



COMMONWEALTH OF VIRGINIA
COUNTY OF HENRICO

Virgil R. Hazelett, P.E.
County Manager

January 29, 2008

W2005 WRL Realty, L.L.C.
c/o Brooks Bossle, Archon Group
919 18th Street, NW, Suite 509
Washington, DC 20006

Re: Conditional Rezoning Case C-65C-07

Dear Mr. Bossle:

The Board of Supervisors at its meeting on January 22, 2008, granted your request to amend proffered conditions accepted with Rezoning Case C-57C-06, on Parcel 736-762-2022, described as follows:

Parcel A (B-2C Zoning)

Commencing at the intersection of the southern right of way line of West Broad Street extended and the western right of way line of Lauderdale Drive extended; thence along the said western right of way line of Lauderdale Drive extended S 23°38'55" W for a distance of 185.13 feet to a point said point BEING THE TRUE POINT AND PLACE OF BEGINNING; thence S 23°38'55" W for a distance of 224.75 feet to a point; thence along a tangent curve to the right with a radius of 1237.52 feet, a tangent length of 124.41 feet, a central angle of 11°28'55", the radius of which bears N 66°21'05" W, the chord of which bears S 29°23'22" W for a distance of 247.58 feet; thence along the arc of said curve for a distance of 247.99 feet to a point; thence S 42°26'34" W for a distance of 144.97 feet to a point; thence along a non-tangent curve to the right having a radius of 1227.52 feet, a central angle of 08°10'53", a tangent length of 87.79 feet, the long chord of which bears S 45°56'53" W for a distance of 175.13 feet and an arc length of 175.28 feet to a point; thence S 46°56'25" W for a distance of 56.36 feet to a point; thence leaving said western right of way line of Lauderdale Drive, along a non-tangent curve to the left having a radius

of 1072.19 feet, a central angle of $26^{\circ}31'23''$, a tangent length of 252.69 feet, the long chord of which bears $N 55^{\circ}56'38'' W$ for a distance of 491.91 feet and an arc length of 496.33 feet to a point; thence $N 69^{\circ}12'19'' W$ for a distance of 453.07 feet to a point; thence along a tangent curve to the right with a radius of 1500.00 feet, a tangent length of 99.88 feet, a central angle of $07^{\circ}37'08''$, the radius of which bears $N 20^{\circ}47'41'' E$, the chord of which bears $N 65^{\circ}23'45'' W$ for a distance of 199.31 feet; thence along the arc of said curve for a distance of 199.46 feet to a point; thence $N 61^{\circ}35'12'' W$ for a distance of 415.98 feet to a point; thence $N 69^{\circ}28'00'' E$ for a distance of 1386.72 feet to a point, said point lying on the southern right of way line of West Broad Street; thence along said western right of way line of West Broad Street $S 57^{\circ}46'50'' E$ for a distance of 37.13 feet to a point, thence $S 61^{\circ}33'12'' E$ for a distance of 271.26 feet to a point; thence $S 43^{\circ}09'04'' E$ for a distance of 10.96 feet to a point; thence $S 61^{\circ}55'45'' E$ for a distance of 214.86 feet to a point; thence along a tangent curve to the right with a radius of 200.00 feet, a tangent length of 185.13 feet, a central angle of $85^{\circ}34'41''$, the radius of which bears $S 28^{\circ}04'16'' W$, the chord of which bears $S 19^{\circ}08'24'' E$ for a distance of 271.72 feet; thence along the arc of said curve for a distance of 298.72 feet to a point; said point BEING THE TRUE POINT AND PLACE OF BEGINNING, and containing 26.889 acres of land more or less.

Parcel B (RTHC Zoning)

Commencing at the intersection of the southern right of way line of West Broad Street extended and the western right of way line of Lauderdale Drive extended; thence along the said western right of way line of Lauderdale Drive extended $S 23^{\circ}38'55'' W$ for a distance of 185.13 feet to a point; thence $S 23^{\circ}38'55'' W$ for a distance of 224.75 feet to a point; thence along a tangent curve to the right with a radius of 1237.52 feet, a tangent length of 124.41 feet, a central angle of $11^{\circ}28'55''$, the radius of which bears $N 66^{\circ}21'05'' W$, the chord of which bears $S 29^{\circ}23'22'' W$ for a distance of 247.58 feet; thence along the arc of said curve for a distance of 247.99 feet to a point; thence $S 42^{\circ}26'34'' W$ for a distance of 144.97 feet to a point; thence along a non-tangent curve to the right having a radius of 1227.52 feet, a central angle of $08^{\circ}10'53''$, a tangent length of 87.79 feet, the long chord of which bears $S 45^{\circ}56'53'' W$ for a distance of 175.13 feet and an arc length of 175.28 feet to a point; thence $S 46^{\circ}56'25'' W$ for a distance of 56.36 feet to a point, said point BEING THE TRUE POINT AND PLACE OF BEGINNING; thence continuing along said western right of way line of Lauderdale Drive, $S 46^{\circ}56'25'' W$ for a distance of 47.74 feet to a point; thence along a non-tangent curve to the right having a radius of 1237.52 feet, a central angle of $08^{\circ}15'16''$, a tangent length of 89.30 feet, the long chord of which bears $S 58^{\circ}59'02'' W$ for a distance of 178.13 feet and an arc length of 178.28 feet to a point; thence $S 63^{\circ}06'40'' W$ for a distance of 225.67 feet to a point; thence leaving said western right of way line of Lauderdale Drive $N 61^{\circ}10'00'' W$ for a distance of 1621.78 feet to a point, thence $N 69^{\circ}28'00'' E$ for a distance of 460.61 feet to a point, thence $S 61^{\circ}35'12'' E$ for a distance of 415.98 feet to a point; thence along a tangent

curve to the left with a radius of 1500.00 feet, a tangent length of 99.88 feet, a central angle of 07°37'08", the radius of which bears N 28°24'48" E, the chord of which bears S 65°23'45" E for a distance of 199.31 feet; thence along the arc of said curve for a distance of 199.46 feet to a point; thence S 69°12'19" E for a distance of 453.07 feet to a point; thence along a tangent curve to the right with a radius of 1072.19 feet, a tangent length of 252.69 feet, a central angle of 26°31'23", the radius of which bears S 20°47'41" W, the chord of which bears S 55°56'38" E for a distance of 491.91 feet; thence along the arc of said curve for a distance of 496.33 feet to a point; said point lying on the western right of way line of Lauderdale Drive and BEING THE TRUE POINT AND PLACE OF BEGINNING, and containing 14.177 acres of land more-or less.

The Board of Supervisors accepted the following proffered conditions, dated January 16, 2008, which further regulate the above described property in addition to all applicable provisions of Chapter 24, Code of Henrico (Zoning Ordinance):

1. **Conceptual Master Plan.** Development of the Property shall be in general conformance with the Conceptual Master Plan entitled "The Corner at Short Pump Richmond, Virginia" prepared by Bignell Watkins Hasser Architects P.C. dated November 20, 2007 and attached hereto (the "Master Plan") (see case file), which Master Plan is conceptual in nature and may vary in detail, unless otherwise requested and specifically approved at the time of Plan of Development or subdivision review.
2. **Buffer Areas.** Landscaped and/or natural buffer areas, and/or berms shall be provided along the boundaries of the Property as set forth below and as determined at the time of landscape plan review, except to the extent necessary, or allowed, for entrance drives, turn lanes, sidewalks, utility easements, grading, fencing and signage and other purposes requested and specifically approved, or if required, at the time of Plan of Development or subdivision review:
 - a. fifty (50) feet in width parallel and adjacent to the West Broad Street right-of-way;
 - b. twenty-five (25) feet in width along the western boundary of the Property adjacent to property zoned A-1;
 - c. twenty-five (25) feet in width parallel and adjacent to the Three Chopt Road northern and southern rights-of way. Landscaping shall be provided in the buffer on the northern right-of-way of Three Chopt Road consisting of supplemental plantings as per Thirty-Five (35) Foot Transitional Buffer requirements where facades of retail buildings do not have store front treatments; and
 - d. all landscape plans shall be considered by the Planning Commission.

3. **Sidewalks.** Subject to obtaining all required governmental and/or Wellesley Homeowners' Association ("WHOA") easements, approvals and permits, a pedestrian sidewalk shall, concurrent with the development of any portion of the Property, be installed in accordance with County standards in the County's right-of-way or WHOA common area along the western right-of-way line of Lauderdale Drive to Park Terrace Drive and along the north and south right-of-way lines of Three Chopt Road if requested by the County at the time of Plan of Development or subdivision review.
4. **Pedestrian Accessways and Intersection Crossings.** A pedestrian access system shall be provided connecting the major project areas of the development. Subject to obtaining all required governmental easements, approvals and permits, a four-way pedestrian crossing shall be provided at and within the intersection of Three Chopt Road and Lauderdale Drive with signalization related thereto.
5. **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.
6. **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.
7. **Construction and Dedication of Three Chopt Road Extended.** Commencing with the construction of the first building on the Property, the developer shall dedicate a maximum of an eighty (80) foot right-of-way exclusive of turn lanes (or a 66 (sixty-six) foot right-of-way dedication exclusive of turn lanes to the extent that a Streetscape Buffer deviation consistent with Proffer 2.c. is not granted pursuant to Sec. 24-92.3 of the Henrico County Code) and commence construction of Three Chopt Road Extended from Lauderdale Drive to the western property line. Three Chopt Road Extended shall be constructed within the aforesaid right-of-way as a four (4) lane road and if a deviation is granted as contemplated above, divided (except for turn lanes and median breaks) with a landscaped median. The developer shall be responsible for the maintenance of the landscaping within the median and enter into an agreement satisfactory to the County regarding same. Should the dedicated property not be used for its intended purpose within thirty (30) years of the date of dedication, title to the dedicated property shall revert to the owner or its successors in interest.
8. **Stormwater Facilities.** Any on-site BMPs shall be located underground, unless otherwise requested and specifically approved at the time of Plan of Development or subdivision review.

**APPLICABLE TO B-2C ZONED PROPERTY
(THE "RETAIL PROPERTY")**

9. **Elevations.** Development of the Retail Property shall be in general conformance with the architectural appearance shown on the elevations attached hereto (see case file), unless otherwise requested and specifically approved at the time of Plan of Development.
10. **Exterior Materials.** The exposed portion of each exterior wall surface (front, rear and sides) of any building on the Retail Property (excluding rooftop screening materials for mechanical equipment) shall be similar to the exposed portions of other exterior walls of such building in architectural treatment and materials. Any building shall have exposed exterior walls (above finished grade and exclusive of trim) of brick, E.I.F.S., stone, split face block, cementitious, composite-type siding, or a combination of the foregoing, unless different architectural treatment and/or materials are specifically approved with respect to the exposed portion of any such wall, at the time of Plan of Development. No building shall be covered with or have exposed to view any painted or unfinished concrete block.
11. **Buffer Area.** In addition to the buffers provided above, a fifty (50) foot landscaped and/or natural buffer area, and/or berms, shall be provided parallel and adjacent to the Lauderdale Drive right-of-way as determined at the time of landscape plan review, except to the extent necessary, or allowed, for entrance drives, turn lanes, sidewalks, utility easements, grading, fencing and signage and other purposes requested and specifically approved, or if required, at the time of Plan of Development. Such landscape plan shall be considered by the Planning Commission.
12. **Protective Covenants.** Prior to or concurrent with the conveyance of any part of the Retail Property covered by a Plan of Development approved by Henrico County (other than for the conveyance of easements, roads, or utilities), the owner of the portion of the Retail 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 Retail Property. The covenants shall also provide for high standards of uniform maintenance (consistent with "Class A" retail projects) of individual sites, common areas, open spaces, landscaping and private streets, and provide for minimum development and operational standards for each site.
13. **Parking Lot Lighting.** Parking lot lighting fixtures shall not exceed twenty-five (25) feet in height as measured from the grade at the base of the lighting standard, unless otherwise requested, described and specifically approved, or if

required, at the time of Plan of Development. Lighting shall be directed to minimize glare on public roads and adjacent properties.

14. **Prohibited Uses.** The following uses shall be prohibited:

- a. automotive filling and service stations including towing service;
- b. billiard, bagatelle, video game or a bingo parlor;
- c. flea markets or antique auctions;
- d. billboards;
- e. recycling facilities;
- f. funeral homes, mortuaries, crematories and/or undertaking establishments;
- g. dance halls;
- h. attention getting devices;
- i. truck stops;
- j. gun shop, sales and repair;
- k. parking garages or commercial parking lots;
- l. sign painting shops;
- m. communication towers;
- n. car washes;
- o. general hospitals, sanitoriums and charitable institutions for human care;
- p. adult businesses as defined by Section 24-3 of the Henrico County Code;
- q. 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 (the foregoing shall not preclude banks, savings and loans or similar financial institutions that are not regulated by the foregoing Virginia Code sections);
- r. bars, which, for purposes of this restriction, shall mean a business establishment whose primary business is the sale of alcoholic beverages for on-premises consumption. This restriction shall not prohibit the sale of alcoholic beverages in restaurants as licensed by the Virginia Department of Alcoholic Beverage Control;
- 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. changeable message signs; and
- u. sale of gasoline.

15. **Maximum Square Footage.** Except as set forth herein, no one retail user shall exceed 75,000 square feet in size on the Retail Property other than a single grocery store, which shall not exceed 87,000 square feet in size on the Retail Property, exclusive of any mezzanine space, which space shall be limited to administrative support services and not for the sale of merchandise. Overall

development of the Retail Property shall not exceed 238,000 square feet, exclusive of mezzanine space in any grocery store.

16. **Hours of Grocery Delivery.** Hours of delivery to any grocery store on the Retail Property shall be limited to the hours between 6:00 a.m. and 11:00 p.m.
17. **Building Height.** Retail buildings shall not exceed forty-five (45) feet in height and any office buildings shall not exceed fifty (50) feet in height, exclusive of architectural treatments.
18. **Trash Receptacles/Recycling Activities.** Dumpsters, trash receptacles, not including convenience cans, and recycling receptacles shall be screened from public view with masonry enclosures compatible with the architectural design of the retail buildings at ground level at the Retail Property lines as approved at the time of Plan of Development. Convenience cans shall be within or part of a decorative container.
19. **Refuse Containers.** The gates and doors on the masonry refuse screens shall be of a substantial and durable material as determined at the time of Plan of Development. Support posts, gate frames, hinges and latches shall be of a sufficient size and strength to allow the gates to function without sagging or becoming a visual eyesore as determined at the time of Plan of Development. The number of refuse containers shall be adequate for the development as determined at the time of Plan of Development.
20. **Mechanical Equipment.** Mechanical equipment shall be screened from public view at ground level at the Retail Property lines as approved at the time of Plan of Development.
21. **Hours of Trash Pickup; Parking Lot Cleaning.** Trash pickup from the Retail Property and parking lot cleaning shall be limited to the hours between 7:00 a.m. and 8:00 p.m., Monday through Friday and between 9:00 a.m. and 8:00 p.m. on Saturday. There shall be no trash pickup or parking lot cleaning on Sundays.
22. **Hours of Construction.** 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. Signs, in both English and Spanish, stating the above-referenced provisions shall be posted and maintained at all entrances to the Property prior to any land disturbance activities thereon.

23. **Loading Docks.** Any loading docks shall be screened with a masonry wall matching the building it serves. There shall be no loading areas located between West Broad Street Road and any building located adjacent thereto and between Lauderdale Drive and any building located adjacent thereto.
24. **Drive Through Windows.** No more than two permitted establishments may have drive through windows.
25. **Signage.** Signage for the Retail Property shall be in general conformance with the typical signage examples illustrated in the elevations filed herewith (see case file), unless otherwise requested and specifically approved at the time of Plan of Development. There shall be no attached signage (other than directional signage) on facades of retail buildings parallel to Three Chopt Road if such facades do not include store front treatments. Any detached signs shall be located at entrances and/or intersections, shall be ground mounted, monumental-type signs and shall not exceed ten (10) feet in height, unless otherwise requested and specifically approved at the time of Plan of Development.
26. **Screening of Utilities.** Landscaping shall be utilized to mitigate the visual impact of meters, transformers and phone pedestals.

**APPLICABLE TO RTHC ZONED PROPERTY
(THE "TOWNHOUSE PROPERTY")**

27. **Buffer Areas.** In addition to the buffers provided above, landscaped and/or natural buffer areas, and/or berms, shall be provided twenty (20) feet in width adjacent to the southern property line of the Townhouse Property as follows: (i) existing vegetation within the first ten (10) feet as measured from the property line shall remain undisturbed, except for removal of fallen, diseased or dead plant growth, and for supplemental plantings, and (ii) the remaining ten (10) feet shall not contain any buildings and shall consist of additional landscaping as approved at the time of landscape plan approval, except to the extent necessary or allowed for utility easements, sidewalks, grading, fencing and other purposes requested and specifically permitted, or if required, at the time of Plan of Development or subdivision review. Such landscape plan shall be considered by the Planning Commission.
28. **Chimneys.** No chimneys or gas vent units shall be cantilevered. The exposed portions of all fireplace chimneys shall be of brick or a siding similar to the exterior treatment of the dwelling. This proffer shall not apply to direct vent gas fireplaces or appliances. *The exposed bases of all chimneys shall be of the same material as the dwelling foundations.*

29. **Foundations.** The exposed exterior portions of any exterior residence foundations shall be constructed of brick or stone.
30. **Garages.** All homes shall have a minimum of a one (1) -car garage.
31. **Protective Covenants.** Prior to or concurrent with the recordation of the first subdivision plat or Plan of Development approved by the County and before the conveyance of any portion of the Townhouse Property covered by said subdivision plat or Plan of Development (other than for the dedication of easements, roads or utilities), a document shall be recorded in the Clerk's Office of the Circuit Court of Henrico County, Virginia, setting forth controls on the development and maintenance of such portions of the Townhouse Property.
32. **Street Lighting Standards.** Street lighting fixtures shall not exceed sixteen (16) feet in height above grade level. Street lighting shall be non-glare, decorative in style, and residential in character.
33. **Density/Units in a Row.** There shall be no more than seventy-nine (79) units developed on the Townhouse Property, There shall be no more than six (6) units developed in a row.
34. **Exterior Materials.** The exposed portion of each exterior wall surface (front, rear and sides) of any building shall be similar to the exposed portions of other exterior walls of such building in architectural treatment and materials. Any building shall have exposed exterior walls (above finished grade) of brick, stone, cementitious siding, or a combination of the foregoing, unless different architectural treatment and/or materials are specifically approved with respect to the exposed portion of any such wall, at the time of Plan of Development. A minimum of fifty percent (50%), in the aggregate, of the visible portions of the front exterior building wall surfaces below eave height of at least fifty percent (50%) of the townhomes, excluding windows, doors, dormers, breezeways, gables and architectural design features, shall be of brick or stone construction unless an equivalent material is requested and specifically approved at the time of Plan of Development. A minimum of twenty-five percent (25%), in the aggregate, of the visible portions of the front exterior building wall surfaces below eave height of at least fifty percent (50%) of the townhomes, excluding windows, doors, dormers, breezeways, gables and architectural design features, shall be of brick or stone construction unless an equivalent material is requested and specifically approved at the time of Plan of Development. As an alternative to the preceding two sentences, a minimum of thirty-seven and one-half percent (37.5%) of the front façade of a building of units, excluding windows, doors, dormers, breezeways, gables and architectural design features, shall be of brick or stone construction unless an equivalent material is requested and specifically approved at the time of Plan of Development. One hundred (100) percent, in the aggregate, of the visible portions of the rear and

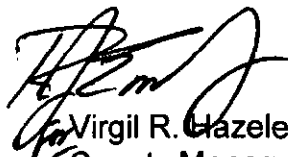
side exterior building wall surfaces of each building of units which face a public right-of-way shall be of brick or stone construction, excluding windows, doors, dormers, breezeways, gables and architectural design features, unless an equivalent material is requested and specifically approved at the time of Plan of Development.

35. **Trash.** There shall be no central trash receptacles.
36. **Hours of Construction.** 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 Friday, and 9:00 a.m. and 7:00 p.m. on 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. Signs, in both English and Spanish, stating the above-referenced provisions shall be posted and maintained at all entrances to the Property prior to any land disturbance activities thereon.
37. **Square Footage.** All townhomes shall have at least 1,800 square feet of finished (heated) floor area.
38. **Sound Suppression Measures.** Sound suppression measures with at least a 54 sound coefficient rating shall be provided between units. A cross-sectional detail, reviewed and approved by a certified architect or engineer as to the approved assembly accomplishing the sound coefficient rating, shall be included in the building permit application.
39. **Lawn Areas Irrigated.** Front yard areas of the Property shall be initially sodded and shall be served by an irrigation system.
40. **Buffer Area.** In addition to the buffers provided above, a thirty-five (35) foot landscaped and/or natural buffer area, and/or berms, shall be provided parallel and adjacent to the Lauderdale Drive right-of-way as determined at the time of landscape plan review, except to the extent necessary, or allowed, for sidewalks, utility easements, decorative fencing and other purposes requested and specifically approved, or if required, at the time of Plan of Development or subdivision review. Such landscape plan shall be considered by the Planning Commission.
41. **Fire Sprinkler System.** A fire sprinkler system shall be provided for all townhomes.
42. **Building Height.** The front and rear elevations of all townhomes shall be a minimum of two (2) stories in height.

43. **Clearing of Townhouse Property.** Clearing and grading of the Townhouse Property other than as necessary for the construction of Three Chopt Road Extended, traffic control devices, sidewalks and the extension of utilities shall not occur until a Plan of Development has been approved and a land disturbance permit issued for the Townhouse Property.

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,

A handwritten signature in black ink, appearing to read "V. Hazelett", is written over the typed name.

Virgil R. Hazelett, P.E.
County Manager

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

