virginia Landmarks Register and the National Register. You may prepare the nomination yourself or hire a consultant.

Should the preparation of a nomination go forward, you will be notified prior to any formal action by the Department. Thank you for your interest in the register program.

Sincerely,

Julie Langan
Director

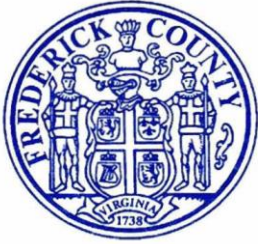
Administrative Services
10 Courthouse Ave.
Petersburg, VA 23803
Tel: (804) 862-6408
Fax: (804) 862-6196

Capital Region Office
2801 Kensington Avenue
Richmond, VA 23221
Tel: (804) 367-2323
Fax: (804) 367-2391

Tidewater Region Office
1441 1/2 Old Courthouse Way
2nd Floor
Newport News, VA 23608
Tel: (757) 886-2818
Fax: (757) 886-2808

Western Region Office
962 King Lane
Safern, VA 24133
Tel: (540) 387-5443
Fax: (540) 387-5446

Northern Region Office
5357 Main Street
P.O. Box 519
Stephens City, VA 22655
Tel: (540) 868-7029
Fax: (540) 868-7033



MEMORANDUM

TO: Public Works Committee HES
FROM: Harvey E. Strawsnyder, Jr., P.E., Director of Public Works Jico
SUBJECT: Monthly Tonnage Report - Fiscal Year 14/15
DATE: September 22, 2016

The following is the tonnage for the months of July 2015, through June 2016, and the average monthly tonnage for fiscal years 03/04 through 16/17.

FY 03-04:	AVERAGE PER MONTH:	16,348 TONS (UP 1,164 TONS)
FY 04-05:	AVERAGE PER MONTH:	17,029 TONS (UP 681 TONS)
FY 05-06:	AVERAGE PER MONTH:	17,785 TONS (UP 756 TONS)
FY 06-07:	AVERAGE PER MONTH:	16,705 TONS (DOWN 1,080 TONS)
FY 07-08:	AVERAGE PER MONTH:	13,904 TONS (DOWN 2,801 TONS)
FY 08-09:	AVERAGE PER MONTH:	13,316 TONS (DOWN 588 TONS)
FY 09-10:	AVERAGE PER MONTH:	12,219 TONS (DOWN 1,097 TONS)
FY 10-11:	AVERAGE PER MONTH:	12,184 TONS (DOWN 35 TONS)
FY 11-12:	AVERAGE PER MONTH:	12,013 TONS (DOWN 171 TONS)
FY 12-13:	AVERAGE PER MONTH:	12,065 TONS (UP 52 TONS)
FY 13-14:	AVERAGE PER MONTH:	12,468 TONS (UP 403 TONS)
FY 14-15:	AVERAGE PER MONTH:	13,133 TONS (UP 665 TONS)
FY 15-16:	AVERAGE PER MONTH:	13,984 TONS (UP 851 TONS)
FY 16-17:	AVERAGE PER MONTH:	14,558 TONS (UP 574 TONS)

MONTH	FY 2015-2016	FY 2016-2017
JULY	15,019	13,391
AUGUST	13,853	15,724
SEPTEMBER	14,103	
OCTOBER	14,095	
NOVEMBER	13,053	
DECEMBER	13,589	
JANUARY	11,191	
FEBRUARY	12,240	
MARCH	15,058	
APRIL	14,563	
MAY	15,198	
JUNE	15,845	

RECYCLING REPORT - FY 15/16

<u>MONTH</u>	<u>GLASS</u>	<u>PLAST</u>	<u>AL</u> <u>CANS</u>	<u>STEEL</u> <u>CANS</u>	<u>PAPER</u>	<u>OCC</u>	<u>SHOES</u>	<u>TEXTILE</u>	<u>ELEC</u>	<u>SCRAP</u>	<u>TOTAL</u>
JUL	75,280	37,691	3,685	6,490	72,900	84,815			37,140	243,960	561,961
AUG	78,080	40,680	3,715	7,505	96,280	85,400			71,580	263,440	646,680
SEP											0
OCT											0
NOV											0
DEC											0
JAN											0
FEB											0
MAR											0
APR											0
MAY											0
JUN											0
TOTAL	153,360	78,371	7,400	13,995	169,180	170,215	0	0	108,720	507,400	1,208,641
FY 15-16	919,540	428,300	52,077	97,252	1,275,060	974,493	17,220	31,600	480,400	2,376,344	6,652,286
FY 14-15	895,600	407,703	40,060	97,515	1,272,660	893,380	25,900	23,540	532,283	1,890,729	6,079,370
FY 13-14	904,780	417,090	39,399	99,177	1,281,105	902,701	15,230	22,650	611,580	1,639,225	5,932,937
FY 12-13	913,530	410,338	45,086	102,875	1,508,029	878,450	15,020	24,680	502,680	1,321,938	5,722,626
FY 11-12	865,380	398,320	43,884	99,846	1,492,826	840,717	8,200	29,720	484,600	1,432,678	5,696,171
FY 10-11	949,185	378,452	42,120	98,474	1,404,806	824,873	18,420	23,280	467,920	1,220,107	5,427,637
FY 09-10	1,123,671	370,386	42,844	96,666	1,235,624	671,669	21,160		435,680	1,348,398	5,346,098
FY 08-09	762,810	322,928	23,473	55,246	1,708,302	564,957	28,780		404,760	1,097,151	4,968,407
FY 07-08	794,932	284,220	15,783	40,544	1,971,883	545,692	0		498,110	1,172,880	5,324,044
FY 06-07	600,464	200,720	11,834	29,285	1,684,711	441,321	0		382,574	550,070	3,900,979
FY 05-06	558,367	190,611	12,478	28,526	1,523,162				381,469	204,220	2,898,833
FY 04-05	549,527	193,224	11,415	27,525	1,552,111				273,707	25,080	2,632,589
FY 03-04	541,896	174,256	11,437	31,112	1,443,461				156,870	336,230	2,695,262
FY 02-03	413,627	146,770	9,840	23,148	1,381,195				62,840	171,680	2,209,100
FY 01-02	450,280	181,040	10,565	25,553	1,401,206				54,061	58,140	2,180,845
FY 00-01	436,615	198,519	10,367	24,988	1,759,731					9,620	2,439,840
FY 99-00	422,447	177,260	10,177	22,847	1,686,587					44,180	2,363,498
FY 98-99	402,192	184,405	9,564	22,905	1,411,950					48,810	2,079,826
FY 97-98	485,294	136,110	13,307	29,775	1,830,000						2,494,486
FY 96-97	373,106	211,105	23,584	46,625	1,690,000						2,344,420
FY 95-96	511,978	167,486	28,441	44,995	1,553,060						2,305,960
TO DATE	14,028,581	5,657,614	515,135	1,158,874	32,236,649	7,708,468	149,930	155,470	5,838,254	15,454,880	82,903,855

FREDERICK COUNTY ESTHER BOYD ANIMAL SHELTER FY 2016-2017

DOG REPORT

MONTH	ON HAND AT FIRST OF MONTH	RECEIVED AT KENNEL	BROUGHT IN BY ACO	BITE CASES	BORN AT KENNEL	ADOPTED	RECLAIMED	DISPOSED	DIED AT KENNEL	ESCAPED/ STOLEN	CARRIED OVER NEXT MONTH
JULY	42	30	50	2	0	39	34	7	1	0	43
AUG	43	49	26	1	0	27	35	5	0	0	52
SEP											
OCT											
NOV											
DEC											
JAN											
FEB											
MAR											
APR											
MAY											
JUN											
TOTAL	85	79	76	3	0	66	69	12	1	0	95

In the month of August - 119 dogs in and out of kennel. 2 dogs transferred to SPCA, 1 dog transferred to rescue.

FREDERICK COUNTY ESTHER BOYD ANIMAL SHELTER FY 2016-2017

CAT REPORT

MONTH	ON HAND AT FIRST OF MONTH	RECEIVED AT KENNEL	BROUGHT IN BY ACO	BITE CASES	BORN AT KENNEL	ADOPTED	RECLAIMED	DISPOSED	DIED AT KENNEL	ESCAPED/ STOLEN	CARRIED TO NEXT MONTH
JULY	80	161	11	3	10	35	7	144	2	0	77
AUG	77	130	26	4	6	20	3	123	6	0	91
SEP											
OCT											
NOV											
DEC											
JAN											
FEB											
MAR											
APR											
MAY											
JUN											
TOTAL	157	291	37	7	16	55	10	267	8	0	168

In the month of August - 243 cats in and out of shelter.