

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING (MOU) is made as of Jan. 21, 2016 by and between the COUNTY OF ALBEMARLE, VIRGINIA (hereinafter, the "County") the CITY OF CHARLOTTESVILLE, VIRGINIA (hereinafter, the "City"), and the CHARLOTTESVILLE FREE CLINIC (hereinafter, the "Free Clinic").

WHEREAS, the City and County (collectively, hereinafter, the "Owners") jointly own certain real estate, located within the City of Charlottesville, Virginia, at 1138 Rose Hill Drive, Charlottesville, Virginia, which is identified as Parcel 30.2 on City Real Property Tax Map 44, and the Owners lease that property ("Leased Property") to the Commonwealth of Virginia for use and occupancy by the Charlottesville/ Albemarle Health Department ("Health Department"); and

WHEREAS, the Free Clinic operates within the Leased Property pursuant to a written license agreement granted by the Health Department, and the Free Clinic and Health Department desire to construct certain improvements and alterations to the existing building located on the Leased Property; and

WHEREAS, the Free Clinic desires to fully fund and implement said improvements;

NOW, THEREFORE, in consideration of the premises and covenants herein set forth, the parties hereby set forth their agreement and understanding for construction of said improvements:

A. AUTHORIZATION BY OWNERS

1. **Approval by Owners.** Execution of this MOU does not constitute authorization to proceed with any application for a building permit or commencement of any work or alterations at the Leased Property. Formal approval by the Charlottesville City Council and Albemarle County Board of Supervisors must be granted prior to any such activities by the Free Clinic.
2. **Approval by Property Managers.** Subsequent to approval by the Owners, and prior to submitting any construction plans to the City's building official, the Free Clinic shall submit to the City's Office of Facilities Development (i) a written consent from and endorsement of such plans by the local health director, and (ii) copies of the construction drawings and documents intended to be submitted with an application for a building permit ("Construction Plans") for review and approval. The City's Office of Facilities Development may direct such changes to the scope of work and drawings which, in its sole discretion, it deems necessary for the protection of the Owners' interests in the Leased Property.
3. **Approval by City Building Official.** Following approval by the Owners and approval by the City's Office of Facilities Development, the Free Clinic may submit an application for a building permit to the City's Building Official, accompanied by the Construction Plans approved by the City's Office of Facilities Development. The Free Clinic shall not commence work without an approved building permit.

B. CONSTRUCTION

1. **Oversight by Owners' Representatives.** In addition to any inspection(s) required or performed by the City's Building Official, the City's Office of Facilities Development shall have the authority to inspect the work in progress for deviations from the approved Construction Plans.
2. **Unforeseen Conditions.** The Free Clinic shall notify the City's Office of Facilities Development in the event of unforeseen circumstances which may require deviation from the approved scope of work or threaten the health or safety of occupants. The City shall review proposed solutions, and must approve in writing any subsequent alteration to the scope of work.
3. **Final Approval of Work.** The City's office of Facilities Development shall be included in any substantial completion inspection(s), and shall provide formal notice to all parties to this Agreement when it accepted the work as finally complete.

C. MISCELLANEOUS

1. **Notices.** Any notice, demand, request or other instrument which may be, or are required to be given under this MOU, shall be in writing and delivered in person or by United States certified mail, postage prepaid, and shall be addressed:
 - a. if to the Owners, at
City of Charlottesville
Office of Facilities Development
Charlottesville, Virginia 22902
or at such other address as the City shall designate by written notice; and
 - b. if to the Free Clinic, at
Charlottesville Free Clinic
Colleen Keller, Executive Director
1138 Rose Hill Drive #200, Charlottesville, Virginia 22903
or at such other address as the City shall designate by written notice; and

COUNTY OF ALBEMARLE, VIRGINIA

This MOU is executed on behalf of the County of Albemarle by Thomas C. Foley, County Executive, pursuant to a Resolution of the Albemarle County Board of Supervisors.

By: _____
Thomas C. Foley, County Executive

Approved as to form:

Albemarle County Attorney

CITY OF CHARLOTTESVILLE, VIRGINIA

By: _____
Maurice Jones, City Manager

Approved as to form:

Charlottesville City Attorney

CHARLOTTESVILLE FREE CLINIC

By: Colleen Keller
Colleen Keller, Executive Director