



COMMONWEALTH OF VIRGINIA
COUNTY OF HENRICO

Virgil R. Hazelett, P.E.
County Manager

July 14, 2006

Laburnum Associates, LLC
Terminal Tower
50 Public Square, Ste. 1000-B
Cleveland, OH 44113-2267

Re: Conditional Rezoning Case C-29C-06

Dear Sir:

The Board of Supervisors at its meeting on July 11, 2006, granted your request to conditionally rezone from PMD Planned Industrial District to B-3C Business District (Conditional), Parcel 815-718-5710, described as follows:

A certain parcel of land located on the northerly side of South Laburnum Avenue and southerly side of Interstate 64 in the County of Henrico, Commonwealth of Virginia, bounded and described as follows:

Beginning at a point at the southerly sideline of the entrance ramp of Interstate 64 and north of South Laburnum Avenue and being the southwest corner of Parcel hereinafter described; thence N 48°54'04" E, a distance of 403.24' to a point; thence N 60°43'15" E, a distance of 366.22', to a point; thence N 78°36'57" E, a distance of 189.06', to a point; thence southeasterly along the curve to the right having a radius of 5535.58', a length of 1299.49', a chord distance of 1296.51', and a chord bearing of S 88°19'02" E, to a point; thence S 81°35'37" E, a distance of 1363.62' to a point; thence S 17°31'27" W, a distance of 2012.31' to a point; thence N 80°57'12" W, a distance of 152.12', to a point; thence S 11°16'33" E, a distance of 223.55', to a point; thence southwesterly along a curve to the left having a radius of 1178.92', a length of 232.19', a chord distance of 231.81', and a chord bearing of S 53°24'35" W, to a point; thence S 47°46'03" W, a distance of 509.12', to a point; thence southwesterly along a curve to the right having a radius of 539.96', a length of 110.12', a chord distance of 109.93', and a chord bearing of S 53°36'36" W, to a point; thence N 75°25'50" W, a distance of 70.86', to a point; thence northwesterly along a curve to the left having a radius of 1196.00', a length of 227.01', a chord distance of 226.67' and a chord bearing of N 35°44'52" W, to a point; thence N 41°11'07" W, a

distance of 2790.00', to a point; thence N 24°11'27" W, a distance of 125.26', to the point of beginning; and contains an area of 5,945,643 square feet or 136.493 acres of land.

The Board of Supervisors accepted the following proffered conditions, dated June 23, 2006, which further regulate the above described property in addition to all applicable provisions of Chapter 24, Code of Henrico (Zoning Ordinance):

1. **Conceptual Plan:** The Property shall be developed generally consistent with the attached exhibit entitled "The Shops at White Oak Village" by Richard L. Bowen & Associates Inc., dated June 7, 2006 and attached hereto as Exhibit A (see case file), which plan is conceptual in nature and may vary in details. The Project Data chart on Exhibit A shows the Major Anchors, Junior Anchors and the Lifestyle Center as those terms are used in these proffers. As this plan is conceptual in nature, the specific details and square footages of uses may also vary.
2. **Site Coverage:** No more than seventy percent (70%) percent of the Property in the aggregate may be covered by buildings, parking areas and driveways unless otherwise specifically requested and approved at the time of Plan of Development review. This site coverage ratio shall be achieved through the use of landscaping and open areas, including, without limitation, landscaped buffers, medians and parking lot islands, pedestrian areas, water features, open plazas and other pedestrian gathering areas.
3. **Underground Utility Lines:** All utility lines on the Property shall be underground, except for existing utilities, junction boxes, meters, utility lines in wetland areas and utility lines required to be above ground by the utility company.
4. **Pedestrian Circulation:** Pedestrian walkways and trails shall be dispersed throughout the Property to facilitate pedestrian circulation between and within the Lifestyle Center, Major Anchors and Junior Anchors. Except as required at the time of Plan of Development approval and except for separated pedestrian walkways in parking areas, such walkways along or on roads, parking areas and access areas used for motor vehicles on the Property shall be constructed of material different than such roads, parking areas and access areas. Such walkways may be constructed of, but not limited to, brick pavers, concrete, stamped concrete, stamped asphalt, aggregate concrete or other similar material.
5. **Pedestrian Gathering Areas:** There shall be pedestrian gathering areas on the Property which shall include amenities available to the public such as landscaped areas, monuments, water features, pedestrian plaza, street furniture, benches, accessory dining areas, pedestrian lighting and pedestrian connections to sidewalks and walking areas throughout the Property.

6. **Loading Docks:** Except for loading docks screened by natural buffers adjacent to I-64, loading docks shall be screened from public view at ground level as approved at the time of Plan of Development review by use of a wall or other architectural feature similar to the exterior material as the building on which it is located, landscaping, or such other method as may be approved at the time of Plan of Development review.
7. **Rear of Lifestyle Center Buildings:** The rear of any building within the Lifestyle Center shall be in compliance with the provisions of Proffer 18 (Architectural Treatment) and shall also, if required at the time of Plan of Development review, be screened from public view at ground level by use of a wall or other architectural feature similar to the exterior materials as the adjacent building, landscaping or other method as may be approved at the time of Plan of Development review.
8. **Dumpsters and Trash Receptacles:** Dumpsters and trash receptacles, not including convenience cans, shall be screened from public view at ground level with architectural material similar to the main building using such dumpster or trash receptacle or as otherwise approved at the time of Plan of Development review.
9. **Mechanical Equipment:** Mechanical equipment on the Property shall be screened from public view at ground level, unless otherwise requested and specifically permitted at the time of Plan of Development review. The screening material shall be compatible with the building on which the mechanical equipment is located. Metal may be used in screening materials if specifically requested and permitted at the time of Plan of Development review.
10. **Buffer Area - Laburnum Avenue:** A landscaped buffer area of a minimum of fifty (50) feet in width shall be provided and maintained on the Property along the right-of-way line of Laburnum Avenue (as such right-of-way line shall be determined by the Director of Public Works at the time of the initial Plan of Development review for the Property). Roads, walking trails or sidewalks, utility easements, fencing/walls adjacent to any roads, signage and any other uses as are requested and specifically permitted at the time of Plan of Development review shall be permitted within such buffer; provided, any such road or utility easements (other than existing easements) shall be extended generally perpendicular to Laburnum Avenue through such buffer, unless otherwise currently existing or requested and specifically permitted at the time of Plan of Development review.

This buffer shall include a berm two (2) to three (3) feet in height, unless prohibited because of wetlands or floodplain area or as otherwise requested and specifically permitted at the time of Plan of Development review.

This buffer shall be served by an underground irrigation system.

This landscape buffer shall be in accordance with a cohesive landscape planting plan for the buffers along Laburnum Avenue and Audubon Drive, with such buffers varying in depth and plantings in accordance with such plan.

11. **Buffer Area - Audubon Drive:** A landscaped and natural buffer area of a minimum of twenty-five (25) feet in width shall be provided and maintained on the Property along the right-of-way line of Audubon Drive (as such right-of-way line shall be determined by the Director of Public Works at the time of the initial Plan of Development review for the Property). Sidewalks, walking trails, utility easements, and any other uses as are requested and specifically permitted at the time of Plan of Development review shall be permitted within such buffer; provided, any such roads and utility easements (other than existing easements) shall be extended generally perpendicular to Audubon Drive through such buffer, unless otherwise currently existing or requested and specifically permitted at the time of Plan of Development review.

This landscape buffer shall be in accordance with a cohesive landscape planting plan for the buffers along Laburnum Avenue and Audubon Drive, with such buffers varying in depth and plantings in accordance with such plan.

12. **Best Management Practice:** Best Management Practice structures shall not be allowed within 250 feet of the right-of-way line of Laburnum Avenue or within 200 feet of the right-of-way line of Audubon Drive, except as a landscaping amenity or water-related feature and if requested and specifically permitted at the time of Plan of Development review.

Any above-ground Best Management Practice structure shall include an aeration feature to move water within such structure.

13. **Laburnum Avenue Entrances:** All entrances of the Property to Laburnum Avenue shall be landscaped from Laburnum Avenue to the proximity of the internal access road serving the rear of the out parcels fronting on Laburnum Avenue.

14. **Landscaping; Parking Lot Islands:** At least one shade tree of at least two and one-half (2.5) inch caliper will be planted on each parking lot island, unless parking lot lighting is required by the County of Henrico at the time of the Plan of Development review to be located on such parking island (in which case such a tree shall be omitted from that parking island), all unless otherwise requested and approved at the time of the Plan of Development review.

The landscaping within the parking lots serving the Major Anchors and Junior Anchors shall exceed the normal County requirements as determined at the time of Plan of Development review.

15. **Lifestyle Center; Conceptual Elevations:** The buildings within the Lifestyle Center portion of the Property shall be generally consistent with the attached exhibits entitled "The Shops at White Oak Village - Lifestyle Center" by Richard L. Bowen & Associates, Inc., dated May 30, 2006 and attached hereto as Exhibits B, C and D (see case file) which conceptual elevations are only conceptual in nature and such buildings may vary in detail.
16. **Junior Anchors; Conceptual Elevations:** The buildings of the Junior Anchors shall be generally consistent with the attached exhibit entitled "The Shops at White Oak Village -Junior Anchors" by Richard L. Bowen & Associates, Inc., dated May 30, 2006 and attached hereto as Exhibit E (see case file) which conceptual elevations are only conceptual in nature and such buildings may vary in detail.
17. **Building Height:** Except for a building used as a hotel, no building constructed within two hundred fifty (250) feet of the right-of-way line of Laburnum Avenue shall exceed thirty (30) feet in height from finished floor exclusive of elevator penthouses, fire, bulkhead and parapet walls, domes, mechanical equipment and similar architectural features as identified and regulated by Henrico County Code, Section 24-95(a)(1).
18. **Architectural Treatment:** The exposed portions of the exterior wall surfaces (front, rear and sides) of any buildings constructed within the Property shall be similar in quality of construction and shall have compatible architectural design (incorporating compatible design elements, color and architectural styles).

All buildings constructed on the Property shall have exposed exterior walls (above finished grade) constructed primarily of masonry brick, stone, precast concrete, exterior insulating finishing systems (E.I.F.S.), stucco over wire mesh and/or glass and may have varying amounts of these exterior materials or an equivalent permanent architecturally finished material, unless different architectural treatment and/or materials are requested and specifically permitted at the time of Plan of Development (POD) review. Wood or composite siding, natural or cultured stone, marble, pre-cast or cast-in-place architectural concrete, exposed aggregate concrete, exterior insulating finish systems, and/or glass, or an equivalent, permanent, architecturally finished material may be utilized as accent materials on such buildings.

Except as specifically provided herein, no building on the Property shall be covered with or have exposed to view any painted or unfinished concrete block, sheet or corrugated aluminum, iron and/or steel or other materials unless

requested and specifically permitted at the time of Plan of Development review. The rear of the Major Anchors and Junior Anchors may include painted concrete block if specifically requested and specifically permitted at the time of Plan of Development review.

19. **Signs; Attention-Getting Devices:** On the Property, there shall be no sign on the rear of any building along Interstate Route 64, pole signs, cabinet signs or changeable message signs unless specifically requested and permitted at the time of Plan of Development review. The signage associated with buildings in the Lifestyle Center shall be proportionate in scale to the size of the buildings in that pedestrian oriented Lifestyle Center unless specifically requested and permitted at the time of Plan of Development review.

There shall be a coordination of all signage on the Property, which coordination shall be set forth in a Development Tenant Handbook Criteria. All external signs on the Property shall be in compliance with the Development Tenant Handbook Criteria for the coordination of signage on the Property, which Development Tenant Handbook Criteria shall be adopted and enforced by an architectural control committee for the Property as set forth in Proffer 29 (Protective Covenants). This Development Tenant Handbook Criteria for signs will be submitted for approval at the time of application for a building permit for the first building on the Property.

Attention-getting devices shall not be allowed on the Property. Seasonal banners are permitted provided there is no tenant information on such banner.

20. **Parking Lot Lighting:** Parking lot lighting located within two hundred fifty (250) feet of the right-of-way of Laburnum Avenue shall not exceed twenty (20) feet in height from the ground level to the top of any fixture. Lighting from such parking lot lighting shall not exceed one-half ($\frac{1}{2}$) foot-candle at the right-of-way line of Laburnum Avenue or Audubon Drive.

All other parking lot lighting shall not exceed thirty (30) feet in height from the ground level to the top of any such fixture.

All parking lot lighting standards on the Property shall be positioned in such a manner as to minimize the impact of such lighting on any adjacent property and shall be produced from concealed sources of light.

All parking lot lighting shall be reduced to no more than a security level following the close of business operations on the Property.

Parking lot lighting on the Property shall be designed with a cohesive plan so that all such lighting shall use compatible design elements.

The Planning Commission at the time of Plan of Development review may allow deviation from standards of this proffer if specifically requested and permitted during such Plan of Development review.

21. **Exterior Lighting:** The exterior lighting on the Property shall be designed with a comprehensive plan so that all exterior lighting (other than parking lot lighting) shall be compatible with the designed elements of the building on which it is located and shall be consistent with the comprehensive exterior lighting plan.
22. **Vehicular Access:** Unless otherwise requested and specifically permitted at the time of Plan of Development review, there shall be no more than three (3) vehicular access points to the Property from Laburnum Avenue. No out parcel on the Property shall have direct vehicular access to Laburnum Avenue or Audubon Drive, except that any building serving a governmental purpose may have direct access to Audubon Drive.
23. **Road Improvements:** The improvements outlined in the letter of Ralph L. "Bill" Axselle, Jr. to Robert Thompson, Henrico County Director of Public Works, dated June 12, 2006 (see case file) shall be made by the developer of the Property as may be required by the Director of Public Works.
24. **Outdoor Speakers:** Outdoor public address, paging or speaker systems outside of any building within two hundred fifty (250) feet of the right-of-way of Laburnum Avenue shall be for the purposes of music accompanying outdoor dining, banks, pharmacy drive-through windows or fast-food drive-through windows for the purpose of order taking.
25. **Use Restrictions:** The following uses shall be prohibited on the Property:
 - a. flea markets;
 - b. laundromats and self-service dry-cleaning establishments;
 - c. gun shop, sales and repairs, except that such gun sales and repairs shall be permitted in a store that sells a variety of sporting goods;
 - d. establishments whose primary business is check cashing and/or the making of payday loans as defined and regulated by Sections 6.1-432 et seq. and 6.1-444 et seq. of the Code of Virginia (1950), in effect as of the date of the approvals of these proffers (the foregoing shall not preclude banks, savings and loans or similar financial institutions that are not regulated by the foregoing Virginia Code sections);
 - e. lodge and fraternal organization;
 - f. sign printing and painting shop;
 - g. skating rinks (unless such ice skating areas are an amenity of the pedestrian-oriented shopping center), roller skating rinks, model racing tracks, electronic video game rooms, bingo halls and billiard parlors

- unless such billiard parlors are associated with a restaurant;
 - h. funeral home, crematoria, mortuary and/or undertaking establishment;
 - i. parking lots, commercial (nothing herein shall preclude parking lots as an accessory use to a principally permitted use);
 - j. automobile service station; however, a grocery or convenience food store dispensing gasoline products shall be permitted;
 - k. adult businesses as defined by the County of Henrico;
 - l. billboards;
 - m. truck stops;
 - n. communication tower, unless such tower is specifically requested and permitted at the time of Plan of Development review and such tower is located at the rear of a Major Anchor or a Junior Anchor but no such tower shall be located behind a Junior Anchor that has its rear adjacent to Audubon Drive;
 - o. self-storage facilities;
 - p. off-track betting parlors;
 - q. permanent on-site recycling collection facilities;
 - r. sewer/water pump stations;
 - s. massage establishments;
 - t. automobile, truck, trailer, motorcycle, recreational vehicle or bus sales, rental, towing and repair;
 - u. automobile, truck, trailer, motorcycle or recreational vehicle storage lot;
 - v. boat and boat trailer sales, service and storage;
 - w. exterminating establishment;
 - x. fortuneteller, palmist, astrologist, numerologist, clairvoyant, craniologist, phrenologist, card reader, spiritual reader or similar activity;
 - y. public dance halls;
 - z. rifle or pistol range; and
 - aa. sheet metal shop or roofing company.
26. **Fast Food Eating Establishments; Convenience Food Stores Dispensing Gasoline:** There shall be no more than three (3) fast food eating establishments and there shall be no more than two (2) convenience food stores dispensing gasoline products among the outparcels along Laburnum Avenue, unless requested and specifically permitted at the time of Plan of Development review.
27. **Exterior Enclosed Cargo Containers Prohibited:** Exterior to any buildings on the property, there shall be no enclosed cargo containers used for the storage of items to be sold.
28. **Hours of External Business Operations:** No business located on the Property shall operate external to their building (except for parking, deliveries, loading and unloading) between the hours of 12 a.m. (midnight) and 6 a.m., unless

hours of external operations during that time are permitted by approval of a Provisional Use Permit.


29. **Protective Covenants:** Prior to or concurrent with the conveyance of any part of the Property covered by a Plan of Development approved by Henrico County, Virginia (other than for the conveyance of easements, roads or utilities), the owner of the portion of the Property covered by such Plan of Development, or its successors and assigns, shall record a document in the Clerk's Office of the Circuit Court of Henrico County, Virginia, setting forth controls on the quality and type of development of such portion of the Property. The covenants shall provide for high standards of uniform maintenance (consistent with office and commercial "Class A" projects) of individual sites, common areas, open space, landscaping and private streets, and provide for minimum development and operational standards for each site within the Property.

There shall be an architectural control committee to enforce the covenants and govern the development of the Property.

30. **Severance:** The unenforceability, elimination, revision or amendment of any proffer set forth herein, in whole or in part, shall not affect the validity or enforceability of the other proffers or the unaffected part of any such proffer.

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

Sincerely,


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

pc: Viasystems Technologies Corp., LLC/Circo Craft Tech, Inc.
Mr. Ralph L. Axselle, Jr.
Director, Real Estate Assessment
Conditional Zoning Index



PROJECT DATA	
SITE DATA	
136.5 ACRES	
RETAIL	
RETAIL ANCHOR - A	126,842 GSF
RETAIL ANCHOR - B	138,930 GSF
RETAIL ANCHOR - C	99,064 GSF
MAJOR ANCHOR - TOTAL	364,836 GSF
RETAIL - A	18,928 GSF
RETAIL - B	30,541 GSF
RETAIL - C	30,150 GSF
RETAIL - D	49,794 GSF
RETAIL - E	20,122 GSF
RETAIL - F	10,425 GSF
RETAIL - G	30,029 GSF
RETAIL - H	15,552 GSF
RETAIL - I	15,104 GSF
RETAIL - J	18,357 GSF
RETAIL - K	30,109 GSF
RETAIL - U	54,776 GSF
JUNIOR ANCHOR - TOTAL	323,887 GSF
RETAIL SHOPS - A	57,565 GSF
RETAIL SHOPS - B	19,875 GSF
RETAIL SHOPS - C	20,000 GSF
RETAIL SHOPS - D	54,919 GSF
(HOTEL - A)	
LIFESTYLE CENTER - TOTAL	152,359 GSF
OUTPARCELS #1-12	74,673 GSF
TOTAL RETAIL	915,755± GSF
PARKING	
RETAIL PARKING (5.94/1,000)	3,933 SPACES
OUTPARCEL PARKING (13.4/1,000)	1,062 SPACES
TOTAL PARKING	4,995 SPACES
RETAIL RATIO REQUIRED	5/1,000 SQ. FT. = 4,205
OUTPARCEL RATIO REQ'D	10/1,000 SQ. FT. = 747

C-29C-06

EXHIBIT A

SITE PLAN 060706



C-29C-06

EXHIBIT B.1
LIFESTYLE CENTER - SHOPS A

THE SHOPS AT WHITE OAK VILLAGE
INTERSTATE 64 & LABURNAM AVENUE
MAY 30, 2006
HENRICO COUNTY, VIRGINIA

FORESTCITY
COMMERCIAL GROUP
BOWEN
RICHARD L. BOWEN & ASSOCIATES, INC.
RLBA #6435



WEST ELEVATION



NORTH ELEVATION



EAST ELEVATION

BEARING HEIGHT
ELEV. 18'-0"

FIRST FLOOR
ELEV. 0'-0"

C-29C-06

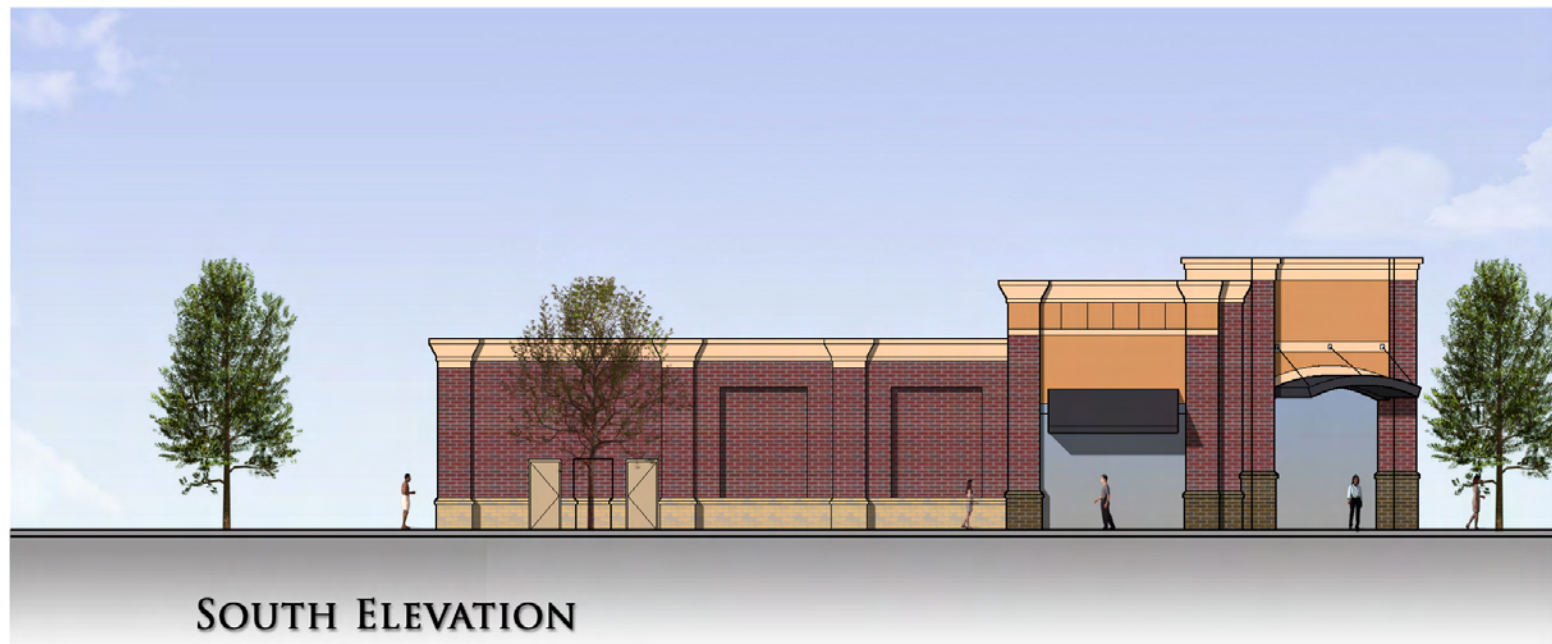
EXHIBIT B.2
LIFESTYLE CENTER - SHOPS A

THE SHOPS AT WHITE OAK VILLAGE
INTERSTATE 64 & LABURNAM AVENUE

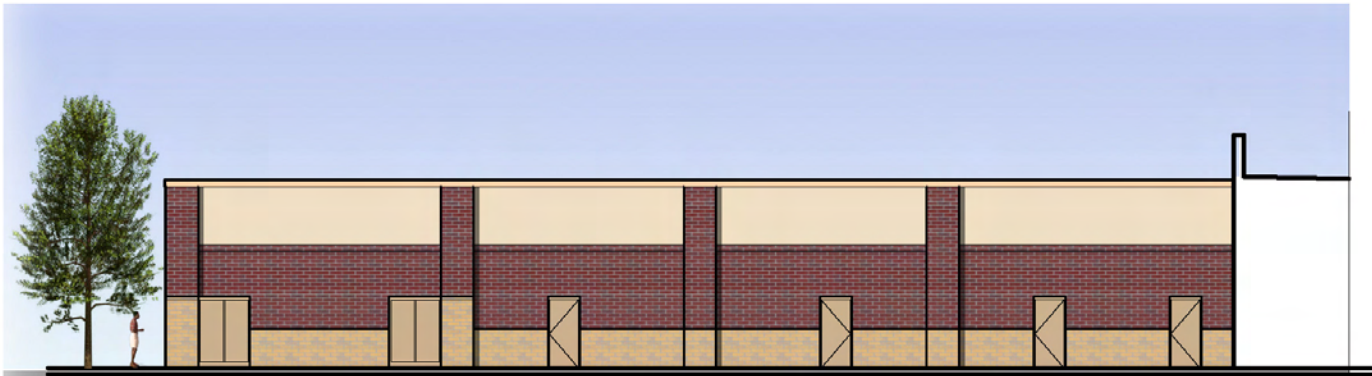
MAY 30, 2006
HENRICO COUNTY, VIRGINIA

FORESTCITY
COMMERCIAL GROUP

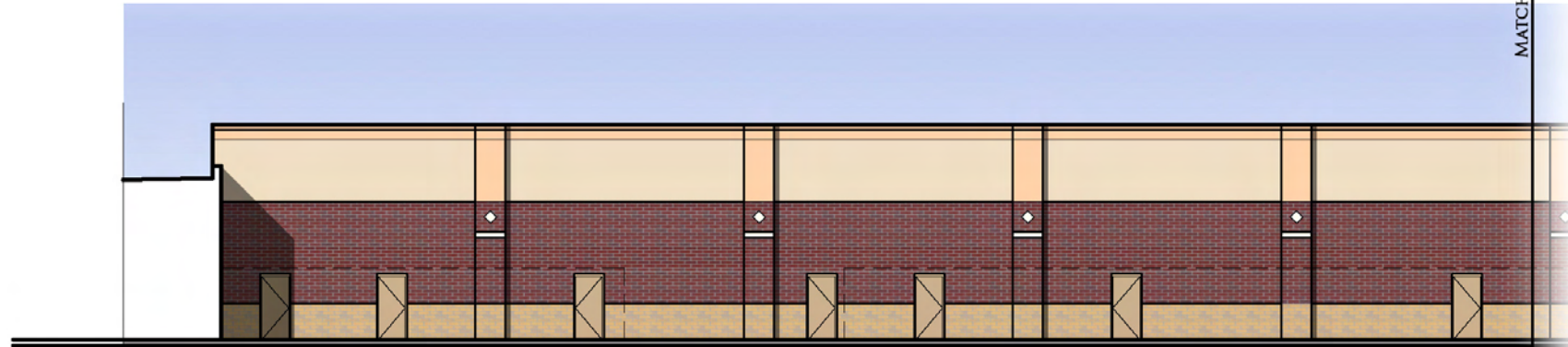
BOWEN
RICHARD L. BOWEN & ASSOCIATES, INC.
RLBA #6435



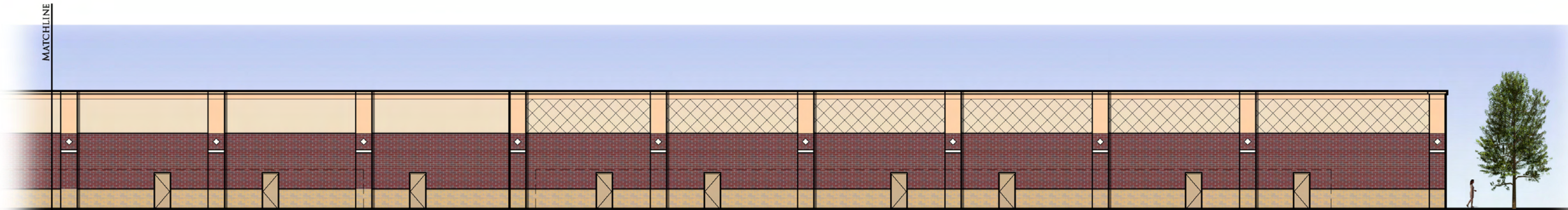
C-29C-06



WEST REAR ELEVATION



NORTH REAR ELEVATION



NORTH REAR ELEVATION

C-29C-06

EXHIBIT D
LIFESTYLE CENTER - SHOPS A

THE SHOPS AT WHITE OAK VILLAGE
INTERSTATE 64 & LABURNAM AVENUE

MAY 30, 2006
HENRICO COUNTY, VIRGINIA

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RICHARD L. BOWEN & ASSOCIATES, INC.
RLBA #6435



C-29C-06

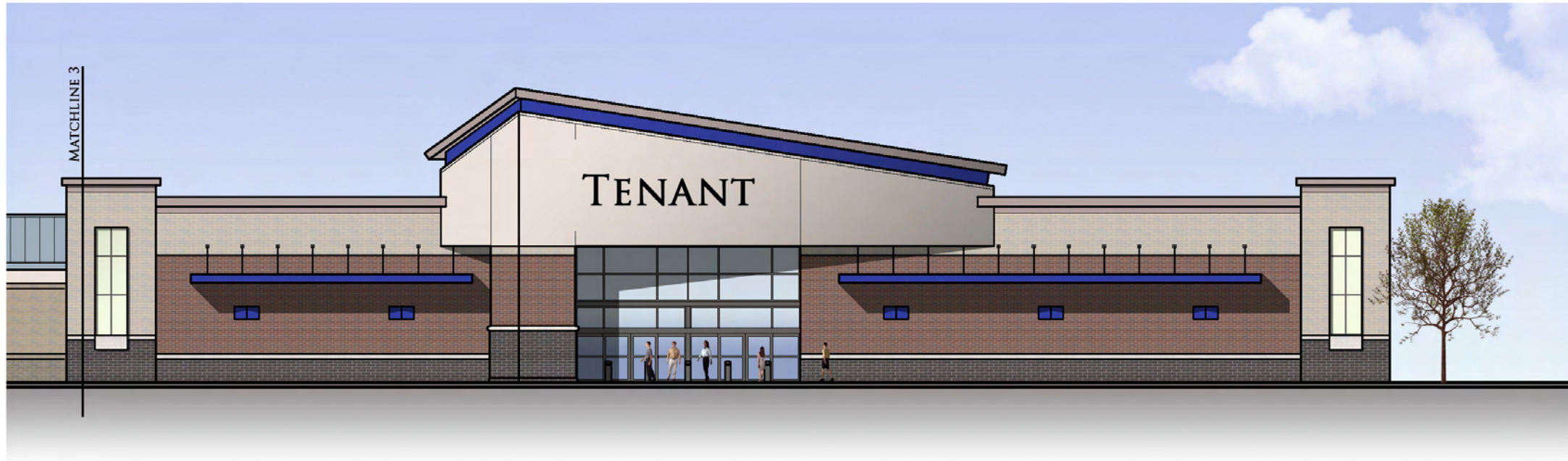
EXHIBIT E.1
JUNIOR ANCHORS

THE SHOPS AT WHITE OAK VILLAGE
INTERSTATE 64 & LABURNAM AVENUE

MAY 30, 2006
HENRICO COUNTY, VIRGINIA

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RICHARD L. BOWEN & ASSOCIATES, INC.
RLBA #6435



C-29C-06

EXHIBIT E.2
JUNIOR ANCHORS

THE SHOPS AT WHITE OAK VILLAGE

INTERSTATE 64 & LABURNAM AVENUE

MAY 30, 2006

HENRICO COUNTY, VIRGINIA

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RLBA #6435