

## MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding is entered into this 19th day of September 2008 by and between **Worrell Land & Development Company LC** ("Worrell Land"), a Virginia limited liability company, and the **County of Albemarle, Virginia** (the "County"), a political subdivision of the Commonwealth of Virginia.

The County wishes to acquire and Worrell Land wishes to convey a suitable site for a fire and/or rescue station in the Pantops area of Albemarle County. Worrell Land agrees to convey to the County a certain portion of Tax Parcel 78-31, subject to the terms below.

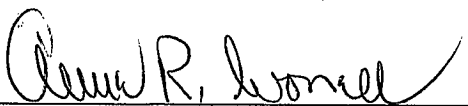
1. Worrell Land shall convey a mutually-agreeable property (the "Property") together with a non-exclusive access easement to Peter Jefferson Parkway at no cost to the County by General Warranty Deed on which the County will construct and operate a fire station. The general location and configuration of the Property, subject to change upon mutual agreement of the parties, is shown on the attached Exhibit A. Such parcel shall be large enough to accommodate possible future expansion of a proposed fire and/or rescue station. The County will proceed to survey said parcel and present to Worrell Land a proposed configuration acceptable to Worrell Land.
2. Prior to the conveyance of the Property, the County, its agents and independent contractors, shall have reasonable access to the Property for the purposes of making inspections, surveys, soil and drainage tests, and generally collecting needed information, all at the County's sole cost and expense. The County shall not interfere with the operation of Worrell Land's business on the Property, and shall use good faith efforts to conduct such activities when most convenient for Worrell Land.
3. The County shall cause to be prepared a subdivision plat, at County expense. The County will be responsible for obtaining all necessary subdivision approvals. Worrell Land agrees to cooperate, as necessary, and will sign any application or plat required by the Subdivision Ordinance.
4. The design of the proposed Fire Station shall be subject to the prior architectural review of Worrell Land in accordance with the Declaration of Covenants of Peter Jefferson Place.
5. The Property shall remain subject to all applicable restrictions and covenants of record, and shall be limited to use as a fire and/or rescue station and other public uses appropriate for a Class A office park which are not anticipated to generate significant incoming public traffic.

Any use other than a fire and/or rescue station will be subject to Worrell Land's approval, which approval shall not be unreasonably withheld. Worrell Land agrees that the proposed use of the Property does *not* violate any applicable restrictions or covenants of record. Worrell Land further agrees that the County shall be exempt from any property owners' assessments.

6. The County shall be responsible for all costs of constructing and maintaining the proposed Fire Station and any related improvements.
7. The Deed to the Property shall contain a provision that the Property revert to Worrell Land if the Property ceases to be used as the location of a fire and/or rescue station or other approved public use.
8. The County's acceptance of the subject Property shall be contingent on:
  - a. Verification of the consistency of the proposed use with the existing zoning, or a variance from existing zoning, or a zoning amendment; and
  - b. Compliance of the proposed use with the Comprehensive Plan, pursuant to *Virginia Code* § 15.2-2232; and
  - c. Approval of the subdivision plat for the subject Property; and
  - d. Approval of the site plan for the subject Property; and
  - e. Approval of any necessary waivers; and
  - f. Approval and acceptance of the subject Property by the Albemarle County Board of Supervisors, pursuant to *Virginia Code* § 15.2-1803.

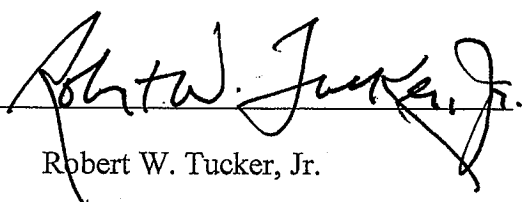
**Worrell Land & Development Company LC**

**County of Albemarle, Virginia**

By 

Anne R. Worrell

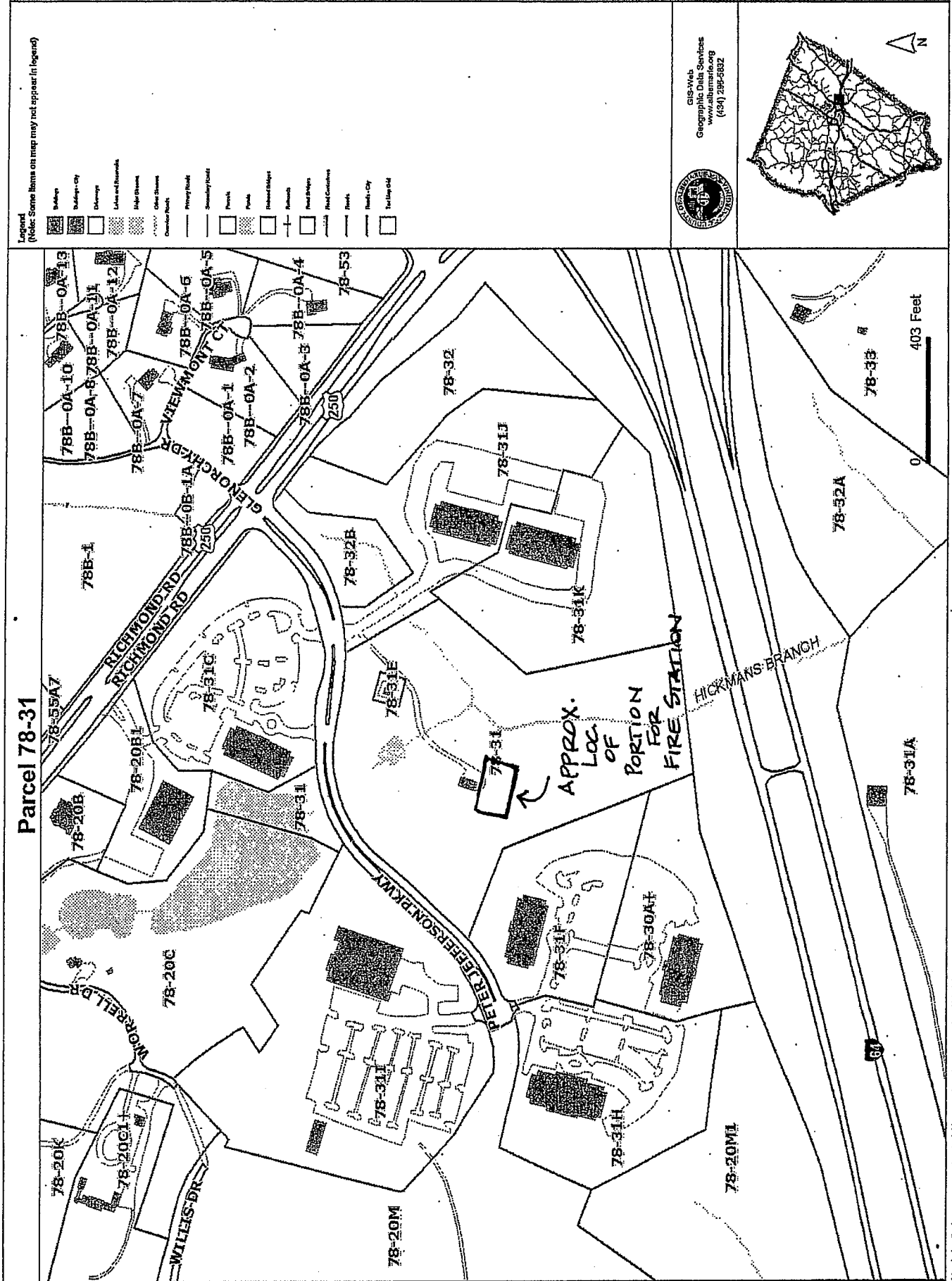
Manager

By 

Robert W. Tucker, Jr.

County Executive

EXHIBIT A



Parcel 78-31

APPROX. LOC. OF PORTION FOR FIRE STATION

403 Feet

September 8, 2008

Map is for display purposes only - Aerial Imagery from Commonwealth of Virginia