Waterford Citizens' Association (WCA) Governance Review

March 20, 2021
WCA Ad Hoc Governance Committee

Committee Members:
Cate Magennis Wyatt, Mike Stup, Mary Sheehan

Submitted by Committee: February 18, 2021
Approved by WCA Officers: February 25, 2021
Discussed by WCA Board: March 9, 2021

WCA Governance Review – Ad Hoc Governance Committee
Executive Summary and Recommendations

Governance Context. Waterford is an unincorporated rural historic village of Loudoun County and as such does not have a formal elected local government. The Waterford Citizen's Association (WCA) fills that role, representing the common and shared interests of private citizens. Per its Bylaws, the WCA was established in 1954 *"… to foster community action, further the common good and general welfare of the community, secure improvements, and maintain the Waterford Area as a desirable and attractive community in which to live…"*.

Governance Challenges. With growth in traffic, precarious water supply and other emerging challenges, the WCA's role in "securing improvements" – the classic public-good function of planning for local basic services – has grown in the last decade. Meanwhile, balancing these challenges with the risk of accompanying "modern intrusions" has underscored the need for collaborative stewardship of the National Historic Landmark (NHL) among private citizens and the nonprofit Waterford Foundation (WF) which owns and manages multiple historic structures and conservation areas in the NHL.

The Committee's Task. The WCA Ad Hoc Governance Committee was appointed in September 2020 to identify and explore Waterford's key governance issues in light of these challenges and risks, and propose options and recommendations. Per its mandate, the Committee focused on the following questions and analyses (mapped in Diagram 1):

Diagram 1. WCA Governance Review: Map of questions, analyses and core recommendations
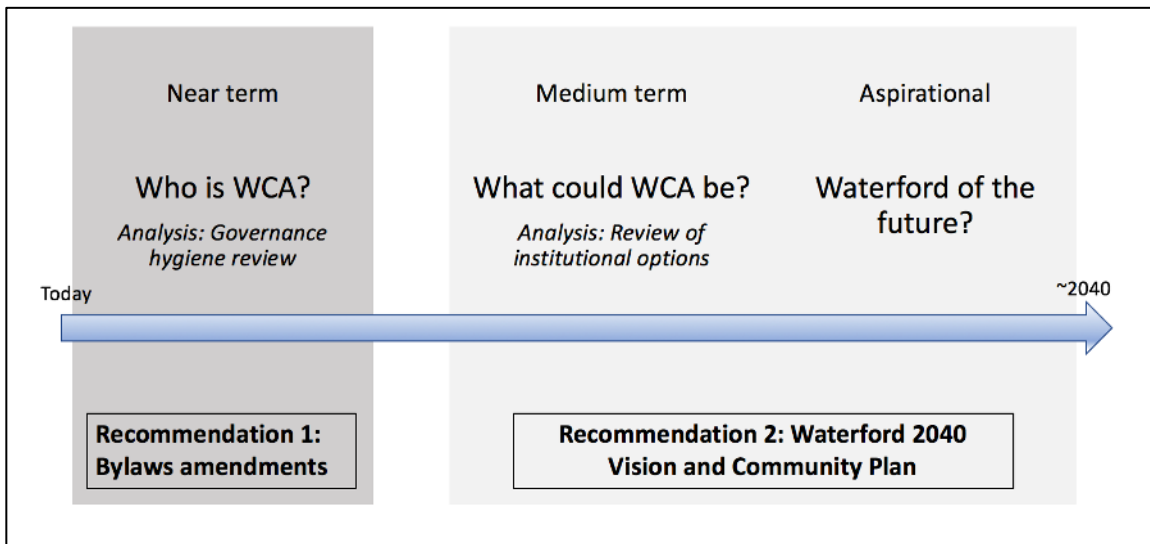
- **Who** is the WCA? A "governance hygiene" review examined provisions of the WCA Bylaws, and compared them with actual practice, good practice, and evolving needs (Chapter 2);
- **What** is the WCA, and what could it be? Potential institutional arrangements to ensure Waterford's "common good and general welfare" while respecting history and open space were evaluated; options reviewed were: incorporation as a Virginia town; private and/or public partnerships; a homeowners' associations (HOA); and use of devolved community planning (Chapter 3); and

- **Where** do Waterford citizens wish to be in the medium-term and how to get there? We mapped an aspirational pathway to envisioning a "desirable and attractive community in which to live" that stewards the NHL for the future, and identified collaborations needed to achieve this (Chapter 4).

The Committee's Recommendations. As discussed further in this report, based on its review and analyses, the Committee believes taking the following two key steps would serve to substantially strengthen WCA governance for the medium-term future:

- **Amending the WCA Bylaws** to enhance their representativeness, inclusivity and effectiveness, and to ensure their consistency with actual practice and needs; and
- **Embarking on a participatory Waterford 2040 Vision and Community Plan** in collaboration with the WF to better and more comprehensively orient and support future actions to enhance the livability, preserve the history and conserve the beauty of the Waterford Area (Table 1, Attachment I).

Table 1. Summary of Key Recommendations and Suggested Next Steps

	Key Recommendations	Suggested Next Steps
PART I. BYLAWS	**Amend the WCA Bylaws to:** • Clarify that policy work of Standing Committees may involve geographic areas different from the WCA regular membership boundaries; and that voting for specific studies or projects in any designated "project area" is the prerogative of residents in the areas. • Establish Officer terms of two years, with provision for one additional term (total of four successive years). • Formalize the *de facto* current practice of defining the WCA Board to include all four elected Officers plus all Standing Committee Chairs. • Maintain with slight revisions the ten Standing Committees in the near term, and consider streamlining to fewer over the medium term. • Amend selection of Standing Committee Chairs so that the President nominates, elected WCA Officers approve, and the Board endorses Chair appointees. • Amend Standing Committee Chair term appointments to two years, renewable for up to two additional consecutive terms (total of six years). • Provide for written WCA "operational policies" – separate from but linked to the Bylaws – as formal guidance to Committees.	• Present for comment and notification of intention to amend Bylaws to WCA membership Q1 (Mar. 25) • Make available on WCA website proposed Bylaws redraft following Q1 meeting (Mar. 25) • Bylaws public comment period open (until Q2 membership meeting) • Amended Bylaws proposed for membership vote Q2 meeting
PART II. VISION AND PLAN	**Embark on a community-based Waterford 2040 Vision and Community Plan:** • Take advantage of the enhanced governance autonomy presented by the Loudoun Comprehensive Plan Historic Rural Villages planning framework. • Create an appropriate collaborative WCA-WF arrangement (e.g., Waterford 2040 Working Group), duly institutionally anchored in both organizations, to lead this effort. • In tandem, further evaluate the relevance of other governance options, including town incorporation, private or public partnerships, and possible other structures.	• Present pursuing a Vision exercise and Community Plan to WCA membership Q1 (Mar. 25) • If agreed, develop detailed next steps to for Vision sessions and development of Community Plan • Propose detailed vision and plan next steps at Q2 membership meeting

WCA Governance Review
Ad Hoc Governance Committee

Table of Contents

Tables

Boxes

Maps

Attachments

WCA Governance Review
Ad Hoc Governance Committee

"The residents of the Waterford Area, in order to foster community action, further the common good and general welfare of the community, secure improvements and maintain the Waterford Area as a desirable and attractive community in which to live, do hereby establish this Association…"– WCA Bylaws

Chapter 1. Introduction and charge to the Committee

The Preamble to the WCA Bylaws provides a time-tested answer to the question "why does the WCA exist?" – what does it seek to provide to its members? The WCA Ad Hoc Governance Committee took this statement of the WCA's *raison d'être* as a starting point, from which to ask several questions about governance directions (below).

Over the last decade or so, the WCA's role has broadened from the traditional and successfully-implemented tasks of village beautification and arborization and coordination of local social events, to a point where today that role includes efforts to manage commuter cut-through traffic, identify solutions for precarious water supply, and other tasks. Meanwhile, enhanced risk of "modern intrusions" highlights the need for cooperation and proactivity on the part of the private-citizen owners of historic residences and the Waterford Foundation (WF) to safeguard preservation of our precious National Historic Landmark (NHL) district.

At its September 24, 2020 regular meeting, the WCA membership endorsed convening of an Ad Hoc Governance Committee to carry out a Governance Review "to assess options for enhanced effectiveness and transparency of the WCA organizational structure, its relationships with County, State and private utilities and other service providers, as well as other local and regional nonprofit organizations" (Attachment 2). Key among the latter was the relationship with the WF, the WCA's most important partner. How to ensure the two organizations speak with one voice on Waterford's priorities externally, while having a clear delineation of roles and responsibilities within the village, the NHL and "Waterford Area"?

Based on this mandate, the Committee defined its task as seeking answers – through analysis, expert interviews and deliberations – to the following three questions:

- Who are the WCA members, Officers, Board and Committees and how do they interact?
- What is the institutional structure that best meets Waterford's governance needs?
- Where do Waterford citizens wish to be in the medium term, and how to get there?

Interim updates were made in November and December 2020 (Attachment 3). The WCA Officers discussed and approved the report on February 25, 2021, and the WCA Board discussed it on March 9, 2021. The current report reflects comments made in those reviews. Committee members hope this report will contribute to discussion, development of further ideas, and action within the WCA membership and the Waterford community.

PART I. BYLAWS

Chapter 2. Who is the WCA?
Governance hygiene analysis (comparison of WCA Bylaws and practice)

To address "who is the WCA?" the Governance Committee carried out a governance hygiene review, comparing the current WCA Bylaws (dated Nov. 11, 2016)[1] with actual WCA practice – as evidenced by the WCA website,[2] and current activity such as operational Standing Committees – as well as with common "good practice" recommendations for nonprofits. Such an evaluation is recommended periodically. The Committee focused on three areas:

A. WCA membership geographic boundaries and member categories (Bylaws Article 1), member voting (Article 2) and dues (Article 3);
B. WCA Officers, elections, Board and terms (Article 4); and
C. WCA Standing Committees, Chairs, and Committee membership (Article 5).

A. Membership boundaries, categories, voting and dues

Bylaws provisions

Membership boundaries. Eligibility for membership in the WCA is defined geographically as anyone resident in the "Waterford Area," the boundaries of which are established in the Bylaws (Article 1, Section 2) as the Elementary School District (ESD, Map 1).[3] We estimated the population of this Waterford Area at approximately 1,500 (based on elementary school enrollment and demographic ratios for the County)[4].

Member categories, voting and dues. Two categories of WCA membership are defined in the Bylaws (Article 1, Section 1, summarized in Table 2)
- "Regular" dues-paying, voting members (five sub-categories); and
- "Associate" dues-paying, non-voting members.
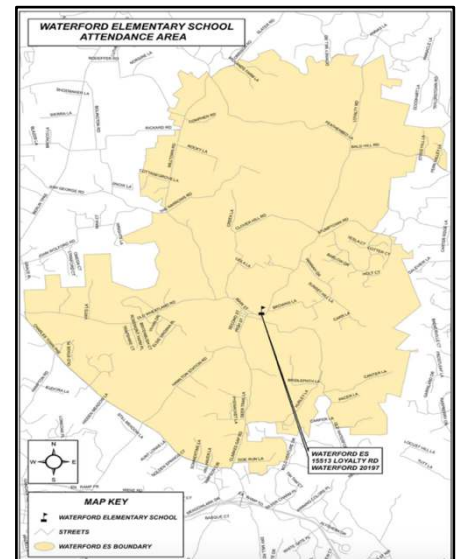
Map 1. "Waterford Area" (Elementary School District)

---

[1] WCA Bylaws https://www.waterfordcitizens.org/about-us/wca-bylaws/
[2] WCA website https://www.waterfordcitizens.org
[3] "Waterford Area" map http://www.waterfordcitizens.org/membership-new/membership-map/
[4] Waterford elementary school enrollment: 164 as of 2021 (https://www.publicschoolreview.com/waterford-elementary-school-profile/20197) Loudoun elementary school students ~10% of County population (https://statisticalatlas.com/county/Virginia/Loudoun-County/School-Enrollment)

Table 2. Current membership categories, dues and voting, per WCA Bylaws

Membership categories	Dues required	Dues amount	# Votes	Observations
I.REGULAR				
Adult *	Yes	$20	1	Individual adult is defined as a person over 18
Family *	Yes	$30	2	Household membership includes 2 or more members. No more than 2 votes per household membership
Youth	No	$0	1	Youth defined as age 15-18, entitled to 1 vote; subject to family 2 vote maximum
Business	Yes	$60	1	Business located in Waterford. Entitled to 1 vote even if also a resident of Waterford
Nonprofit	Yes	$30	1	Tax-exempt status, located in Waterford. As for business, not entitled to vote twice if also resident
II.ASSOCIATE	Yes	Varies, per above	0	Adult, Family, Youth, Business or Nonprofit not living in the Waterford Area but supporting the WCA goals; not entitled to vote, assume Officer or Chair

*If membership lost during the year may continue to be a voting member for the full year

Current practice considerations

Geographic boundaries. Among evident Waterford geographic boundaries, in addition to the ESD, are the NHL district (pop. ~ 250), the Loudoun County Historic District, and Waterford village itself (~110 houses) as distinct from its surrounding rural area (Map 2). The Waterford 20197 zip code (pop. ~2,200, Map 3) has also been used to recruit WCA members. In addition, other geographic boundaries include the County Historic District; the Waterford sewerage district; the historic road overlay district; the scenic Byway area; and others.
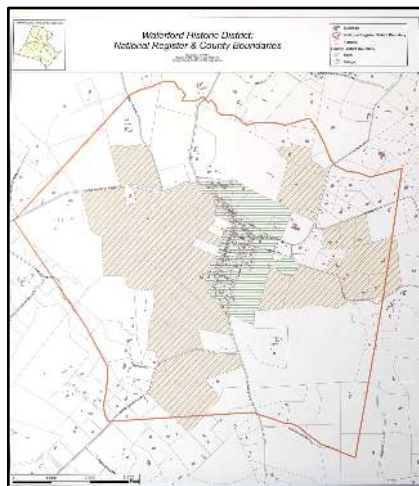
Map 2. County and NHL districts[5]

Map 3. Waterford 20197 zip code

---

[5] Waterford historic districts map https://www.waterfordhistory.org/maps/

Starting from the principle that the WCA membership eligibility boundary should be as inclusive as possible – while remaining manageably focused on Waterford village, the NHL and its close surroundings – the Governance Committee sees value in retaining the Elementary School District as the primary geographic boundary for Regular members.

Membership categories, voting and differences in common interest. However, the Committee observes that neither the current ESD geographic membership boundary nor the WCA membership categories distinguishes among different potential common-interest areas within the Waterford community. Such common-interest areas may be determined based on factors, *inter alia*, such as:

- Existence of or need for collective infrastructure or community services (e.g., village tree planting or project areas for traffic management or water provision);
- Participation in local events (e.g., Fourth of July fireworks, or Halloween);
- Historic preservation or environmental conservation; and
- Community volunteering (e.g., Waterford Fair or clean up drives).

The WCA appropriately acts as a citizen-based participatory catalyst of planning actions for different public good or common interest activities through its Standing Committees, such as Beautification and Special Events, but also Traffic, Ad Hoc Water, Preservation and others. Geographic boundaries for these activities differ, depending on the nature of that interest.

Different common interest examples. The operational challenge for the WCA is determining which geographic boundaries are relevant for specific common interest areas – whether locally narrow or wider in scope – and how to distinguish between community policy and planning vs. voting of residents regarding particular projects.

- **Narrow interest**. Many service-related projects will affect a specific geographic population sub-group (e.g., the sewerage district). For County-sponsored strategies, activities, studies or investments, it is policy to formally define "project areas." Discussion and voting in such cases apply to the residents within these defined project areas. However, broader policy or planning dialogue for these sectors may be done by WCA Standing Committees. The Ad Hoc Water Committee is an example in which a WCA Committee provided honest broker services, dissemination and other policy support to the appointed water coordinators and village residents in a defined water project area. Lessons from this experience could be built into the Bylaws (e.g., clarifying that while Regular members may discuss policy topics, voting on specific projects is limited to residents of a defined project area).

- **Broad interest**. On the other hand, popular events such as Waterford's Halloween may have a wider geographic interest group from across the Waterford zip code and beyond. The interest in preservation of private properties in the NHL, collaboration on Phillips Farm support and maintenance, and other open space conservation and citizen community volunteering may similarly extend well beyond the NHL, and outside the Waterford Area.

These broader interests often may not involve voting, and some are consistent with Associate membership. While maximizing inclusiveness and community participation is desirable, for widely popular events such as the fireworks, there may even be need to consider limiting the geographic area. Meanwhile, for mobilization of resources (e.g., an integrated infrastructure project to bury electric wires and water pipes, or other initiatives in the context of a community plan; see Chapter 4), sponsorship from a "Friends of Waterford" Associate member category in a wide geographic area would be welcome.

Dues. A brief review was conducted of membership dues. Article 3 of the Bylaws stipulates "annual dues shall be determined by vote of the Regular members at the annual meeting each year." In practice, dues have remained the same, or increased only slightly, for many years without annual review. Given the demonstrated interest in and willingness to pay among WCA members (per Treasurer reports, actual contributions annually exceed prescribed membership dues), consideration could be given to increasing member dues for all categories. However, it is reasonable to consider this only in the context of proposals related to the future of Waterford, e.g., through a defined community plan and need for resources as demonstrated in specific planned funding requirements (see Chapter 4).

<u>**Recommendations**</u>:

- Maintain the ESD as the Waterford Area, and residence within it as the geographic eligibility criterion for WCA Regular membership (Table 3).
- Establish residence within the 20197 zip code – but outside the ESD – as the geographic area for WCA Associate "Neighbors" membership.
- Consider a separate WCA Associate "Friends" membership category for those beyond the 20197 zip code; and evaluate whether it is useful to distinguish between these categories (for example, in terms of funding, i.e., Friends Sponsorships).

Table 3. Summary – WCA Bylaws membership-related recommendations

Membership categories	Current Dues	Possible Suggested Dues*	Voting	Observations
I.REGULAR				Geographic area: Elementary School District (Map 1)
Adult	$20	$25	1 vote	Assess provision related to lost membership
Family	$30	$50	Up to 2 votes	Assess provision related to lost membership
Youth	$0	$0	1 vote	Determine whether subject to family 2 vote maximum
Business	$60	$100	1 vote	
Nonprofit	$30	$50	1 vote	
II. Associate	As above	As above	Non-voting	
Neighbors				Geographic area: 20197 zip code (Map 3)
Friends				No limit to geographic area (target sponsorship)

*These are indicative figures; an evaluation of such increased dues should be linked to a specific funding requirement associated with a community plan

- Clarify in the Bylaws that policy work of Standing Committees may involve "project areas" that are different from WCA membership eligibility boundaries, and that voting to approve specific studies, projects or other activities in any such specifically defined project area is the sole prerogative of residents in the relevant project area.
- Clarify minor Bylaws voting provisions (Observations, Table 3).
- Evaluate the case for increasing Regular and Associate member dues, in conjunction with the discussion of the Waterford 2030 vision and community plan (see Chapter 4).

B. Officers, elections, Board and terms

Existing Bylaws policy

Officers. The Bylaws (Article 4) state that: "The Officers of the Association, consisting of the President, Vice President, Secretary and Treasurer, shall hold office for a one (1) year term or until their successors are duly elected…"

Elections. According to the Bylaws, Officer elections are to occur at a meeting in the fourth quarter with a slate presented to membership at a meeting in the third quarter (during which additional candidates may also be suggested). The formal slate is developed by a three-member Nominating Committee elected by members at a meeting in the second quarter.

Board. The Bylaws also stipulate: "The Board shall be comprised of seven (7) members consisting of the President, Vice President, Secretary, Treasurer, and three at-large members drawn from the Chairs of the Standing Committees and selected by the President… A quorum of the Board shall consist of five (5) or more members and must include the President…"

Current practice and good practice

Officers. Over the years, different Officer slates have been re-elected for a second (or even for multiple) year-long term. While term-limits for Officers and Boards are widely recommended in the nonprofit and for-profit corporate sectors today, it is also common nonprofit practice to allow Officers multiple (e.g. two or three consecutive) one-year terms (and two or three consecutive two-year terms for Committee Chairs; see Section C).[6] Meanwhile, local government leadership terms are typically longer, e.g., two to four years. Several years in office is seen as helpful to achieving progress on the policy measures leaders set forth to members.

Elections for Officers. In practice, WCA elections have generally followed Bylaws procedures, which seem adequate and consistent with good practice. Given the importance of succession planning in a small volunteer organization like the WCA, the Nominating Committee plays an essential role. Indeed, this key committee could take on additional mentoring tasks, as is the

---

[6] Board Effect https://www.boardeffect.com/blog/best-practices-nonprofit-board-term-limits/

case in some nonprofits (Box 1). Another common nonprofit practice involves building experience and succession planning within an Officer team, for example so that one or more candidates for President are "trained" during their period in other Officer roles.

Online voting. A separate elections issue relates to voting online. For the 2020 Officer election cycle, the pandemic required that three regular meetings (including the 4th quarter meeting when 2020 elections took place) were conducted online. The Secretary at the time interpreted the Bylaws to mean that members at an online meeting were "present at a meeting" for the Bylaws clauses; however, it would be helpful to clarify this formally in the Bylaws.

Box 1. Role of the nonprofit nominating committee

Nonprofit nominating committees play a critical role in institutional governance sustainability through stewarding succession planning. These nominating committees identify and recruit Officer and Board member candidates, and can also ensure diversity of views and representation on Boards, work toward smooth Board operations by facilitating introduction of new members, and organize Board member orientation and mentoring. The nominating committee can also plays a key role in identifying new candidates in the case of an unexpected officer or chair departure.

Source: Board Effect https://www.boardeffect.com/blog/guidelines-for-a-nonprofit-nominating-committee/

Board. For the last several years the WCA Board has been comprised, *de facto*, of all designated Committee Chairs plus all elected Officers (currently a total of eleven Board members). There has been little or no formal adherence to the five-member quorum provision, with most decisions taken by simple majority vote of those Board members present at convened Board meetings. This is a pragmatic approach, responsive to the desire for greater representativeness; but this practice should be codified in the Bylaws.

A broader Board. Generally speaking, the current Bylaws provisions of President-appointed Chairs, a President-appointed Board, and a quorum provision requiring only the President and four other Board members, results in an executive-centric governance structure. Actual revealed preferences of several successive WCA Officer slates and Boards suggest greater interest in a more participatory governance structure. This is also consistent with good nonprofit practice. These considerations suggest the desirability of broadening the Board to reflect current practice, widening the procedures for appointing Committee Chairs (Section D), and giving consideration to expanding the required Board quorum.

Recommendations

- Modify Officer terms to two-year duration, with provision for an additional successive term (total of four successive years).
- Formalize in the Bylaws the *de facto* current practice of defining the WCA Board to include all four elected Officers plus all Standing Committee Chairs.
- Increase Board quorum size as and if needed, and in any case include at least three Officers one of which must be the President.

- Define provisions for online voting for Officers, in cases this is required by public health or other emergencies, in the Bylaws.

C. Standing Committees, Committee Chairs and Committee membership

Standing Committees

The list of WCA Standing Committees defined in the Bylaws (Article 5), and the list in existence and reported on the WCA website (assumed to represent actual practice) differ. These lists (Table 4) need reconciliation.

Table 4. Comparison of WCA Standing Committees, per Bylaws and WCA website

Bylaws	Website	Committee missions (website)	Chair
1.Audit	NA	NA	NA
2.Beautification	1.Beautification/ Environmental	Organizes village cleanups, tree and bulb planting, etc.	Nick Ratcliffe
3.Cemetery	2.Cemetery	Helps maintain the Waterford Union of Churches Cemetery	Paul Rose
4.Cooperative	NA	NA	NA
5.Environmental	NA	Looks at issues involving our water and sewage	NA
6.Fund Raising	NA	Raises funds to support all of our other efforts	NA
7.Membership	3.Membership	Recruits new members and membership activities	Ed Lehmann
8.Preservation	4.Preservation	Ensures the preservation of our historic community	Mary Sheehan
NA	5.Social	NA	Jill Kadish
9.Special Events	6.Special Events	NA	Ann Belland
10.Streets	7.Traffic	Organizes traffic management strategy and plans	Meredith Imwalle
NA	8.*Ad Hoc* Water	Helps ensure dissemination to WCA member on water topics	Mark Sullivan
NA	9.*Ad Hoc* Governance	NA	NA
Nominating Committee	NA	NA	NA

- **Per the Bylaws (Article 5): "**There shall be ten (10) standing committees of the Association, the chairperson of each shall be appointed by the President." In addition, as noted, a Nominating Committee is appointed each year.

- **Per the WCA website and practice**: There are nine actual WCA Committees: seven Standing Committees and two Ad Hoc Committees (including the Ad Hoc Governance Committee), in addition to the annual Nominating Committee. Most, but not all, current Committees have published mission statements. Most, but not all, have designated Chairs appointed by the WCA President, as per the Bylaws. Several Standing Committees have neither mission nor Chair; these include the Audit, Cooperative and Fund Raising Committees.

Waterford's current public services. Meanwhile, a review of the services provided in Waterford – or those that may in future be needed – and the organizations, partnerships and policy resources available (Table 5) confirms the need and relevance of most currently-filled Standing Committees, and the very substantial contributions these Committees have made to the community. Of note, for example, the Beautification Committee is among the WCA's oldest Standing Committees, organizing Waterford Area clean ups annually since 1971, planting over 70 trees since 1980, revitalizing the Village Green and collaborating with VDOT, and the County on installation of the historic-stone swale.[7] This review also identified areas where additional work of existing or new Committees may be warranted (among important near-term examples are: electric power and telecoms; parking; sidewalks and walkability; monitoring air and water quality). There also may be ways in which consolidating of Standing Committees could be considered in the future for greater efficiency and effectiveness.

Committee Chairs. The Governance Committee evaluated procedures for designating Committee Chairs, comparing Bylaws provisions with current practice and good practice. Bylaws Article 5 provides that "the chairperson of each [Standing Committee] shall be appointed by the President." No terms for Chairs are stipulated. Consistent with enhancing the pluralistic nature of WCA governance, the Committee considered ways to ensure a broader process than Presidential appointment for designating Chairs, including possible involvement of the Nominating Committee in identifying talent, as well as conscious development of succession planning within Standing Committees.   In addition, nonprofit good practice suggests Committee Chairs should have a defined, multiple-year mandate (e.g., two years, renewable) in order to achieve strategic goals – but that limits to mandates (e.g., no more than three successive terms) are likely to be beneficial to encourage innovation and avoid burnout among volunteer Chairs.

Public information on Committee activities. A review of Committees on the WCA website revealed that not all have publicly-available mission statements (Table 4). In addition, there seem to be no formal arrangements for identification of government counterparts, and conveying that information (and those relationships) to successive Committee Chairs. The Traffic and Beautification Committees are examples of good practice, where government counterparts are well-identified and strong relationships have been built over time. While mission statements and government counterparts need not be incorporated into the Bylaws, WCA policies on these matters should be established. As noted, there also seems little in the

---

[7] Per Committee Chair Nick Ratcliffe, March 2021.

way of succession-planning for Committee leadership suggesting the likely value of encouraging vice-Chairs and other means of building a core group from which future Chairs could emerge.

A remarkable aspect of public information on Waterford, the WCA and its Standing Committees (and the WF and its Board and Committees) is the abundance of material produced by Committees and consultants over the years – from the still-relevant 1987 Waterford Area Management Plan (Box 2) to consultant studies like the 2004 "Bury the Wires and Tame the Traffic" study, to the (unpublished) Draft NHL Revision (2019) (Table 5, Attachment 4).

Table 5. Waterford village services, partner organizations, and policy resources

Village Service*	Mandated Organizations	WCA Committees and Partnerships	Policy Resources & Tools
Transport/traffic: - Street maintenance - Traffic management - *Drainage* - *Parking* - *Sidewalks* - *Safety*	- VDOT (State) - Loudoun County DTCI	*WCA Traffic Committee* *WCA Beautification Committee (drainage)* - Waterford Foundation - Local private residents - Nearby private residents - Commuters - Local farmers, businesses, road users	- 1987 Waterford Area Mmt Plan - 2004 Bury the Wires study - 2016 JMT Cut-Through Traffic Study - BOS-approved Waterford Traffic Management Plan (2019) - Section 106 consultation - VDOT Historic Roads policy - Loudoun Historic Roads overlay - NHL Revision (2020)
Water and sewerage: - Sewerage network and treatment - *Piped water network*	- Loudoun Water (private) - Loudoun County	*WCA Water Ad Hoc Committee* - Waterford Foundation - Local private residents	- 1987 Waterford Area Mmt Plan - 2004 Bury the Wires study - County water feasibility study - Relationship with Loudoun Water on sewerage service - NHL revision (2020)
Electricity and telecommunications: - Electricity service - *Public lighting* - *Burying wires* - *Phone and cable* - *Burying telecoms*	- Dominion (private) - VDOT (State) - Verizon (private) - Others	*WCA Electricity Ad Hoc Effort (No Committee)* - Waterford Foundation - Local private residents	- 1987 Waterford Area Mmt Plan - 2004 Bury the Wires study - Wire burying easement policy - Dominion historic village policy - Relationship with Verizon as village 'resident' - NHL revision (2020)
Other services: - Cemetery - Beautification - Preservation - *Recycling* - *Open space* - *Air and water quality*	- Loudoun Planning - VA DHR - National Park Service - Others	*Cemetery Committee* *Beautification Committee* *Preservation Committee* - Waterford Foundation - Local private residents	- 1987 Waterford Area Mmt Plan - WF invitation to WCA to assist maintaining Phillips Farm - NHL revision (2020)

*No italics = current WCA involvement; *italics = no current WCA involvement, or not currently provided.*

Decision-making. There does not seem to be a formalized written statement on how policy agreement is to be achieved for most Standing Committees (however, it was noted that the Traffic Committee mission statement includes a provision for agreement based on majority voting). Ideally, a WCA-wide approach would be defined whereby all Standing Committees develop arrangements for achieving agreement by majority vote on policy or program direction, with inclusion of debate and community consultation. Background information on specific initiatives (policy statements, other major actions) requiring a vote should be provided to the Board and membership with sufficient advance time for Officer approval, followed by Board review, and subsequent membership consideration, so that members may inform themselves prior to the vote.

The WF as key partner. The analysis of Standing Committees, their partners and the wealth of available Waterford written resources also made clear that virtually every public interest task supported by the WCA involves partnership of private citizens and the WF, along with other actors. The WF is clearly the WCA's most important partner. In addition to the current representation on and reporting to respective Boards and meetings of the two organizations, efforts to strengthen their cooperation and collaboration is likely to be essential to successful governance for the benefit of the Waterford Area. The Committee noted that other than their mission statements, there is currently no formal mechanism that defines WCA and WF respective roles and responsibilities within the village and the NHL, nor arrangements for collaboration between the two organizations. Overlaps and gaps in both actual and perceived responsibilities are likely to exist and could be clarified through a formal mechanism.

<u>Recommendations</u>

- Maintain with slight revisions the Bylaws Article 5 list of ten Standing Committees for the near term (Table 6).
- Consider streamlining the Standing Committee list to a smaller number over the medium term (Table 6).
- Modify selection of Standing Committee Chairs so that the duly-elected WCA Officers (rather than the President) approve and designate Chairs.
- Modify Standing Committee Chair term appointments to two years, renewable for up to two additional consecutive terms (total of six years).
- Appoint Committee Chairs for those Standing Committees that do not currently have them (Table 6).
- Consider defining WCA policy (separately from the Bylaws) to:

  - Ensure each Standing Committee develops (or reviews/revises, as appropriate) a Mission Statement endorsed by Committee members and the WCA Board, and makes it available publicly (on the WCA website).
  - Ensure each Standing Committee develops a list of its main government counterparts, to be passed on to new Committee Chairs.

- Ensure each Standing Committee designates a vice-Chair, who could act for the Chair *in absentia* and address succession concerns by being a candidate to serve as future Chair.
- Define a clear and published democratic pathway for achieving agreement within each of the Standing Committees.

- Make provision in the Bylaws that a governance hygiene review comparing Bylaws, actual practice and needs be carried out at least every five years.
- Consider defining the respective roles and responsibilities of the WCA vis a vis the WF, its key partner, and seeking to discuss codifying the modes of this partnership in some formal way (Chapters 3 and 4).

Table 6. Summary – WCA Bylaws Standing Committee Recommendations

Committee Area	Recommendation
1.Audit	- Appoint Committee Chair, define Mission Statement - To include at least two Board members, not to include Treasurer - Main role is to choose independent auditor, review audit report
2.Beautification	- Remove "Environmental" from Website title of the Committee
3.Cemetery	- Near term: No recommended change - *Longer term: Consider this a funded activity under another Committee*
4.Cooperative	- Near term: Redefine this Committee as an Infrastructure Committee, to examine services not currently addressed by Standing Committees (e.g., telecoms, electricity) - Define a Mission Statement and designate a Chair - *Longer term: Consider the need for this Committee (or evolve to another)*
5.Environmental	- Consider re-designating activities of the current Ad Hoc Water Committee, and broadening the mandate of this Committee to encompass water quality and open space issues (e.g., Catoctin conservation)
6.Fund Raising	- Near term: Appoint a Chair, and define a Mission Statement; - Include Membership Chair, Treasurer and Special Events Chair; - *Longer term: Consider designating as Finance Committee led by Treasurer*
7.Membership	- No recommended change
8.Preservation	- No recommended change
9.Special Events	- Consider combining the functions of Special Events and Social Committees
10.Streets -> Traffic	- Rename Streets Committee "Traffic" Committee to reflect actual practice

PART II. VISION AND PLAN

Chapter 3. What is the WCA?
Review of options for institutional governance

The second question examined by the Ad Hoc Governance Committee was "what is the WCA?" – and the corollary "what could or should the WCA be?" The direct answer to this question is that the WCA fills some key roles of local governance – representing the common and shared interests for citizens of the village and surrounding area.

The WCA is Waterford's local government. As an unincorporated rural historic village of Loudoun County, Waterford does not have an elected local governance structure other than the WCA. But what is the optimum institutional arrangement to safeguard common and shared interests, to ensure the wellbeing of Waterford, the Waterford Area, and its citizens? In the near term, relatively minor modifications to the WCA Bylaws (Chapter 2) will help the WCA function more efficiently, effectively and democratically for its membership.

However, in the medium-term, what institutional governance arrangement will help Waterford address its core challenges of securing public good improvements to enhance livability while at the same time protecting its valued historic residences, structures and open spaces? How can this be best done in collaboration with the WF, the WCA's closest partner – without which Waterford would not be preserved, and which owns and stewards properties of critical relevance to citizens such as the Mill, and open spaces including the Phillips Farm?

Greater voice and one voice. Several examples highlight the urgency of this dual challenge of achieving greater voice regarding public service-related decisions while at the same time ensuring Waterford's two institutions speak in harmony on protecting its patrimony:

- VDOT's paving of Milltown Rd from Lovettsville to Waterford without community consultation in the 1990s, along with other developments, has gradually led to increased cut-through traffic – to the point where residents have feared the Landmark status was in jeopardy – and led to WCA efforts to identify and develop with Loudoun DTCI the Board of Supervisors (BOS)-approved Waterford Traffic Management Plan.[8]
- Dominion Energy's recent decisions to severely prune large trees and to install upgraded power lines also made evident the impact of unannounced, undiscussed infrastructure decisions on village livability and NHL appearance.
- More generally, pressure on open space from residential development is likely to bring more large parcels for sale (such as the 400+ acre Brown Sisters' property Oakland Farm, sold last year). Successful preservation – such as through the remarkable community effort that led to the purchase of Phillips Farm in 2004, or through sale to a private citizen with conservation easement in mind – is not always guaranteed.

---

[8] Waterford Traffic Management Plan https://www.loudoun.gov/waterfordtrafficcalming

Historic district examples. Waterford must therefore examine medium-term institutional options to provide greater public service decision-making autonomy along with an enhanced ability to defend its historic assets and the NHL from development pressures. To gain insight into options for achieving this, the Governance Committee reviewed several institutional arrangements employed by historic villages which work – as Waterford does – to promote modern, livable communities while preserving their history. Waterford is one of two dozen or so NHL-designated villages, towns or urban districts in the US.[9] And there are literally hundreds of non-NHL historic villages, towns and districts that aim at the interlinked goals of managing traffic, providing clean water, ensuring public safety, and promoting walkability for current generations, while preserving historic structures, materials, appearances and open spaces for future generations.

Thus, Waterford's goal to provide high quality livability for its residents while preserving its treasured patrimony – the Waterford "brand" – while compellingly special, is not unique. Even within the County, the Loudoun Historic Villages Alliance (LHVA) – which includes Waterford, Lincoln, Aldie, Bluemont and others – was formed to address the common challenges of the County's twelve unincorporated rural historic villages, centered on this delicate balance of livability, services and preservation.[10] In fact, this goal transcends Western Loudoun, and has become an enshrined principle of Loudoun County's 2019 Comprehensive Plan, in the form of a specifically-defined Rural Historic Villages (RHV) planning strategy.[11] This new strategy is a welcome development and, as discussed below (Section A), provides a starting point for examining medium-term governance options for Waterford.

Governance structures. How have other jurisdictions achieved success in meeting this same challenge? There is no one right answer. But lessons from the institutional choices of some may inform Waterford's options. The Governance Committee reviewed several institutional frameworks employed in such jurisdictions. A number of options and hybrids have been suggested, and the Committee did not examine them all. Because of the depth and complexity of the topic, our goal was simply to outline possibilities in order to catalyze further reflection and discussion. The governance arrangements reviewed by the Committee were then compared in a qualitative, indicative way (along with the *status quo* case of remaining an unincorporated rural village and taking no governance or planning initiatives or actions at all). The four options the Committee reviewed, in addition to the *status quo*, are:

---

[9]   On the US East Coast among these, in Virginia: the Greensprings rural district, Williamsburg open-air museum, and historic districts in Alexandria and Richmond; in Massachusetts: Hancock Shaker village and Deerfield open-air museums, the Nantucket rural and village district and New Bedford urban district; in Pennsylvania: Bethlehem rural village district and Chatham Village urban district in Pittsburgh; in New York: Geneseo village district, Hudson River villages and towns district and Huguenot district in New Paltz; in Maryland: Chestertown village district, Annapolis colonial district, Greenbelt urban district, Mount Vernon Place Baltimore urban district and St. Mary's City open-air museum; in West Virginia: Matewan rural district. (Source: List of NHLs by State, NPS).

[10] Loudoun Historic Villages Alliance https://loudounvillages.org

[11] Loudoun County Comprehensive Plan, Rural Historic Villages section https://www.loudoun.gov/4957/Loudoun-County-2019-Comprehensive-Plan

A. Making use of the County's new Rural Historic Village community planning framework;
B. (Re-)incorporating as a Virginia town;
C. Pursuing one or more private or public sector partnerships; and
D. Forming a (full or partial) homeowners' association (HOA).

A. Making use of the Rural Historic Village community planning framework

Context. In June 2019, the Loudoun County Board of Supervisors adopted a new Comprehensive Plan (which includes the Loudoun County 2019 General Plan and the Loudoun County 2019 Countywide Transportation Plan).[12]   As it has for many years, this Loudoun Plan considers four Policy Areas: Urban, Suburban, Transition, and Rural. The Rural Policy Area, where Waterford is located, comprises the Western two-thirds of the County (shaded in green, Map 4). A foundational principle of Loudoun's planning for decades has been to protect the rural, agricultural areas in the west while focusing development in the Urban and Suburban Areas to the east, buffered by a central Transition Policy Area.
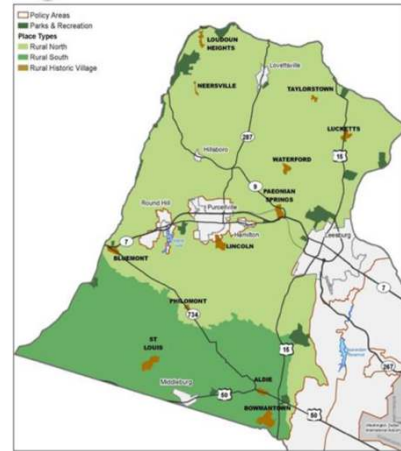
Map 4. Loudoun Rural Policy Area

The general goal of the Plan for the Rural Policy Area is to limit residential growth, retain farmland, and support the rural (agriculture, vineyard, equine, tourism) economy. The Plan has been underpinned by strong civic participatory endorsement and constructive critical input under the umbrella of the Loudoun County Preservation and Conservation Coalition (LCPCC),[13] of which the WCA and WF are members. As noted, with this new Plan a separate planning strategy within the Rural Policy Area plan was defined for Rural Historic Villages, or RHVs.

Rationale. According to the new Plan, the vision for Loudoun's twelve RHVs is that they "continue to be vibrant communities that reflect historic settlement patterns that preserve and enhance Loudoun's social and cultural heritage while contributing to the overall character of the Rural Policy Area."[14] The County's strategic approach is to limit commercial, business and residential activities to uses "compatible with historic character and visual identity of the individual villages" through development of unique "Village Historic Districts." Waterford naturally finds its place within this new Comprehensive Plan's clear focus on a dynamic rural Western Loudoun and the RHV planning framework. In fact, the Waterford Area Management Plan (WAMP, Box 2), mandated by the BOS and approved by that body in 1987, remains a

---

[12] Loudoun County 2019 Comprehensive Plan https://www.loudoun.gov/4957/Loudoun-County-2019-Comprehensive-Plan

[13] Loudoun County Preservation and Conservation Coalition https://loudouncoalition.org

[14] Loudoun County Comprehensive Plan https://www.loudoun.gov/4957/Loudoun-County-2019-Comprehensive-Plan

recognized element of the current Loudoun County Plan, and presents a solid foundation on which to build under the new planning framework.

Box 2. The Waterford Area Management Plan (WAMP)

This BOS-approved 1987 Plan was designed as a long-range (20 year) land use plan for the village of Waterford and the surrounding area, which was defined as equal to the NHL district. It provided a guide to land use and zoning and an opportunity for community participation. In particular, it explored a "village improvement program" to manage vehicle and pedestrian circulation, parking, water supply and tourism, while protecting the NHL. The Plan was conceived as addressing both village and surrounding rural area needs, and assumed close public-private partnership, with the County focused e.g., on infrastructure and the citizens focused e.g., on walkability and parking.

The planning context for the effort was "…not to prevent the village… [and]…NHL from changing but how to affect change, how to influence it and give it a positive, equitable and life-enhancing direction…" With this in mind, the WAMP goal was:

"To recommend policies and programs that will help the County manage growth and change in the Waterford area, so as to conserve the historic and architectural character of the Waterford National Historic Landmark District. It is further the purpose to sustain and enhance community assets and private property values in the Waterford area and to enhance the Waterford area as a place to live, work, enjoy and visit."

Source: Waterford Area Management Plan (Loudoun County), 1987.
https://www.loudoun.gov/DocumentCenter/View/119993/Waterford-Area-Management-Plan?bidId=

The new County Comprehensive Plan introduces the broad policy goal that "development and land use in Rural Historic Villages must be compatible with the historic development pattern, community character, visual identity, intensity, and scale of the individual villages" and defines specific strategies to achieve this (Box 3). Along with examination of zoning (now underway), it proposes concretely to work with RHVs to develop *community plans* that support appropriate land use, zoning, community facilities, water and transport. For example, among strategies and actions, it proposes traffic calming compatible with village character and differentiating the entryways of historic villages, principles consistent with Waterford's BOS-approved Traffic Management Plan. It also promotes and makes more flexible zoning guidance for rehabilitation and adaptive reuse of historic buildings and their maintenance and improvement, relevant for Waterford's iconic historic structures such as the Mill.

Considerations. The Rural Historic Village strategy in the County Comprehensive Plan – in particular the commitment to develop community plans – is a governance tool readily available to Waterford today. The Governance Committee believes the WCA should take full advantage of it as a means to improve self-determination in managing both infrastructure services as well as historic preservation and open space conservation. This formal community planning framework is a welcome new development. It does not answer all of Waterford's future needs; most notably does not provide explicitly for independence of decision-making on public services, nor is there discussion of financial sustainability. Nevertheless, such a unified community plan – one that updates the existing WAMP – would form the basis for both

decision-making and a platform for funding in the NHL and the Waterford Area. The Committee considers that as a "base case" governance option (superior to the *status quo* without planning) the WCA should pursue with County planning counterparts development of a community plan updating the WAMP within the Rural Historic Villages planning framework.

Box 3. Strategies for Rural Historic Villages, Loudoun 2019 Comprehensive Plan

"Encourage the retention and development of a variety of compatible residential, commercial, and community uses that enhance the attractiveness and vitality of the Rural Historic Villages… by:

- Working with Rural Historic Villages to develop community plans that will support their community goals and address issues related to land use and zoning; economic development; natural, environmental, and historic resources; community facilities and services; water and wastewater; and transportation to maintain the character of the villages.
- Coordinating with Rural Historic Village communities to … differentiate entrances into the villages from surrounding areas, including through street design, landscaping, and building placement.
- Incorporating traffic calming measures that are compatible with the village character where appropriate to reduce vehicle speeds and provide a pedestrian-friendly environment…

Preserve the character of the villages and their historic structures and sites through the rehabilitation and adaptive reuse of existing buildings, by promoting and supporting building maintenance and improvements to preserve the existing building stock and the character of the villages…

Ensure business and commercial uses in the Rural Historic Villages are small scale, compatible with existing development pattern, generate limited vehicular traffic, and meet local community needs or support rural tourism…"

Source: Loudoun Comprehensive Plan https://www.loudoun.gov/DocumentCenter/View/152285/General-Plan---Combined-with-small-maps-bookmarked

---

B. (Re-)incorporating as a VA town

Context. Virginia's decentralization framework is unusual among US states for several reasons, among them adherence to Dillon's Rule, a court decision which holds that local powers are derived from the state (whereas most other US states grant direct local self-determination).[15] Thus, unincorporated rural villages like Waterford are, in effect, dependencies of their counties. On the other hand, incorporated Virginia towns have greater local independence of planning and action (e.g., on investment programs, and managing modern intrusions such as traffic), and can provide a more inclusive, representative governance framework than a rural village which depends on decisions made by a legislature in a county capital. Virginia town incorporation can also provide a reliable source of revenue (e.g., portions of real estate tax, personal property tax, vehicle license fees). However, incorporation is a lengthy strategic, legal and political process, requires a clearly defined geographic boundary, and involves inevitable challenges (e.g., ensuring residents in that geographic area all prioritize historic preservation).

---

[15] See University of VA School of Law https://www.law.virginia.edu/news/202003/it-time-home-rule-virginia

Rationale. Waterford was originally incorporated as a Virginia town in 1836, but gave up its town charter in 1936 – one hundred years later – due to financial hardship. The main rationale for examining re-incorporation as a town today – nearly another century later – is the appeal of providing Waterford greater self-determination, representativeness and financial sustainability in overseeing needed public services and ensuring historic and environmental appropriateness consistent with the NHL.

VA incorporated historic town examples. Nearby relevant incorporated town examples include Hillsboro VA (pop. 150), which is similar in size and time of settlement to Waterford. Working in partnership with Loudoun County and others, Hillsboro's mayor and town council have successfully developed and found substantial funding for an integrated $22 million program of traffic management, water provision, burying of overhead wires, and other services based on its Comprehensive Plan (a step required for all incorporated towns), which places the utmost importance on preserving historic context in tandem with development (See Box 9). A number of other small historic incorporated towns in Loudoun and nearby counties also serve as potential examples from which Waterford can learn more about the benefits and constraints to incorporation. These include Hamilton VA (pop. 570), Middleburg VA (pop. 540), The Plains VA (pop. 240) and others.

Legal requirements. The Code of Virginia sets out the legal requirements for town incorporation (Box 4). Waterford could in theory meet the two most critical requirements:

Box 4. Town Incorporation Requirements in Virginia

Evidence required to support town incorporation:

- A petition signed by not fewer than 100 duly qualified voters residing within the boundaries of the proposed town supporting the proposed incorporation.

- A written metes and bounds description of the area proposed for incorporation as a town…

- A map showing (i) the boundaries of the proposed town and relationship to existing political boundaries; (ii) identifiable unincorporated communities; (iii) major streets, highways, schools, and other public facilities; (iv) significant geographic features, including mountains and bodies of water; and (v) existing uses of the land, including residential, commercial, industrial, and agricultural.

- A land-use table showing both the acreage and percentage of land currently devoted to the various categories of land use in the area proposed for incorporation.

- *The past, the estimated current, and the projected population of the area proposed for incorporation and the county within which the town would be situated [at least 1,000 inhabitants required]*

- *Information indicating (i) why the proposed incorporation is desired and in the interest of the inhabitants; (ii) how the general good of the community is served by the incorporation; and (iii) why the services needed within the proposed town cannot be provided by the establishment of a sanitary district, through the extension of existing county services, or by other arrangements provided by law.*

Source: Code of Virginia, Section 15.2-3601 https://law.lis.virginia.gov/vacode/15.2-3601/

- **Geographic area at least 1,000 inhabitants.** While the Waterford NHL district has a population of some 250, the ESD's estimated population is 1,500. Thus, the ESD (unlike the 20197 zip code with a larger population of 2,200) is a potentially suitable district of residents with strong links to Waterford village. The fact that this has been the WCA Regular membership area also makes it a natural boundary for potential incorporation.

- **Goals cannot be met other than by incorporation.** The challenges of Waterford's need for service provision in a way that preserves the NHL may afford opportunities to make the case that town incorporation is a superior option to other solutions, including the *status quo* as a Loudoun rural village. Examining Hillsboro's experience in particular is likely to be informative. One Virginia jurisdiction in the process of making this case is Massanutten. While Massanutten is not a historic village, its examination of the steps needed for town incorporation provides relevant background for Waterford (Box 5).

Box 5. Massanutten VA – Town Incorporation Feasibility Study

Massanutten VA (pop. 2,600) in Rockingham County is currently a census-designated place (i.e., a US Census designation for an area that resembles a town or city but that is unincorporated and has no direct local government). Massanutten is a successful resort for skiing and other outdoor activities. The village of Massanutten is run as a homeowners' association.

Several Massanutten residents carried out a feasibility study on town incorporation dated 2011, which the authors also intend to be a template for other Virginia jurisdictions, thus it is useful for Waterford's assessment of incorporation. The study clarifies that the only function Virginia towns must obligatorily provide is comprehensive planning and zoning; and that all other legally allowable town services (e.g., law enforcement, road maintenance, etc.) are optional. The Massanutten feasibility study develops five options for different packages of service provision and associated budgets/tax assessments which may be a useful model for Waterford to assess and from which to build its own feasibility study. Existence of the homeowners' association has complicated the question of incorporation (e.g., on ownership of assets, and charges for services), as a result of which Massanutten has not yet incorporated. But as of 2019, it expected to continue working toward this goal.

Source: Town of Massanutten, available at: http://townofmassanutten.org

---

C. Pursuing one or more private or public sector partnerships

Context. Public (regional, national) bodies and partnerships, and private corporate investors or philanthropic donors and sponsors have played roles in preserving and improving livability in historic villages throughout the US. Examples in other historic districts vary from parks operating historic villages or towns or managing their open spaces, to open-air museums, and/or museum areas in association with historic towns or villages, to corporate-run town park-museums. The advantages to such partnerships have mostly to do with facilitating and funding restoration, use/reuse of historic structures and conservation of open spaces, and less to do with providing services and livability for communities. But several examples of co-existence of historic parks with historic residential communities may suggest some useful hybrid approaches

that help to protect historic and environmental patrimony from the risks of poorly-planned public service interventions and residential development.

Rationale. The story of Waterford's own preservation through efforts of the WF – admiringly recounted as a unique feature of Waterford's NHL designation in the new (as-yet unpublished) 2019 NHL Revision report – involved close partnerships with public actors such as the National Park Service (NPS), the National Trust for Historic Preservation, and private donors, investors and sponsors throughout the latter half of the 20th century. Since then, maintenance of conservation and historic easements has continued to involve such close partnerships. The rationale for looking with fresh eyes at these familiar partnerships in the context of this WCA Governance Review is threefold. It is for their potential to:

- Support financial sustainability of the structural patrimony and open spaces of the NHL;
- Provide opportunities to share Waterford's historic narrative, artifacts and resources with the public (e.g., through a museum), serving as a draw for village economic dynamism; and
- Contribute to funding village infrastructure that is appropriately designed to fit within a Landmark context (e.g., burying of electric and telecommunications wires, context-appropriate walkways and parking, etc.).

Although the WF is the owner and steward of over a dozen of Waterford's historic structures and open spaces integral to the NHL, the WCA is a closely-interested party in NHL oversight. Its citizens' quality of life is directly affected by decisions involving WF properties such as Phillips Farm and the Waterford Mill. Moreover, the success of preservation and conservation efforts depends critically on financial contributions and volunteering of Waterford Area citizens.

Relevant partnership examples in historic localities

- **Harpers Ferry WV** (pop. 130), on the National Register of Historic Places (though not an NHL), is an incorporated West Virginia town that works in tandem with the National Park Service (NPS)-run Harpers Ferry National Park (Map 5). The Park includes open space as well as portions of the historic town run by the NPS as a museum (shaded in green on the map). Its relevance for Waterford lies in the partnership of the incorporated town with the NPS on the park and museum. The NPS already has interest in and a partnership with Waterford through its management of the NHL program.

Map 5. Harpers Ferry National Park

- **Williamsburg VA** (pop. 160 employees and families of Colonial Williamsburg who rent corporate-owned homes) is on the National Register of Historic Places and is a Virginia NHL,

developed as an open-air museum with Rockefeller funding in the 1920s-30s. Williamsburg is less a model for Waterford than an example of corporate sponsorship; Waterford may have interest in attracting corporate partners, not only to preserve its historic assets but also to support infrastructure investments (e.g., burying the electric wires and water lines) that enhance the NHL. Lessons may be learned from the numerous other corporate or publicly-supported open air historic park-museums on the East Coast (e.g., the NHL parks at St. Mary's City, Maryland and Deerfield Massachusetts) and worldwide, including in Europe.

- **Northern VA 18th and 19th C mills**. The Waterford Mill is an icon of the village and an essential contributing feature to the NHL. As the locus of entry to Phillips Farm it is also a potential driver of revitalized preservation and conservation in Waterford. Multiple historic milling towns in Northern Virginia – including Aldie, Colvin Run, Millwood, Occoquan and others – have successfully turned their mills into museums and/or parks integrated into the modern, living village or town economy. While these localities do not have NHL designation, their experience provides possible lessons and models for Waterford, including funding and institutional arrangements for successful restoration and reuse (Box 6).

Box 6. Historic mill restoration and reuse in Northern Virginia

Aldie Mill, Aldie VA (pop. 15,360, incorporated town with historic rural village). The Aldie Mill is a restored grist mill run as a historic park by NOVA Parks, and is rented for events and meetings. NOVA parks acquired the mill in 2006 from the Virginia Outdoors Foundation; its restoration was completed in 2010 with grant funding from Loudoun Preservation Society.

Colvin Run Mill, Great Falls VA (pop. 14,870, census-designated place). The Colvin Run Mill is an open-air museum and park run by Fairfax County Park Authority. The park holds classes, camps and field trips at the restored working mill, which also mills and sells its own flour.

Burwell-Morgan Mill, Millwood VA (pop. 2,575, unincorporated rural village). The Millwood Mill was donated to the Clarke County Historical Association in 1964, which completed its restoration in 1970. The County Historical Association operates the mill as a museum and working grist mill, which sells flour and other products and conducts tours and other events.

Mill House Museum, Occoquan VA (pop. 1,175, incorporated town). Occoquan mill was built by Quaker Nathaniel Ellicott in the same period as the Waterford Mill. In the 19th C the mill was connected to the Janney family. When the Occoquan River was impounded in the 20th century the Fairfax Water Authority purchased and restored the mill, and now rents it to the town for use as a museum.

Adaptive reuse of Waterford's historic buildings. In fact, the Waterford Mill seems unusual among Northern Virginia historic mills in that it is not yet restored (first steps being urgent

stabilization works). This is despite longstanding plans for its restoration, the WF being an owner well-versed in historic preservation, and budgeted public funding. The WF has reorganized the stabilization effort and garnered new public funding under a reduced scope of work, which is expected to move forward in the near term. However, there are multiple subsequent steps and major funding needed to complete full restoration before the Mill can effectively play the role envisioned by the WF, such as home for a Craft School. Similarly, other currently-unused WF-owned historic structures could benefit from adaptive reuse through one or more of a variety of public or private funding sources and institutional frameworks along the lines indicated in the examples in Box 6. The Waterford Area and the citizens living in it would benefit as a result along with the benefits to the NHL. The new zoning discussions for Rural Historic Villages suggest making the process of adaptive reuse more flexible.

Adaptive reuse of historic buildings is of critical importance to the WCA.   Waterford citizens are partners in preserving the NHL. Many of the village houses (e.g., those on Main St. and Bond St.) are as important and integral to the NHL as the Mill. Citizens are thus equally important stakeholders in the NHL. Waterford citizens feel both the benefits of Mill (and other historic property) restoration as well as the opportunity cost of continued delays. Therefore, the WCA has a role to play in both helping the WF catalyze Mill (and other structure) restoration and reuse – and also helping through technical assistance, funding and other means ensure sustainable protection of the Landmark more generally. In a context of close partnership on Waterford's future, the WCA also should be constructively proactive in seeking accountability from the WF for outcomes on adaptive reuse of its historic buildings – for the common good of the village, the community and the NHL.

NPS and Section 106. In this context, the Committee also noted the potential for closer partnerships with the NPS, VA Department of Historic Resources (DHR) and other federal, state and local agencies in managing the negative impacts of public infrastructure and other "modern intrusions." While sound, strong governance institutions and thoughtful planning are essential to promoting livability while protecting patrimony, closer working collaborations with these agencies may also help. For example, the Traffic Committee recently successfully garnered support from the NPS for its efforts to enhance and improve recent consultant study traffic calming recommendations. In this light, the Committee also suggests greater awareness and potential use of Section 106 of the National Historic Preservation Act, when this may be warranted (Box 7).

Box 7. The National Historic Preservation Act and Section 106 Reviews

Section 106 of the National Historic Preservation Act (NHPA) of 1966 requires Federal agencies to take into account the effects on historic properties of Federal agency "undertakings." Federal undertakings are any Federal project, activity, or program either funded, permitted, licensed, or approved by a Federal Agency. Historic properties are those included in the National Register of Historic Places, such as an NHL district. If a Federally-supported project has the potential to adversely affect a historic property, a Section 106 Review should take place. "Adverse effects" are those that would diminish the characteristics qualifying the property for inclusion in the National Register of Historic Places.

Such a review gives stakeholders the opportunity to comment before decisions on the project are taken, and requires a process of agreement on remedies if potential for adverse effects is found. Organizations eligible to participate in Section 106 Reviews are "consulting parties," and can be State Historic Preservation Offices, local governments, or applicants for Federal assistance. Other stakeholders, such as nonprofits or citizens with a "legal or economic interest," can also be invited to attend a Section 106 Review. A Section 106 Review of adverse effects may result in a Memorandum of Agreement recording measures agreed to resolve the adverse effect.

Source: Advisory Council on Historic Preservation: https://www.achp.gov/protecting-historic-properties/section-106-process/introduction-section-106

D. Forming a (full or partial) homeowners' association (HOA)

Context. Homeowners' associations (HOAs) provide a legal structure (Box 8) and financial resources (through HOA fees) to manage common community assets and open spaces.[16] This is often focused on controlling the types of structures and modifications to buildings allowed in the HOA. HOAs vary markedly, but another common feature is providing some ability to share expenses and cooperate on core services such as grounds maintenance, road maintenance, or street lighting. Typically, participation in an HOA is mandatory for the designated boundary area on purchase of a property within it. HOAs are used almost exclusively in new residential developments, and not typically applied to existing residential contexts or to historic districts.

Rationale. Despite rarely being applied to historic districts, the HOA model has some features that are, at least on paper, of interest for Waterford. These include collective fees paid to ensure management of services, maintaining common structures and spaces, and setting standards for appearance of residences. The LCPCC has established an HOA working group to examine issues in Loudoun's HOAs. However, while it might serve as a vehicle to share common maintenance expenditures, an HOA would not likely resolve many of Waterford's core challenges like traffic management or road maintenance (since VDOT has maintenance responsibility for the roads that pass through Waterford which cannot be privately held, as HOA private roads would be). Meanwhile, management of the appearance of residences is readily managed through historic easements on Waterford residence exteriors. Moreover, unanimous

---

[16] Homeowners Protection Bureau https://www.hopb.co/whoweare

agreement of village residents to a common HOA structure and fees is likely to be a challenge. In addition, HOA-related issues may complicate eventual interest in pursuing town incorporation (as the case of Massanutten has shown, Box 5).

Box 8. Homeowners' associations (HOAs)

A homeowners' association (HOA) or property owners' association (POA) is a nonprofit with a Board elected by members. The two core governing structures are (i) Bylaws – rules for running HOA business, meeting frequency, Board roles, member voting rights; and (ii) Covenants, Conditions and Restrictions (CCRs), or rules for the neighborhood (fences, antennas, clotheslines, potentially historic guidelines). Bylaws typically define the following:

- Board of Directors includes all elected officers (Pres, VP, Treas, Sec)
- Annual meeting, which elects Board, updates community plan
- Officer term duration
- Board may designate committees by resolution adopted by majority of the Board
- Board powers (restrict common areas, suspend voting rights, employ contractors, etc.)
- Board duties (maintain records, ensure common area maintenance, monthly meetings)
- All members in good standing eligible to vote
- Membership conferred when buying into geographic area & maintaining membership fees
- Bylaws amended by majority of quorum

Source: nolo.org https://www.hopb.co/sample-hoa-bylaws#general

---

HOA examples. The Committee found only a few isolated examples of HOAs used in historic communities. These include Fairlington, in Arlington VA, a large, several thousand-unit condominium housing development originally built for returning soldiers following WWII and given VA Historic Landmark and National Historic Register status in 1999.[17] In addition, the Oak Hills District of Beaverton OR is a mid-century 600+ residence condominium that recently was listed on the National Historic Register.[18] Chatham Village, part of the Mount Washington district of Pittsburgh, is a nonprofit cooperative corporation owned by residents (related to an HOA); built mid-century, it was converted to a cooperative and designated an NHL in 2005.[19]

However, these examples have limited relevance for Waterford because in each case these housing developments were first HOAs or cooperatives that were later listed on the Historic Register, rather than the other way around. The Committee did not find substantial evidence that HOA Bylaws provisions or CCRs, or other private cooperative structures, would be likely to provide near-term net benefits for Waterford's governance challenges.

---

[17] Fairlington, Arlington VA https://www.fairlington.org
[18] Oak Hills, Beaverton OR https://www.nps.gov/NR/feature/places/13000482.htm
[19] Chatham Village, Pittsburgh PA https://www.chathamvillagehomesinc.com/info.php?pnum=16

E. Comparing options

These institutional options were compared with each other and with the *status quo* (Table 7). This comparison was made in a qualitative way based on the extent to which options met four main governance parameters or criteria. The four parameters the Committee considered important to the WCA and to Waterford's citizens were the ability to:

- Facilitate effective autonomous planning and implementation of public (particularly infrastructure) services;
- Ensure financial sustainability;
- Safeguard protection of historic patrimony and open spaces, and specifically the NHL; and
- Foster broad representativeness and participation of the Waterford community.

Table 7. Indicative qualitative ranking of possible institutional governance options

	Public service independence	Financial sustainability	Historic patrimony protection	Degree of Representativeness
Status quo unchanged	X	X	X	X
Status quo with community planning	XX	XX	XX	XX
Town incorporation	XXX	XXX	XX?	XXX
Private and/or public partnership	XX?	XXX?	XXX	X?
HOA arrangement	XX?	XX?	X	X

X = likely to slightly meet criterion; XX = likely to meet criterion moderately; XXX = likely to meet criterion well. "?" indicates greater uncertainty (i.e., "XX?" is intended as somewhere between X and XX)

This rough qualitative analysis provides some indicative guidance, in that it suggests several options reviewed would represent an improvement across most parameter areas compared with the *status quo* of Waterford remaining an unincorporated rural village with no community planning or governance actions. Notably:

- Taking advantage of the planning devolution proposed for Rural Historical Villages within the County Plan's Rural Policy Area strategy to update the WAMP is likely to result in at least modestly enhanced outcomes across all parameters: public service autonomy, historic resource protection, financial sustainability and representativeness (particularly if coupled with creative adaptive reuse; darker green shading, Table 7).
- Town incorporation likely offers more significant advantages across each of the four parameters (lighter green shading, Table 7); however, this option also likely involves significant costs in the form of time, effort, obstacles and risks.
- A partnership with one or more public or private actor could likely provide advantages for protecting Waterford's historic patrimony, and enhance its financial sustainability; though it

may not be as likely to improve representativeness or autonomous management of services, and would likely involve substantial effort.

- Finally, pursuing an HOA or cooperative arrangement does not seem to carry significant governance benefits over the status quo, and should likely be discarded among options.

F. Recommendations

- Embark on a community plan to update the WAMP under the Loudoun Comprehensive Plan's Rural Area Historic Villages planning framework; this is likely the best near-term option for WCA governance (see Chapter 4 for details).
- Establish an appropriate collaborative arrangement with the WF to partner on this effort.
- Further strengthen the relationship with WF through proposed *ex-officio* members in respective Executive Boards.
- Evaluate the relevance for the medium-term future of other governance options, including town incorporation, private and/or public partnerships, and possible other options to be identified.
- Reach out to County counterparts to better understand implications of the current zoning rewrite and thinking on next steps for Rural Historic Village community plans.
- Reach out to the LHVA on community planning and adaptive reuse in particular, and to develop an informal community planning learning network across rural historic villages.

Chapter 4. Where does Waterford wish to be in 10-20 years?
How to get there?

The third question examined by the Ad Hoc Governance Committee was "where does Waterford – where do its citizens – wish to be in 10 or 20 years, and how to get there?" It did not take the Committee long to identify its core recommendation: Developing a medium-term vision and community plan for Waterford seems an obvious response to this question, particularly with the opportunity presented by the Rural Historic Villages planning framework, and the legacy of historic planning material available for Waterford.

In considering a community-based vision and planning exercise, the Committee examined three topics:

A. Waterford's available planning-related resources
B. Indicative Loudoun historic locality community planning frameworks
C. How to implement a community plan

A. Waterford's available planning-related resources

A rich legacy. Numerous planning documents, studies and project or sector-specific plans have been developed for Waterford with support from governmental (e.g., NPS), philanthropic or private (e.g., National Trust) and other sources, by various agencies, citizens, specialized consultants and others, over the last five decades or more. A list of some of these key documents is presented in Attachment 4, with a selected few shown in Table 8. This wealth of material forms a past legacy that provides ample grounding to inform today's citizens in envisioning Waterford's medium-term future.

Existence of this material means a new plan will essentially be an update of previous efforts, particularly the WAMP (Box 2). In addition to sector- and project-specific plans and studies (particularly for traffic and water), many of these documents are multi-sectoral in nature and form part of the core foundation to develop an approach to vision and planning for Waterford. For example:

- **The Waterford Challenge**. This 1980 report paid for by the National Trust identified the need for adaptive reuse of the WF historic buildings, the goal of bringing Clarkes Gap Road into a "Waterford Corridor," and recommendations on water and sewerage solutions – issues that remain highly relevant today, 40 years later.

- **Bury the Wires and Tame the Traffic**. This 2003 consultant study, carried out with residents' consultation, recommended a phased program of traffic calming, drainage and storm water management, burying of power and telephone wires, sidewalks and street

lighting, in ways that respected Waterford's historic assets. A limited first phase of the study was funded and implemented.[20]

- **National Historic Landmark Revision (draft)**. This as-yet unpublished update to the 1970 original National Historic Landmark nomination "significantly expands, enhances and contextualizes the district's national significance," citing both Waterford's highly preserved form and architectural diversity as well as the WF's unique historic preservation campaign.

Table 8. Selected key Waterford project studies, plans and policy tools

	Project studies	Plans	Policy Tools
Multi-sectoral	- Bury the Wires and Tame the Traffic (2003)	- The Waterford Challenge (1980) - BOS-approved Waterford Area Management Plan (1987)	- NHL Nomination (1970) - Draft Revision to the NHL (2019)
Sector-specific	- JMT Traffic Cut-Through (2018) - MBI Traffic Management (2020) - Water Feasibility (2020)	- BOS-approved Traffic Management Plan (2019)	- Western Loudoun Historic Roads Overlay (2020)

B. Indicative Loudoun historic locality community planning frameworks

Nascent community planning framework. While the new Rural Historic Villages strategic approach in the County Comprehensive Plan is welcome, the concrete community planning steps remain to be defined. Thus, none of Loudoun's twelve RHVs have yet produced a formal community plan within the new framework. The County is in the process of formalizing the approach in collaboration with the LHVA, in which both the WCA and WF are active members. In fact, the Committee's expert interviews suggested that several other historic rural villages are now forming nonprofit associations to serve as a basis for representative governance and community planning. Waterford seems to be in the lead institutionally in this sense: the WCA, with nearly 70 years in operation, has shifted from being primarily socially-focused to having a sharper infrastructure- and services-focus. Thus, further County and LHVA development of the community planning framework is underway, and the WCA has opportunities to contribute to this both directly and through the LHVA.

Examples. However, two recent local planning examples are illustrative of the likely nature and process for Loudoun's rural historic village community plans: (i) the 2019 Comprehensive Plan produced by the town of Hillsboro;[21] and (ii) the 2019 "We are Aldie" Small Area Plan produced

---

[20] Bury the Wires and Tame the Traffic (Kimberly Horn), 2003. https://www.waterfordcitizens.org/wp-content/uploads/traffic-2003-bury-wires-entire-report.pdf

[21] Hillsboro Comprehensive Plan, 2019 https://irp-cdn.multiscreensite.com/82ddca5c/files/uploaded/TCREVISED010220DRAFT.pdf

for the historic village of Aldie.[22]   The Committee's goal in reviewing these two plans was to identify main elements comprising such a plan, including steps, structure, scope and coverage. While the community plans for historic rural villages will follow different legal and institutional guidelines, we expect a great deal of the process and substance will be similar.

2019 Hillsboro Comprehensive Plan. The 2019 Hillsboro Plan (Box 9), with a timeframe of 10 years, is seen by the town not only as a tool for policymakers and planners but also as a platform for residents. It was developed in an organic, democratic way with rounds of community discussion, respecting a wide range of thought.   The Hillsboro Plan is formally anchored in its vision of the future, developed as a first step in the planning process. Hillsboro's vision is:

> *"to remain a unique small rural town whose citizens preserve and cherish its historic, residential, and commercial heritage and maintain and protect its unique physical qualities and environment."*

Based on this anchoring vision, the Hillsboro Plan outlines goals, policies and actions across seven sectors, for each including a goal statements, diagnosis of existing conditions, summary of future issues, and recommended policies – all developed through participatory work groups.

Box 9. Hillsboro 2019 Comprehensive Plan

Hillsboro seeks to enhance its role as a rural hub for Northwest Loudoun's agriculture, recreation and wine tourism, establishment of a greenbelt of conservation easements around the town, and supporting "entry features" at the gateways to the town. The seven chapters of its Comprehensive Plan are:

1. History and historical assets: Maintain the rich historic identity of Hillsboro by preserving and protecting its historical, architectural and archaeological assets.

2. Natural and environmental resources: Respect and preserve the natural environment and resources of the Town and surrounding area, including viewsheds and mountain ridges.

3. Population and housing: Maintain a diverse community of well-preserved homes within a pleasing environment consistent with the historic, close-knit, character of Hillsboro.
4. Business and economic development: Facilitate appropriate business [and tourism] opportunities that enhance the community and its quality of life in a manner consistent with the Town's historic and rural setting and are sensitive to environmental concerns.
5. Community facilities and services: Protect public health and safety with a safe, reliable and fiscally sustainable drinking water system and community wastewater treatment system.
6. Land use: Ensure land-use plans that will retain Hillsboro's historic, small-town character in and accommodate appropriate and contextually scaled commercial and agritourism activity.
7. Transportation: Provide safe and adequate vehicle and pedestrian transport while protecting and enhancing historic character; develop plans to provide adequate parking.

Source: Hillsboro Comprehensive Plan VA https://irp-cdn.multiscreensite.com/82ddca5c/files/uploaded/TCREVISED010220DRAFT.pdf

---

[22] Aldie Village Small Area Plan, 2019.

2019 Aldie Small Area Plan. The 2019 "We are Aldie" Small Area Plan presents a contrasting approach. A small area plan is a mini version of a comprehensive plan for a specific smaller jurisdiction and is done in a shorter period, as defined under Virginia enabling legislation. (The Waterford Area Management Plan was done under a such a framework.) The Aldie Plan, which takes a 20-year timeframe, was also conceived to fit within the to-be-determined new Rural Historic Village community plan provision of the Loudoun Comprehensive Plan. The simplified and abbreviated planning process involved three-months of community discussion: first to develop a vision; and second, to work on actual planning components. This was facilitated by a planning expert, and consultation within the community was encouraged via online tools including a bespoke website. Through these participatory avenues residents were asked what they loved about Historic Aldie (focusing on character, culture, and community). The vision that emerged was defined as being that:

> *"the village of Aldie reclaims its place as "The Gateway to the Rural West," showcasing the unique history, character, culture and agribusiness the region is known for, and by doing so, becomes a desirable destination for people who want to live, learn and love our rich history."*

Box 10. Aldie 2019 Small Area Plan

Aldie's Small Area Plan has four component goals that build toward its overarching vision, each having a set of actions. These goals are:

1. Preserve, protect and rehabilitate the historic, scenic and cultural assets of the village of Aldie.

2. Partnerships, tools and incentives developed to effectively promote the village of Aldie as a destination for tourists and new businesses.

3. Open spaces, places and opportunities created and/or expanded within the village to more effectively attract and engage the community and visitors to the village of Aldie.

4. Improve the quality and increase capacities of Aldie village infrastructure.

The Aldie Plan is notable for being linked to performance indicators (e.g., historic designation of buildings, connections with other rural villages), and for identifying obstacles to its implementation.

Source: Aldie Village Small Area Plan, 2019

These two distinct planning exercises serve as examples of the approach taken by neighboring Loudoun jurisdictions with some similar concerns, priorities, values and constraints. The Rural Historic Villages planning framework of the County Comprehensive Plan now opens the possibility for rural historic villages to undertake a such planning more readily. The Plans of Hillsboro, Aldie and others will be resources for Waterford in terms of process, timing, responsibilities, costs, technical assistance, and other details. As with the above examples, a planning exercise in Waterford would need to be community-led and grounded in a strong participatory and democratic dialogue among citizens.

C. Implementation of a community plan

Developing a Vision. A first critical step in developing a community plan is identifying a unified vision of Waterford's future that is shared by its stakeholders. This process would involve holding participatory sessions that serve to define a shared view of what is most salient, most noteworthy, and memorable about Waterford and how that translates to their view of the future. As done in Hillsboro and in Aldie, this should involve participation of a broad group of community members, including key stakeholders. A core principle of this report, and the Committee's deliberations, is the desirability of collaboration based on well-defined responsibilities between Waterford's two organizations, the WCA and the WF. Ideally, the WCA and the WF would work jointly together to develop a "one Waterford" vision that resonates with both organizations, and on which the strategic plans and activities of each would be based. Outlining a plan and timetable to bring forth such a collaborative vision is a key initial task.

Defining the planning framework. In parallel with establishing a plan for developing this vision, another key initial task is preparing a detailed plan and timetable for carrying out a community plan based on the shared vision. Further dialogue with the County Planning Department will help identify a pathway and concrete next steps. The LHVA is leading follow-up with the County to determine further details on community planning, as well as working on other issues such as zoning issues relevant to historic rural villages and flexibility in adaptive reuse of historic building. Waterford should continue to follow these developments closely through collaborations with the LHVA and outreach directly to the County planning department.

Scoping the plan. Additional preparatory steps in scoping the vision and community plan effort will involve reviewing, assessing, tracking and ideally mapping the recommendations of earlier planning, sectoral development and other studies (Attachment 4). At scoping stage, it will also be helpful to define the technical skills needed to support development of the vision and community plan (e.g., expert planner, facilitator, GIS-mapping, zoning guidance). Determining the appropriate planning timeframe will also be important.

Benefits. In sum, the Committee felt the benefits of carrying out a medium-term Waterford 2040 Vision and Community Plan exercise under the community planning framework of the Rural Historic Villages community planning framework are substantial:

- The opportunity to discuss, and determine in a participatory way a collective vision for what Waterford will be in 2040, resulting in a shared view held by both of Waterford's two key organizations, the WCA and the WF;
- A consolidated, unified community plan that Increased likelihood of securing public (County, State, Federal) and private/philanthropic funding and/or sponsorship;
- Definition of roles and responsibilities for interaction with each level of elected officials (County, State and Federal), multiple divisions within State agencies (e.g., VDOT), and privately-run utilities (e.g., Dominion Energy, Loudoun Water);

- A more clearly defined set of roles and responsibilities – and areas for creative support, synergy and collaboration – between the WCA and the WF; and
- The ability to more fully maximize use of available strategic policy tools for historic patrimony and open space protection, such as Section 106 (Box 8), the National Heritage Area designation, the State Scenic Byway programs and others.

D. Recommendations

- Take steps to prepare, plan for and carry out a participatory Waterford 2040 Vision and Community Plan initiative under the Rural Historic Villages community planning framework.
- Create an appropriate collaborative WCA-WF arrangement (e.g., Waterford 2040 Working Group) to lead this effort, and to identify concrete next steps for visioning sessions and subsequent community planning.
- Define the responsibilities of both organizations in this effort.
- Eventually consider creating an appropriate institutional structure (such as a Joint Standing Committee) to develop the 2040 plan.

Attachment 1. The path forward: Key recommendations and next steps

<u>**Key Recommendations:**</u>

PART I. BYLAWS:

- Amend the WCA Bylaws to:
  - Clarify that policy work of Standing Committees may involve geographic areas different from the WCA regular membership boundaries; and that voting for specific studies or projects in any designated "project area" is the prerogative of residents in the areas.
  - Establish Officer terms of two years, with provision for one additional term (total of four successive years).
  - Formalize the *de facto* current practice of defining the WCA Board to include all four elected Officers plus all Standing Committee Chairs.
  - Maintain with slight revisions the ten Standing Committees in the near term, and consider streamlining to a smaller number over the medium term.
  - Amend selection of Standing Committee Chairs so that the President nominates, elected WCA Officers approve and Board endorses Chair appointees.
  - Amend Standing Committee Chair term appointments to two years, renewable for up to two additional consecutive terms (total of six years).
  - Provide for written WCA "operational policies" – separate from but linked to the Bylaws – as formal guidance to Committees.

- Develop a set of WCA operational policies that, *inter alia,* ensure:
  - Standing Committees have endorsed and publicly-available mission statements, and designate formal or informal Vice-Chairs to ensure backup and succession planning.
  - A clearly defined and published pathway for achieving policy agreement by majority vote within Committees.
  - Major Committee policies are approved by the Officers, reviewed by the Board and submitted for membership vote.

PART II. WATERFORD 2040 VISION AND PLAN

- Take advantage of the enhanced governance autonomy presented by the Loudoun Comprehensive Plan's Historic Rural Villages planning framework by embarking on a community-based Waterford 2040 Vision and Planning exercise.
- Create an appropriate collaborative arrangement (e.g., WCA-WF Waterford 2040 Working Group) to lead this effort, identify concrete next steps for visioning sessions and subsequent community planning, and define responsibilities of the organizations.
- In tandem, further evaluate the relevance of other governance options, including town incorporation, private or public partnerships, and possible other structures.

Near-term next steps

PART I. BYLAWS

- Present to WCA membership for comment and notification of intention to amend Bylaws (March 25)
- Make publicly available draft Bylaws amendments (after Q1 meeting March 25)
- Bylaws public comment period open (until Q2 membership meeting)
- Amended Bylaws proposed for membership vote Q2 meeting

PART II. WATERFORD 2040 VISION AND PLAN

- Present to WCA membership initiating of a community-based Waterford 2040 Vision exercise, and subsequent Community Plan under the new Loudoun Historic Rural Villages planning framework (March 25).
- If approved, develop timetable, institutional framework, budget, and needed technical expertise to embark on Vision sessions; report back to membership at Q2 meeting.
- If approved, identify County and/or LHVA Rural Historic Villages Community Plan parameters and counterparts; develop timetable, institutional framework, budget and needed technical expertise for Community Plan; report back to membership at Q2 meeting.

Attachment 2. WCA Membership Meeting, September 24, 2020: Motion for a WCA Governance Review and Notation in Meeting Minutes

A WCA Governance Review is proposed to assess options for enhanced effectiveness and transparency of the Waterford Citizens' Association (WCA) organizational structure, its relationships with County, State and private utilities and other service providers, as well as other local and regional non-profit organizations.

A proximal reason for this review is increased activity of these service providers in the Waterford Area (e.g., VDOT, Dominion, Loudoun Water) due to growth in Loudoun County, as well as new service needs in the village (e.g., traffic management, water supply). The broader context is Waterford's dual nature as both a residential village and a national historic landmark (NHL). A further factor is the ongoing Covid-19 pandemic, as well as protests in support of greater racial equality, which have created societal disruptions and challenges, but also opportunities and possibilities (e.g., increased number of visitors to the village to enjoy Phillips Farm; Second Street School & John Wesley Church education opportunities; new ways of interacting online; potential interest in Waterford's unique history in the NHL's 50th year). These factors suggest that exploring modernization of WCA governance is timely.

The Review would examine:
   (i)   the range of services in the common interest now provided, or needed, in the Village;
   (ii)   the most appropriate, effective role for the WCA as a public counterpart for each service;
   (iii)   how short-term mandates of WCA Officers and many Committees can best address longer term challenges and the need for long-term relationships;
   (iv)   ability of WCA membership (or residents) to vote for all board members;
   (v)   capacity of WCA to represent the views of Village residents, not just WCA members; and
   (vi)   what if any changes might be needed to the WCA's organizing structure, including its Bylaws, to address these issues. The review should make specific recommendations.
   (vii)   are other structures (eg incorporation of the Village) better suited address these challenges.

The overall goal is to ensure that the WCA lives up to its mandate to "to foster community action, to further the common good and general welfare of the community, to secure improvements, and to maintain the Waterford Area as a desirable and attractive community in which to live" (Preamble to WCA Bylaws).

This is envisioned as a desk review to be augmented by interviews. The time-frame for carrying out the review would be approximately three months, with recommendations presented to the WCA Board and discussed by the membership and residents before the end of 2020.

As recorded in the WCA 3ʳᵈ quarter membership meeting minutes, September 24, 2020:

Governance Review. Ray Daffner introduced the idea of having a group of volunteers with experience in municipal governance to review and propose adjustments / updates to the WCA Bylaws. Cate Magennis Wyatt suggested that the Loudoun Historic Village Alliance may be a good resource. Mary Sheehan, Mike Stup and Cate Magennis Wyatt agreed to work on this, and find ways to empower our political strength. Their proposals will be shared at the December WCA meeting for members to comment. Anyone else interested in taking part in this initiative should please contact Ray or Jill Kadish.

Attachment 3. Interim updating memo recommending a community vision and planning exercise – from WCA Ad Hoc Governance Committee to WCA President, November 5, 2020

To: Ray Daffner, President of the Waterford Citizen Association (WCA)

From: WCA Ad Hoc Governance Committee (members Mary Sheehan, Mike Stup and Cate Magennis Wyatt)

RE: Recommendation for a "Waterford 2040" vision and planning exercise, and creation of a Joint WCA/WFI Waterford 2040 Committee.

Background:

Over the course of many years, the citizens of Waterford (through the Waterford Citizens' Association, WCA), and the Waterford Foundation (WF), in conjunction with other partnering organizations (the National Park Service, NTHP, VA DHR, etc.) have created visionary plans to chart the future desired for the betterment and protection of the village and the National Historic Landmark

These plans have allowed the two organizations to be in the position to increasingly manage and plan our collective future.

Attached is a summary of the multiple visionary and site-specific plans conducted to date over the last three decades.

Due to the nature of non-profits and volunteer organizations, the good work of one era can unfortunately be duplicated by a following era due to the lack of an organizational governing structure, with a centralize archive and dedicated Joint WCA/WF Standing Committee to ensure the plans we want are implemented.

Existing Conditions:

The WCA is in the process of examining and updating its governing documents to address the shifting roles and responsibilities it has assumed, in particular regarding village infrastructure such as traffic and water, in addition to its historically Social and Beautification initiatives.

Recommendation:

The WCA Ad Hoc Governance Committee recommends: (i) pursuit of a visioning exercise that would result in development of a unified 20-year "Waterford 2040" plan; (ii) creation of a Joint WCA/WF Waterford 2040 Working Group to plan Visioning Session(s); and (iii) eventual creation a Joint Standing Committee to develop the completed vision and follow up steps toward a unified Waterford 2040 plan.

The Benefits presented for consideration include but are not limited to:
- The opportunity to discuss, plan and determine in a participatory way our collective vision for what Waterford will be in 2040.

- With a unified plan the probability of securing County, State, NVTA, Federal and philanthropic funding increases exponentially.
- With a unified vision the recognition of the importance of the National Historic Landmark designation can no longer be ignored. Indeed, a unified vision will define roles and responsibilities for interaction with each level of elected officials (Local, State and Federal), multiple divisions within State agencies (e.g., VDOT), and all privately-run utilities (e.g., Dominion Energy, Loudoun Water) and each of our many statewide and national partners.
- With a unified vision and plan the WF and the WCA will be able to utilize and enforce all tools available to it under Section 106, the National Heritage Area designation, State Scenic Byway programs, to name a few of the strategic policy tools for historic patrimony and open space protection.

Next Steps:

The WCA President and Officers present this concept to its Board of Directors and if accepted it would be brought before an upcoming WCA Meeting for consideration.

The WCA President and Officers coordinate with the WFI Executive Director to encourage her to present this concept to the WF Board of Directors

If accepted by both the WCA and the WF a joint organizational meeting will be held early in 2021.

Attachment 4. Selected strategic planning initiatives and documents for Waterford

The Committee initiated work to examine the below selected list of reports, and identify their recommendations on major current issues such as land use, water and sewer, traffic, adaptive use/re-use of historic buildings.

For example, the 1980 "Waterford Challenge" report paid for by the National Trust for Historic Preservation identified the need for adaptive re-use of the WF's historic buildings, as well as to bring Clarkes Gap Road into a "Waterford Corridor," and recommended water and sewerage solutions, issues that remains relevant today, 40 years later.

This wealth of material forms a rich basis for analysis and will form the foundation of a new strategic community plan. First steps in scoping that community plan will involve reviewing and tracking/mapping the analyses and recommendations available these resources.

Date	Title	Originator/Author
1969	Virginia Landmarks Register Application	Virginia Department of Historic Resources
1970	National Register of Historic Landmarks	US Department of Interior
1972	A Plan for Conservation of Waterford	
1980	The Waterford Challenge	The Waterford Foundation; paid for by National Trust
1987	Waterford Area Management Plan	Waterford Foundation, Waterford Citizen Association, County of Loudoun Planning Department, Approved by the Loudoun County Board of Supervisors
1987	Huntley Farm Acquisition Analysis	National Park Service
2003	Bury the Wires and Tame the Traffic	Kimberly Horn consultants
2018	Village of Waterford Cut-Through Traffic Study, Final Technical Report:	JMT consultants
2019	Traffic Calming Study	MBI consultants
2019	NHL Revision Draft	(Under review, unpublished)
2020	Water Feasibility Study	Under preparation