

**COUNTRYSIDE PROPRIETARY
AMENDED AND RESTATED RESOLUTION NO. 260
EFFECTIVE JANUARY 1, 2025**

HORSEPEN RUN COMMITTEE

WHEREAS, Article III, Section 3 of the Amended Declaration (“Declaration”) of the CountrySide Proprietary (“Proprietary”) grants the Board of Directors (“Board”) all powers for the conduct of the affairs of the Proprietary in accordance with the Governing Documents; and

WHEREAS, the Board wishes to maintain and enhance all common areas, including the approximately 370 acres of common area known as Horsepen Run, for the enjoyment of Proprietary’s members; and;

NOW, THEREFORE, BE IT RESOLVED THAT Resolution 260, which established a standing Horsepen Run Committee (“Committee”), be amended as of October 23, 2024 and effective January 1, 2025:

I. RESPONSIBILITIES

- A. The responsibilities of the Horsepen Run Committee are to advise and to assist the Board in developing and administering an ongoing program to preserve and enhance the 370 acres of common area known as Horsepen Run, particularly in regard to the maintenance of and improvements to these areas, and to advise and assist the Board in developing rules and regulations for the use and enjoyment of these areas. More specifically, the Horsepen Run Committee members are the stewards of this nature preserve, and should be responsible for the following:
1. History. Committee members shall familiarize and educate themselves regarding the work done previously by the original Ad Hoc Horsepen Run Committee chartered by the CountrySide Board in 1993. Specifically, review the Horsepen Run study completed in 1994 and the results of the CountrySide residents’ survey conducted in 1995.
 2. Protection. Protect and preserve Horsepen Run as an open space land through conservation for the scenic and wildlife habitat value. Investigate existing trails in Horsepen Run and their impact on the following:
 - a. Scenic and wildlife habitats - especially endangered species of wildlife and plants indigenous to Horsepen Run that may require isolation from public interference;
 - b. Historically significant sites that may require respectful isolation from public view;

- c. Isolation from versus connectivity with Algonkian Regional Park and the Potomac Heritage National Scenic Trail (PHNST);
 - d. The 100-year flood plain, wetlands and overall environment.
3. Enforcement. Assist the Board and the Proprietary to enforce CountrySide policy, rules and regulations affecting Horsepen Run and to assist the Board in prosecuting violators of Horsepen Run rules and guidelines who commit activities such as defacement, use or establishment of unapproved trails, or other activities prohibited within Horsepen Run. Horsepen Run is private property for use by CountrySide residents and their guests. The following activities and items are not permitted on Horsepen Run: motorized vehicles, horses, hunting, firearms or other weapons, camping, fires, or alcohol.
4. Liaison. Work with and advise Loudoun County Parks Recreation and Community Services (PRCS) to implement the vision of a braided, linear PHNST system along the Potomac River within the HPR trail easement. Hold true to the concept of low impact development (primitive hiking trail) within view of the Potomac River and along the Potomac River corridor.
5. Planning. Formulate and draft proposals for a:
 - a. Master Trail Plan that maps current and future development of recreational facilities such as: foot and bike paths and scenic views within Horsepen Run.
 - b. Land Management and Maintenance Plan for plant & wildlife, endangered species, any historically significant sites, etc. within Horsepen Run.
 - c. Cost analysis for annual budget preparation associated with both the Master Trail Plan and the Land Management and Maintenance Plan and the establishment of recreational amenities for Horsepen Run on a staged basis if necessary.
6. External Policies. Committee members must familiarize themselves with all CountrySide policies, rules and regulations concerning common areas with special attention to those affecting Horsepen Run, plus Loudoun County, Commonwealth of Virginia, and National Park Service policies,

rules and regulations that impact CountrySide with respect to Horsepen Run. Advise the Board of issues or conflicts.

7. Internal Policies. Develop rules and regulations governing the use of the Horsepen Run area and its facilities as needed. In the event that Horsepen Run's status as a nature preserve is dissolved or revoked, give consideration to the longevity of plans and proposals to include turning over responsibilities to various standing committees; such as, NAC, CRC, Grounds and Facilities, and be prepared to coordinate with those committees as required.
 8. Personnel Impact. Any recommendations to the Board should minimize impact to the Proprietary's management company and give due consideration to their capabilities to maintain HPR.
 9. Guidance. Take such other action as the Board may need or require.
- B. The Board has the complete discretion to determine the scope of responsibility of the Committee and this Charter is not intended to create any restrictions or limitations on the Board's power to determine the jurisdiction or membership of the Committee.
- C. The Board reserves the right to direct the Committee to discontinue any action as the Board, in its sole discretion, may determine and the Committee is prohibited from taking any action not delegated to it by this Charter or by a future resolution of the Board.

II. ORGANIZATION AND ELIGIBILITY

- A. Membership. Membership is constituted annually in accordance with the following criteria:
1. Committee candidates shall be members of the Proprietary in good standing. For purposes of this Resolution, "good standing" shall be defined as the absence of any liens, suspension of privileges, assessment delinquency in excess of thirty-days past due, architectural violations, or pending legal action with the Proprietary. The Board may, at its own discretion, consider other eligibility factors to ensure that the selected members will serve the best interests of the Proprietary.

2. It is the intent that each Neighborhood be equally represented on the committee. Recruitment of candidates may be done through the newsletter, word of mouth, announcement at the Annual Meeting, or by any other means deemed appropriate by the Board. Interested candidates should submit a written request for appointment including any personal or professional information which might assist in the appointment process; such requests for appointment should be submitted to the Community Manager of the Proprietary's management company, to be forwarded to the Board for approval to serve on the Committee.
 - a. In the event that a Neighborhood has no approved representative from that Neighborhood, the Board may at its sole discretion appoint a member to serve in such vacancy. The member need not be a resident of the Neighborhood in which the vacancy has occurred. This position will be considered as an alternate, with voting privileges. At any time, should a member from that Neighborhood be appointed or volunteer to serve on the committee, the alternate is required to relinquish the voting position.
 - b. There can be no more than two voting members from any Neighborhood on the Committee. Should there be two or more members from one Neighborhood appointed at the same time, the election of the voting member for that Neighborhood will be done via drawing one name from the names of those members of that Neighborhood.
 - c. The Committee shall not exceed seven (7) voting members. The seven (7) votes represent one voting member from each of the Neighborhoods. The chairperson shall only vote in the case of a tie vote. Exception: If the Chair's Neighborhood is unrepresented by a Committee member through a vacancy on the Committee, the Chair may cast the vote for his/her Neighborhood. In the event that Neighborhood becomes represented by a new Committee member, the Chair will revert to only casting a vote to break a tie.
3. All Committee appointments are subject to approval by the Board. The Board may refuse to approve the appointment of any volunteer to any Committee, with or without cause.

- B. Chairperson. Unless otherwise designated by the Board, the Chairperson of the Committee shall be a Director elected by the Board in its first regular meeting of each year. The duties of the Chairperson include but are not limited to the following:
1. Develop annual meeting calendar;
 2. Assist in the development of meeting agendas;
 3. Preside over/chair Committee meetings;
 4. If unable to attend a Committee meeting, the chair will, at his/her sole discretion, designate a substitute chair (from the Committee membership, the Management Company, another Board member, or other) for that meeting;
 5. Oversee and manage Committee discussions and decisions to ensure compliance with the Proprietary's policies and rules;
 6. Liaise and advise the management company contact for the Committee (in this case, the Community Manager);
 7. Record and issue Meeting Minutes;
 8. Keep the Board of Directors informed of Committee decisions and initiatives, present Committee recommendations to the Board of Directors, and request assistance from the Board as needed;
 9. Prepare an Annual Report to be presented at the Annual Meeting.
- C. Term. All Committee members shall serve a one (1) year term commencing upon election and/or appointment and ending when a new Committee is appointed in the following year.
- D. Resignation and/or Removal. The Board may remove any Committee member or the Chair at any time, with or without cause, upon written notice. Committee members may not remove members of the Committee without Board approval. The unexcused absence of a Committee member from three (3) consecutive regular meetings shall be deemed a resignation. The Board may disband or abolish the Committee at any time without cause.

- E. Vacancies. In the event of resignation, removal or death of a Committee member, the vacancy shall be filled by a volunteer approved by the Board, in accordance with Section II A above.

III. OPERATION

- A. Meetings. Regular meeting dates shall be established at the first meeting of the Committee. Committee meetings shall be held monthly. All meetings shall be publicized ahead of time in the COURIER and on the Proprietary's website; meetings shall be open to the full membership of the Proprietary, unless an Executive Session is convened.
1. Committee members shall exhibit professional courtesy and respect to all other Committee members, the Directors and Officers of the Proprietary, the owners, managing agent, and staff and employees of the Proprietary.
 2. Committee members must maintain the confidentiality of any Proprietary information that may be of a sensitive or confidential nature, such as legal opinions and communications with counsel.
 3. Quorum. Any Committee meeting must have a quorum of active members present to conduct official committee business. For the purposes of this Committee, quorum is defined as *over one-half* of the current active membership. Specifically:
 - a. For a committee with an odd number of current members, take one-half of the number of current members and round it to the next whole number (e.g., a five-person committee needs three (3) members for quorum).
 - b. For a committee with an even number of current members, quorum is represented by one-half of the number of current members plus one (so a six-member committee needs four (4) members present for quorum).

B. Functions: The functions of the HPR Committee shall include, but not be limited to, the following:

1. Survey and map all existing trails along with identified boundaries.
2. Determine the most optimal route and make recommendations to the Board regarding CountrySide's involvement with and administration of the PHNST to:
 - a. minimize public encroachment into Horsepen Run.
 - b. minimize liability to CountrySide residents.
 - c. maximize benefit to CountrySide residents.
 - d. maximize safety to all users of the PHNST.
 - e. identify the type of bridge (materials and construction) to recommend to Loudoun County PRCS via the Board, keeping in mind that the bridge must satisfy Army Corps of Engineers requirements for the 100-year floodplain.
 - f. make recommendations to Loudoun County and the National Park Service via the Board, regarding courses of action to effect an easement across the Askegren property along the western boundary of Horsepen Run.
3. Create a multi-use Master Trail Plan that will constitute guidance to future CountrySide Boards and standing committees, and that enables residents the opportunity to exercise and recreate in a natural setting while at the same time minimizing adverse impact to Horsepen Run.
4. Establish liaison roles, with Board cognizance and guidance, with:
 - a. Loudoun County (e.g., Parks, Recreation, and Community Services) and its advisory board.

- b. Loudoun County Algonkian District Supervisor.
 - c. Potomac Heritage Trail Association in order to protect CountrySide interests in the Horsepen Run area.
 - d. Algonkian Regional Park authorities.
 - e. Northern Virginia Regional Park authorities.
 - f. Various trail-friendly organizations that may have interests in the Potomac Heritage National Scenic Trail, especially with respect to its establishment through Horsepen Run
5. Create a plan to extend our outreach to community organizations (e.g., Scouting, hiking groups, etc.) to assist CountrySide in the enhancement, maintenance, and preservation of the natural beauty of Horsepen Run.
 6. Work with Loudoun County on creating a plan to establish a trail patrol program of volunteers to monitor and report prohibited activities (e.g., open fires, hunting, vagrancy, cutting, etc.) that are not allowed on the PHNST.
 7. Charter a “CountrySide Friends of Horsepen Run” organization consisting of CountrySide residents, who are interested in promoting the goals and policies of CountrySide Proprietary in the preservation and resident enjoyment of Horsepen Run. They would also constitute the spirit of a Neighborhood Watch program to assist with regular reporting and patrolling for illegal activities in Horsepen Run.

C. Rules and Regulations

1. Ensure consistency of enforcement with respect to compliance with existing rules and regulations governing use of the recreational facilities.
2. Develop and/or recommend changes to existing rules.
3. Ensure publication and distribution of all rules to membership.

- D. Reporting. The Chairperson shall prepare the following written reports: Meeting Minutes; Annual Report on Committee operations for publication in the Courier and on the website, and presentation at the Annual Meeting in December; recommendations and proposals for upcoming year.

Book of Minutes:
ATTEST:

PRESIDENT: Penelope Francke

DATE:

SECRETARY: Kumar Sangaran

DATE: