ACTIONS
Board of Supervisors Meeting of October 7, 2026

October 8, 2026

AGENDA ITEM/ACTION	ASSIGNMENT	VIDEO
1. Call to Order. • The meeting was called to order at 1:00 p.m. by the Chair, Mr. Gallaway. All BOS members were present. Also present were Jeff Richardson, Andy Herrick, Claudette Borgersen, and Travis Morris.		
4. Adoption of Final Agenda. • By a vote of 6:0, **ADOPTED** the final agenda.		
5. Brief Announcements by Board Members. Mike Pruitt: • Announced that early voting was ongoing and continued until the end of the month, followed by the in-person election on Tuesday, November 3, 2026. • Stated that the Fridays on the Canal summer concert series in Scottsville had ended, but there were still many recreational opportunities to pursue in the town of Scottsville. • Announced that a joint meeting with the town of Scottsville would be held on October 28, 2026. • Commented on the responsibilities of elected officials when something was not executed or when something went wrong. He expressed that he joined the community in frustration and grief over the scenario with the schools and the School Board. Sally Duncan: • Noted that enrollment for the Albemarle Charlottesville 4-H opened on October 1, 2026, and encouraged all interested families to enroll their youth in the 4-H Club. Ann Mallek: • Announced that the University of Virginia (UVA) Prescription Drug Take-Back Day would be held at the UVA pharmacy on Saturday, October 24, 2026, from 10:00 a.m. to 2:00 p.m. • Announced that the White Hall Apple Butter Festival would take place on October 24, 2026, from morning to late afternoon at the White Hall Community Building. • Announced the 32nd annual Artisan Studio Tour would be held on November 14 and 15, 2026, and would feature 45 artisans and 22 studios located in Albemarle, Nelson, and the City. • Announced that the Crozet Arts and Crafts Festival would be held on Saturday, October 10, and Sunday, October 11, 2026, at Crozet Park. • Noted that the deadline for first-time real estate tax relief for the elderly and/or permanently disabled persons applicants was November 2, 2026. Fred Missel: • Announced that the Batesville Apple Butter Festival was happening on the upcoming weekend, October 10 and 11, 2026. • Announced that the Sentara Annual No-Cost Food Stand would conclude on Thursday, October 8, 2026, from 5:00 to 6:30 p.m.		Link to Video

6.	Proclamations and Recognitions. a. Proclamation Recognizing National 4-H Week. • By a vote of 6:0, **ADOPTED** proclamation, and presented to Sam Leech.	(Attachment 1)	
7.	From the Public: Matters Not Listed for Public Hearing on the Agenda or on Matters Previously Considered by the Board or Matters that are Pending Before the Board. • Adelaide O'Brian, Scottsville District, addressed the Board concerning Agenda Item #12 Report on Animal Feeding Operations and Concentrated Animal Feeding Operations Research.		
8.1	Fiscal Year 2026 Appropriations. • **ADOPTED** resolution to approve appropriation #20260657 for County government projects and programs.	Clerk: Forward copy of signed resolution to Finance and Budget, and County Attorney's office. (Attachment 2)	
8.2	Fiscal Year 2027 Appropriations. • **ADOPTED** resolution to approve appropriations #2027007; and #2027008 for County government projects and programs.	Clerk: Forward copy of signed resolution to Finance and Budget, and County Attorney's office. (Attachment 3)	
8.3	Schedule a Public Hearing to Consider Adoption of an Uncodified Ordinance Establishing Temporary Rounding and Account-Adjustment Procedures for Cash Payments Due to the Reduced Availability of Pennies. • **SCHEDULED** a public hearing to consider the proposed ordinance.	Clerk: Schedule on future agenda, post notice, advertise in the Daily Progress, and notify appropriate individuals.	
8.4	Resolution to Accept Road(s) in the Avon Park Phase II Subdivision into the State Secondary System of Highways. *(Scottsville Magisterial District)* • **ADOPTED** resolution.	Clerk: Forward copy of signed resolution to Community Development and VDOT. (Attachment 4)	
9.	**Presentation:** Virginia Department of Transportation (VDOT) Quarterly Report. • **RECEIVED.**		
10.	**Presentation:** Transportation Planner Quarterly Report. • **RECEIVED.**		
	Recess. • At 2:24 p.m., the Board recessed and reconvened at 2:41 p.m.		
11.	**Presentation:** Economic Development Strategic Plan Year 1 Update. • **RECEIVED.**		
12.	**Presentation:** Report on Animal Feeding Operations and Concentrated Animal Feeding Operations Research. • **RECEIVED.**	Community Development: Proceed as discussed.	
	Recess. • At 5:38 p.m., the Board recessed and reconvened at 6:04 p.m.		
16.	From the County Executive: Report on Matters Not Listed on the Agenda. • There were none.		

17.	Public Comment on: Matters Previously Considered or Currently Pending Before the Board (Other than Scheduled Public Hearings).
	• The following individuals commented regarding the merger of NextEra and Dominion Energy.
	  • Tom Deyo
	  • Sage Bradburn
	  • Bruce Glassco		

	Note: Sally Duncan left the meeting at 6:29 p.m.		
18.	**Pb. Hrg.: SP-2026-00002 Camp Watermarks Special Use Permit Amendment.** • By a vote of 5:0 (Duncan absent), **ADOPTED** resolution to approve SP-2026-00002 with conditions.	Clerk: Forward copy of signed resolution to Community Development and County Attorney's office. (Attachment 5)	
19.	**Pb. Hrg.: Schenks Branch Sewer Line Project Easement Provisions Agreement.** • By a vote of 5:0 (Duncan absent), **ADOPTED** resolution to approve an agreement for the Schenks Branch Sewer Line Project and to authorize the County Executive to sign a final version of the agreement (and any related documents necessary for the proposed conveyances) once approved as to form and substance by the County Attorney.	Clerk: Forward copy of signed resolution to County Attorney's office. (Attachment 6) County Attorney: Provide Clerk with copy of fully executed agreement. (Attachment 7)	
20.	From the Board: Committee Reports and Matters Not Listed on the Agenda. Brief Announcements by Board Members. Bea LaPisto-Kirtley: • Reported that *Seas the Day*, an event to honor veterans, was held at Walnut Creek Park in September and was a great success. • Commented that she and Ms. Mallek had attended a ribbon-cutting ceremony at National Ground Intelligence Center (NGIC) for a new, high-security building. • Mentioned that she, Mr. Pruitt, Ms. Duncan, and Mr. Richardson had attended the Sin Barreras event at the Ting Pavilion. Mike Pruitt: • Reported on his attendance at a celebration for the extension of the Old Mills Trail, which was hosted by mobility advocates including the Piedmont Environmental Council (PEC). • Commented that he and Mr. Gallaway had attended the TJPDC meeting the prior week, and that during a roundtable conversation, strategies were discussed regarding how Louisa County was exploring ways to decelerate growth trends. • Stated that the Scottsville Town Council meeting last Monday concluded with the announcement of the resignation of the town manager. Ann Mallek: • Reported on the second meeting of the Commonwealth of Virginia Commission on Civic Education. • Reported that a conference for teachers would be held on November 10, 2026, in Richmond, which would focus on the different levels of the judiciary system. • Reported that the Natural Heritage Committee (NHC) had received a presentation from the Virginia Grassland Birds Program regarding changes in management for buffers. • Reported that the Rivanna River Basin Commission (RRBC) had met on September 30, where they had discussed the Virginia Outdoors Plan and the various ways community members could apply for grants to support outdoor recreational experiences. Fred Missel:		

• Reported that he had attended the Sentara Leadership Breakfast the previous week, which included a representative from Senator Deeds' office as well as Delegates Laufer and Callsen.		
13. Closed Meeting. • At 7:09 p.m., the Board went into closed meeting pursuant to section 2.2-3711(A) of the Code of Virginia: • under subsection (1), to discuss and consider appointments to various boards and commissions including, without limitation: the Jefferson Area Board for Aging (JABA), the Natural Heritage Committee, and the Places 29 (Hydraulic) Community Advisory Committee.		
14. Certify Closed Meeting. • At 7:15 p.m., the Board reconvened into an open meeting and certified the closed meeting.		
15. Boards and Commissions: a. Vacancies and Appointments. • **APPOINTED** Ms. Jenn Downs to the Jefferson Area Board for Aging (JABA) with said term to expire on October 20, 2028. • **APPOINTED** Mr. Kaleb Notari to the Natural Heritage Committee with said term to expire on September 30, 2028. • **APPOINTED** Ms. Amelie Berger to the Places 29 (Hydraulic) Community Advisory Committee with said term to expire on August 5, 2028.	Clerk: Prepare appointment/ reappointment letters, mail pamphlet, update Boards and Commissions webpage, and notify appropriate persons.	
21. Adjourn to October 21, 2026, 1:00 p.m. Lane Auditorium. • The meeting was adjourned at 7:16 p.m.		

ckb/tom

Attachment 1 – Proclamation Recognizing National 4-H Week
Attachment 2 – Resolution to Approve Additional FY 2026 Appropriation
Attachment 3 – Resolution to Approve Additional FY 2027 Appropriations
Attachment 4 – VDOT Resolution - Avon Park Subdivision Phase II
Attachment 5 – Resolution to Approve SP-2026-00002 Camp Watermarks Special Use Permit Amendment
Attachment 6 – Resolution Approving the Schenks Branch Sewer Line Project Easement Provisions Agreement and Authorizing Execution of Final Documents
Attachment 7 – DRAFT Schenks Branch Sewer Line Project Easement Provisions Agreement

ATTACHMENT 1

PROCLAMATION RECOGNIZING NATIONAL 4-H WEEK

WHEREAS, October 4-10, 2026, is National 4-H Week in the United States, and more than 1,800 students aged 5 to 19 are involved in 4-H in Albemarle County and the City of Charlottesville; and

WHEREAS, Virginia Cooperative Extension System conducts 4-H programs through the state land-grant universities, Virginia Tech and Virginia State, with the mission to help young people acquire knowledge, develop skills, and form attitudes which will help them become self-directed, productive members of society; and

WHEREAS, 4-H addresses issues facing youth wherever they live – in inner cities, suburbs, and rural communities and helps break barriers by focusing on learning-by-doing, building self-esteem, leadership, and citizenship skills, and focuses on critical issues such as protecting the environment; and, provide programs on food and nutrition, science and technology, natural resources, substance abuse prevention, animal and plant sciences, career education, community pride, citizenship, and leadership.

NOW, THEREFORE, BE IT PROCLAIMED, that we, the Albemarle County Board of Supervisors, do hereby recognize

Sunday, October 4 through Saturday, October 10, 2026, as

NATIONAL 4-H WEEK

and encourage community youth and families to participate fully in the wide range of available programs and activities Albemarle/Charlottesville 4-H provides.

Signed this 7th day of October 2026.

ATTACHMENT 2

RESOLUTION TO APPROVE
ADDITIONAL FY 2026 APPROPRIATION

BE IT RESOLVED by the Albemarle County Board of Supervisors:

1) That the FY 26 Budget is amended to increase it by $1,992,706;

2) That Appropriation #2026057 is approved;

3) That the appropriation referenced in Paragraph #2, above, is subject to the provisions set forth in the Annual Resolution of Appropriations of the County of Albemarle for the Fiscal Year ending June 30, 2026.

ATTACHMENT 3

RESOLUTION TO APPROVE
ADDITIONAL FY 2027 APPROPRIATIONS

BE IT RESOLVED by the Albemarle County Board of Supervisors:

1) That the FY 27 Budget is amended to increase it by $347,905;

2) That Appropriations #2027007 and #2027008 are approved;

3) That the appropriations referenced in Paragraph #2, above, are subject to the provisions set forth in the Annual Resolution of Appropriations of the County of Albemarle for the Fiscal Year ending June 30, 2027.

ATTACHMENT 4

The Board of County Supervisors of Albemarle County, Virginia, in regular meeting on the 7th day of October 2026, adopted the following resolution:

R E S O L U T I O N

WHEREAS, the street(s) in **Avon Park Subdivision Phase II,** as described on the attached Additions Form AM-4.3 dated **October 7th, 2026,** fully incorporated herein by reference, is shown on plats recorded in the Clerk's Office of the Circuit Court of Albemarle County, Virginia; and

WHEREAS, the Resident Engineer for the Virginia Department of Transportation has advised the Board that the street(s) meet the requirements established by the Subdivision Street Requirements of the Virginia Department of Transportation.

NOW, THEREFORE, BE IT RESOLVED, that the Albemarle Board of County Supervisors requests the Virginia Department of Transportation to add the street(s) in **Avon Park Subdivision Phase II,** as described on the attached Additions Form AM-4.3 dated **October 7th, 2026,** to the secondary system of state highways, pursuant to §33.2-705, Code of Virginia, and the Department's Subdivision Street Requirements; and

BE IT FURTHER RESOLVED that the Board guarantees a clear and unrestricted right- of-way, as described, exclusive of any necessary easements for cuts, fills and drainage as described on the recorded plats; and

FURTHER RESOLVED that a certified copy of this resolution be forwarded to the Resident Engineer for the Virginia Department of Transportation.

Form AM 4.3
(Rev 09/15/2026)

ICR ID: 43946059
SSAR

VDOT **COMMONWEALTH OF VIRGINIA DEPARTMENT OF TRANSPORTATION**
Form AM 4.3

In Albemarle County

by Resolution of the governing body adopted 10/7/2026

The following VDOT Form AM-4.3 is hereby attached and incorporated as part of the governing body's resolution for changes to the secondary system of state highways.

A Copy Testee Signed (County Official): Claudia Hulkberg

Report of Changes in the Secondary System of State Highways

Project/Subdivision: **Avon Park Phase II**

CHANGE TYPE	RTE NUM & STREET NAME	CHANGE DESCRIPTION	FROM TERMINI	TO TERMINI	LENGTH	NUMBER OF LANES	RECORDATION REFERENCE	ROW WIDTH
Addition	Rt. 1367 - Hathaway Street	New subdivision street §33.2-705	Intersection with Desoto Drive	Intersection with Route 1366 (Arden Drive)	0.05	2	5623/443	55.50
Addition	Rt. 1367 - Hathaway Street	New subdivision street §33.2-705	End of SSAR Stub out	Intersection with Desoto Drive	0.02	2	5623/443	55.50

RESOLUTION TO APPROVE SP-2026-00002
CAMP WATERMARKS SPECIAL USE PERMIT AMENDMENT

WHEREAS, upon consideration of the staff report prepared for SP-2026-00002 Camp Watermarks Special Use Permit Amendment, the recommendation of the Planning Commission and the information presented at the public hearings, any comments received, and all of the relevant factors in *Albemarle County Code* §§ 18-10.2.2 and 18-33.8(A), the Albemarle County Board of Supervisors hereby finds that the proposed special use would:

1. not be a substantial detriment to adjacent parcels;
2. not change the character of the adjacent parcels and the nearby area;
3. be in harmony with the purpose and intent of the Zoning Ordinance, with the uses permitted by right in the Rural Areas zoning district, with the applicable provisions of *Albemarle County Code* § 18-5.1.05, and with the public health, safety, and general welfare (including equity); and
4. be consistent with the Comprehensive Plan.

NOW, THEREFORE, BE IT RESOLVED that the Albemarle County Board of Supervisors hereby approves SP-2026-00002 Camp Watermarks Special Use Permit Amendment, subject to the conditions attached hereto.

* * * *

SP-2026-00002 Camp Watermarks Special Use Permit - Conditions

1. General Accord with Conceptual Plan. Development and use of improvements authorized by SP-2026-00002 must be in general accord with the Conceptual Plan dated April 27, 2026 prepared by Lineage and titled "Watermarks Camp – Concept Plan".

   To be in general accord with the Conceptual Plan, development must reflect the following major elements essential to the design:
   - The entrance location at Camp Watermarks Lane and James River Road;
   - The limits of the cabin facilities and parking area;
   - The number and location of designated activity areas;

   Minor modifications that do not conflict with these elements may be approved to ensure compliance with the Zoning Ordinance.

2. Tree Clearing. Clearing of trees for camp activities and facilities is limited to the activity areas shown on the Conceptual Plan or areas used for bona fide agricultural purposes.

3. Occupancy Limit. The total number of persons on site at any one time must not exceed two hundred fifty (250).

4. Camp Session Limits. Camp operations are limited to a maximum of fifty-one (51) sessions per calendar year, consisting of:
   - Up to sixteen (16) weeklong overnight sessions; and
   - Up to thirty-five (35) weekend overnight sessions (Friday through Monday).

5. Transportation Management. For each camp session, the total number of bus or van round trips to and from the camp must not exceed fifteen (15). Bus or van transportation must be the primary means of transportation for campers.

6. Outdoor Amplified Music. Sound from outdoor amplified music is regulated as follows:
   a) Maximum Sound Levels: Outdoor amplified music must comply with the applicable maximum sound levels established in *County Code* § 18-4.18.04.
   b) Prohibited Hours: Outdoor amplified music is prohibited between 10:00 p.m. and 7:00 a.m. the following morning.

7. Lighting. Any lighting associated with the camp must comply with *County Code* § 18-4.17.

ATTACHMENT 6

RESOLUTION APPROVING THE SCHENKS BRANCH SEWER LINE PROJECT EASEMENT PROVISIONS AGREEMENT AND AUTHORIZING EXECUTION OF FINAL DOCUMENTS

WHEREAS, the City of Charlottesville, Albemarle County, and the Rivanna Water and Sewer Authority ("RWSA") have negotiated an Easement Provisions Agreement establishing the terms and conditions for temporary construction easements, permanent utility easements, and a shared-use path on County-owned property in connection with the Schenks Branch Sewer Line Project; and

WHEREAS, the Agreement sets forth provisions addressing compensation to the County, tree and landscaping protections, coordination on future utility relocations, protection of County stormwater assets, construction access requirements, obligations related to zoning valuation and contingent consideration, and a right of first refusal benefiting the City; and

WHEREAS, County staff have reviewed the proposed easement areas and related terms and have determined that the Agreement adequately protects the County's property interests and provides appropriate mitigation measures for construction impacts; and

WHEREAS, the Board of Supervisors finds that entering into the Agreement will support essential regional infrastructure improvements while ensuring the preservation and restoration of County facilities, vegetation, and other assets affected by the Project.

NOW, THEREFORE, BE IT RESOLVED that the Albemarle County Board of Supervisors hereby approves the Schenks Branch Sewer Line Project Easement Provisions Agreement in substantially the form presented to the Board.

BE IT FURTHER RESOLVED that the Board authorizes the County Executive to sign final versions of both the Agreement and any related document(s) necessary to convey the agreed property interests, provided that all such final documents are approved as to form and substance by the County Attorney.

SCHENKS BRANCH SEWER LINE PROJECT EASEMENT PROVISIONS AGREEMENT

THIS EASEMENT PROVISIONS AGREEMENT ("Agreement") is entered into this __ day of _____, 202__, by and between the **CITY OF CHARLOTTESVILLE, VIRGINIA** ("City"), the **COUNTY OF ALBEMARLE, VIRGINIA** ("County"), and the **RIVANA WATER AND SEWER AUTHORITY** ("RWSA"), (collectively, "Parties;" individually, "Party").

These provisions set forth terms for the temporary construction easement and permanent easements on City Parcel ID # 350134000, owned by the County ("County Property"), in connection with the Schenks Branch Sewer Line Project ("Project").

WITNESSETH

NOW, THEREFORE, for and in consideration of the premises, covenants, and agreements set forth herein, the Parties hereto set forth their agreement as follows:

1. Definitions

"Easement Areas" means the areas conveyed under the temporary construction easement and the permanent easements for utilities and the shared-use path on County Property.

"Off-season" means November through February, unless otherwise agreed in writing by County.

"Disturbed Area" means all areas impacted by construction, including areas beyond the limits of the ditch line.

"Approved Plant List" means City's and RWSA's list of approved plants for sewer-line easements.

"Effective Date" means the date on which the last of City, County, and RWSA executes the Agreement.

"Commercial Zoning Designation" means the CX-3 Corridor Mixed Use Zoning District under City's Development Code, or another then-existing City Zoning District that (i) is classified as a corridor, node, or downtown mixed-use district and (ii) permits commercial development at an intensity equal to or greater than CX-3.

"Tenth Anniversary" means the tenth (10th) anniversary of the Effective Date.

2. Compensation

City and RWSA shall jointly pay County **ONE MILLION, ONE HUNDRED AND THIRTY-FOUR THOUSAND, SEVEN HUNDRED AND FORTY-FOUR DOLLARS AND 48/100 CENTS** ($1,134,744.48) for the temporary construction easement and the permanent easements for utilities and a shared-use path across County Property.

3. Utility Relocation

City and County will collaborate to identify and implement a viable future solution for relocation of utilities on County Property. City and RWSA must design and install the proposed sewer line so that it does not preclude future co-location of utilities within the easement area.

4. Tree Impact Mitigation

City and RWSA must mitigate all construction-related impacts on vegetation located on County Property, including the protection and replacement of trees and the use of trenchless (boring) methods beneath trees, where appropriate.

5. Protection of Pin Oak Tree

City, RWSA, and their contractors must install the sewer line by boring beneath the visitor-parking lot entrance and in the vicinity of the large pin oak tree located on the front lawn of County Property. All protective measures recommended by an ISA-Certified Arborist hired by County, including temporary fencing, must be implemented. County will perform arborist-recommended work to preserve the tree during construction and for five (5) years thereafter, at City's expense.

6. Protection of County Biofilter

City, RWSA, and their contractors must implement all measures recommended by a certified professional (retained by County) to avoid any impact to County's stormwater biofilter. The biofilter must be restored to its pre-construction condition following completion of Project. All associated costs must be paid by City.

7. Access to County Property

At least two (2) of the three (3) existing vehicular entrances from McIntire Road to County Property must always remain open during construction. City and RWSA must provide temporary access plans and wayfinding signage acceptable to County.

8. 1978 Deed Requirement

City must vacate, waive, and/or release the 1978 deed requirement obligating County to dedicate a fifty (50)-foot-wide strip of land along McIntire Road to the Virginia Department of Transportation for road widening.

9. Zoning Status and Contingent Easement Consideration

9.1 No Zoning Commitment

Nothing in these provisions obligates City, City Council, City Planning Commission, or any City officer or employee to initiate, recommend, support, approve, or refrain from taking any

action on a Zoning Map Amendment ("ZMA") or other land-use matter affecting County Property. Nothing in these provisions limits the discretion of any public body or official, prescribes the result of any legislative or administrative process, or excuses compliance with any application, notice, public hearing, or other legal requirement. County may seek a ZMA in the same manner as any other property owner.

9.2 Contingent Easement Consideration

If County Property is not subject to a Commercial Zoning Designation on the Tenth Anniversary, City must pay County the Zoning Value Differential determined under this Section. The payment is additional consideration for the easements and allocates the risk that the zoning designation in effect on the Tenth Anniversary may affect the value of County Property. It is not a penalty or damages for a failure to rezone, and it does not depend on the action, inaction, recommendation, or vote of any individual City official.

9.3 Zoning Value Differential

The "Zoning Value Differential" is the amount, if any, by which the Commercial-Zoning Value exceeds the Actual-Zoning Value. The "Commercial-Zoning Value" is the fair market value of County Property as of the Tenth Anniversary, assuming that County Property were then subject to the CX-3 Corridor Mixed Use Zoning District or, if that District no longer exists, its most nearly equivalent successor District. The "Actual-Zoning Value" is the fair market value of County Property as of the same date under the zoning designation in effect. Both values must reflect the same physical condition, title, easements, and other encumbrances affecting County Property on the valuation date. The zoning assumption must be the only material difference between the two (2) valuations, and neither valuation may assume approval of a Special Use Permit, variance, or other discretionary land-use approval.

9.4 Appraisal Procedure

Within thirty (30) days after the Tenth Anniversary, City and County must jointly retain an independent Virginia Certified General Real Estate Appraiser to determine both values and the Zoning Value Differential. If the Parties do not agree on an appraiser within that period, each Party must retain an independent Virginia Certified General Real Estate Appraiser within the next twenty (20) days. If either Party fails to do so, the determination made by the appraiser timely retained by the other Party is final. Each appraiser must provide a written appraisal within sixty (60) days after being retained.

If two (2) appraisers are retained and their determinations of the Zoning Value Differential differ by no more than 10 percent (10%) of the lower determination, the final Zoning Value Differential is the average of the two (2). If the determinations differ by more than 10 percent (10%), the two (2) appraisers must select a third (3rd) independent Virginia Certified General Real Estate Appraiser within fifteen (15) days. If they do not, either Party may ask the Virginia Commonwealth Chapter of the Appraisal Institute to select the third (3rd) appraiser. The third (3rd) appraiser must provide a written appraisal within forty-five (45) days after being retained. The final Zoning Value Differential is the average of the two (2) closest determinations, or the average

of all three (3), if the differences are equal. Each Party must pay its own appraiser, and the Parties must share equally the cost of a jointly retained or third (3rd) appraiser.

9.5 Payment

City must pay the final Zoning Value Differential within ninety (90) days after it is determined. Payment fully satisfies City's obligations under this Section.

10. Right of First Refusal

10.1 Grant and Term

Beginning on the Effective Date, County grants City a perpetual right of first refusal to purchase all or any portion of County Property on the terms set forth in this Section. The right does not expire on the Tenth Anniversary, upon any payment under Section 9, or solely by the passage of time. The right terminates as to any property purchased by City or sold to a third (3rd) party after City declines or fails to exercise the right in accordance with this Section.

10.2 Notice of Proposed Sale

Before accepting a *bona fide* written offer from an unrelated third (3rd) party to purchase all or any portion of County Property, County must give City written notice of the proposed sale. The notice must include a complete copy of the offer and all amendments and must identify all material economic and non-economic terms of the proposed transaction.

10.3 City Election and Closing

City may exercise the right of first refusal by action of City Council and written notice to County within sixty (60) days after receiving County's notice. If City exercises the right, City and County are bound to purchase and sell the offered property on the same material terms as the third (3rd)-party offer, except that City will have at least ninety (90) days after its election to close and may substitute cash for any non-cash consideration at its objectively reasonable fair market value. City may conduct customary title, survey, environmental, and physical due diligence during the closing period.

10.4 Sale After Non-Exercise

If City declines or fails to timely exercise the right, County may sell the offered County Property to the identified third (3rd) party within one-hundred and eighty (180) days after expiration of City's election period, but not for a lower price or on other terms materially more favorable to the third (3rd) party than those provided to City. Any material change in the terms or failure to close within that one-hundred and eight (180)-day period requires County to offer the County Property to City again under this Section.

10.5 Excluded Transactions

This right of first refusal does not apply to easements, licenses, leases, mortgages, deeds of trust, public dedications, boundary-line adjustments, or conveyances resulting from the exercise or threat of eminent domain. It also does not apply to a conveyance to an entity wholly owned or controlled by County, provided that the transferee assumes County's obligations under this Section in a writing enforceable by City.

10.6 Successors; Memorandum; Remedies

This Section perpetually binds County, and its successors and assigns, except a purchaser that acquires County Property after City has declined or failed to exercise the right in compliance with this Section. As to any County Property then remaining subject to the right, this Section may be terminated only by a written release executed by City and recorded among the land records of City. At City's request and expense, County must execute a short-form Memorandum of this right of first refusal in recordable form. The Parties intend the right to be perpetual. If a court of competent jurisdiction determines that any rule against perpetuities, restraint on alienation, or similar rule prevents the right from continuing perpetually, the right must be reformed and enforced for the longest period permitted by law and must not be declared void solely because of its stated duration. Because a breach may cause harm not adequately remedied by money damages, City may seek specific performance or injunctive relief in addition to any other available remedy.

11. Baseball Field - Work Window and Restoration

RWSA must limit construction on and around the baseball field to the off-season (generally November through February) and restore the baseball field to its existing condition. All fencing, batting cages, concrete pads, and turf removed or disturbed must be replaced to the same standards no later than the end of February.

11.1 Construction Specifications and Testing

An independent geotechnical engineering firm must perform compaction testing and provide results to City, RWSA, and County. Ditch compaction must conform to industry standards and reach a level eight (8) inches below existing grade. Manholes must be installed per design and may be buried up to one (1) foot within the baseball field.

11.2 Restoration of Disturbed Areas

All disturbed areas must be laser-leveled; sub-grade set eight (8) inches below existing grade; eight (8) inches of screened topsoil with pH 7.0 applied; and slow-release starter fertilizer (18-4-6) tilled into the top eight (8) inches of added soil. Sod must consist of eighty percent (80%) turf-type tall fescue and twenty percent (20%) Kentucky bluegrass grown from "blue tag" certified seed, with no plastic netting, installed no more than one (1) inch above adjacent turf. Sod must not be installed when the ground is frozen and may be placed after February, if needed. Sod must receive at least one-half inch (0.5) inch of water per week for four (4) weeks.

A one (1)-year sod-replacement guarantee and a one (1)-year subsurface-settling repair guarantee apply.

12. Landscape Restoration

City and RWSA must implement a County-approved landscaping plan for the easement areas. Approved plantings may be installed in outer easement areas, and low groundcover is required within ten (10) feet of the sewer line centerline.

13. Shared-Use Path

Upon County's conveyance of the required easements, City must construct a shared-use path along the western side of McIntire Road on County Property. A temporary path will be installed first, followed by a permanent path constructed as part of Project.

WITNESS, the following signatures and seals:

CITY OF CHARLOTTESVILLE, VIRGINIA

By: _____
Samuel Sanders, Jr.
City Manager

Date: _____

Approved as to Form:

By: _____
John Maddux, Esq.
City Attorney

COUNTY OF ALBEMARLE, VIRGINIA

By:_____
Jeffrey B. Richardson
County Executive

Date: _____

Approved as to Form:

By: _____
Andrew Herrick, Esq.
County Attorney

RIVANNA WATER AND SEWER AUTHORIY

By:_____

_____

_____

Date: _____

Approved as to Form:

By: _____

_____, Esq.

RWSA Counsel