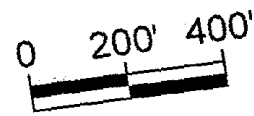


AMENDMENT OF PROFFERS
C-42C-01



THREE CHOPT DISTRICT
 HENRICO COUNTY PLANNING



COMMONWEALTH OF VIRGINIA
COUNTY OF HENRICO

December 18, 2001

Virgil R. Hazelett, P.E.
County Manager

Re: Conditional Rezoning Case C-42C-01

River City Lifestyle, LLC
8510 Patterson Avenue
Richmond, VA 23229

Gentlemen:

The Board of Supervisors at its meeting on December 11, 2001, granted your request to amend proffered conditions on Parcel 47-A-11A relating to Conditional Rezoning Case C-12C-88 described as follows:

Beginning at a point on the Western right-of-way line of Dominion Boulevard, said point being located approximately 377 feet south of the Southern right-of-way of Sadler Road. Thence, departing the right-of-way of said Dominion Boulevard along the land now or formerly of Jefferson National Bank and Parcel A as shown on a plat of survey dated November 9, 1987, revised May 24, 1998 by E.D. Lewis & Associates, P.C., North 82° 06' 15" West 490.01 feet to a point. Thence, along the land now or formerly of A.W. Bennett Co. Inc. North 07° 53' 45" East 376.23 feet to a point on the Southern right-of-way of Sadler Road. Thence along the Southern right-of-way of said Sadler Road on a curve to the right with a radius of 1120.92 feet, an arc length of 332.46 feet and a central angle of 16° 59' 38" to a point. Thence South 79° 49' 56" East 136.68 feet to a point. Thence, South 51° 13' 20" East 60.04 feet to a point on the Western right-of-way of Dominion Boulevard, being the point of beginning and containing approximately 4.67 Acres.

The following substitute proffered conditions accepted by the Board of Supervisors, dated December 10, 2001, further regulates the use of your property in addition to all applicable provisions of Chapter 24, Code of Henrico (Zoning Ordinance).

1. Site Plan: The Property shall be developed and buffered in substantial conformance with, and reflecting the general intent of, the Conceptual Plan prepared by Bay Design Group dated December 10, 2001 ("Exhibit A") (see case file), unless otherwise requested and specifically permitted or if required by the Planning Commission at the time of Plan of Development review, or by any other applicable government body.

- 1a. Conformity to Adjacent Shopping Center: The Property shall be developed as a shopping center in conjunction with the adjacent property as regulated by Section 24-101 of the Code of the County of Henrico except for the following exceptions:
 - a) The building can exceed 25 feet in height but shall not exceed 40 feet in height.
 - b) A building can be less than 50 feet in distance from the property line adjacent to the existing shopping center along the southern portion of the Property.
2. Materials. The exposed portions of exterior building wall surfaces shall be predominantly of brick or dryvit or similar material and/or glass, except to the extent that other materials are used for windows, doors, trim, signage or architectural decorations. Other aesthetically comparable finished materials may be used if requested and specifically permitted or if required at the time of Plan of Development review.
3. Buffer Areas and Screening. Landscaped buffer areas as indicated below shall be provided around the perimeter of the Property, except to the extent necessary for utility easements, signage, access ways to and from public rights-of-way (which utility easements and access ways shall be generally perpendicular to the affected buffer area) or other purposes if requested and specifically permitted or if required by the Planning Commission at the time of Plan of Development review or by any other applicable governmental body:
 - a. A tree save area of a minimum of twenty-five (25) feet in width as shown on the Conceptual Plan (Exhibit A) (see case file) shall be provided along the eastern boundary of the Property adjoining Dominion Boulevard (the "Dominion Boulevard Buffer Area") and the northern boundary of the Property abutting Sadler Road Extension. All trees greater than five (5) inch caliber in the tree save area shall be preserved.
 - b. Additional tree save areas shall be provided as indicated on the Conceptual Plan (Exhibit A) (see case file) where all trees greater than five (5) inch caliber shall be preserved.
 - c. A tree save area of 40 feet wide along the southern 150 feet of the western property line and another 10 feet wide along the remaining portion of the western property shall be provided as indicated on the Conceptual Plan (Exhibit A) (see case file) where all trees greater than five (5) inch caliber shall be preserved.
 - d. The tree save area in the middle of the property shall be a minimum of 0.20 of an acre, unless this area is required to be used on a BMP, at which time, a water feature would be incorporated into the design.
4. HVAC. Heating and air conditioning equipment shall be screened from public view from adjoining streets and properties in a manner satisfactory to and approved at the time of Plan of Development review.

5. Trash Receptacles. There shall be a central trash receptacle area which shall be screened with an enclosure of the same material as the building as defined in proffer #2 from public view in a manner satisfactory to and approved by the Planning Commission at the time of Plan of Development review or by any other applicable governmental body.
6. Parking Lot Landscaping. Parking lots serving the Property shall be landscaped, including but not limited to the planting of shrubbery and /or trees in raised islands located within such parking lots or between parking rows as indicated on the Conceptual Plan (Exhibit A) (see case file) in a manner satisfactory to and approved by the Planning Commission at the time of Plan of Development review.
7. Uses. The following uses shall not be permitted on any portion of the Property:
 - (a) Billiard parlors;
 - (b) Roller or ice skating rink;
 - (c) Motion picture theater;
 - (d) Bowling alley;
 - (e) Adult book store, adult video store, adult model studio, adult hotel and adult movie theater;
 - (f) Funeral parlors and mortuaries;
 - (g) Automobile body repair shop and service station;
 - (h) Freestanding fast food and convenience store.
8. Signage. Signage shall be controlled by the standards applicable to signage in a B-2 zoning district. Detached signs shall be ground mounted, shall not exceed ten (10) feet in height from finished grade level. The sign bands on which building signs are placed shall be uniform in architectural treatment, design and color.
9. Vehicular Access. Vehicle access shall be provided as shown on the Conceptual Plan (Exhibit A) (see case file) unless otherwise required by any governmental body having jurisdiction with respect thereto.
10. Parking Lot Lighting. Parking lot lighting standards shall not exceed twenty (20) feet in height. Parking lot lighting shall be produced from concealed sources be positioned in such a manner as to minimize the impact of such lighting on adjacent property and be reduced to no more than a security level following the close of business conducted on the Property.
11. Maximum Floor Area. No more than 45,000 square feet of gross floor area shall be developed on the Property.
12. Privacy Fence Along Western Property Line: A six (6) foot privacy fence shall be installed along the western property line with evergreens on the west side of the fence (no less than four (4) feet in height when planted) if needed to minimize the visual impact of the fence. The fence and any additional landscaping shall be installed in a manner and location satisfactory to and approved by the Planning Commission at the time of

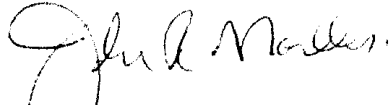
River City Lifestyle, LLC
December 18, 2001

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Plan of Development review. The owner of the property shall be responsible for the ongoing maintenance of the fence.

The Planning Office has been advised of the action of the Board of Supervisors and will revise its records and place a copy of the accepted proffered condition in the Conditional Zoning Index.

Sincerely,



Virgil R. Hazelett, P.E.,
County Manager

cc: Director, Real Estate Assessment
Conditional Zoning Index
Mr. George & Mrs. Ima Goldstein
Mr. Henry L. Wilton