

Negotiations over River Farm advance, amid looming investigations and boardroom strife

Cody Mello-Klein - May 20, 2021



River Farm (Photo/Cody Mello-Klein)



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The American Horticultural Society announced on May 15 that it would be entering into negotiations with Northern Virginia Regional Park Authority over the sale of historic River Farm.

In September, AHS put the 27-acre Potomac River-side estate once owned by George Washington [up for sale](#), citing the financial drain involved with maintaining the property. Since then, River Farm has sat closed to the public and on the open real estate market, listed at \$32.9 million.

In that time, the surrounding community and local non-profits have joined forces with local and state politicians, including Gov Ralph Northam (DVA) to save River Farm, fearing the historic site and one of the last publicly accessible pieces of land on the Potomac would fall into private hands.

River Farm has served as the headquarters for AHS since the 1970s when Enid Haupt, a philanthropist and member of AHS, donated \$1 million to help the organization purchase the property, with the stipulation that it remain open to the public.

For some involved in efforts to keep River Farm open to the public, AHS' decision to pursue negotiations with NOVA Parks provides a moment of respite in a process that has been drawn out and defined by a lack of certainty or transparency on the part of AHS.

According to Paul Gilbert, director of NOVA Parks, the AHS Board voted on Friday to "move forward with an active negotiation around both the sale of River Farm and partnership opportunities for the future."

For Gilbert and Alan Rowsome, the executive director of non-profit Northern Virginia Conservation Trust which has been working with NOVA Parks to raise funds and create a public offer, this is the latest in a long series of twists and turns.



On Jan. 4, NOVA Parks and NVCT submitted an offer on River Farm that proposed paying a "fair market value" over the course of five to six years with interest, Rowsome said at the time.



Photo/Cody Mello-Klein

To help collect the funding for a viable public offer, NVCT launched the Save River Farm campaign in December, with the goal of raising \$1 million. NVCT fundraising has continued since then, even as NOVA Parks has acquired state and grant funding.

In March, AHS [declined NOVA Parks and NVCT's offer](#) without providing a counter offer.

"We deliberated carefully over the proposal and its terms and concluded that their offer as currently written simply does not meet AHS's needs. So, with thanks to them for their interest, the board declined the offer," AHS Board Chair Terry Hayes said in a news release at the time.

AHS and its public relations firm Komet Marketing Communications have declined to provide information on how many offers the organization has received.

Eventually, NOVA Parks and NVCT returned with a revised offer that not only increased the overall amount of the offer but reduced the amount of time over which that payment would be made to a period of three to four years.

"The offer is increased over the previous offer, which I think is a show of good faith considering they never even countered the first offer and without them, seemingly at the time, having other opportunities as well," Rowsome said. "That really shows that we're committed to trying to finish this."

AHS' vote to enter into negotiations with NOVA Parks coincides with steadily increasing pressure from public officials and policy makers who have taken steps to restrict how the property can be used.

On April 13, the Fairfax County Board of Supervisors voted 9-0 with one abstention to approve the creation of a historic overlay district on the property. In doing so, the Board of Supervisors aimed to protect River Farm from the potential for redevelopment, a protection which was lacking in AHS' vague statements about its "hope" to keep the property open to the public.

The historic overlay restricts the kind of development that can take place on the property and explicitly protects historic buildings from being torn down. The Board of Supervisors will vote on additional layers of protection provided by State Sen. Scott Surovell's senate bill in June.

According to Rowsome, the historic overlay has reinvigorated community activists who have been engaged in the Save River Farm campaign for months.

"The really overwhelming support for protecting this property through that lens has shown itself and built more energy and support towards our ultimate goal," Rowsome said. "We continue to just have huge response from the community."

Despite AHS' decision to negotiate with NOVA Parks, the circumstances and process by which AHS has arrived at this point has created a significant rift between the organization and its members and even within the board itself.

Five of the 10 AHS board members publicly announced their opposition to the sale of River Farm on April 23. In their public statement, the five board members opposed to the sale – Tim Conlon, Skipp Calvert, Laura Dowling, Holly Shimizu and Marcia Zech – argued that AHS should remain at River Farm.

"We believe AHS can and should continue to steward the property in accordance with the public promises made by the Society for nearly 50 years, and we will continue to do all in our power to accomplish that purpose," according to the statement.

Dowling said that the five opposing board members are interested in exploring potential paths forward that would allow AHS to remain on River Farm and keep the property open to the public, including partnerships with NOVA Parks and NVCT.

"In my opinion, there is a whole range of possibilities that would be better for AHS staying on the property and retaining title," Dowling said.

While the five dissenting board members are exploring their options, they have also raised public concerns about the way Hayes and the rest of the board have operated over the past few months.



(Photo/Cody Mello-Klein)

Several of the board members opposed to the sale said they were misled by the board leadership, who they said convinced them that merging with the American Public Gardens Association and selling River Farm were solutions to AHS' financial woes. The idea of the merger was discussed early on and has since been discarded, at least publicly.

For Calvert, AHS' five "controlling board members" have launched the organization into a "costly and self-destructive" pursuit of a cash cow that has only depreciated in value due to the historic overlay district and the months it spent on the market.

"I was led to believe that an exploratory merger option and creation of an endowment with the sale of River Farm was the best and possibly the only way to insure our next 100 years. This, however, was based on wildly exaggerated rental income loss projections due to COVID," Calvert said in an email. "It is outrageous and preposterous that the American Horticultural Society

embroiled in a house of cards in the garden.”

The dissenting board members also said the board leadership has attempted to silence them and their opposition.

The five opposing board members informed their counterparts that they would be releasing a public statement of opposition in the days leading up to April 23. A few days before the release of the statement, on April 19, Hayes released her own statement to media outlets stating the following:

“Should you or your outlet receive communications of any kind from other parties purporting to represent AHS and its official positions and policies, please note this information is NOT approved by the board and does not represent the official position of our national nonprofit.”

For Dowling, who said she has opposed the sale of River Farm since the board first voted to put the property up for sale last year, AHS’ decision to pursue a sale runs counter to Enid Haupt’s original goal of keeping the property open to the public.

“Under no scenario does this decision to sell the property in violation of the terms of Enid Annenberg Haupt’s original gift make any sense in my opinion – not from a business or programmatic perspective, not from a moral or ethical point of view and now what is becoming increasingly obvious, from a legal position either,” Dowling said in an email. “The decision to move forward with the sale, despite the public outcry and legal obstacles defies logic and common sense – and should be immediately reversed.”

Haupt’s original donation – and the promise that came with it – have become a sticking point for many who oppose either the sale of River Farm entirely or the sale of River Farm to a developer.

AHS has not considered any offers from a developer, Hayes said in an email.

In a letter signed by Hayes and emailed to AHS members on May 11, Hayes stated that AHS intends to use the money from the sale to establish an endowment in Haupt’s name in order to support AHS’ national horticultural programs.

“Our goal is to use the proceeds from the sale of River Farm to create an endowment that will provide us the financial stability we need to continue and grow our national mission,” Hayes said in an email.

Hayes has repeatedly claimed that the cost of maintaining River Farm has impacted AHS’ ability to provide horticultural programming with the “depth, breadth and geographic diversity it once did.”

According to Hayes, to fulfill AHS' national mission and maintain River Farm would require \$4 million in current funding and a more than \$15 million endowment. AHS has taken out a mortgage of \$1.2 million for sewage and irrigation systems on the property and has \$3 million in deferred maintenance projects, according to Hayes.

AHS launched River Farm onto the market with an urgency that implied financial hardship, but Gilbert said that by the time AH approached NOVA Parks, those claims of financial strain had been thrown into question.

"They wanted to get out of it quickly when they thought they were going to get a value that was way above the appraised value," Gilbert said. "They thought they would get offers and they thought they would come quickly."



*River Farm, the American Horticultural Society's headquarters, is located at 7931 E. Boulevard Drive.
(Photo/Cody Mello-Klein)*

AHS' 990 financial report for the period of July 1, 2019 to June 30, 2020 reveals that the organization cut its expenses significantly and ended its fiscal year in a positive financial position, albeit slight, and with net assets totaling \$4,460,383.

"I think if [Haupt] were alive today and asked to make a choice between AHS becoming the conservator of River Farm or investing the sale proceeds in the future of AHS and horticulture in America, she would choose the latter," Hayes said in an email.

The five dissenting members of the board, community members and even the man who was in the room with Haupt to discuss her donation insist otherwise.

Keister Evans served as AHS' executive director from 1970 to 1976 and worked with Haupt to purchase River Farm and make it AHS' "permanent home."

"Telling us that you will start an endowment under Enid Haupt's name is disingenuous as well," Evans said in a statement issued after Hayes' May 11 letter. "While she loved horticulture, she intended for your mission to be accomplished at River Farm."

The issue of Haupt's original gift has also gained the attention of two attorneys general. Both Virginia Attorney General Mark Herring and Washington D.C., Attorney General Karl Racine have initiated investigations into AHS' ability to sell River Farm based on the terms of Haupt's original donation.

"When Enid Annenberg Haupt graciously donated \$1 million to AHS enabling them to buy the property, it was her condition that it be maintained as a center for horticultural excellence and that it be open and accessible to the public," Herring said at a press conference held outside River Farm's gates on May 12. "... When the sale of River Farm threatened the possibility that the

intended use of the property would no longer be honored, I opened an investigation ... to examine and review the terms associated with the property to ensure that those terms are still being honored and the public's interest still protected."

Herring and Racine did not provide further details on their findings, as both investigations are active.

The AHS board's majority – but not unanimous – decision to enter into negotiations with NOVA Parks comes as the horticultura organization faces two investigations, further land use restrictions, pressure from state officials and the local community and a deadlocked board. Some community members have found hope in this most recent development, while others claimed it was a stalling tactic on AHS' part, an attempt to appease the masses.

Negotiations begin in full this week. Meanwhile, River Farm remains closed to the general public, aside from pre-planned appoi

