



Exhibit D



July 18, 2016

Mr. Michael J. Coughlin
Walsh, Colucci, Lubeley & Walsh, PC
4310 Prince William Pkwy., Ste. 300
Woodbridge, VA 22192-5199
By email only: mcoughlin@thelandlawyers.com

**RE: Open-Space Easement FAU-00645
Deed Book 824, Page 189**

Dear Mr. Coughlin:

On behalf of the Virginia Outdoors Foundation (VOF), I would like to thank you for the information you provided concerning a proposal to construct a private road on the Payandeh Property in Fauquier County, which has been held in open-space easement with VOF since 1998. The purpose of this letter is to provide a brief summary and response to your request as it relates to the specific terms of the Deed of Easement (DOE).

According to the proposal, as outlined in a letter and attached Grading Plan for the Apple Manor New Roadway that you submitted to VOF by email dated 6/6/2016, the private road will be constructed for ingress/egress of the parcels allowed under the terms of the DOE.

Based on the language within your DOE, the following specific language applies to your request:

- 3. Subdivision of the Property into more than nine (9) parcels is prohibited.*
- 4. Management of forest resources...In order to preserve the forested character of the property and its' natural and scenic resource values, a minimum of two thirds of the area of any parcel shall remain in forest...Clearing of the forest shall be permitted for the purpose of creating sites for permitted buildings and constructing private roads...provided that the open acre acreage of any parcel shall not exceed one third of the total parcel...The naturally occurring vegetation within one hundred (100) feet of all stream corridors must be left substantially in its natural state...minimal pruning, limbing and tree cutting are excepted for maintenance, safety, and aesthetic purposes.*
- 5. Grading, blasting or earth removal shall not materially alter the topography of the Property except for...as required in construction of permitted buildings and connecting private roads described in paragraph 6 below.*
- 6. No permanent or temporary building or structure shall be built or maintained on any parcel on the property other than (i) one single family dwelling and one secondary dwelling, (ii) non-residential outbuildings or structures commonly and appropriately incidental to such dwellings...Any building or structure, dwellings included, shall be constructed, sited, designed and landscaped to harmonize or be complementary with the existing landscape and shall not diminish the scenic viewed enjoyed by the public, and shall minimize impact on the natural, scenic, and open space qualities of the property.*

Based on the language above, it is clear that construction of private roads is allowed to access a maximum of nine (9) parcels on the easement property. It appears from the attached plan that the grading and tree removal necessary to construct the road will require clearing of only a small portion of each lot, well below the 1/3 tree cover clearing restriction on each parcel, allowing the forested character of the landscape to be maintained as required by the DOE. The

road will require a stream crossing to occur within the 100 foot stream corridor but since minimal tree cutting within those corridors is allowed for certain purposes (i.e. maintenance and safety); the private road may include a stream crossing.

Therefore, after careful consideration and analysis of the details of your request and the language within your DOE, your request is approved as presented as your request is consistent with the protection of the conservation values and restrictions.

If you have questions or comments concerning this letter, please do not hesitate to contact me at 540-454-1083 or via e-mail at erichardson@vofonline.org. I look forward to assisting you in the future. Thank you for your continued commitment to open-space preservation in Virginia.

Respectfully,



Erika Richardson
Stewardship Manager

Enclosure: Apple Manor New Roadway Grading Plan
CC: Pat Payandeh, by email only

Michael J. Coughlin
(703) 680-4664 Ext. 5113
mcoughlin@thelandlawyers.com
Fax: (703) 680-2161



June 6, 2016

Via First Class Mail and E-Mail

Erika Richardson
Stewardship Manager
Virginia Outdoors Foundation
39 Garrett Street, Suite 200
Warrenton, Virginia 20186

Re: Roadway on Payandeh Lots

Dear Ms. Richardson:

As you may recall, our client, now deceased, Mehrmah Payandeh granted an easement to the Virginia Outdoors Foundation which was recorded among the land records of Fauquier County in Deed Book 824 at Page 189 (the "Conservation Easement"). Prior to Mrs. Payandeh's passing, she obtained approval from Fauquier County for the re-subdivision of a portion of her property into lots now known as 7R-1A, 7R-1B, 7R-1C, 8A, 8B, 8C, 9R-1A, and 9R-1B. This subdivision was permitted under the terms of the Conservation Easement.

Thereafter, Mrs. Payandeh transferred the ownership of these lots into separate limited liability companies. Zand 78, LLC owns lots 7R-1A, 7R-1B, 7R-1C, 8A, 8B, and 8C. Demavand 9, LLC owns lots 9R-1A, and 9R-1B. We continue to represent the Payandeh estate and the limited liability companies that own these lots.

We are writing you because our clients are now proceeding with the processing of an infrastructure plan related to the development of a roadway to serve lots 7R-1A, 7R-1B, 7R-1C, 8A, 8B, 8C, and 9R-1A. Attached to this letter are exhibits that depict the location of the new roadway and the proposed limits of clearing and grading. We request that you review the enclosed exhibits and, if necessary, to confirm that the proposed roadway conforms to the terms of the Conservation Easement. You should note that in order to construct the roadway it is necessary to cross a stream located on the property which flows to the south of the pond located on lot 8C. All required permits will be obtained for the construction of the roadway, and measures will be taken to reduce the impact to the property.

If you have any questions regarding the proposed roadway, please do not hesitate to contact me.

ATTORNEYS AT LAW

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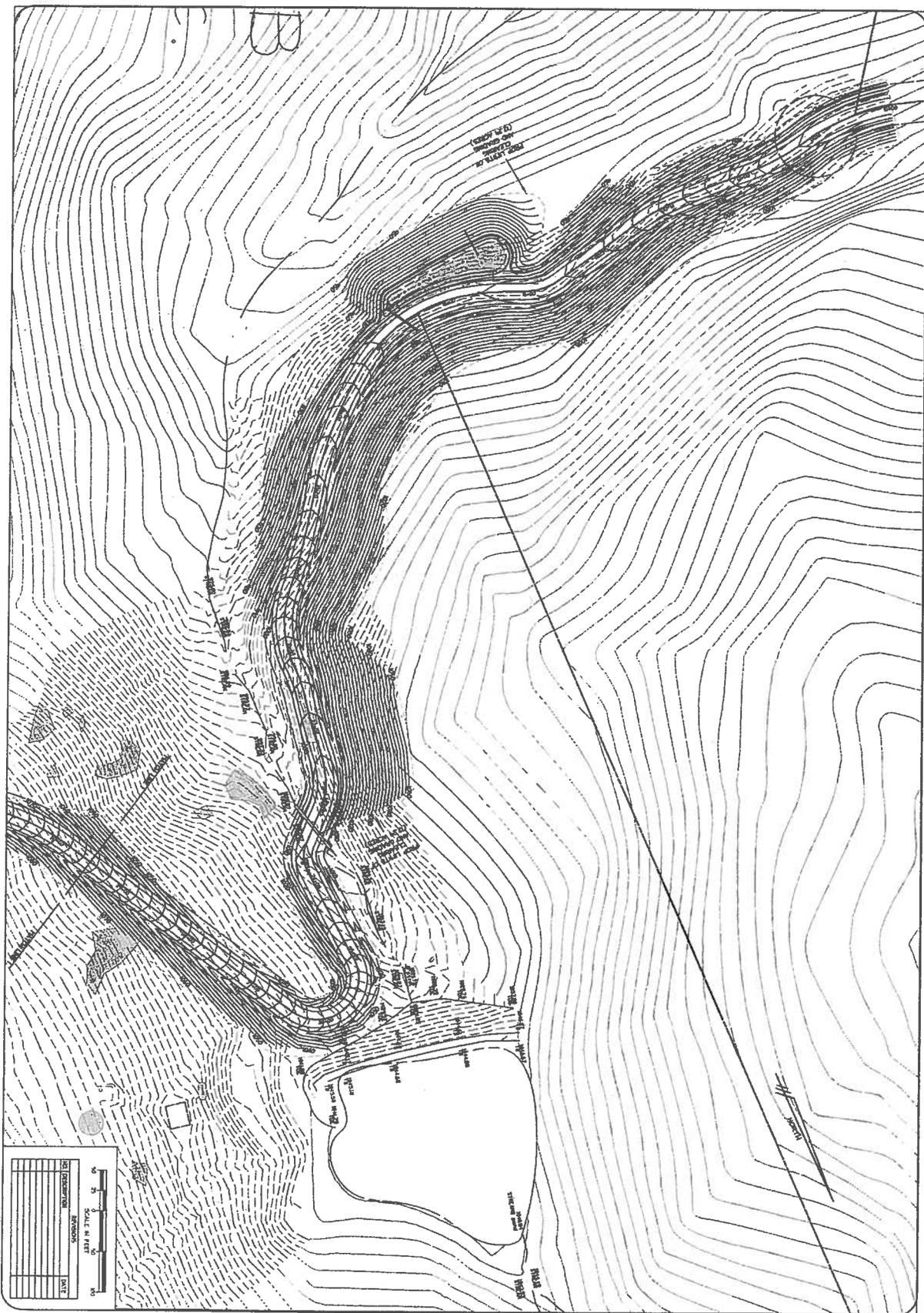
Sincerely,

WALSH, COLUCCI,
LUBELEY & WALSH, P.C.

A handwritten signature in blue ink, appearing to read 'M. Coughlin', with a long horizontal flourish extending to the right.

Michael J. Coughlin

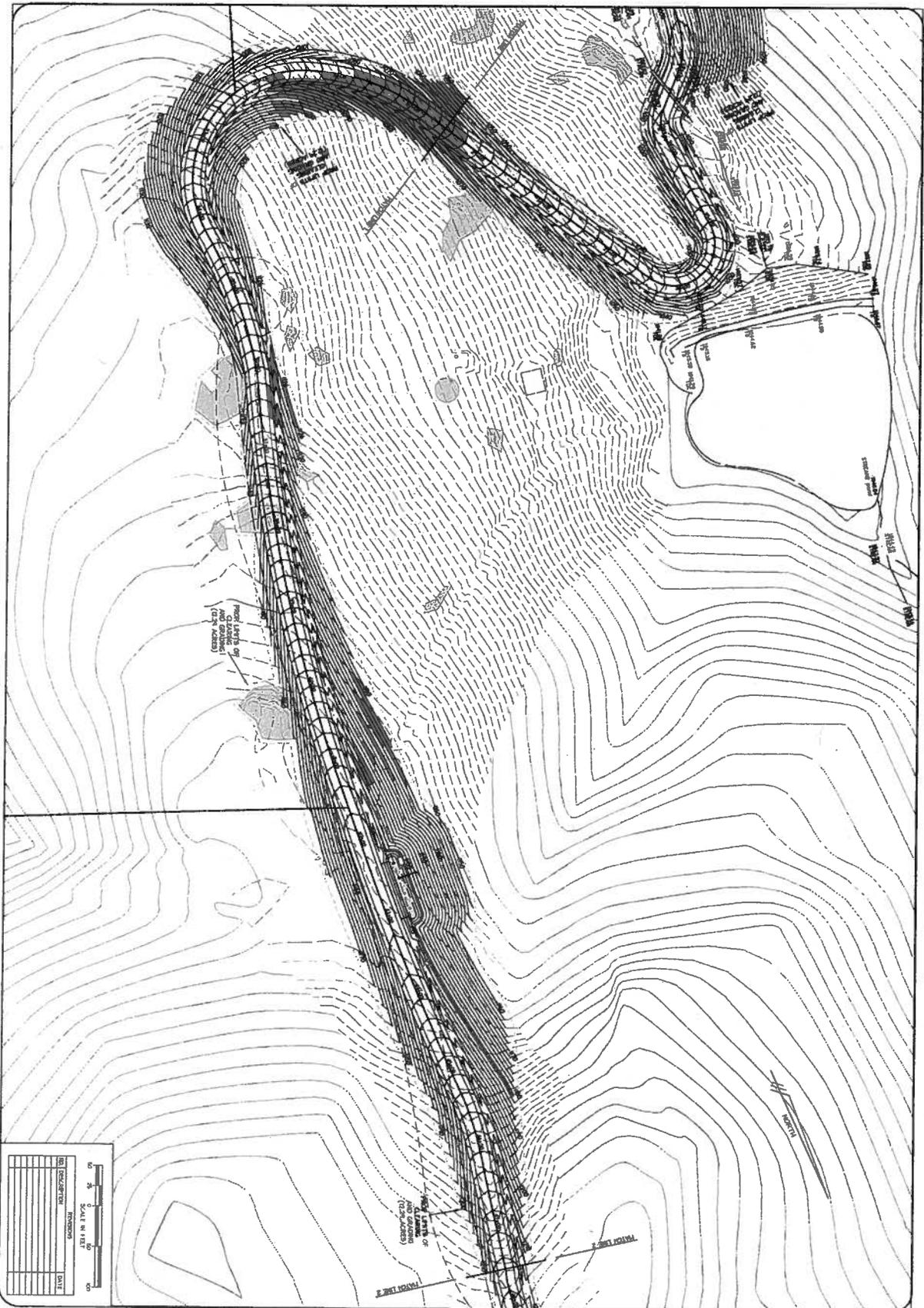
cc: Partow Payandeh



DISIGNED BY:
 DATE: June 3, 2016
 SCALE: 1"=50'
 SHEET 3
 OF 10

GRADING PLAN
APPLE MANOR NEW ROADWAY
 MARSHALL MAGISTERIAL DISTRICT FAUQUIER COUNTY, VIRGINIA


CARSON & ASHLEY
 ENGINEERS • SURVEYORS • PLANNERS
 45 Main Street • 1st Floor • Warrenton, Virginia 20186
 Phone: (540) 347-9191 • Fax: (540) 349-1905
www.carson-ashley.com



NO.	DESCRIPTION	DATE

SCALE IN FEET

0 10 20 30 40 50

DISIGNED BY
 DATE: June 3, 2014
 SCALE: 1"=50'
 SHEET 4
 OF 18

GRADING PLAN
APPLE MANOR NEW ROADWAY
 MARSHALL MAGISTERIAL DISTRICT FAUQUIER COUNTY, VIRGINIA


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