



COMMONWEALTH OF VIRGINIA
COUNTY OF HENRICO

Virgil R. Hazelett, P.E.
County Manager

March 20, 2007

Reynolds Holdings, LLC
6603 West Broad Street
Richmond, VA 23230

Re: Conditional Rezoning Case C-13C-07

Dear Sirs:

The Board of Supervisors at its meeting on March 13, 2007, granted your request to amend proffered conditions accepted with Rezoning Case C-22C-04, on Parcels 767-744-9052, 767-744-6325, 765-744-6557, 766-745-8230, 767-745-5402, and 764-744-9723, described as follows:

Parcel to be rezoned to B-2 Conditional (Parcel 1)

Beginning at a point of curvature on the westerly sideline of West Broad Street at its intersection with the southerly sideline of Forest Avenue and being the southeasterly corner of the parcel hereinafter described; thence northwesterly and curving to the left along the arc of a curve having a radius of 25.00' a length of 34.98' to a point; thence S 89°21'13" W a distance of 572.90' along the southerly sideline of Forest Avenue and by land now or formerly of Richmond Quadrangel, LLS to a point; thence N 00°50'08" W a distance of 458.45' crossing Forest Avenue and by land of Reynolds Office Property, LLC to a point; thence S 89°09'52" W a distance of 44.72' to a point; thence N 00°50'08" W a distance of 210.00' to a point; thence S 89°09'52" W a distance of 467.80' to a point; thence N 00°38'23" W a distance of 189.38' to a point; thence S 89°21'37" W a distance of 398.66' to a point; thence S 15°37'14" W a distance of 104.17' to a point; thence S 38°35'34" W a distance of 134.39' to a point; thence S 76°55'45" W a distance of 90.00' to a point; thence S 89°21'37" W a distance of 100.00', the previous nine (9) courses by land now or formerly of Reynolds Office Property, LLC to a point; thence N 00°38'23" W a distance of 660.93' by lot 5A to a point; thence N 69°36'47" E a distance of 98.13' to a point; thence N 88°12'55" E a distance of 274.79' to a point; thence S 81°50'25" E a distance of 599.83' to a point; thence S 68°15'37" E a distance of 418.80' to a point; thence S 36°43'09" E a distance of 425.84' to a point; thence S 24°36'19" E a distance of 221.87' to a point; thence S 20°26'11" E a distance of 164.30', the previous six (6) courses by the sideline of I-64 to a point on the westerly sideline of West Broad Street; thence S

10°28'43" E a distance of 406.10' by the sideline of West Broad Street to the point of beginning, containing 26.251 acres and comprised of Lots 5B, 5C and 2D and a portion of 2E as shown on the plat entitled "Alta/ACSM Land Title Survey, Reynolds Development Property, Henrico County, Virginia" dated November 11, 2002 by Vanasse Hangen Brustlin, Inc.

Legal Description – Parcel to be rezoned to B-2 Conditional (Parcel 2)

Beginning at a point on the southeasterly sideline of Glenside Drive at a point 361.18' from the intersection of the northeasterly sideline of Forest Avenue and being the northwesterly corner of the parcel hereinafter described; thence N 50°32'19" E a distance of 183.33' by the sideline of Glenside Drive to a point on the sideline of Interstate 64; thence S 39°27'20" E a distance of 27.27' to a point; thence N 54°56'46" E a distance of 100.25' to a point; thence N 54°44'02" E a distance of 400.93' to a point; thence N 69°36'47" E a distance of 576.83' the previous four (4) courses by the sideline of I-64 to a point; thence S 00°38'23" E a distance of 1253.67' by land now or formerly of Reynolds Office Property, LLC, Lots 5A, 5B and 2E to a point; thence S 89°21'13" W a distance of 848.32' to a point; thence northwesterly and curving to the right along the arc of a curve having a radius of 381.97' a length of 341.22' to a point; thence N 39°27'47" W a distance of 38.36' to a point; thence N 52°21'37" E a distance of 349.48' to a point; thence N 37°38'23" W a distance of 373.14', the previous five (5) courses over Lot 5A to the point of beginning, containing 24.475 acres and comprised of a portion of Lot 5A as shown on the plat entitled "Alta/ACSM Land Title Survey, Reynolds Development Property, Henrico County, Virginia" dated November 11, 2002 by Vanasse Hangen Brustlin, Inc.

Legal Description – Parcel to be rezoned to B-3 Conditional

Beginning at a point on the southeasterly sideline of Glenside Drive at its intersection with the centerline of Forest Avenue and being the northwesterly corner of the parcel hereinafter described; thence N 50°32'19" E a distance of 361.18' by the sideline of Glenside Drive to a point; thence S 37°38'23" E a distance of 373.14' to a point; thence S 52°21'37" W a distance of 349.48' to a point; thence N 39°27'47" W a distance of 361.85', the previous three (3) courses over Lot 5A to the point of beginning, containing 2.997 acres and comprised of a portion of Lot 5A as shown on the plat entitled "Alta/ACSM Land Title Survey, Reynolds Development Property, Henrico County, Virginia" dated November 11, 2002 by Vanasse Hangen Brustlin, Inc.

Legal Description – Parcel to be rezoned O-3 Conditional

Beginning at a point on the southeasterly sideline of Glenside Drive 329.29' southwesterly from its intersection with the southwesterly sideline of Forest Avenue and being the northwesterly corner of the parcel hereinafter described; thence S 39°27'47" E a distance of 318.15' to a point; thence N 82°39'15" E a distance of 154.36' to a point; thence N 50°32'13" E a distance of 273.55' to a point; thence southeasterly and curving to the left along the arc of a curve having a radius of 381.97' a length of 341.22' to a point; thence N 89°21'13" E a distance of 848.32', the previous five (5) courses over Lot 5A to a point;

thence N 00°38'23" W a distance of 222.73' by Lot 5A to a point; thence N 89°15'54" E a distance of 315.33' to a point; thence S 00°38'23" E a distance of 183.22' to a point; thence N 89°21'13" E a distance of 899.92', the previous three (3) courses by Lot 5A and land now or formerly of Reynolds Office Property, LLC to a point; thence S 00°50'08" E a distance of 80.00' over Lot 2A to a point; thence S 89°21'13" W a distance of 462.93' to a point; thence S 11°38'21" W a distance of 286.14' to a point; thence S 61°14'35" W a distance of 25.63' the previous three (3) courses by land now or formerly of Richmond Quadrangle, LLC to a point; thence N 00°38'23" W a distance of 125.50' to a point; thence N 41°25'13" W a distance of 167.80' to a point; thence S 82°37'45" W a distance of 445.35' the previous three (3) courses by land now or formerly Crestwood Elementary School to a point; thence northwesterly and curving to the left along the arc of a curve having a radius of 550.00' a length of 60.67' by the sideline of Charles Street to a point; thence S 82°39'14" W a distance of 1,950.96' to a point; thence N 13°22'50" E a distance of 516.91' the previous two (2) courses by the Crestview Subdivision to the point of beginning, containing 13.707 acres and comprised of a portion of Lots 5A and 2E as shown on the plat entitled "Alta/ACSM Land Title Survey, Reynolds Development Property, Henrico County, Virginia" dated November 11, 2002 by Vanasse Hangen Brustlin, Inc.

Legal Description – Parcel to be rezoned to B-2 Conditional (Parcel 3)

Beginning at a point on the southeast sideline of Glenside Drive at its intersection with the centerline of Forest Avenue and being the northeasterly corner of the parcel hereinafter described; thence S 39°27'47" E a distance of 400.21' to a point; thence S 50°32'13" W a distance of 273.55' to a point; thence S 82°46'49" W a distance of 154.58' to a point; thence N 39°27'47" W a distance of 318.15' the previous three (3) courses over Lot 5A to a point; thence N 50°32'19" E a distance of 404.29' by the sideline of Glenside Drive, to the point of beginning, containing 3.591 acres and comprised of a portion of Lot 5A as shown on the plat entitled "Alta/ACSM Land Title Survey, Reynolds Development Property, Henrico County, Virginia" dated November 11, 2002 by Vanasse Hangen Brustlin, Inc.

The Board of Supervisors accepted the following proffered conditions, dated March 12, 2007, which further regulate the above described property in addition to all applicable provisions of Chapter 24, Code of Henrico (Zoning Ordinance):

1. **Buffers:**

- a. **West Broad Street and Glenside Drive.** A landscaped and/or natural buffer area (which may include berms) a minimum of fifty (50) feet in width shall be provided and maintained on the Property along the right of way lines of West Broad Street and Glenside Drive (as such right of way lines shall be determined at the time of the Plan of Development for the affected portion of the Property). Roads, sidewalks, trails, utility easements, and fences/walls

adjacent to any roads, signage and any other uses, which are specifically requested and approved at the time of Plan of Development, shall be permitted within such buffer; provided, any such road or utility easements (other than existing) shall be extended generally perpendicular to West Broad Street and Glenside Drive unless otherwise requested by the Owner and specifically permitted at the time of Plan of Development.

- b. Interstate 64. A landscaped and/or natural buffer area (which may include berms) a minimum of twenty-five (25) feet in width shall be provided along the Interstate 64 right of way.
 - c. Forest Avenue. A landscaped and/or natural area a minimum of twenty (20) feet in width shall be provided and maintained along both sides of Forest Avenue, as measured from the back of the curb, except for necessary entrance drives, sidewalks, trail, signs and utility easements. A landscape plan shall be provided at the time of Plan of Development which includes existing natural vegetation and a mixture of evergreen and deciduous trees, shrubs and other vegetation in a manner to create a coordinated streetscape along Forest Avenue and contribute, where necessary, to the view mitigation referenced in Proffer 28 where such mitigation might not otherwise be able to be accomplished within the buffer area referenced in Proffer 28.
 - d. Maintenance. Any existing dead, diseased or fallen trees and vegetation shall be removed as necessary.
 - e. Irrigation. Significant areas of newly installed landscaping in the buffers provided along Forest Avenue, Glenside Drive and West Broad Street shall be served by an underground irrigation system installed at the time the adjacent property is developed.
 - f. Best Management Practice Facilities. Best Management Practice facilities shall be located outside the buffer areas (with the exception of landscaped berms which are a part of a BMP), unless designed as an amenity or water feature and specifically requested and approved at the time of Plan of Development.
2. Access. No vehicular or pedestrian access shall be permitted to Harvard Road, Cornell Avenue, Duquesne Avenue and Charles Street. The foregoing is intended to preclude the Owner from opening a connection to such streets rather than imposing an obligation on Owner to police potential trespassing.
3. No Direct Vehicular Access to Outparcels. There shall be no direct vehicular access to and from any outparcels and West Broad Street and Glenside Drive.

4. **Sidewalk.** A sidewalk shall be provided along the north side of Forest Avenue.
5. **Site Coverage Ratio.** No more than seventy percent (70%) of the Property in the aggregate may be covered by buildings, parking areas and driveways, excluding Forest Avenue.
6. **Trash Receptacles/Recycling Activities.** Dumpsters, trash receptacles, not including convenience cans, and recycling receptacles shall be screened from public view at ground level at the Property lines as approved at the time of Plan of Development. Convenience cans shall be within or part of a decorative container.
7. **Mechanical Equipment.** Mechanical equipment shall be screened from public view at ground level at the Property lines adjacent to Glenside Drive and West Broad Street, the Philip Morris property, Charles Glen, Crestview and Fort Hill subdivisions as approved at the time of Plan of Development. Mechanical equipment shall also be screened to the extent practical from views from the Philip Morris building as determined at the time of Plan of Development.
8. **Underground Utilities.** All utility lines on the Property shall be underground, except for junction boxes, meters, existing and/or relocated existing overhead utility lines and lines in wetland areas.
9. **Parking Lot Lighting.** Parking lot lighting standards within the Property shall not exceed twenty-five (25) feet in height as measured from the grade of the lighting standard, except as otherwise permitted at the time of Plan of Development. Parking lot lighting standards shall not exceed twenty (20) feet in height within two hundred (200) feet of Charles Glen, Crestview and Fort Hill Subdivisions. Parking lot lighting on the Property shall be produced from concealed lighting sources, be directed to minimize glare on public roads and adjacent properties, have a criteria designed to not produce light in excess of one-half footcandle at the Property line adjacent to Charles Glen, Crestview and Fort Hill subdivisions, and, except for the B-3C Parcel, reduced to a security level at 11:00 p.m., unless otherwise permitted at the time of Plan of Development.
10. **Conceptual Master Plan.** The Property shall be developed with the general type of uses, roads, driveways and buffers generally in the areas shown on the "Conceptual Master Plan", prepared by Vanasse Hangen Brustlin, Inc., dated October 1, 2004, last revised November 8, 2004, marked as EXHIBIT A (see case file) and submitted with this case, which is conceptual in nature and may vary in detail, unless otherwise requested and specifically approved at the time of Plan of Development.

11. **Loading Docks.** Loading docks shall be screened from public view at ground level at the Property lines adjacent to Glenside Drive and West Broad Street, the Philip Morris property and Charles Glen, Crestview and Fort Hill Subdivisions as approved at the time of Plan of Development. Loading docks for any building developed on the northwest corner of Forest Avenue and West Broad Street shall not be located on the Forest Avenue side of the building.

12. **Architectural Treatment.** Except as may be specifically modified herein, the exposed portions of the exterior wall surfaces (front, rear and sides) of any building constructed on the Property, including those on outparcels, shall be similar in quality of construction and shall have compatible architectural treatment (incorporating compatible, but not necessarily the same, design elements, style, materials and color). All buildings dedicated to a particular use (hotel, office or retail) shall have some common architectural features or elements with other buildings dedicated to the same use. Roof design or other architectural features (for example, gable elements, offset roof planes, varied parapet heights, varying cornice profiles and accent elements) shall be implemented to offer variations in the appearance of all retail buildings.

All buildings constructed on the Property shall have exposed exterior walls (above finished grade) constructed primarily of brick, glass, cast stone panels and shapes, split-face masonry units, and composite aluminum panels and may have varying amounts of natural 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 utilized as accent materials, unless different architectural treatment and/or materials are requested by the Owner and specifically approved at the time of Plan of Development. No building shall be covered with or have exposed to view any painted or unfinished smooth concrete block, corrugated aluminum, iron and/or steel or other materials, unless otherwise requested by the Owner and specifically approved at the time of Plan of Development.

13. **Protective Covenants.** Prior to or concurrent with the conveyance of any part of the Property (excluding any conveyances to related entities) covered by a Plan of Development (other than for the conveyance of easements, roads or utilities), the seller of the portion of the Property conveyed, or its successors and assigns, shall record a document in the Clerk's Office of the Circuit Court of Henrico County, setting forth controls on the development and maintenance of such portion of the Property.
14. **No Outside Sale of Merchandise.** There shall be no outside sale of merchandise by third-party vendors on the Property, except by civic or charitable organizations.

15. **Traffic Impact Study.** EXHIBIT B (see C-22C-04 case file) is hereby deleted.
16. **Road Improvements.** The road improvements for Development Areas A and B are described on EXHIBITS C-1, and C-2 (see C-22C-04 case file) titled "Conceptual Glenside Road Improvement Plans" and on EXHIBIT D (see C-22C-04 case file) titled "Conceptual West Broad Street Road Improvement Plan", both dated January 21, 2005, and prepared by Vanasse Hangen Brustlin, Inc.
 - a. **Development Area A.** If approved by the necessary local, state and federal agencies, the road and intersection improvements to Forest Avenue and Glenside Drive identified below shall be substantially completed prior to the issuance of any final certificate of occupancy for any building developed within Development Area A, shown on the Conceptual Master Plan (see case file), unless alternate road improvements are specifically requested by the owner and approved at the time of Plan of Development.
 1. To accommodate a buildout of Development Area A consisting of 60,000 square feet of retail land use, a 15,000 square-foot pharmacy, a 5,600 square-foot convenience store with gas (up to 16 gas pumps), a 1,800 s.f. coffee shop, and a 4,000 square-foot high turnover restaurant, or other combinations of permitted land uses resulting in equal or lesser trip generation consistent with the methodology presented in the traffic impact study as confirmed by the Director of Public Works, the following road improvements shown on EXHIBIT C-1 and EXHIBIT D (see C-22C-04 case file) shall be provided unless alternate road improvements are specifically requested by the owner and approved at the time of Plan of Development:
 - a. the widening of the westbound Forest Avenue approach to Glenside Drive to provide one left-turn bay with 200 feet of storage length, a full exclusive left-turn lane, one full through lane and one right-turn lane shown as Improvement #C-1;
 - b. the construction of an exclusive channelized right-turn lane from northbound Glenside Drive onto eastbound Forest Avenue within the site frontage shown as Improvement #C-2;
 - c. the modification of the existing traffic signal for Glenside Drive at Forest Avenue to accommodate the widened westbound Glenside Drive approach, and the addition of an exclusive right-turn lane on northbound Glenside Drive;

- d. the widening of the I-64 eastbound off-ramp to Glenside Drive to provide an exclusive right-turn lane with approximately 400 feet storage shown as Improvement #C-3; and
 - e. the widening of the eastbound Forest Avenue approach to West Broad Street to provide one exclusive left-turn lane, one shared left/through lane, and one exclusive right-turn lane. The right-turn lane shall be designed to provide approximately 300 feet of storage shown as Improvement #D-1.
2. To accommodate a buildout of Development Area A consisting of 171,800 square feet of retail land use, a 15,000 square-foot pharmacy, a 5,600 square-foot convenience store with gas (up to 16 gas pumps), a 1,800 s.f. coffee shop, 5,200 square-feet of quality restaurant use, 4,000 square-feet of high turnover restaurant use, and 40,000 square-feet of office land use, or other combinations of permitted land uses resulting in equal or lesser trip generation consistent with the methodology presented in the traffic impact study as confirmed by the Director of Public Works, the following road improvements in addition to those described in Item 16.a.1 shall be provided as shown on EXHIBIT C-2, (see C-22C-04 case file) unless alternate road improvements are specifically requested by the owner and approved at the time of Plan of Development:
- a. the widening of Glenside Drive to provide one additional left-turn lane on both the northbound and southbound Glenside Drive approaches to Forest Avenue shown as Improvements #C-4 and C-5. This improvement will require the widening of Glenside Drive to accommodate the dual southbound left turn lanes, as well as a significant modification of the traffic signal at Glenside Drive and Forest Avenue.
 - b. Development Area B. If approved by the necessary local, state and federal agencies, the road and intersection improvements to Forest Avenue and West Broad Street identified below shall be substantially completed prior to the issuance of any final certificate of occupancy for any building developed within Development Area B, shown on the Conceptual Master Plan (see case file), unless alternate road improvements are specifically requested by the owner and approved at the time of Plan of Development.
1. To accommodate a buildout of Development Area B consisting of a 200-room full service hotel, or other combinations of permitted land uses resulting in equal or lesser trip generation consistent with the methodology presented in the traffic impact study as confirmed by the

Director of Public Works, the following road improvements shown on EXHIBIT D (see C-22C-04 case file) shall be provided, unless alternate road improvements are specifically requested by the owner and approved at the time of Plan of Development:

- a. the widening of the eastbound Forest Avenue approach to West Broad Street to provide one exclusive left-turn lane, one shared left/through lane, and one exclusive right-turn lane. The right-turn lane shall be designed to provide approximately 300 feet of shown storage as Improvement #D-1;
 - b. the construction of an exclusive channelized right-turn lane from southbound West Broad Street onto westbound Forest Avenue. This turn lane shall provide 200 feet of storage and 200 feet of taper shown as Improvement #D-2; and
 - c. the modification of the existing traffic signals on West Broad Street at Forest Avenue and Dickens Road to accommodate the above improvements.
2. To accommodate permitted land uses within Development Area B in excess of 200-room full service hotel, the following road improvements in addition to those described in Item 16.b. 1 shall be provided as shown on EXHIBIT D, (see C-22C-04 case file) unless alternate road improvements are specifically requested by the owner and approved at the time of Plan of Development:
- a. the widening of West Broad Street to provide one additional left-turn lane on both the northbound and southbound West Broad Street approaches to Forest Avenue. The additional left-turn lanes shall provide an additional 200 feet of storage and 200 feet of taper shown as Improvement #D-3;
 - b. the dedication of additional right-of-way to widen West Broad Street for dual left-turn lanes shown as Improvement #D-3;
 - c. the modification of the existing traffic signals on West Broad Street at Forest Avenue and Dickens Road;
 - d. the widening of the I-64 eastbound off-ramp to southbound West Broad Street to provide an additional travel lane of 400 feet in length and a 300 foot-long taper shown as Improvement #D-4;

- e. the construction of an overhead sign over the I-64 eastbound off-ramp to delineate lane usage for motorists as shown as Improvement #D-5; and
 - f. re-stripe the collector distributor road on eastbound I-64 between *Glenside Drive and West Broad Street* to include two lanes between the gore points of the on-ramp from northbound Glenside Drive and the off-ramp to eastbound West Broad Street.
- 17. **Public Address System.** No outside public address, loudspeaker, paging or speaker system audible beyond the boundary lines of the Property shall be permitted. Music associated with outdoor dining shall be permitted provided that it is not audible beyond the boundary lines of the Property adjacent to Charles Glen, Crestview and Fort Hill Subdivisions and the Philip Morris property.
- 18. **Hours of Construction.** Except as set forth below and in all events subject to applicable sections of the Henrico County Code regarding noise, the hours of exterior construction, including operation of bulldozers and other earthmoving equipment, shall only be between 7:00 a.m. and 7:00 p.m., Monday through Saturday, except in emergencies or where unusual circumstances require extending the specific hours in order to complete work such as concrete pours or utility connections that cannot be interrupted, unless otherwise requested and specifically approved at the time of Plan of Development. With regard to that portion of the Property subject to POD-13-07, there shall be no limits on the hours of exterior construction except that activities such as the operation of diesel engine construction equipment, pile driving, jack hammering, or such other noise-producing exterior construction activities that would, in the reasonable opinion of the Director of Planning, disturb the quiet enjoyment of residents in the Charles Glen Subdivision and/or Fort Hill Subdivision, shall be limited to the hours between 6:00 a.m. and 8:00 p.m., Monday through Saturday, except in emergencies or where unusual circumstances require extending the specific hours in order to complete work such as concrete pours or utility connections that cannot be interrupted. Any outdoor construction-related lighting shall be directed away from the Charles Glen Subdivision and/or Fort Hill Subdivision so as to minimize glare on such subdivisions. Construction workers shall not be permitted to live on the Property.
- 19. **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.
- 20. **Limitation on Retail.** No one retail user shall exceed 90,000 square feet in size on the Property, excluding a hotel.

21. **Signage.** Any detached signs shall be ground mounted monumental-type signs and shall not exceed fifteen (15) feet in height above grade.
22. **Lighting Along Forest Avenue.** There shall be no additional street lights along Forest Avenue unless otherwise approved by the County at the time of landscape and lighting plan review.
23. **Fencing.** No new chain link fencing shall be permitted on the Property unless specifically requested and approved at the time of Plan of Development review. Any chain link fencing on the Property approved at the time of Plan of Development that is visible to the public shall not be galvanized and shall be dark green or black in color.
24. **Notification Plan of Development.** The last known president of the Charles Glen Subdivision Homeowners Association shall be mailed notices by the owner/developer of all Plan of Development submissions to Henrico County. Prior to Plan of Development approval, the owner/developer shall provide the Planning Department with evidence of such mailing. Such association notification shall occur no later than thirty (30) days prior to approval or disapproval of the plan.

APPLICABLE TO O-3C

25. **Building Height.** No part of a building within two hundred (200) feet of the northern property lines of the Charles Glen and Crestview subdivisions may exceed thirty-two (32) feet in height to the top of any parapet wall as measured from a horizontal plane which shall equal the average ground elevation at the northern property lines of the Charles Glen and Crestview subdivisions immediately adjacent to such building.
26. **No Widening of Forest Avenue.** The southern curb line of Forest Avenue shall not be widened from Charles Street west a minimum distance of eight hundred (800) feet.
27. **Setbacks.** Any building(s) constructed on the O-3C property shall be setback a minimum of seventy-five (75) feet from the Charles Glen, Crestview and Fort Hill Subdivisions.
28. **Buffer/Landscaping/Fencing.** A landscaped and/or natural buffer area (which may include berms) a minimum of fifty (50) feet in width shall be provided and maintained on the O-3C property adjacent to the Crestview/Fort Hill/Charles Glen Subdivisions and the Philip Morris property. Where the boundary of the Property is within fifty (50) feet of Forest Avenue, the buffer area shall be reduced to the width of the area between Forest Avenue and the boundary. Roads, sidewalks, trails, utility easements, fences/walls, signage and any other uses, which are specifically requested and approved at the time of Plan of Development, shall be

permitted within such buffer, provided any such road or utility easements shall be extended generally perpendicular to such buffer, unless otherwise currently existing or requested by the Owner and specifically permitted at the time of Plan of Development. This buffer shall be designed with a cohesive landscape planting plan as approved by the Planning Commission at the time of Landscape Plan review and shall include supplemental landscaping to mitigate the view from the first floor of residences in the Crestview/ Fort Hill/ Charles Glen Subdivisions that are adjacent to the property line. Any dead, diseased or fallen trees and vegetation shall be replaced. In addition to the aforesaid buffer, an eight (8) foot high concrete precast privacy fence being of brick design and generally colonial red in color shall be provided along the property line adjacent to the Charles Glen, Crestview and Fort Hill Subdivisions as shown on the Conceptual Master Plan (see case file). Subject to any necessary approvals, the ground under the aforesaid fence along the first three lots to the west of Charles Street shall be built up to raise the elevation of the fence, unless alternate mitigation measures are requested by the Owner and approved at the time of Plan of Development. EXHIBIT E (see C-22C-04 case file) is hereby deleted. The foregoing buffer shall be installed with the initial development on the O-3C Parcel, the B-2C Parcel 3, the B-2C Parcel 2, or the B-3C Parcel, subject to limitations caused by weather. The foregoing fence shall be installed prior to any development on the O-3C Parcel, B-2C Parcel 2, the B-3C Parcel or B-2C Parcel 3.

29. **Lighting.** Any parking lot lighting located within one hundred fifty (150) feet of the Charles Glen, Crestview and Fort Hill Subdivisions shall be reduced to security level following the close of business each day, but in no case later than 11:00 p.m.
30. **Trash Removal; Parking Lot Cleaning; Deliveries; Leaf Blowing/Lawn Maintenance.** Trash pickup, parking lot cleaning (excluding snow removal), and leaf blowing/lawn maintenance within two hundred (200) feet of the Charles Glen, Crestview and Fort Hill Subdivisions shall be limited to the hours of 7:00 a.m. to 8:00 p.m. Monday through Saturday and 9:00 a.m. to 5:00 p.m. on Sunday. There shall be no trash pickup, however, on Sundays within such area.
31. **Use Prohibition.** Sanitoriums, charitable institutions for human care, funeral homes and undertaking establishments shall be prohibited on the O-3C Parcel.

APPLICABLE TO B-3C PARCEL

32. **Use Restrictions.** Uses on the B-3C Parcel shall be limited to B-2 permitted uses as further restricted in Proffer 34, other than with regard to convenience stores and the sale of gasoline which shall be permitted on the B-3C Parcel.
33. **Elevations.** EXHIBIT F (see C-22C-04 case file) is hereby deleted.

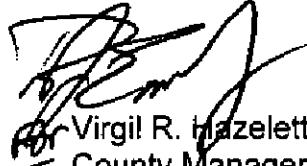
APPLICABLE TO B-2C PROPERTY

34. **Use Restrictions.** The following uses shall not be permitted as principal uses on the B-2C Property:
- a. flea markets and antique auctions;
 - b. adult businesses as defined in the Zoning Ordinance;
 - c. gun shop, sales and repairs, except that such gun sales and repairs shall be permitted in a store that principally sells sporting goods;
 - d. off-track betting parlors;
 - e. on-site recycling collection facility, except permitting recycling activities by offices and businesses located on the Property;
 - f. fortuneteller, palmist, astrologist, numerologist, clairvoyant, craniologist, phrenologist, card readers, spiritual reader or similar activity;
 - g. shell houses or display houses;
 - h. billboards;
 - i. massage parlors;
 - j. lodge and fraternal organization;
 - k. billiard parlors as a primary use;
 - l. skating rinks (ice skating and roller skating);
 - m. theaters;
 - n. laundromats;
 - o. 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. 6.1-444 et seq. of the Code of Virginia (the foregoing shall not preclude banks, savings and loans or similar financial institutions that are not regulated by the foregoing Virginia Code sections);
 - p. changeable message signs;
 - q. sale of gasoline;
 - r. convenience stores;
 - s. restaurants with drive-thru windows, not to exclude, however, restaurants with dedicated parking spaces for the pick-up of carry-out food nor restaurants whose primary business is the sale of specialty coffees, unless otherwise requested and specifically permitted at the time of Plan of Development;
 - t. car washes;
 - u. funeral homes or undertaking establishments; and
 - v. within B-2C Parcel 1:
 - 1. there shall be no more that two freestanding sitdown, full service restaurants;

2. there shall be no more than one hotel and uses accessory thereto, including attached and/or internal sit-down restaurants, which hotel shall not be located at the immediate northwest corner of West Broad Street and Forest Avenue;
 3. *all other uses shall be as permitted in the O-3 zoning district, except for sanitoriums, charitable institutions for human care, funeral homes and undertaking establishments.*
35. **Size Restriction on B-2C Parcel 2.** There shall be at least three (3) retail users on B-2C Parcel 2 to the extent that retail use is developed thereon. No one user, other than for an office building, shall exceed 90,000 square feet in size.
36. **Elevation.** Development of buildings constructed on B-2C Parcel 2 and B-2C Parcel 3 shall be in general conformance with the architectural style of the elevations entitled "Reynolds Crossing Henrico County, Virginia, attached hereto as EXHIBIT G, (see C-22C-04 case file) which shall be similar in quality and style with the architecture of the Shoppes at Westgate, unless otherwise requested by the Owner and specifically approved at the time of Plan of Development. The foregoing notwithstanding, any drugstore to be developed on B-2C Parcel 3 shall be generally consistent with the architecture and materials as the drugstore located at the northeast corner of Nuckols and Twin Hickory Roads unless otherwise requested and specifically approved at the time of Plan of Development.
37. **Size Restriction on B-2C Parcel 2, the B-3C Parcel and B-2C Parcel 3.** Development on B-2C Parcel 2, the B-3C Parcel and B-2C Parcel 3 shall not exceed 215,000 square feet in the aggregate, exclusive of office space, unless otherwise requested and specifically approved at the time of Plan of Development; provided, however, that the aggregate amount of retail space developed on such parcels shall be reduced from 215,000 square feet by a ratio of one (1) square foot for each eight (8) square feet of office space developed on B-2C Parcel 2 and the B-3C Parcel. (For example, if 800,000 square feet of office space is developed on B-2C Parcel 2 and the B-3C Parcel in the aggregate, then the maximum amount of retail square feet developed shall be reduced by 100,000 square feet to 115,000 square feet instead of the previous cap of 215,000.)

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,



Virgil R. Hazelett, P.E.
County Manager

pc: James W. Theobald, Esquire
Director, Real Estate Assessment
Conditional Zoning Index

- Legend**
- Existing Building
 - Proposed Office Building
 - Proposed Commercial Building
 - Proposed Hotel Building
 - Proposed SWM Facility
 - Existing Traffic Signal
 - Potential Trail
 - Proposed Wall

General Notes

1. SUPPLIES SHALL BE MEASURED FROM HIGH-OF-WAY LINES OR BACK OF CURB LINES DETERMINED AT THE TIMES OF P.D.S. REVIEW.

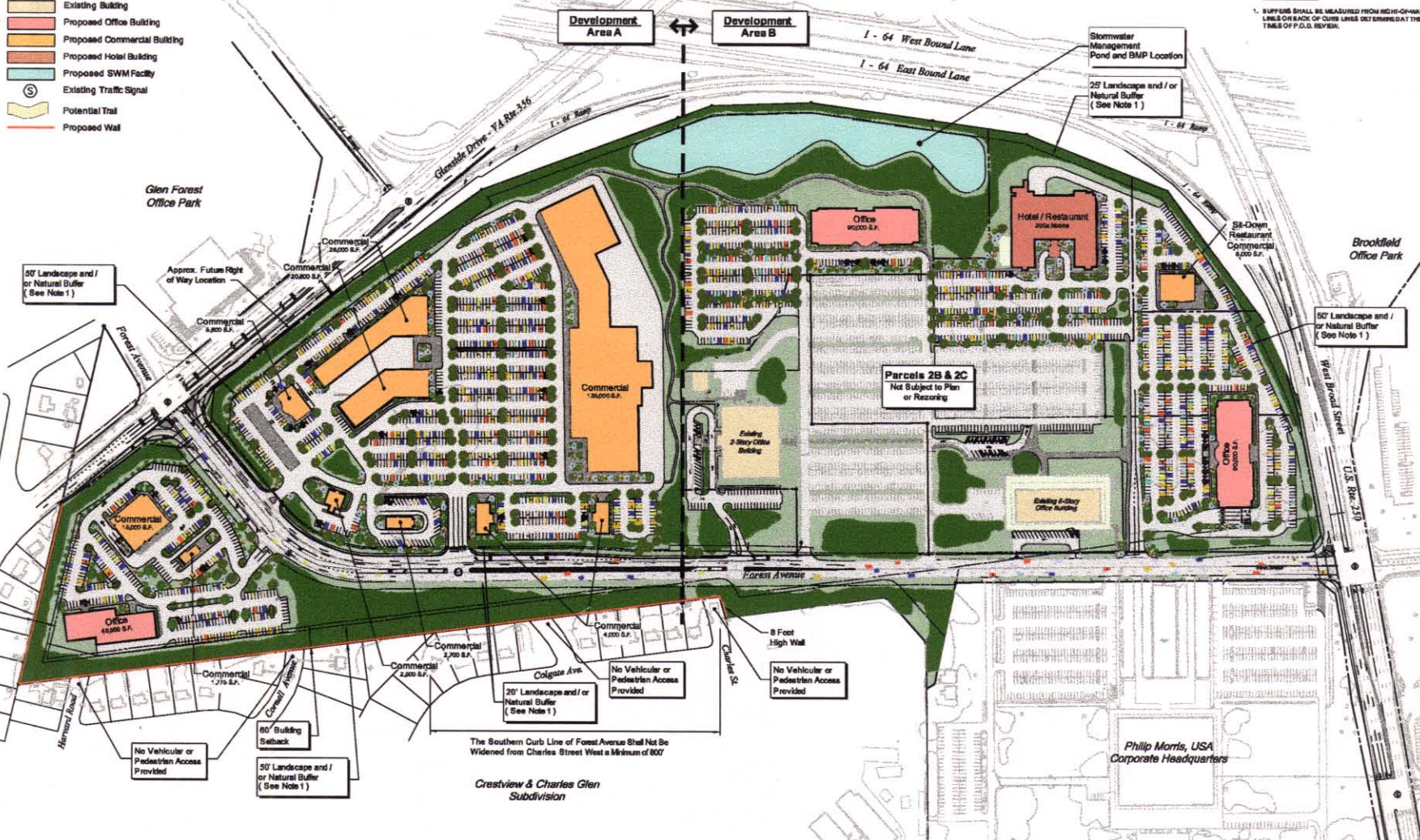


EXHIBIT A

Conceptual Master Plan

C-13C-07

Exhibit A Reynolds Crossing