

COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
REGULAR MEETING
March 13, 2018

The Henrico County Board of Supervisors convened a regular meeting on Tuesday, March 13, 2018 at 7:00 p.m. in the Board Room, Administration Building, Henrico County Government Center, Parham and Hungary Spring Roads, Henrico County, Virginia.

Members of the Board Present:

Frank J. Thornton, Chairman, Fairfield District
Tyrone E. Nelson, Vice Chairman, Varina District
Thomas M. Branin, Three Chopt District
Courtney D. Lynch, Brookland District
Patricia S. O'Bannon, Tuckahoe District

Other Officials Present:

John A. Vithoukas, County Manager
Joseph P. Rapisarda, Jr., County Attorney
Michael L. Wade, Sheriff
Barry R. Lawrence, CMC, Assistant to the County Manager/Clerk to the Board
Timothy A. Foster, P.E., Deputy County Manager for Community Operations
W. Brandon Hinton, Deputy County Manager for Administration
Douglas A. Middleton, Deputy County Manager for Public Safety
Anthony J. Romanello, Deputy County Manager for Community Services
Randall R. Silber, Deputy County Manager for Community Development

Mr. Thornton called the meeting to order at 7:04 p.m. and led the recitation of the Pledge of Allegiance.

The Reverend Kimberly A. Ridley, Pastor of The Light Community Church, delivered the invocation.

On motion of Mr. Branin, seconded by Mr. Nelson, and by unanimous vote, the Board approved the minutes of the February 27, 2018, Regular and Special Meetings.

The vote of the Board was as follows:

Yes: Thornton, Nelson, Branin, Lynch, O'Bannon

No: None

MANAGER'S COMMENTS

On the evening of March 8, Henrico's 911 Communications Center received nearly 200 calls from concerned residents and other individuals from across the country regarding screen shots of messages circulating throughout social media that made direct threats of violence

against students at Deep Run, Glen Allen, and Godwin High Schools. Henrico's Police Division immediately partnered with Henrico County Public Schools, the U.S. Department of Homeland Security, and the Federal Bureau of Investigation (FBI) to research the threats and their point of origin. Through careful investigation and teamwork, a juvenile suspect was identified, charged, and taken into custody. The threats were determined not credible, and all three high schools resumed classes at their usual time the following morning with an increased on-campus presence of Henrico police officers for the reassurance of students, parents, and staff. Mr. Vithoulkas thanked the County's federal partners for their involvement and the following high school principals for the assistance and information they provided: Lenny Pritchard, Deep Run; Reggie Davenport, Glen Allen; and Leigh Dunavant, Godwin. He also recognized and thanked the following members of the Police Division staff for their leadership in this situation: Chief Humberto Cardounel, Lt. Col. Carl Mueller, Maj. A.J. Scott, Capt. Mark Banks, Lt. Shawn Diasparra, Lt. C.J. Maurice, and Lt. Michael Stanton

BOARD OF SUPERVISORS' COMMENTS

Mrs. O'Bannon acknowledged the passing on March 4 of Ionel Khan, a resident of the Tuckahoe District who passionately served as a member of the Tuckahoe Volunteer Rescue Squad. She noted Mr. Khan put in many hours, received many awards, helped many people, and saved many lives as a hard-working squad member.

RECOGNITION OF NEWS MEDIA

Mr. Thornton recognized Michael O'Connor from the *Richmond Times-Dispatch*.

BOARD OF SUPERVISORS' COMMENTS (continued)

Mr. Thornton recognized Nathan Pomeroy from Boy Scout Troop 735, sponsored by Shady Grove United Methodist Church, who was observing the meeting to fulfill a requirement for the Citizenship in the Community merit badge.

APPOINTMENT

63-18 Resolution - Appointment of Member - Board of Real Estate Review and Equalization.

On motion of Mrs. O'Bannon, seconded by Mrs. Lynch, and by unanimous vote, the Board approved this item – see attached resolution.

Mrs. Lynch thanked Mr. Dunford for his contribution to the County and for his flexibility. She acknowledged his willingness to continue serving the County in this very important role at a very important time.

ADDED BY UNANIMOUS CONSENT

72-18 On motion of Mr. Nelson, seconded by Mrs. O'Bannon, and by unanimous vote, the Board approved adding to the agenda an item numbered 72-18 and titled "Resolution – Commending the Varina High School Boys' Basketball Team."

On motion of Mrs. O'Bannon, seconded by Mr. Nelson, and by unanimous vote, the Board approved this item – see attached resolution.

Mr. Nelson presented the resolution, which congratulates the team on capturing the Virginia High School League Class 5 state championship and commends the team for maintaining focus, displaying a can-do attitude, and exhibiting superior sportsmanship throughout the championship season. He recognized Varina High School Principal Ann Marie Seely, team statistician Mike Crostic, and the school's staff, coaches, students, and parents for their commitment and for representing the school well. He noted the school was heading into its fourth year of full accreditation under Ms. Seely's leadership. Mr. Nelson provided statistics highlighting the team's many achievements during the season and lauded Head Coach Andrew Lacey as a tremendous mentor, role model, and coach. Mr. Nelson noted the team's academic accomplishments and singled out two members of the team, *Jace DePriest* and *Samond Pinchback*, for setting the tone. Coach Lacey accepted the resolution along with members of his team.

PUBLIC HEARINGS – REZONING CASES

64-18
REZ2017-
00028
Brookland

Staples Mill Investment, LLC: Request to conditionally rezone from A-1 Agricultural District to R-5AC General Residence District (Conditional) Parcels 763-767-9947, 764-767-0232, and 764-767-0509 containing 6.81 acres located on the east line of Staples Mill Road (U.S. Route 33) approximately 100' south of its intersection with Meadow Pond Lane.

Mr. Vithoulkas pointed out this item and Agenda Item No. 65-18 (REZ2017-00029) were companion cases requiring separate votes but would be presented together.

Joe Emerson, Director of Planning, responded to a question from a County resident regarding sidewalk access from the proposed development to the Glen Allen Branch Library.

No one from the public spoke in opposition to this item.

On motion of Mrs. Lynch, seconded by Mr. Nelson, and by unanimous vote, the Board followed the recommendation of the Planning Commission and approved this item with the following proffered conditions:

1. **Density.** There shall be no more than 17 units.
2. **Age Restriction.** Each home within the Property shall be developed and operated in compliance with applicable federal and state laws and regulations regarding housing intended for occupancy by persons fifty-five (55) years of age or older, including but not limited to: the Fair Housing Act, 42 U.S.C. § 3601 et seq. and the exemption therefrom provided by 42 U.S.C. § 3607(b)(2)(C) regarding discrimination based on familial status; the Housing for Older Persons Act of 1995, 46 U.S.C. § 3601 et seq.; the Virginia Fair

Housing Law Va. Code § 36-96.1 et seq.; any regulations adopted pursuant to the foregoing; any judicial decisions arising thereunder; any exemptions and/or qualifications thereunder; and any amendments to the foregoing as now or may hereafter exist.

3. **Architectural Treatment.** Homes constructed on the Property shall be generally in conformance with EXHIBIT A attached hereto (see case file), unless otherwise requested by the owner and specifically approved by the Director of Planning.
4. **Building Materials.** Primary exterior wall materials (exclusive of windows, dormers, gables, doors, trim, soffit and fascia) shall be brick, stone, cultured stone, stone veneer, fiber cement siding, engineered wood, vinyl (a minimum of .042" nominal thickness as evidenced by manufacturer's printed literature), or a combination of the foregoing unless different architectural treatment and/or materials are requested by owner and approved by the Director of Planning. Fiberboard (e.g. Masonite) shall not be permitted as an exterior wall material.
5. **Foundations.** All finished floor areas, except basements, shall be constructed above grade or give the appearance of being constructed above grade. The exterior portions of all residential foundations, including the exterior portion of foundations below the first-floor level which is visible above grade, shall be constructed of brick or stone. There shall be a minimum vertical height of twelve (12) inches of brick or stone above grade utilized on slab-on-grade foundations to present the appearance of a crawl space.
6. **Fireplace Chimneys.** 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.
7. **Stoops.** Steps to the main entrance of all homes, except for homes with country porches, shall be faced with brick or stone or a cementitious, mortared stone-appearing product. Front stoops, except for homes with country porches, shall be brick or stone or a cementitious, mortared stone-appearing product with finished concrete or exposed aggregate landing. Any country porches shall have brick or stone piers to match the foundation.
8. **Cantilevering.** There shall be no cantilevered treatment of any architectural features on the first floor. Items on the upper floors such as balconies, decks, bump-outs, box or bay-type windows may be cantilevered, but shall include decorative supports.
9. **Garages.** Each home shall include a two (2) car attached garage.

10. **Street Trees.** Street trees with a minimum two (2) inch caliper shall be planted along the sides of all internal public roads, one tree on each side for every fifty (50) feet of road length. Spacing of trees shall be adjusted as needed to accommodate driveways and underground utilities, including stormwater systems.
11. **Sod and Irrigation.** Each front and side yard (to the edge of the rear of the home on corner lots adjacent to streets) shall initially be sodded and irrigated, exclusive of mulched flowerbeds and landscaping.
12. **Paved Driveways.** All driveways shall be paved with either exposed aggregate, concrete, asphalt, cobblestone, brick, or pre-cast pavers or other similar materials approved by the Director of Planning.
13. **Conceptual Master Plan.** Development of the Property shall be in general conformance with the Conceptual Master Plan attached hereto entitled "10601 Staples Mill Rd. Property Conceptual Plan #2" prepared by Townes Site Engineering attached hereto as EXHIBIT B (the "Concept Plan"), (see case file) which Concept Plan is conceptual in nature and may vary in detail, unless otherwise requested and specifically approved at the time of Plan of Development and/or subdivision review.
14. **Entrance Feature.** An irrigated, landscaped entrance feature, in general conformance with the style and design to one or a combination of the examples depicted on EXHIBIT C attached hereto (see case file), shall be provided subject to approval by the Director of Planning.
15. **Staples Mill Road Buffer.** A natural and/or landscaped buffer of thirty-five (35) feet in width (exclusive of lots) for landscaping and/or natural areas, to include a berm, shall be provided adjacent to the right-of-way line of Staples Mill Road and and planted to TB-35 standards with credit for existing vegetation except to the extent necessary for drainage and utility easements, signage, entrance features, sidewalks, berms, fencing, and other purposes requested and specifically permitted, or if required, at the time of Plan of Development and/or subdivision review; or by any other governmental body. Any drainage and utility easements (other than existing drainage and utility easements) permitted within the aforesaid buffer area shall be extended generally perpendicular to the buffer area unless otherwise requested and specifically permitted or if required by the County at the time of landscape plan review. A decorative "wrought iron-style" fence with brick or stone columns shall be provided along the Staples Mill Road frontage, such columns not to be spaced farther apart than sixty (60) feet.

16. **Buffers.** A buffer of twenty (20) feet in width, exclusive of adjacent lots, for landscaping and/or natural areas shall be provided adjacent to GPIN's 764-767-3642, 764-767-3721, 764-767-3012 and 764-767-2402 and planted to TB-10 standards with credit for existing vegetation which is retained except to the extent necessary for drainage and utility easements, fencing, and other purposes requested and specifically permitted, or if required, at the time of Plan of Development and/or subdivision review, or by any other governmental body. Any drainage and utility easements (other than existing drainage and utility easements) permitted within the aforesaid buffer area shall be extended generally perpendicular to the buffer area unless otherwise requested and specifically permitted or if required by the County at the time of landscape plan review.
17. **Hours of Construction.** The hours of site work construction shall 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 and utility connections. For purposes of this proffer, site work is defined as any construction work shown on approved construction plans for the initial construction of roads, utilities, infrastructure and the respective exteriors of structures. Hours shall be posted in both English and Spanish until the roads are accepted by Henrico County for maintenance.
18. **Restrictive Covenants.** Prior to or concurrent with the recording of the subdivision plat approved by the County, restrictive covenants describing development controls and maintenance of the property shall be recorded in the Clerk's Office of the Circuit Court of Henrico County.
19. **Sidewalks.** A sidewalk for pedestrian access shall be constructed along one side of each roadway inside the subdivision.
20. **Underground Utilities.** Except for junction boxes, meters, pedestals, transformers, transmission mains and existing overhead utility lines, and for technical and environmental reasons, all utility lines shall be underground.
21. **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 vote of the Board was as follows:

Yes: Thornton, Nelson, Branin, Lynch, O'Bannon

No: None

65-18
REZ2017-
00029
Brookland

Staples Mill Investment, LLC: Request to conditionally rezone from A-1 Agricultural District to R-5AC General Residence District (Conditional) Parcels 763-767-6290, 763-768-2735, and 763-768-3605 containing 12.38 acres located on the east line of Staples Mill Road (U.S. Route 33) approximately 280' north of its intersection with Meadow Pond Lane.

No one from the public spoke in opposition to this item.

On motion of Mrs. Lynch, seconded by Mr. Branin, and by unanimous vote, the Board followed the recommendation of the Planning Commission and approved this item with the following proffered conditions:

1. **Density.** There shall be no more than 29 units.
2. **Age Restriction.** Each home within the Property shall be developed and operated in compliance with applicable federal and state laws and regulations regarding housing intended for occupancy by persons fifty-five (55) years of age or older, including but not limited to: the Fair Housing Act, 42 U.S.C. § 3601 et seq. and the exemption therefrom provided by 42 U.S.C. § 3607(b)(2)(C) regarding discrimination based on familial status; the Housing for Older Persons Act of 1995, 46 U.S.C. § 3601 et seq.; the Virginia Fair Housing Law Va. Code § 36-96.1 et seq.; any regulations adopted pursuant to the foregoing; any judicial decisions arising thereunder; any exemptions and/or qualifications thereunder; and any amendments to the foregoing as now or may hereafter exist.
3. **Architectural Treatment.** Homes constructed on the Property shall be generally in conformance with EXHIBIT A attached hereto (see case file), unless otherwise requested by the owner and specifically approved by the Director of Planning.
4. **Building Materials.** Primary exterior wall materials (exclusive of windows, dormers, gables, doors, trim, soffit and fascia) shall be brick, stone, cultured stone, stone veneer, fiber cement siding, engineered wood, vinyl (a minimum of .042" nominal thickness as evidenced by manufacturer's printed literature), or a combination of the foregoing unless different architectural treatment and/or materials are requested by owner and approved by the Director of Planning. Fiberboard (e.g. Masonite) shall not be permitted as an exterior wall material.
5. **Foundations.** All finished floor areas, except basements, shall be constructed above grade or give the appearance of being constructed above grade. The exterior portions of all residential foundations, including the exterior portion of foundations below the first-floor level which is visible above grade, shall be constructed of brick or stone. There shall be a minimum vertical height of twelve (12) inches of brick or stone above grade utilized on slab-on-grade foundations to present the appearance of a crawl space.

6. **Fireplace Chimneys.** 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.
7. **Stoops.** Steps to the main entrance of all homes, except for homes with country porches, shall be faced with brick or stone or a cementitious, mortared stone-appearing product. Front stoops, except for homes with country porches, shall be brick or stone or a cementitious, mortared stone-appearing product with finished concrete or exposed aggregate landing. Any country porches shall have brick or stone piers to match the foundation.
8. **Cantilevering.** There shall be no cantilevered treatment of any architectural features on the first floor. Items on the upper floors such as balconies, decks, bump-outs, box or bay-type windows may be cantilevered, but shall include decorative supports.
9. **Garages.** Each home shall include a two (2) car attached garage.
10. **Street Trees.** Street trees with a minimum two (2) inch caliper shall be planted along the sides of all internal public roads, one tree on each side for every fifty (50) feet of road length. Spacing of trees shall be adjusted as needed to accommodate driveways and underground utilities, including stormwater systems.
11. **Sod and Irrigation.** Each front and side yard (to the edge of the rear of the home on corner lots adjacent to streets) shall initially be sodded and irrigated, exclusive of mulched flowerbeds and landscaping.
12. **Paved Driveways.** All driveways shall be paved with either exposed aggregate, concrete, asphalt, cobblestone, brick, or pre-cast pavers or other similar materials approved by the Director of Planning.
13. **Conceptual Master Plan.** Development of the Property shall be in general conformance with the Conceptual Master Plan attached hereto entitled "10717 Staples Mill Rd. Property Conceptual Plan #1" prepared by Townes Site Engineering attached hereto as EXHIBIT B (the "Concept Plan"), (see case file) which Concept Plan is conceptual in nature and may vary in detail, unless otherwise requested and specifically approved at the time of Plan of Development and/or subdivision review.
14. **Entrance Feature.** An irrigated, landscaped entrance feature, in general conformance with the style and design to one or a combination of the examples depicted on EXHIBIT C attached

hereto (see case file), shall be provided subject to approval by the Director of Planning.

15. **Staples Mill Road Buffer.** A natural and/or landscaped buffer of thirty-five (35) feet in width (exclusive of lots) for landscaping and/or natural areas, to include a berm behind Lots 1-9 as shown on the concept plan where not impeded by wetlands or existing vegetation as determined at the time of landscape plan review, shall be provided adjacent to the right-of-way line of Staples Mill Road and planted to TB-35 standards with credit for existing vegetation except to the extent necessary for drainage and utility easements, signage, entrance features, sidewalks, berms, fencing, and other purposes requested and specifically permitted, or if required, at the time of Plan of Development and/or subdivision review, or by any other governmental body. Any drainage and utility easements (other than existing drainage and utility easements) permitted within the aforesaid buffer area shall be extended generally perpendicular to the buffer area unless otherwise requested and specifically permitted or if required by the County at the time of landscape plan review. A decorative "wrought iron-style" fence with brick or stone columns shall be provided along the Staples Mill Road frontage behind Lots 1-9 as shown on the Concept Plan (see case file), such columns not to be spaced farther apart than sixty (60) feet.
16. **Buffers.** A buffer of twenty (20) feet in width, exclusive of adjacent lots, for landscaping and/or natural areas shall be provided adjacent to GPIN's 763-768 -9074, 763-768-8550, 763-768-8368, 763-768-8824, 763-768-9207 and 763-768 -0700 and planted to TB-10 standards with credit for existing vegetation which is retained except to the extent necessary for drainage and utility easements, fencing, and other purposes requested and specifically permitted, or if required, at the time of Plan of Development and/or subdivision review, or by any other governmental body. Any drainage and utility easements (other than existing drainage and utility easements) permitted within the aforesaid buffer area shall be extended generally perpendicular to the buffer area unless otherwise requested and specifically permitted or if required by the County at the time of landscape plan review.
17. **Hours of Construction.** The hours of site work construction shall 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 and utility connections. For purposes of this proffer, site work is defined as any construction work shown on approved construction plans for the initial construction of roads, utilities, infrastructure and the respective exteriors of structures. Hours shall be posted in both English and Spanish until the roads are accepted by Henrico County for maintenance.

18. **Restrictive Covenants.** Prior to or concurrent with the recording of the subdivision plat approved by the County, restrictive covenants describing development controls and maintenance of the property shall be recorded in the Clerk's Office of the Circuit Court of Henrico County.
19. **Sidewalks.** A sidewalk for pedestrian access shall be constructed along one side of each roadway inside the subdivision.
20. **Underground Utilities.** Except for junction boxes, meters, pedestals, transformers, transmission mains and existing overhead utility lines, and for technical and environmental reasons, all utility lines shall be underground.
21. **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 vote of the Board was as follows:

Yes: Thornton, Nelson, Branin, Lynch, O'Bannon

No: None

66-18
REZ2018-
00008
Three Chopt

Amir Abbas Khalafalla and Magdi Abbas Khalafalla: Request to rezone from A-1 Agricultural District to R-3C One-Family Residence District (Conditional) Parcel 748-772-6526 containing 1.98 acres located on the south line of Opaca Lane approximately 1,025' east of its intersection with Nuckols Road.

Mr. Vithoulkas announced that Jean Moore, Assistant Director of Planning, received a letter from the applicant's representative just prior to the meeting requesting a deferral of this item to the Board's April 12, 2018, meeting. Mr. Rapisarda suggested the Board bring the applicant's representative forward to explain the reason for the request. Akabar Ali, President of ARTCO, Inc, explained the property owners needed more time to prepare a property metes and bounds description necessitated by a change in the concept plan for the subject site. Mr. Branin noted the proposed rezoning was not consistent with the rural residential character of Opaca Lane.

Ms. Moore informed the Board that the proposed rezoning would introduce a lot pattern that was incongruent with the lot pattern on this portion of Opaca Lane and would not be consistent with the County's comprehensive plan. She responded to questions from Mrs. O'Bannon.

No one spoke from the public in opposition to this item.

Mr. Ali presented the case on behalf of the applicant. He responded to questions from Mr. Branin. Ms. Moore clarified why a new concept plan was

necessary for this case. Mr. Branin reiterated his concerns with the case, including the precedent it would set for future development in this area of Opaca Lane.

On motion of Mr. Branin, seconded by Mrs. O'Bannon, and by unanimous vote, the Board followed the recommendation of the Planning Commission and denied this item.

The vote of the Board was as follows:

Yes: Thornton, Nelson, Branin, Lynch, O'Bannon

No: None

28-18
REZ2017-
00027
Fairfield

Scott Boze: Request to conditionally rezone from B-2 Business District to B-3C Business District (Conditional) Parcel 812-724-3676 containing .981 acres located on the north line of Nine Mile Road (State Route 33) approximately 300' east of its intersection with Cedar Fork Road.

Ms. Moore noted this item was deferred from the Board's January 23, 2018, meeting to allow the applicant time to clarify the intended uses for the property. Mr. Thornton commented he met with the applicant after the January 23 meeting but was not given any specificity as to the applicant's plans for the property.

On motion of Mr. Nelson, seconded by Mr. Branin, and by unanimous vote, the Board followed the recommendation of the Planning Commission and denied this item.

The vote of the Board was as follows:

Yes: Thornton, Nelson, Branin, Lynch, O'Bannon

No: None

67-18
REZ2018-
00011
Fairfield

7-Eleven, Inc.: Request to amend proffers accepted with Rezoning case C-129C-88 on Parcel 809-730-0626 located at the northeast intersection of N. Laburnum Avenue and Creighton Road.

Mr. Moore responded to questions from Mr. Thornton.

Humphrey Johnson, President of the Mitcheltree Civic Association, expressed concerns pertaining to traffic, congestion, and opportunities for the surrounding residential community to offer input on this case.

Jim Theobald presented the case on behalf of the applicant. He narrated a slide presentation that provided aerial and vicinity maps, zoning classifications near the subject property, site information, building designs and elevations, and a summary of proffered conditions. Mr. Theobald responded to a question from Mrs. O'Bannon.

Mr. Thornton extended apologies to those persons who unaware of and did not attend a community meeting that was held by the applicant. He remarked he is comfortable with the conditions for this case that were proffered by the applicant and believes the proposed development will add to the community rather than detract from it.

On motion of Mr. Nelson, seconded by Mr. Branin, and by unanimous vote, the Board followed the recommendation of the Planning Commission and approved this item as follows:

Proffered Condition 1 of Case No. C-129C-88 is hereby deleted.

Proffered Condition 3 of Case No. C-129C-88 is hereby amended and restated as follows:

3. **Elevations/Building Materials/Architecture.** Development of the Property for a 7-11 convenience store shall be in general conformance with the architectural appearance shown on the elevations attached hereto entitled "7-Eleven Store #1040833" dated December 12, 2017 prepared by Intrepid Design (see case file), unless otherwise requested and specifically approved at the time of Plan of Development. The exposed portion of each exterior wall surface (front, rear and sides) of any building (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, glass, wall panels with the appearance of brick or stone, stone, stone veneer, 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, or industrial-grade metal, unless otherwise specifically approved at the time of Plan of Development.

Proffered Condition 8 of Case No. C-129C-88 is hereby deleted.

New Proffered Conditions are hereby provided and shall be applicable to the B-3C Property:

10. **Conceptual Plan.** Development of the Property for a 7-11 convenience store shall be in general conformance with the Conceptual Plan attached hereto entitled "Laburnum and Creighton, Concept Plan" prepared by Blakeway, dated December 15, 2017 (the "Conceptual Plan"), (see case file) which Conceptual Plan is conceptual in nature and may vary in detail, unless otherwise requested and specifically approved at the time of Plan of Development.

11. **Pay Phones.** The installation of pay phones on site shall be prohibited.12.
12. **Outside Speakers.** Any outside speakers and/or sound system shall comply with the following standards:
 - a) Sound systems shall be equipped with controls that permit full and complete volume control;
 - b) Sound(s) emitted from the system shall not be audible beyond a distance of one hundred (100) feet measured from the source;
 - c) Any music being played over any outside speaker system shall be prohibited from 12:00 midnight until 6:00 a.m.
13. **Security Plan; Security Survey.** Prior to 24-hour operation:
 - a. At the time of submission of a plan of development, the applicant shall submit a security plan to the Director of Planning and the Chief of Police for review and approval. The security plan shall contain details regarding the standard operating procedures pertaining to employees, facility security, security personnel and all other crime prevention measures (including: a security alarm, placement and views of interior and exterior security cameras, physical security measures (door locks, hinges, access control (ex. keycard access)) and describes how the security plan is designed to reduce crime from occurring during the extended hours of operation. Trespassing enforcement authorization, including the placement of "no trespassing" signage, shall be provided to the Police Division as part of the comprehensive security plan.
 - b. Prior to receiving a certificate of occupancy, the applicant and the Crime Prevention Unit of the Division of Police shall conduct a security survey of the Property and store operations. The owner/occupant of the 7-11 shall implement the mutually agreed upon security measures affecting the Property.
14. **Exterior Security Cameras.** The owner or operator shall be responsible for the installation, operation, and maintenance of a functioning exterior security camera(s) and video system, of professional grade and quality and rated for the exterior surveillance of retail operations. This security system shall at a minimum include:
 - a) Exterior surveillance cameras shall monitor all entrance(s), fueling area(s), parking area(s), delivery area(s), and other

areas determined necessary by the Crime Prevention Unit of the Division of Police. Such security cameras shall provide clear imagery of the establishment's patrons and their vehicles.

- b) Recordings of all activities under surveillance shall be preserved for a period of four (4) months by the applicant or owner/operator. Authorized representatives of the Henrico County Division of Police shall have full and complete access to all recordings upon request.

- 15. **Store Windows.** Store windows shall not be tinted or obscured by advertisements, posters, blinds, and/or visual obstructions that inhibit or hinder exterior surveillance. The installation and use of light blocking devices during daylight hours shall be permissible if approved by the Crime Prevention Unit of the Division of Police.
- 16. **Lighting.** The owner or operator shall provide adequate lighting for the entrances, exits, and parking areas serving the use or location. "Adequate lighting" means lighting sufficient for clear, visual and security camera surveillance.
- 17. **HVAC Screening.** All heating and air conditioning and mechanical equipment shall be screened from public view at the ground level in a manner approved at the time of Plan of Development.
- 18. **Trash Receptacles/Convenience Cans.** Dumpsters, trash receptacles, not including convenience cans and recycling receptacles, and compactors shall be screened from public view with masonry enclosures which complement the architectural design of the building as approved at the time of Plan of Development. Convenience cans and/or recycling receptacles shall be within or part of a decorative container and shall be properly serviced to control litter generated by this use.
- 19. **Dumpster Service/Parking Lot Cleaning.** No dumpster service or parking lot cleaning shall take place between the hours of 12:00 midnight and 6:00 a.m. In addition, the parking lot shall be cleaned of trash and debris at least twice a week.
- 20. **Outside Display of Merchandise.** Except for ice coolers and propane enclosure, no merchandise shall be displayed or stored outside.
- 21. **No Overnight Parking; Idling of Trucks.** Excluding employee parking, overnight parking shall not be permitted. No idling of delivery trucks shall be permitted between the hours of 12:00 midnight and 6:00 a.m.

22. **No Loitering.** The owner or operator shall not permit loitering on the premises during hours of operation.

The vote of the Board was as follows:

Yes: Thornton, Nelson, Branin, Lynch, O'Bannon

No: None

PUBLIC HEARINGS – OTHER ITEMS

- 68-18 Resolution - Authorizing and Providing for the Issuance and Sale of Not to Exceed One Hundred Ten Million Dollars (\$110,000,000) Aggregate Principal Amount of Water and Sewer System Revenue Bonds, of the County of Henrico, Virginia, for the Purpose of Financing the Costs of Acquisition, Construction, Reconstruction, Improvement, Extension and Enlargement of the County's Water and Sewer System.

Ned Smither, Director of Finance, responded to a question from Mrs. O'Bannon.

No one from the public spoke in opposition to this item.

On motion of Mrs. O'Bannon, seconded by Mr. Nelson, and by unanimous vote, the Board approved this item – see attached resolution.

- 69-18 Resolution - Signatory Authority - Lease of County Property - 9170 Willis Church Road - Varina District.

No one from the public spoke in opposition to this item.

On motion of Mrs. O'Bannon, seconded by Mr. Nelson, and by unanimous vote, the Board approved this item – see attached resolution.

Mr. Vithoulkas asked that Agenda Item No. 70-18 be moved up on the agenda ahead of the public comment period as there were a number of public comment speakers present who would benefit from hearing his presentation on this item.

GENERAL AGENDA

- 70-18 Resolution - Receipt of Operating and Capital Budget Estimates for Fiscal Year 2018-19 and Notice of Public Hearings on the Budget and Proposed Tax Rates.

Mr. Vithoulkas narrated a slide presentation, which he advised was a quick introduction of the nearly 700-page budget document the Board would spend many hours discussing the following week. He pointed out the Board is the only governing body to his knowledge that reviews the budget over a full week, line item by line item and department by department. Mr. Vithoulkas identified Henrico's funding priorities as honoring prior

commitments, promoting economic development, allocating a majority of funding to core services, attracting and retaining talent with competitive compensation and benefits, and maintaining a fiscal structure. He noted the proposed budget maintains the real estate tax of 87 cents per \$100 of assessed valuation, a rate that remains the lowest of the large urban jurisdictions in Virginia and that has not been increased in 40 years. During his presentation, Mr. Vithoulkas addressed how the proposed budget addresses the County's funding priorities and emphasized it includes a merit-based salary increase of 2.4 percent for all general government and school employees plus a wage adjustment of 0.6 percent for employees who have worked for the County for six or more years. He concluded by providing a review of the upcoming budget calendar.

Following his presentation, Mr. Vithoulkas responded to questions and comments from the Board. Mr. Branin invited the public to attend the legislative budget reviews. Mrs. O'Bannon noted homeowner's insurance rates for Henrico residents have been favorably affected by the Board's attention to the public safety budget and by the County having accredited police and fire departments. Mr. Nelson thanked Mr. Vithoulkas and his staff for being responsive and bold with the budget and expressed excitement over the initial highlights. He cited several of these highlights, including the addition of an assistant county attorney position to help minimize legal costs associated with special education cases and the extension of the County's public transportation network.

On motion of Mr. Nelson, seconded by Mr. Branin, and by unanimous vote, the Board approved this item – see attached resolution.

PUBLIC COMMENTS

Nelson Reveley, a resident of the Tuckahoe District, encouraged the Board to continue growing public transit in Henrico County. Joining him in support of extending bus service in the County were Kayla Jacobs, the Refugee Organizer for Church World Services; James Irwin, a resident of the Brookland District; and Virginia Cowles, a resident of the City of Richmond and representative of the Transportation Committee of the League of Women Voters of the Richmond Metropolitan Area.

Steve Witmer, a resident of the Tuckahoe District, expressed concerns that student protests at Henrico public schools during school hours are disrupting the educational process. He asked the County to develop a plan prohibiting the use of school property for protests by students or outside organizers.

Jeannine Chewning, a resident of the Brookland District and teacher at Hermitage High School who serves as President of the Henrico Education Association, expressed support for a closer working relationship between the County's public schools and general government. Ms. Chewning responded to questions and comments by Mr. Nelson, who noted he communicates frequently with the School Board representative in his district but tries not to overstep boundaries and build relationships with school employees. Mrs. Lynch thanked Ms. Chewning for her leadership and vision and remarked that she looks forward to building deeper ties with the school division. Mr. Thornton advised Ms. Chewning that the Virginia

Association of Counties is holding a conference later in the month where he and the School Board chairman will make a presentation to show what Henrico has done in the past to maintain collegiality between the Board of Supervisors and School Board.

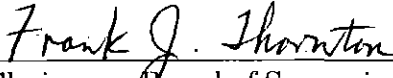
Marla Crawford, the owner of Elite Educational Consulting, voiced concerns pertaining to the County's legal costs and use of outside counsel for special education due process hearings. She offered to work collaboratively with the County to reduce these costs.

GENERAL AGENDA CONT'D

71-18 Resolution --Acceptance of Roads - Varina District.

On motion of Mrs. O'Bannon, seconded by Mr. Nelson, and by unanimous vote, the Board approved this item – see attached resolution.

There being no further business, the meeting was adjourned at 9:37 p.m.



Chairman, Board of Supervisors
Henrico County, Virginia



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 63-18

Page No. 1 of 1

Agenda Title: RESOLUTION – Appointment of Member – Board of Real Estate Review and Equalization

For Clerk's Use Only:

Date: 3/13/2018

- ☒ Approved
☐ Denied
☐ Amended
☐ Deferred to:

BOARD OF SUPERVISORS ACTION

Moved by (1) O'Bannon Seconded by (1) Lynch
(2) (2)

REMARKS:

APPROVED

YES NO OTHER

Branin, T. ☒ ☐ ☐
Lynch, C. ☒ ☐ ☐
Nelson, T. ☒ ☐ ☐
O'Bannon, P. ☒ ☐ ☐
Thornton, F. ☒ ☐ ☐

BE IT RESOLVED that the Board of Supervisors of Henrico County, Virginia, appoints the following person to the Board of Real Estate Review and Equalization for a term expiring December 31, 2018, or thereafter, when his successor shall have been appointed and qualified:

Brookland District

Herbert L. Dunford, Jr.

By Agency Head _____

By County Manager _____

Routing:

Yellow to: _____

Copy to: _____

Certified:

A Copy Teste: _____
Clerk, Board of Supervisors

Date: _____

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

100-443888-1000



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 72-18

Page No. 1 of 1

Agenda Title: RESOLUTION – Commending the Varina High School Boys' Basketball Team

For Clerk's Use Only:

Date: 3/13/2018

- ☒ Approved
☐ Denied
☐ Amended
☐ Deferred to:

Added,
moved

BOARD OF SUPERVISORS ACTION

Moved by (1) Nelson Seconded by (1) O'Bannon
(2) O'Bannon (2) Nelson

REMARKS:

APPROVED

YES NO OTHER

Branin, T. ☒ ☐ ☐
Lynch, C. ☒ ☐ ☐
Nelson, T. ☒ ☐ ☐
O'Bannon, P. ☒ ☐ ☐
Thornton, F. ☒ ☐ ☐

WHEREAS, the Varina High School boys' basketball team won the Virginia High School League Class 5 state championship on March 8, 2018, thereby securing the first state title in the program's history; and

WHEREAS, in their inaugural appearance in the state championship game, the Varina High School Blue Devils erased an eight-point halftime deficit through superior rebounding and offense in overcoming a talented Wakefield High School team from Arlington County 64-60 at Virginia Commonwealth University's Siegel Center; and

WHEREAS, despite having a lineup heavy on underclassmen, the Blue Devils ended the season on a 22-game winning streak; and

WHEREAS, the Blue Devils' remarkable season is a tribute to the exceptional talent and determination of the student athletes, outstanding guidance and leadership of head coach Andrew Lacey and his staff, and enthusiastic and unwavering support of parents and fellow students; and

WHEREAS, Henrico County and especially the Varina community are proud of the Blue Devils and thoroughly enjoyed following the team during this exciting and memorable season.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of Henrico County, Virginia, hereby congratulates the Varina High School boys' basketball team on capturing the Virginia High School League Class 5 state championship.

BE IT FURTHER RESOLVED that the Board of Supervisors commends the team for maintaining focus, displaying a can-do attitude, and exhibiting exemplary sportsmanship throughout this championship season.

By Agency Head _____

By County Manager _____

Routing:

Yellow to: _____

Copy to: _____

Certified:

A Copy Tests: _____

Clerk, Board of Supervisors

Date: _____

Resolution



OF THE BOARD OF SUPERVISORS OF HENRICO COUNTY, VIRGINIA

Commending the Varina High School Boys' Basketball Team

WHEREAS, the Varina High School boys' basketball team won the Virginia High School League Class 5 state championship on March 8, 2018, thereby securing the first state title in the program's history; and

WHEREAS, in their inaugural appearance in the state championship game, the Varina High School Blue Devils erased an eight-point halftime deficit through superior rebounding and offense in overcoming a talented Wakefield High School team from Arlington County 64-60 at Virginia Commonwealth University's Siegel Center; and

WHEREAS, despite having a lineup heavy on underclassmen, the Blue Devils ended the season on a 22-game winning streak; and

WHEREAS, the Blue Devils' remarkable season is a tribute to the exceptional talent and determination of the team's student athletes, outstanding guidance and leadership of head coach Andrew Lacey and his staff, and enthusiastic and unwavering support of parents and fellow students; and

WHEREAS, Henrico County and especially the Varina community are proud of the Blue Devils and thoroughly enjoyed following the team during this exciting and memorable season.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of Henrico County, Virginia, hereby congratulates the Varina High School boys' basketball team on capturing the Virginia High School League Class 5 state championship.

BE IT FURTHER RESOLVED that the Board of Supervisors commends the team for maintaining focus, displaying a can-do attitude, and exhibiting exemplary sportsmanship throughout this championship season.



Barry R. Lawrence
Barry R. Lawrence, Clerk
March 13, 2018

Frank J. Thornton
Frank J. Thornton, Chairman
Board of Supervisors



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 68-18
Page No. 1 of 1

Agenda Title: RESOLUTION – Authorizing and Providing for the Issuance and Sale of Not to Exceed One Hundred Ten Million Dollars (\$110,000,000) Aggregate Principal Amount of Water and Sewer System Revenue Bonds, of the County of Henrico, Virginia, for the Purpose of Financing the Costs of Acquisition, Construction, Reconstruction, Improvement, Extension and Enlargement of the County's Water and Sewer System

For Clerk's Use Only:

Date: 3/13/2018

- ☒ Approved
☐ Denied
☐ Amended
☐ Deferred to:

BOARD OF SUPERVISORS ACTION

Moved by (1) O'Bannon Seconded by (1) Nelson
(2) (2)

REMARKS:

APPROVED

YES NO OTHER

Branin, T.	✓		
Lynch, C.	✓		
Nelson, T.	✓		
O'Bannon, P.	✓		
Thornton, F.	✓		

After holding a duly advertised public hearing on March 13, 2018, the Board of Supervisors adopted the attached resolution.

Comments: This resolution was prepared by the County's bond counsel and has been reviewed and approved as to form by the County Attorney.

By Agency Head _____

By County Manager _____

Routing:

Yellow to: _____

Copy to: _____

Certified:

A Copy Teste: _____

Clerk, Board of Supervisors

Date: _____

**COUNTY OF HENRICO, VIRGINIA,
SUPPLEMENTAL RESOLUTION**

RESOLUTION-Authorizing and Providing for the Issuance and Sale of Not to Exceed One Hundred Ten Million Dollars (\$110,000,000) Aggregate Principal Amount of Water and Sewer System Revenue Bonds, of the County of Henrico, Virginia, for the Purpose of Financing the Costs of Acquisition, Construction, Reconstruction, Improvement, Extension and Enlargement of the County's Water and Sewer System

ADOPTED MARCH 13, 2018

TABLE OF CONTENTS

<u>SECTION</u>	<u>PAGE</u>
SECTION 1. Definitions	1
SECTION 2. Authorization of Issuance of Bonds.....	2
SECTION 3. Book-Entry Only System; Appointment of Principal Paying Agent and Registrar; Payment of Bonds; Books of Registry; Exchanges and Transfers of Bonds	3
SECTION 4. Redemption of Bonds	5
SECTION 5. Execution and Authentication of Bonds; CUSIP Identification Numbers	6
SECTION 6. Covenant as to Compliance with 1986 Code.....	6
SECTION 7. Sources of Payment of Bonds	7
SECTION 8. Form of Bonds	7
SECTION 9. Sale of the Bonds	7
SECTION 10. Application of Proceeds of the Bonds	8
SECTION 11. Debt Service Payments	9
SECTION 12. Supplemental Resolution is a "Supplemental Resolution" under the Resolution; Bonds are "Bonds" and "Additional Bonds" under the Resolution	9
SECTION 13. Official Intent to Reimburse	10
SECTION 14. Amendments to Resolution.....	10
SECTION 15. Filing of this Supplemental Resolution with Circuit Court	11
SECTION 16. Effect of Article and Section Headings and Table of Contents.....	11
SECTION 17. Effectiveness of this Supplemental Resolution	11
 EXHIBIT A Form of Bonds	 A-1

**COUNTY OF HENRICO, VIRGINIA,
SUPPLEMENTAL RESOLUTION**

RESOLUTION-Authorizing and Providing for the Issuance and Sale of Not to Exceed One Hundred Ten Million Dollars (\$110,000,000) Aggregate Principal Amount of Water and Sewer System Revenue Bonds, of the County of Henrico, Virginia, for the Purpose of Financing the Costs of Acquisition, Construction, Reconstruction, Improvement, Extension and Enlargement of the County's Water and Sewer System

BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE COUNTY OF HENRICO, VIRGINIA:

SECTION 1. Definitions.

(a) Unless the context shall clearly indicate some other meaning, all the words and terms used in this Supplemental Resolution which are defined in the Resolution, entitled "A RESOLUTION AUTHORIZING THE ISSUANCE OF TWELVE MILLION EIGHT HUNDRED SEVENTY THOUSAND DOLLARS (\$12,870,000) BONDS OF HENRICO COUNTY, VIRGINIA, FOR THE PURPOSE OF REFUNDING IN ADVANCE OF MATURITY WATER AND SEWER SYSTEM REVENUE BONDS, SERIES OF 1975, OF HENRICO COUNTY, VIRGINIA, HERETOFORE ISSUED FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, RECONSTRUCTING, IMPROVING, EXTENDING AND ENLARGING A UNIFIED WATER SUPPLY AND SANITARY SEWERAGE SYSTEM IN HENRICO COUNTY; PRESCRIBING THE FORM AND DETAILS OF THE BONDS AUTHORIZED HEREBY; COVENANTING AS TO THE ESTABLISHMENT, MAINTENANCE, REVISION AND COLLECTION OF RATES AND CHARGES FOR THE SERVICES, FACILITIES AND COMMODITIES OF SAID SYSTEM AND THE COLLECTION AND DISBURSEMENT OF THE REVENUES DERIVED THEREFROM; PLEDGING SAID REVENUES TO THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON SAID BONDS AS THE SAME BECOME DUE AND LIMITING THE PAYMENT OF SAID BONDS SOLELY TO SAID REVENUES; SETTING FORTH THE LIMITATIONS ON THE ISSUANCE OF ADDITIONAL BONDS PAYABLE FROM SAID REVENUES; AND MAKING OTHER COVENANTS AND AGREEMENTS IN CONNECTION WITH THE FOREGOING", adopted by the Board on November 23, 1977 and amended by resolutions adopted by the Board on January 13, 1999 and February 9, 1999 (such Resolution, as from time to time amended or supplemented by Supplemental Resolutions being defined in such Resolution and referred to herein as the "Resolution"), shall for all purposes of this Supplemental Resolution have the respective meanings given to them in the Resolution.

(b) Unless the context shall clearly indicate some other meaning, the following terms shall, for all purposes of the Resolution and of any certificate, resolution or other instrument amendatory thereof or supplemental thereto (including for all purposes of this Supplemental Resolution) and for all purposes of any opinion or instrument or other document therein mentioned, have the following meanings, with the following definitions to be equally applicable to both the singular and plural forms of such terms:

"Bonds" shall mean the Bonds authorized by this Supplemental Resolution and issued under the Resolution and this Supplemental Resolution at any time Outstanding, which Bonds shall have the series designation determined by the County Manager or any Deputy County Manager and the Director of Finance in accordance with the provisions of Section 2(a) hereof.

"1986 Code" shall mean the Internal Revenue Code of 1986 and the regulations promulgated by the United States Department of the Treasury thereunder from time to time.

"Official Statement" shall mean one or more Official Statements of the County relating to the Bonds.

"Preliminary Official Statement" shall mean one or more Preliminary Official Statements of the County relating to the Bonds.

"Supplemental Resolution" shall mean this Supplemental Resolution.

Unless the context shall clearly indicate otherwise or otherwise require, (i) all references in this Supplemental Resolution to the Resolution (without specifying in such references any particular section of the Resolution) shall be to the Resolution as amended and supplemented, (ii) all references by number in this Supplemental Resolution to a particular section of the Resolution shall be to the section of that number of the Resolution, and if such section shall have been amended or supplemented, to such section as so amended and supplemented and (iii) all references by number in this Supplemental Resolution to a particular section of this Supplemental Resolution shall be only to the section of that number of this Supplemental Resolution.

Whenever used in this Supplemental Resolution, the words "herein", "hereinbefore", "hereinafter", "hereof", "hereunder" and other words of similar import, refer to this Supplemental Resolution only and to this Supplemental Resolution as a whole and not to any particular article, section or subdivision hereof, and the words "therein", "thereinbefore", "thereof", "thereunder" and other words of similar import, refer to the Resolution as a whole and not to any particular article, section or subdivision thereof.

SECTION 2. Authorization of Issuance of Bonds.

(a) For the purpose of financing the costs of acquisition, construction, reconstruction, improvement, extension and enlargement of the County's Water and Sewer System (hereinafter, the "Series 2018 Improvement Projects"), there are hereby authorized to be issued, and shall be issued, under and secured by the Resolution, including this Supplemental Resolution, one or more series of Bonds to be issued from time to time in an aggregate principal amount not to exceed \$110,000,000 for the purpose of financing the Series 2018 Improvement Projects, to be designated as "County of Henrico, Virginia, Water and Sewer System Revenue Bonds". The Bonds shall have such series designation as shall be determined by the County Manager or any Deputy County Manager and the Director of Finance.

(b) (i) The Bonds shall be dated as of their date of issue, shall be issued in fully registered form, shall be in the denomination of \$5,000 or any integral multiple thereof, shall be numbered or lettered, or both, as shall be determined by the Paying Agent and Registrar for the Bonds, which numbers or letters shall have the letter "R" prefixed thereto, and shall mature and become due and payable on May 1 in each of the years and in the principal amounts to be determined by the County Manager or any Deputy County Manager and the Director of Finance, and shall bear interest from the date thereof payable on such first interest payment date as shall be determined by the County Manager or any Deputy County Manager and the Director of Finance (which first interest payment date shall be either a May 1 or a November 1), and semiannually on each May 1 and November 1 thereafter, at the rates per annum to be determined by the County Manager or any Deputy County Manager and the Director of Finance.

(ii) The Bonds, if any, in term form, as determined by the County Manager or any Deputy County Manager and the Director of Finance (the "Term Bonds") shall be retired by sinking fund installments which shall be accumulated in the Sinking Fund Account in the Revenue Fund in amounts, in addition to the amounts required to be deposited therein for the Outstanding Bonds, sufficient to redeem on May 1 of each year, at a redemption price equal to the principal amount of the Bond or Bonds to be redeemed, together with interest accrued thereon to the date fixed for redemption, the principal amount of such Bonds as determined by the County Manager or any Deputy County Manager and the Director of Finance.

SECTION 3. Book-Entry Only System; Appointment of Principal Paying Agent and Registrar; Payment of Bonds; Books of Registry; Exchanges and Transfers of Bonds.

(a) (i) The Bonds shall be issued, upon initial issuance, in fully registered form and registered in the name of Cede & Co., a nominee of the Depository Trust Company, New York, New York ("DTC"), as registered owner of the Bonds, and immobilized in the custody of DTC. One fully registered Bond for the principal amount of each maturity shall be registered to Cede & Co. Beneficial owners of Bonds shall not receive physical delivery of Bonds. Individual purchases of Bonds may be made in book-entry form only in principal amounts of \$5,000 and integral multiples thereof. While registered in the name of Cede & Co., principal and interest payments on the Bonds shall be made by wire transfer to DTC or its nominee as registered owner of such Bonds on the applicable payment date, notwithstanding the provisions of Section 3(d) hereof.

(ii) Transfers of principal and interest payments to the participants of DTC, which include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations (the "Participants") shall be the responsibility of DTC. Transfers of principal and interest payments to beneficial owners of the Bonds by the Participants is the responsibility of the Participants and other nominees of such beneficial owners. The Paying Agent and Registrar, hereinafter referred to, shall notify DTC of any notice required to be given pursuant to the Resolution, as supplemented by this Supplemental Resolution, not less than fifteen (15) calendar days prior to the date upon which such notice is required to be given; *provided* that the failure to provide such notice to DTC shall not invalidate any action taken or notice given by the Paying Agent and Registrar hereunder.

(iii) Transfers of ownership interests in the Bonds shall be made by DTC and its Participants, acting as nominees of the beneficial owners of the Bonds, in accordance with rules specified by DTC and its Participants. The County makes no assurances that DTC, its Participants or other nominees of the beneficial owners of the Bonds shall act in accordance with such rules or on a timely basis.

(b) Replacement Bonds (the "Replacement Bonds") shall be issued directly to beneficial owners of Bonds rather than to DTC, or its nominee, but only in the event that:

(i) DTC determines not to continue to act as securities depository for the Bonds; or,

(ii) the County has advised DTC of its determination that DTC is incapable of discharging its duties; or,

(iii) the County has determined that it is in the best interest of the beneficial owners of the Bonds not to continue the book-entry system of transfer.

Upon occurrence of the events described in clause (i) or (ii) above the County shall attempt to locate another qualified securities depository. If the County fails to locate another qualified securities depository to replace DTC, the County shall execute and deliver Replacement Bonds substantially in the form set forth in Section 8 hereof to the Participants. In the event the County makes the determination noted in clause (iii) above (the County undertakes no obligation to make any investigation to determine the occurrence of any events that would permit the County to make any such determination) and has made provisions to notify the beneficial owners of Bonds by mailing an appropriate notice to DTC, the County shall execute and deliver Replacement Bonds substantially in the form set forth in Section 8 hereof to any Participants making a request for such Replacement Bonds. The County shall be entitled to rely on the records provided by DTC as to the Participants entitled to receive Replacement Bonds. Principal of and interest on the Replacement Bonds shall be payable as provided in subsection (d) of this Section 3 hereof, and such Replacement Bonds will be transferable and exchangeable in accordance with subsection (e) of this Section 3.

(c) Appointment of Principal Paying Agent and Registrar. The County Manager or any Deputy County Manager and the Director of Finance are hereby authorized to appoint a Paying Agent and Registrar for the Bonds (herein referred to as the "Paying Agent" or "Principal Paying Agent" or "Registrar" or "Paying Agent and Registrar").

(d) Payment of Bonds. (i) The interest on the Bonds shall be payable by check, draft or wire transfer mailed by the Paying Agent and Registrar to the registered owners of the Bonds at their addresses as the same appear on the books of registry as of the fifteenth (15th) day of the calendar month next preceding each interest payment date.

(ii) The principal of the Bonds shall be payable at the designated corporate trust office of the Paying Agent and Registrar.

(iii) The principal of and interest on the Bonds shall be payable in such coin or currency of the United States of America as at the respective dates of payment is legal tender for public and private debts.

(e) Books of Registry; Exchanges and Transfers of Bonds. (i) At all times during which any Bond remains Outstanding and unpaid, the Paying Agent and Registrar shall keep or cause to be kept at its designated corporate trust office, books of registry for the registration, exchange and transfer of the Bonds. Upon presentation at the office of the Paying Agent and Registrar for such purpose, the Paying Agent and Registrar, under such reasonable regulations as it may prescribe, shall register, exchange or transfer, or cause to be registered, exchanged or transferred, on the books of registry the Bonds as herein set forth.

(ii) Any Bond may be exchanged at the office of the Paying Agent and Registrar for a like aggregate principal amount of such Bonds in other authorized principal amounts of the same interest rate and maturity.

(iii) Any Bond may, in accordance with its terms, be transferred upon the books of registry by the registered owner thereof, in person or by the duly authorized agent of such registered owner, upon surrender of such Bond to the Paying Agent and Registrar for cancellation, accompanied by a written instrument of transfer duly executed by the registered owner thereof or the duly authorized agent of such registered owner, in form satisfactory to the Paying Agent and Registrar.

(iv) All transfers or exchanges pursuant to this Section 3(e) shall be made without expense to the registered owner of such Bonds, except as otherwise herein provided, and except that the Paying Agent and Registrar shall require the payment by the registered owner of the Bond requesting such transfer or exchange of any tax or other governmental charges required to be paid with respect to such transfer or exchange. All Bonds surrendered pursuant to this Section 3(e) shall be cancelled.

SECTION 4. Redemption of Bonds.

(a) Optional Redemption. The Bonds shall be subject to redemption as determined by the County Manager or any Deputy County Manager and the Director of Finance.

(b) Mandatory Redemption. The Bonds, if any, in term form shall also be subject to redemption as determined by the County Manager or any Deputy County Manager and the Director of Finance.

(c) Redemption By Lot. In the event less than all of the Bonds of a particular maturity are called for redemption, the particular Bonds of such maturity or portion thereof in installments of \$5,000 to be redeemed shall be selected by lot.

(d) Notice of Redemption. Notice of any such redemption shall be mailed not less than thirty (30) days and not more than forty-five (45) days prior to the date fixed for redemption by first class mail, postage prepaid, to the registered owner of the Bonds to be redeemed at such address as it appears on the books of registry kept by the Paying Agent and Registrar for the Bonds as of the close of business on the forty-fifth (45th) day preceding the date

fixed for redemption. Such notice shall specify the date, numbers and maturities of the Bonds to be redeemed, the date and place fixed for their redemption, and if less than the entire principal amount of any Bond is to be redeemed, that such Bond must be surrendered in exchange for the principal amount thereof to be redeemed and the issuance of a new Bond equalling in principal amount that portion of the principal amount thereof not redeemed, and shall also state that upon the date fixed for redemption there shall become due and payable upon each Bond called for redemption the principal amount thereof, together with the interest accrued thereon to the date fixed for redemption, and that from and after such date interest thereon shall cease to accrue.

(e) Effect of Redemption. When notice of redemption of any Bonds shall have been given as hereinabove set forth, such Bonds shall become due and payable on the date so specified for their redemption at a price equal to the principal amount thereof, together with the interest accrued thereon to such date. Whenever payment of such redemption price shall have been duly made or provided for, interest on the Bonds so called for redemption shall cease to accrue from and after the date so specified for their redemption. All redeemed Bonds shall be cancelled and not reissued.

SECTION 5. Execution and Authentication of Bonds; CUSIP Identification Numbers.

(a) Execution of Bonds. The Bonds shall be executed in the name of the County by the manual or facsimile signatures of the Chairman and the Clerk of the Board, and the seal of the County shall be impressed, or a facsimile thereof printed, on the Bonds.

(b) Authentication of Bonds. The County Manager or any Deputy County Manager and the Director of Finance shall direct the Paying Agent and Registrar to authenticate the Bonds and no Bond shall be valid or obligatory for any purpose unless and until the certificate of authentication endorsed on such Bond shall have been manually executed by an authorized signator of the Paying Agent and Registrar. Upon the authentication of any Bond, the Paying Agent and Registrar shall insert in the certificate of authentication the date as of which such Bond is authenticated. The execution and authentication of the Bonds in the manner above set forth is adopted as a due and sufficient authentication of the Bonds.

(c) CUSIP Identification Numbers. CUSIP identification numbers may be printed on the Bonds, but neither the failure to print any such number on any Bonds, nor any error or omission with respect thereto, shall constitute cause for failure or refusal by the successful bidder for the Bonds to accept delivery of and pay for the Bonds in accordance with the terms of its proposal to purchase the Bonds. No such number shall constitute or be deemed to be a part of any Bond or a part of the contract evidenced thereby and no liability shall attach to the County or any of its officers or agents because of or on account of any such number or any use made thereof.

SECTION 6. Covenant as to Compliance with 1986 Code. The County hereby covenants to comply with the provisions of Sections 103 and 141 through 150 of the 1986 Code and the applicable Treasury Regulations promulgated thereunder, applicable to the Bonds throughout the term of the Bonds.

SECTION 7. Sources of Payment of Bonds. The principal of and interest on the Bonds are payable solely from, and secured solely by, a pledge of the Revenues to be derived from the operation of the County's Water and Sewer System, subject to the prior application of such Revenues to provide for the expenses of operation and maintenance of such System and on a parity with the Outstanding principal amount of Water and Sewer System Bonds of the County and on a parity with the payment of principal of and interest on all Bonds and interest on all Bond Anticipation Notes hereafter issued under the Resolution.

SECTION 8. Form of Bonds. The Bonds shall be in substantially the form set forth in Exhibit A hereto with such necessary or appropriate variations, omissions and insertions as are incidental to their numbers, interest rates and maturities or as are otherwise permitted or required by law or this Supplemental Resolution.

SECTION 9. Sale of the Bonds.

(a) The Bonds shall be sold in one or more series from time to time in accordance with the provisions of Section 2 at competitive or negotiated sale at an aggregate purchase price of not less than ninety-eight percent (98%) of the principal amount thereof and on such other terms and conditions as are provided in the Notice of Sale thereof or in the Purchase Contract or Bond Purchase Agreement relating thereto.

(b) If the Bonds are sold at competitive sale, they may be sold contemporaneously with other bonds of the County under a combined Official Notice of Sale. If the Bonds are sold at competitive sale, the County Manager or any Deputy County Manager and the Director of Finance are hereby authorized to cause to be published and distributed, via electronic dissemination or otherwise, an Official Notice of Sale of the Bonds in such form and containing such terms and conditions as the County Manager or any Deputy County Manager and the Director of Finance may deem advisable, subject to the provisions hereof.

(c) Upon the determination by the County Manager or any Deputy County Manager and the Director of Finance to sell the Bonds at competitive or negotiated sale, the County Manager or any Deputy County Manager and the Director of Finance are hereby authorized, without further notice to or action by the Board of Supervisors, to determine the principal amounts, maturity dates and the rates of interest the Bonds shall bear; *provided that:*

(i) in no event shall the aggregate principal amount of the Bonds to be issued to pay costs of the Series 2018 Improvement Projects exceed \$110,000,000;

(ii) in no event shall the true interest cost for the Bonds exceed six percent (6%);

(iii) in no event shall the premium payable by the County upon the redemption of the Bonds exceed two percent (2%) of the principal amount thereof; and

(iv) in no event shall the final maturity date of the Bonds exceed thirty-one (31) years from the date of issuance.

(d) If the Bonds are sold at negotiated sale, the County Manager or any Deputy County Manager and the Director of Finance are hereby authorized, without further notice to or action by the Board of Supervisors, to select the underwriters for the Bonds (the "Underwriters") and to execute and deliver to the Underwriters a Purchase Contract or Bond Purchase Agreement relating to the Bonds.

(e) The County Manager or any Deputy County Manager and the Director of Finance are hereby authorized to cause to be prepared and distributed, via electronic dissemination or otherwise, a Preliminary Official Statement and a final Official Statement relating to each series of the Bonds. The County Manager or any Deputy County Manager and the Director of Finance are hereby further authorized to certify that the Preliminary Official Statement for the Bonds of each series authorized hereunder is "deemed final" for purposes of Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934. The County Manager or any Deputy County Manager and the Director of Finance are hereby authorized to execute and deliver the final Official Statement for the Bonds of each series authorized hereunder, and the County Manager, any Deputy County Manager, the Director of Finance or the County Attorney, as applicable, are hereby authorized to execute and deliver to the purchasers of the Bonds of each series, certificates in the forms provided for in the Official Statement for the Bonds of such series.

(f) The Director of Finance is hereby further authorized to execute and deliver to the purchasers of the Bonds of each series authorized hereunder a Continuing Disclosure Certificate or a Continuing Disclosure Agreement evidencing the County's undertaking to comply with the continuing disclosure requirements of Paragraph (b)(5) of such Rule 15c2-12 to the extent applicable to the Bonds, such Continuing Disclosure Certificate or Continuing Disclosure Agreement to be in such form as shall be approved by the Director of Finance upon the advice of counsel (including the County Attorney or Bond Counsel to the County), such approval to be conclusively evidenced by the execution of such Continuing Disclosure Certificate or Continuing Disclosure Agreement by the Director of Finance.

SECTION 10. Application of Proceeds of the Bonds. The proceeds of sale of the Bonds received by the County shall be applied as follows:

(i) an amount shall be deposited in the Revenue Fund and credited to the Reserve Account therein sufficient to insure that there is on deposit in such Reserve Account an amount equal to the maximum Debt Service Requirement on all Bonds outstanding;

(ii) an amount shall be repaid to the appropriate funds of the County equal to the amount of money which has been advanced to the purposes for which the Bonds are being issued; and

(iii) the balance of the proceeds of the Bonds shall be deposited in the Construction Fund and applied to the payment of the costs of the Series 2018 Improvement Projects and the costs of issuance of the Bonds.

SECTION 11. Debt Service Payments.

(a) For the purpose of providing for the payment of the interest on the Bonds, not later than the first interest payment date for the Bonds and on or before May 1 and November 1 in each year thereafter, there shall be credited to the Interest Account an amount such that, if the same amount were so paid and credited to the Interest Account on each May 1 and November 1 thereafter and prior to the next date upon which an installment of interest falls due on the Bonds, the aggregate of the amounts so credited to the Interest Account, would on such date be equal to the installment of interest then falling due on the Bonds. In making such credits to the Interest Account, any amounts paid into the Revenue Fund and credited to the Interest Account representing accrued interest received on the sale of the Bonds and any other credit otherwise made to such account shall be taken into consideration and allowed for.

(b) For the purpose of providing for the payment of the principal of the Bonds issued as Serial Bonds, not later than May 1 of the calendar year next preceding the first installment due date of a serial principal payment, and on or before May 1 of each succeeding year thereafter, so long as any Bonds issued as Serial Bonds are Outstanding, there shall be credited to the Principal Account an amount such that, if the same amount were so credited to the Principal Account on May 1 of each succeeding year thereafter and prior to the next date upon which an installment of principal falls due on the Bonds issued as Serial Bonds, the aggregate of the amounts so credited to the Principal Account together with any other moneys theretofore credited to the Principal Account, would on such date be equal to the installment of principal of such Bonds issued as Serial Bonds then falling due.

(c) For the purpose of providing moneys to retire the Term Bonds issued, if any, not later than May 1 in the year of the first redemption date of Term Bonds, and on and before May 1 in each year thereafter, so long as any Term Bonds are Outstanding, there shall be credited to the Sinking Fund Account for the purpose of retiring the Term Bonds an amount such that, if the same amount were so paid and credited to the Sinking Fund Account to provide for the retirement of the Term Bonds on May 1 of each year thereafter and prior to the next date upon which a Sinking Fund Account installment falls due, the aggregate of the amounts so credited to such account would on such date be sufficient to redeem the Term Bonds in the principal amounts determined in accordance with Section 2 hereof.

SECTION 12. Supplemental Resolution is a "Supplemental Resolution" under the Resolution; Bonds are "Bonds" and "Additional Bonds" under the Resolution.

(a) This Supplemental Resolution is adopted pursuant to Section 18A of the Resolution. This Supplemental Resolution (i) supplements the Resolution, (ii) is hereby found, determined, and declared to constitute and to be a "Supplemental Resolution" within the meaning of the quoted words as defined and used in the Resolution and (iii) is adopted pursuant to and under the authority of the Resolution.

(b) (i) The Bonds are hereby found, determined and declared to constitute and to be "Additional Bonds" and "Bonds" within the meaning of the quoted words as defined and used in the Resolution. The Bonds shall be entitled to the benefits, security and protection of the Resolution, equally and proportionately with any other Bonds heretofore or hereafter issued

thereunder, shall be payable from the Revenues of the Water and Sewer System on a parity with all Bonds heretofore or hereafter issued under the Resolution, shall rank *pari passu* with all Bonds heretofore or hereafter issued under the Resolution and shall be equally and ratably secured with all Bonds heretofore or hereafter issued under the Resolution by a prior and paramount lien and charge on the Revenues, without priority or distinction by reason of series, number, date, date of sale, date of issuance, date of execution and authentication or date of delivery, all as is more fully set forth in the Resolution.

(ii) It is hereby further found, determined and declared that no default exists in the payment of the principal of or interest and premium, if any, on any Bond issued under the Resolution and that all mandatory redemptions, if any, of Bonds required to have been made under the terms of the Resolution or any Supplemental Resolution have been made.

SECTION 13. Official Intent to Reimburse. The Board of Supervisors hereby authorizes the County to make expenditures for the purposes for which the Bonds are to be issued in advance of the issuance and receipt of the proceeds of sale of the Bonds and to reimburse such expenditures from the proceeds of sale of the Bonds. The adoption of this Resolution shall be considered as an "official intent" within the meaning of Treasury Regulations Section 1.150-2 promulgated under the 1986 Code.

SECTION 14. Amendments to Resolution. Clause (iii) of the definition of "Investment Securities" set forth in paragraph H of Section 2 of the Resolution shall be amended and restated as follows:

"(iii) (a) direct and general full faith and credit obligations of the Commonwealth of Virginia, and (b) any investments permitted under the Virginia Investment of Public Funds Act (VA Code of 1950 §2.2-4500 *et seq.*, as amended), any investments permitted under the Virginia Government Non-Arbitrage Act (VA Code of 1950 §2.2-4700 *et seq.*, as amended), and any investments permitted under the Virginia Local Government Investment Pool Act (VA Code of 1950 §2.2-4600 *et seq.*, as amended) which are permitted under the laws of the Commonwealth, including the Virginia Public Finance Act (VA Code of 1950 §15.2-2600 *et seq.*, as amended) for funds of the type proposed to be invested."

The amendments set forth in this Section 14 shall be applicable to the investment of amounts held under the Resolution for payment of, or amounts held under the Resolution derived from the proceeds of, Bonds authorized and issued after the effective date of this Resolution. The amendments set forth in this Section 14 shall not apply with respect to any funds held under the Resolution for the payment of, or amounts held under the Resolution derived from the proceeds of, any Outstanding Bonds issued under the Resolution prior to the effective date of this Supplemental Resolution, unless such amendments have been consented to by the holders of at least sixty-six and two-thirds percent (66 2/3%) of Outstanding Bonds under the Resolution.

SECTION 15. Filing of this Supplemental Resolution with Circuit Court. The County Attorney be and hereby is authorized and directed to file a copy of this Supplemental Resolution, certified by the Clerk of the Board to be a true and correct copy thereof, with the Circuit Court of the County.

SECTION 16. Effect of Article and Section Headings and Table of Contents. The headings or titles of articles and sections hereof, and any table of contents appended hereto or copies hereof, shall be for convenience of reference only and shall not affect the meaning or construction, interpretation or effect of this Supplemental Resolution.

SECTION 17. Effectiveness of this Supplemental Resolution. This Supplemental Resolution shall be effective from and after the adoption hereof by the Board; *provided* that in the event any Bonds authorized for issuance under this Supplemental Resolution shall not have been issued and delivered on or before March 13, 2019, this Supplemental Resolution shall thereafter be void and the authorization herein shall terminate and be of no further force and effect.

(FORM OF BOND)

UNITED STATES OF AMERICA
COMMONWEALTH OF VIRGINIA
COUNTY OF HENRICO
WATER AND SEWER SYSTEM REVENUE BOND,
SERIES _____

REGISTERED

REGISTERED

No. R-____

\$ _____

INTEREST RATE:

MATURITY DATE:

DATE OF BOND:

CUSIP NO.:

%

MAY 1, _____

REGISTERED OWNER: CEDE & CO.

PRINCIPAL SUM:

The County of Henrico (hereinafter referred to as the "County"), a political subdivision of the Commonwealth of Virginia, for value received, hereby acknowledges itself indebted and hereby promises to pay to the Registered Owner (named above), or registered assigns, but solely from the revenues and moneys pledged to the payment hereof hereinafter specified and not otherwise, on the Maturity Date (specified above), unless this Bond shall have been called for previous redemption and payment of the redemption price shall have been duly made or provided for, the Principal Sum (specified above), and to pay interest on such Principal Sum, but solely from such revenues and moneys pledged to the payment hereof hereinafter specified and not otherwise, on the first day of [May] [November], 20__, and semiannually on the first day of May and the first day of November of each year thereafter (each such date is hereinafter referred to as an "interest payment date"), from the date hereof or from the interest payment date next preceding the date of authentication hereof to which interest shall have been paid, unless such date of authentication is an interest payment date, in which case from such interest payment date, or unless such date of authentication is within the period from the sixteenth (16th) day to the last day of the calendar month next preceding the following interest payment date, in which case from such following interest payment date, such interest to be paid until the maturity or redemption hereof at the Interest Rate (specified above) per annum, by wire transfer or by check or draft mailed by the Registrar hereinafter mentioned to the Registered Owner in whose name this Bond is registered upon the books of registry of the County kept by the Registrar as of the close of business on the fifteenth (15th) day (whether or not a business day) of the calendar month next preceding each interest payment date at the address of the Registered Owner hereof as it appears on such books of registry; *provided, however*, that so long as this Bond is in book-entry only form and registered in the name of Cede & Co., as nominee of the Depository Trust Company ("DTC"), or in the name of such other nominee of DTC as may be requested by an authorized representative of DTC, interest on this Bond shall be paid directly to Cede & Co. or such other nominee of DTC by wire transfer. Interest on this Bond shall be

calculated on the basis of a three hundred sixty (360) day year consisting of twelve (12) thirty (30) day months.

The principal of this Bond is payable on presentation and surrender hereof at the designated corporate trust office of _____, as Paying Agent and Registrar, in the City of _____, _____. Principal of and interest on this Bond are payable in such coin or currency of the United States of America as at the respective dates of payment thereof is legal tender for public and private debts.

This Bond is one of a duly authorized series of Bonds (herein referred to as the "Bonds") of the aggregate principal amount of _____ Dollars (\$ _____) of like date, denomination and tenor herewith except for number, interest rate, maturity and redemption provisions, and is issued under and pursuant to and in full compliance with the Constitution and statutes of the Commonwealth of Virginia, including Chapter 26 of Title 15.2 of the Code of Virginia, 1950 (the same being the Public Finance Act of 1991), a resolution duly adopted on November 23, 1977 by the Board of Supervisors of the County, entitled "A RESOLUTION AUTHORIZING THE ISSUANCE OF TWELVE MILLION EIGHT HUNDRED SEVENTY THOUSAND DOLLARS (\$12,870,000) BONDS OF HENRICO COUNTY, VIRGINIA, FOR THE PURPOSE OF REFUNDING IN ADVANCE OF MATURITY WATER AND SEWER SYSTEM REVENUE BONDS, SERIES OF 1975, OF HENRICO COUNTY, VIRGINIA, HERETOFORE ISSUED FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, RECONSTRUCTING, IMPROVING, EXTENDING AND ENLARGING A UNIFIED WATER SUPPLY AND SANITARY SEWERAGE SYSTEM IN HENRICO COUNTY; PRESCRIBING THE FORM AND DETAILS OF THE BONDS AUTHORIZED HEREBY; COVENANTING AS TO THE ESTABLISHMENT, MAINTENANCE, REVISION AND COLLECTION OF RATES AND CHARGES FOR THE SERVICES, FACILITIES AND COMMODITIES OF SAID SYSTEM AND THE COLLECTION AND DISBURSEMENT OF THE REVENUES DERIVED THEREFROM; PLEDGING SAID REVENUES TO THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON SAID BONDS AS THE SAME BECOME DUE AND LIMITING THE PAYMENT OF SAID BONDS SOLELY TO SAID REVENUES; SETTING FORTH THE LIMITATIONS ON THE ISSUANCE OF ADDITIONAL BONDS PAYABLE FROM SAID REVENUES; AND MAKING OTHER COVENANTS AND AGREEMENTS IN CONNECTION WITH THE FOREGOING", as amended, and a resolution supplemental thereto duly adopted by such Board on March 13, 2018, entitled "RESOLUTION-Authorizing and Providing for the Issuance and Sale of Not to Exceed One Hundred Ten Million Dollars (\$110,000,000) Aggregate Principal Amount of Water and Sewer System Revenue Bonds, of the County of Henrico, Virginia, for the Purpose of Financing the Costs of Acquisition, Construction, Reconstruction, Improvement, Extension and Enlargement of the County's Water and Sewer System" (such resolutions being herein referred to collectively as the "Resolution").

This Bond and the series of Bonds of which this is one and interest thereon are payable solely from, and secured equally and ratably solely by a lien and charge on, the revenues derived from the operation of the water and sewer system of the County, consisting of the plants and properties, real and personal, tangible and intangible, owned or operated by the County, used for or pertaining to the supply, storage, treatment, transmission and distribution of water, or the collection, transmission, treatment and disposal of sewage, and all additions, improvements,

enlargements, extensions, expansions and betterments to such plants and properties hereafter constructed or otherwise acquired (exclusive of any such plants and properties constituting separate utility systems and financed other than by Bonds or Additional Bonds issued under the Resolution), subject, however, to the prior payment from such revenues of the expenses of operation and maintenance of the water and sewer system, on a parity with the payment of principal of and interest on all Bonds and interest on all Bond Anticipation Notes issued under the Resolution.

This Bond and the series of Bonds of which this is one are not a debt of the County within the meaning of any constitutional or statutory limitation upon the creation of general obligation indebtedness of the County, nor does this Bond or the Bonds of the series of which it is one impose any general liability upon the County, and the County shall not be liable for the payment hereof or thereof out of any funds of the County except the revenues of the water and sewer system of the County, which revenues have been pledged to the punctual payment of the principal of and interest on this Bond and the series of Bonds of which this is one in accordance with the provisions of the Resolution.

Reference is hereby made to the Resolution, to all of the provisions of which any Registered Owner of this Bond by his acceptance hereof hereby assents, for definitions of terms, the description of and the nature and extent of the security for the Bonds issued under the Resolution, including this Bond, the description of the plants and properties constituting the water and sewer system of the County, the description of and the nature and extent of the security for, and the revenues and the moneys pledged to the payment of the interest on and principal of, the Bonds issued under the Resolution, including this Bond; the nature and extent and manner of enforcement of the pledge; the covenants of the County as to the fixing, maintaining and revising of rates, rentals, fees and charges for the services, facilities and commodities of the water and sewer system of the County; the covenants of the County as to the collection, deposit and application of the revenues of the water and sewer system of the County, the conditions upon which other Bonds may hereafter be issued under the Resolution payable on a parity with this Bond from the revenues of the water and sewer system of the County and equally and ratably secured herewith, the conditions upon which the Resolution may be amended or supplemented without the consent of the owner of any Bond and upon which it may be amended only with the consent of the owners of sixty-six and two-thirds per cent (66-2/3%) in principal amount of all Bonds then outstanding under the Resolution or only with the consent of the owner of each Bond affected thereby, the rights and remedies of the owner hereof with respect hereto, the rights, duties and obligations of the County, the provisions discharging the Resolution as to this Bond and the lien and pledge of this Bond on the revenues of the water and sewer system of the County if there shall have been deposited with the paying agent for this Bond on or before the maturity or redemption hereof moneys sufficient to pay the principal hereof and the interest hereon to the maturity or redemption date hereof, or certain specified securities maturing at such times and in such amounts which, together with the earnings thereon, would be sufficient for such payment; and for the other terms and provisions of the Resolution.

The Bonds of the series of which this Bond is one maturing on and before May 1, _____ are not subject to redemption prior to their stated maturities thereof. The Bonds of the series of which this Bond is one (or portions thereof in installments of \$5,000) maturing on and after May 1, _____ are subject to redemption at the option of the County prior to the stated

maturities thereof, on or after May 1, _____ in whole or in part at any time and at the redemption price of par, together with the interest accrued on such principal amount to the date fixed for redemption. [The Bonds of the series of which this Bond is one maturing May 1, _____ shall be redeemed pursuant to the Resolution on May 1 in each year commencing _____ 1, _____, from moneys to be credited to the Sinking Fund Account in the Revenue Fund for the redemption of such Bonds, such redemption to be made at a redemption price equal to the principal amount thereof, together with the interest accrued on such principal amount to the date fixed for the redemption thereof.] In the event less than all of the Bonds of a particular maturity are called for redemption, the particular Bonds of such maturity or portions thereof in installments of \$5,000 to be redeemed shall be selected by lot.

If this Bond is redeemable and this Bond (or any portion of the principal amount thereof in installments of \$5,000) shall be called for redemption, notice of the redemption hereof, specifying the date, number and maturity of this Bond, the date and place fixed for its redemption and if less than the entire principal amount of this Bond is to be redeemed, that this Bond must be surrendered in exchange for the principal amount thereof to be redeemed and the issuance of a new Bond equalling in principal amount that portion of the principal amount hereof not to be redeemed, shall be mailed not less than thirty (30) days prior to the date fixed for redemption by first class mail, postage prepaid, to the Registered Owner of this Bond at the address of such Registered Owner as it appears on the books of registry maintained by the Registrar as of the close of business on the forty-fifth (45th) day preceding the date fixed for redemption. If notice of redemption of this Bond shall have been given as aforesaid, and payment of the principal amount of this Bond (or the portion of the principal amount hereof to be redeemed) and of the accrued interest payable upon such redemption shall have been duly made or provided for, interest hereon shall cease to accrue from and after the date so specified for the redemption hereof.

Subject to the limitations and upon payment of the charges, if any, provided in the proceedings authorizing the Bonds of the series of which this Bond is one, this Bond may be exchanged at the designated corporate trust office of the Registrar for a like aggregate principal amount of Bonds of other authorized principal amounts and of the series of which this Bond is one. This Bond is transferable by the Registered Owner hereof, in person or by the agent of such Registered Owner duly authorized in writing, at the designated corporate trust office of the Registrar but only in the manner, subject to the limitations and upon payment of the charges, if any, provided in the proceedings authorizing the Bonds of the series of which this Bond is one, and upon the surrender hereof for cancellation. Upon such transfer a new Bond or Bonds of authorized denominations and of the same aggregate principal amount of the series of which this Bond is one will be issued to the transferee in exchange herefor.

This Bond shall not be valid or obligatory unless the certificate of authentication hereon shall have been manually signed by an authorized signator of the Registrar.

It is hereby certified, recited and declared that all acts, conditions and things required to have happened, to exist and to have been performed precedent to and in the issuance of this Bond and the series of which it is one, have happened, do exist and have been performed in regular and due time, form and manner as required by law, and that the Bonds of the series of which this Bond is one do not exceed any constitutional or statutory limitation of indebtedness.

IN WITNESS WHEREOF, the County, by its Board of Supervisors, has caused this Bond to be executed by the manual or facsimile signature of the Chairman of such Board; the seal of the County to be impressed or a facsimile thereof imprinted hereon, attested by the manual or facsimile signature of the Clerk of such Board; and this Bond to be dated the date first above written.

Chairman of the Board of Supervisors

(Seal)

Clerk of the Board of Supervisors

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds delivered pursuant to the within-mentioned proceedings.

_____,
as Registrar and Paying Agent

By: _____
Authorized Signature

Date of Authentication: _____, _____

ASSIGNMENT

For value received, the undersigned hereby sell(s), assign(s) and transfer(s) unto

(Please print or type name and address, including postal zip code, of transferee)

PLEASE INSERT SOCIAL SECURITY
OR OTHER TAX IDENTIFYING NUMBER
OF TRANSFEREE:

--

Dated: _____

Signature(s) Guaranteed:

NOTICE: Signature(s) must be guaranteed by a member firm of the New York Stock Exchange, Inc. or a commercial bank or trust company.

(Signature(s) of Registered Owner)

NOTICE: the signature(s) above must correspond with the name of the Registered Owner as it appears on the front of this Bond in every particular, without alteration or enlargement or any change whatsoever.



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 69-18

Page No. 1 of 2

Agenda Title: RESOLUTION — Signatory Authority — Lease of County Property — 9170 Willis Church Road — Varina District

For Clerk's Use Only:

Date: 3/13/2018

- ☒ Approved
☐ Denied
☐ Amended
☐ Deferred to:

BOARD OF SUPERVISORS ACTION

Moved by (1) O'Bannon Seconded by (1) Nelson
(2) (2)

REMARKS:

APPROVED

YES NO OTHER

Branin, T.	✓		
Lynch, C.	✓		
Nelson, T.	✓		
O'Bannon, P.	✓		
Thornton, F.			

WHEREAS, the County owns a single-family dwelling on approximately one acre of land at 9170 Willis Church Road known as the Crewe House; and,

WHEREAS, the County currently leases the property to Clyde and Sandi Cristman pursuant to a lease agreement dated July 1, 2016 (the "Current Lease"); and,

WHEREAS, the Current Lease provides for a two-year rental term beginning on August 1, 2016, and expiring on July 31, 2018, at a monthly rent of \$850.00; and,

WHEREAS, the Cristmans have asked the County to amend the Current Lease to provide that the term will expire on April 30, 2018; and,

WHEREAS, the County is willing to amend the Current Lease to provide for an expiration date of April 30, 2018; and,

WHEREAS, Lesley Canter desires to lease the property for a term beginning on June 22, 2018, and ending on June 30, 2019, which term may be renewed and extended upon agreement by the parties, and she will pay a monthly rent of \$850.00 and be responsible for routine maintenance at the property; and,

WHEREAS, Canter is an employee of the County School Board of Henrico County, Virginia, and has not and will not participate in any way in the negotiation of this lease in her official capacity; and,

By Agency Head

By County Manager

Routing:

Yellow to: _____

Copy to: _____

Certified:

A Copy Teste: _____
Clerk, Board of Supervisors

Date: _____

**COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE**

Agenda Item No. 69-18

Page No. 2 of 2

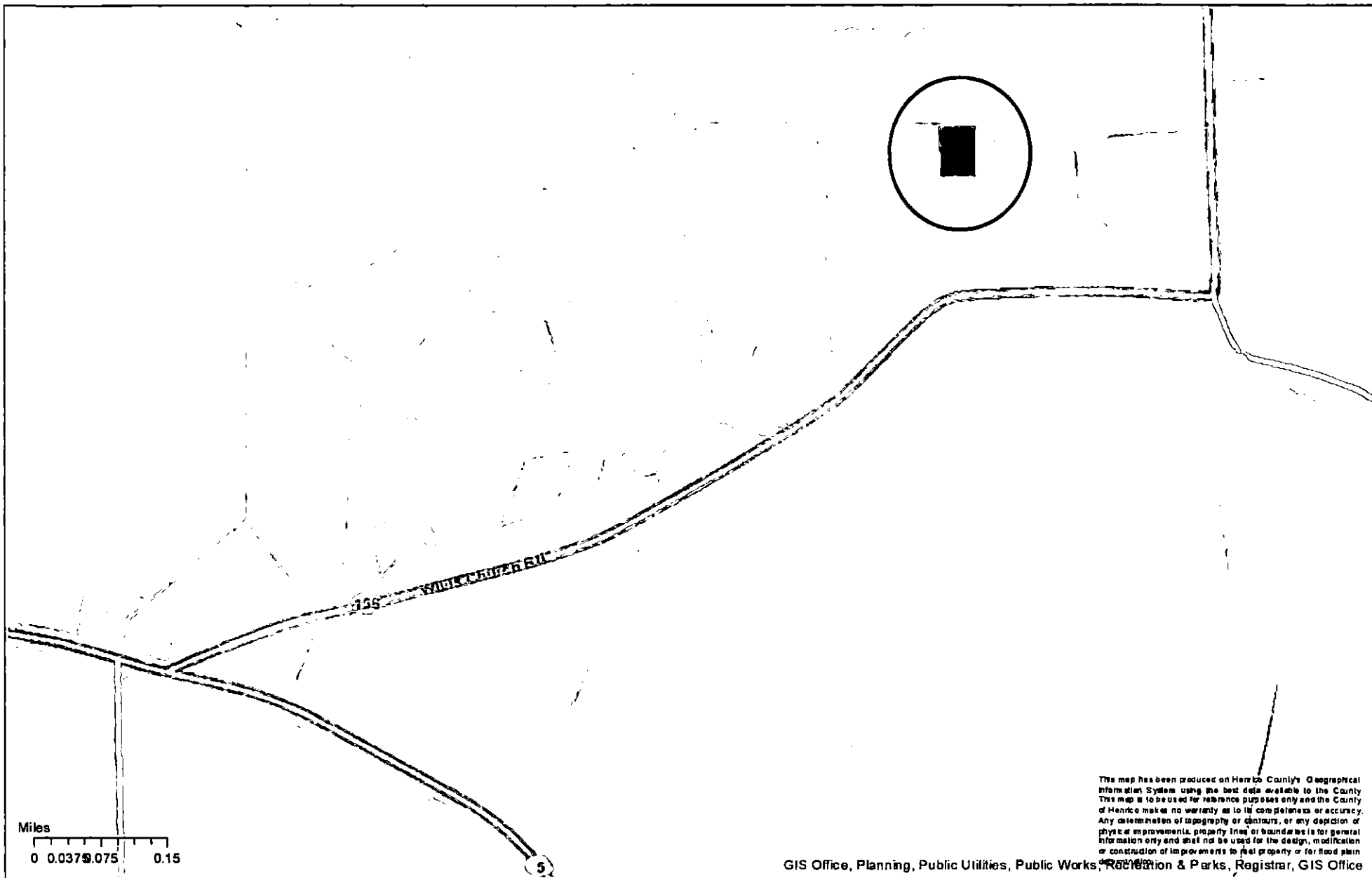
Agenda Title: RESOLUTION — Signatory Authority — Lease of County Property — 9170 Willis Church Road — Varina District

WHEREAS, this Resolution was advertised pursuant to Section 15.2-1813 of the Code of Virginia, 1950, as amended, and a public hearing was held on March 13, 2018.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors that the County Manager is authorized to execute an:

- 1) amendment to the Current Lease with Clyde and Sandi Cristman, in a form approved by the County Attorney, to amend the term to provide that it will expire on April 30, 2018; and,
- 2) agreement to lease the property to Lesley Canter for a term beginning on June 22, 2018, and ending on June 30, 2019, at a monthly rent of \$850.00 in a form approved by the County Attorney.

Comments: The Directors of Real Property and Recreation and Parks recommend approval of this Board paper; the County Manager concurs.



VICINITY MAP
LEASE OF REAL PROPERTY
CREWE HOUSE - 9170 WILLIS CHURCH ROAD
VARINA DISTRICT





Crewe House - Front view
9170 Willis Church Road

Prepared by Real Property Department



COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 70-18
Page No. 1 of 2

Agenda Title **RESOLUTION – Receipt of Operating and Capital Budget Estimates for Fiscal Year 2018-19 and Notice of Public Hearings on the Budget and Proposed Tax Rates**

For Clerk's Use Only:

Date: 3/13/2018

- () Approved
() Denied
() Amended
() Deferred to:

BOARD OF SUPERVISORS ACTION

Moved by (1) Nelson Seconded by (1) Branin
(2) (2)

REMARKS:

APPROVED

	YES	NO	OTHER
Branin, T.	✓		
Lynch, C.	✓		
Nelson, T.	✓		
O'Bannon, P.	✓		
Thornton, F.	✓		

WHEREAS, the County Manager has assembled his estimates of the resources and expenditures anticipated to be available or required during fiscal year 2018-19 for the operating and capital budgets from requests received from all County offices, divisions, boards, and departments, including the Department of Education; and,

WHEREAS, state law requires the advertisement and holding of a public hearing and the approval of an Annual Fiscal Plan for the County; and,

WHEREAS, the Board desires to advertise proposed tax rates and levies for calendar year 2018 and hold a public hearing thereon.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of the County of Henrico, Virginia, that:

- (1) The Board hereby receives the County Manager's estimates of resources and expenditures anticipated to be available or required during fiscal year 2018-19 for the operating and capital budgets.
- (2) The Board hereby directs its Clerk to advertise on or before Sunday, March 25, 2018, in at least one newspaper of general circulation in the County:
 - (a) A synopsis of the operating and capital budgets and a public hearing thereon to be held on Tuesday, April 10, 2018, at 6:00 p.m., in the Board Room at the Government Center, Hungary Spring and East Parham Roads, Henrico County, Virginia; and,

By Agency Head

[Signature]

By County Manager

[Signature]

Routing:

Yellow to:

Copy to:

Certified:

A Copy Teste:

Clerk, Board of Supervisors

Date:

**COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE**

Agenda Item No. 70-18
Page No. 2 of 2

Agenda Title **RESOLUTION – Receipt of Operating and Capital Budget Estimates for Fiscal Year 2007-08 and Notice of Public Hearings on the Budget and Proposed Tax Rates**

- (b) Proposed tax rates and levies for calendar year 2018 and a public hearing thereon to be held on Tuesday, April 24, 2018, at 7:00 p.m., in the Board Room at the Government Center, Hungary Spring and East Parham Roads, Henrico County, Virginia.
- (3) The Board hereby directs its Clerk to post on or before Sunday, March 25, 2018, in a prominent public location at which notices are regularly posted at both the Eastern and Western Government Centers:
 - (a) A synopsis of the operating and capital budgets and notice of a public hearing thereon to be held on Tuesday, April 10, 2018, at 6:00 p.m. in the Board Room at the Government Center, Hungary Spring and East Parham Roads, Henrico County, Virginia; and,
 - (b) A notice of proposed tax rates and levies for calendar year 2018 and a public hearing thereon to be held on Tuesday, April 24, 2018, at 7:00 p.m. in the Board Room at the Government Center, Hungary Spring and East Parham Roads, Henrico County, Virginia.

COMMENTS: The Director of Finance recommends approval of this Board paper, and the County Manager concurs.



FY2018-19

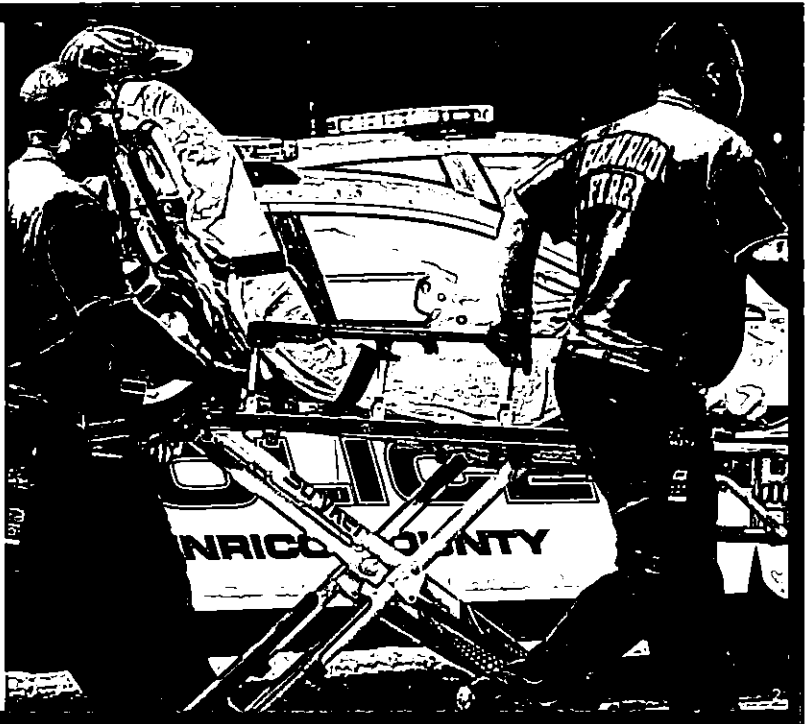
Budget Introduction

March 13, 2018

1

Funding Priorities

- Honor prior commitments
- Promote economic development
- Allocate majority of funding to core services
- Attract and retain talent with competitive compensation and benefits
- Maintain fiscal structure



**Henrico has the
lowest monthly
tax burden of the
10 largest
localities in VA**

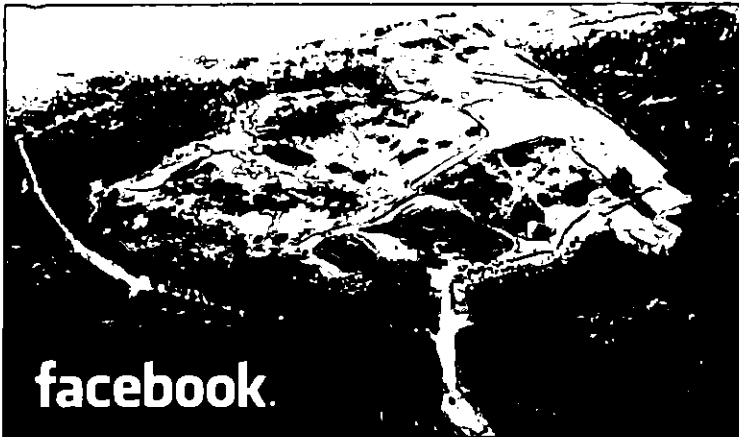
**FY2019 Budget
maintains
low RE tax
burden with
\$0.87 rate**



General Fund Revenues

	FY2018 Approved (in millions)	FY2019 Estimated (in millions)	\$ Change (in millions)	% Change
Local Revenue Total	\$617.4	\$648.9	\$31.5	5.1%
State Revenue Total	\$346.4	\$357.5	\$11.2	3.2%
Federal Revenues	\$0.4	\$0.4	\$0.0	(2.7%)
Transfers/Reserves	(\$124.5)	(\$134.9)	(\$10.5)	8.4%
Total Net Revenues	\$839.7	\$871.9	\$32.2	3.8%

Recent BOS Economic Development Initiatives



- 2015** BOS reduces machinery & tools tax rate
- 2016** BOS reduces aircraft personal property tax rate
- 2017** BOS approves BPOL exemption threshold and data center personal property tax reduction

5

Continued Commitment to Business-Friendly Environment

Increases full exemption from BPOL tax from \$200,000 to \$300,000

6



REAP Eligibility Enhancements

- Income threshold increased from \$67,000 to \$75,000
- Net worth parameter raised from \$350,000 to \$400,000



Tax Relief for Seniors

The budget adds \$500,000 to the Real Estate Advantage Program (REAP) in recognition of the rising costs of this program and the enhancement of the eligibility criteria for qualified senior and disabled citizens.

7



**Merit-based salary
increase for Henrico's
hard-working employees,
effective July 1, 2018**

8

Regional Comparison of Salary Increases

Salary Increases in Metro Richmond FY2015 – FY2019

Fiscal Year	Henrico	Chesterfield	Hanover	Richmond GG	Richmond Sworn Police/Fire
FY2019	3.0% ⁽¹⁾	3.0% ⁽²⁾	2.0%	1.0%	2.6%
FY2018	2.5%	2.0%	2.0%	0.0%	Varied ⁽³⁾
FY2017	2.4%	2.0%	2.0%	0.0%	2.5%
FY2016	2.0%	2.0%	2.0%	2.0%	2.5%
FY2015	3.0%	1.0%	2.0%	0.0%	0.0%
5-Year Total:	12.9%	10.0%	10.0%	3.0%	7.6%

⁽¹⁾ 2.4% merit-based salary increase for all employees plus an additional 0.6% increase for employees who have worked for Henrico for six or more years.

⁽²⁾ 2.3% for all employees plus 0.7% for employees who make less than \$40,000.

⁽³⁾ Richmond sworn Police and Fire employees were moved to a step based on length of service.

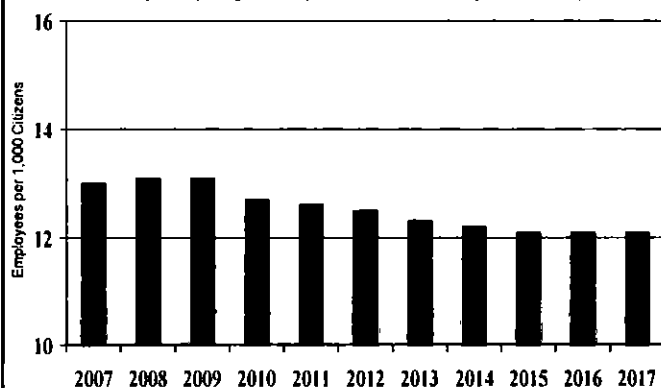
Financial Trend Monitoring System



TRENDS

Prepared by: Department of Finance, Office of Management & Budget - February 2018
Evaluation Period: 2007-2017

Employees per Capita (Employees per 1,000 Population)



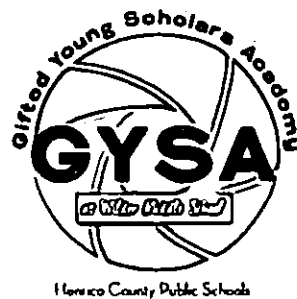
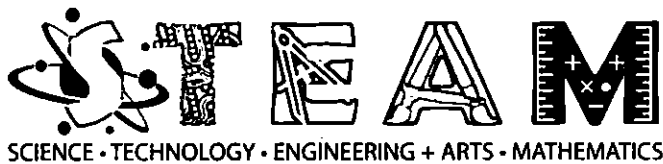


Commitment to Core Services

- Proposed budget fully funds the School Board's budget request
- \$21.4 million in overall incremental new resources provided to HCPS
- Nearly $\frac{3}{4}$ of all revenue growth allocated to Education and Public Safety

11

Additional funding to expand...



12



\$10.1 million in new incremental General Fund resources allocated for Public Safety initiatives

13

Proposed budget includes largest locally-funded expansion of bus transit in the past 25 years

- Expands the hours of service on three routes – the Seven Pines route, the Laburnum Connector, and the Pemberton Route
- Extends the Pemberton Route to West Broad Marketplace in Short Pump



FY2019 Proposed
Budget includes
\$2.0 million for a
**'Community
Revitalization
Fund'** to improve
older neighborhoods
within our
community



15

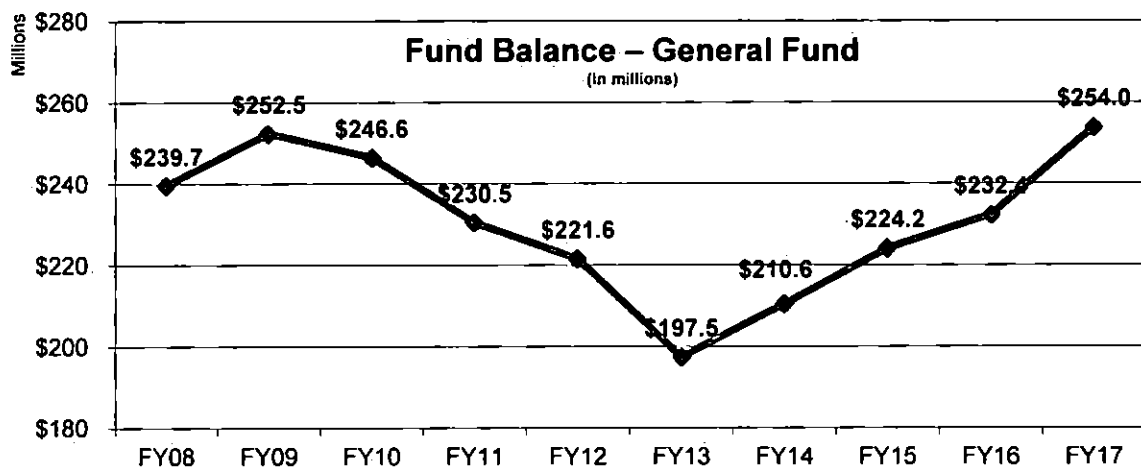
FY2019 Proposed Capital Budget Highlights

- Continues funding the 26 projects approved by Henrico voters in the November 2016 General Obligation Bond Referendum
- \$9.3 million to complete HS athletic field renovations
- \$4.9 million for the extension of Woodman Road
- \$2.5 million for sidewalk improvements
- \$8.5 million to renovate and expand the Circuit Court within the County's Courthouse



16

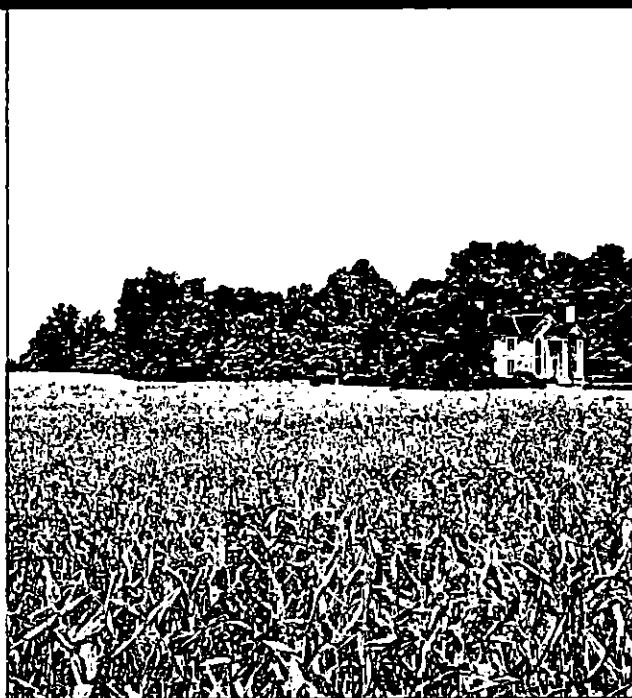
Proposed Budget Enhances Fiscal Structure



17

FY2019 BUDGET CALENDAR

March 13th	FY19 Manager's Proposed Budget Introduced
March 19th – 23th	Legislative Budget Reviews
April 10th	FY19 Budget Public Hearing
April 24th	Public Hearings for the Real Estate Tax Rate, Personal Property Tax Rates, BPOL Ordinance Change, and Water and Sewer Rates





COUNTY OF HENRICO, VIRGINIA
BOARD OF SUPERVISORS
MINUTE

Agenda Item No. 71-18

Page No. 1 of 1

Agenda Title: RESOLUTION — Acceptance of Roads — Varina District

For Clerk's Use Only:

Date: 3/13/2018

- ☒ Approved
☐ Denied
☐ Amended
☐ Deferred to:

BOARD OF SUPERVISORS ACTION

Moved by (1) O'Bannon
Moved by (2) Nelson
REMARKS: APPROVED

YES NO OTHER

Branin, T. ☒ ☐ ☐
Lynch, C. ☒ ☐ ☐
Nelson, T. ☒ ☐ ☐
O'Bannon, P. ☒ ☐ ☐
Thornton, F. ☒ ☐ ☐

BE IT RESOLVED by the Board of Supervisors of the County of Henrico that the following named and described sections of roads are accepted into the County road system for maintenance.

Eagles Nest, Section D — Varina District

Eagles Landing Avenue from Crested Eagle Lane to 0.13 Mi. E. of Crested Eagle Lane	0.13 Mi.
Bateleur Court from Eagles Landing Avenue to 0.04 Mi. N. of Eagles Landing Avenue	0.04 Mi.
Bald Eagle Court from Eagles Landing Avenue to 0.10 Mi. S. of Eagles Landing Avenue	0.10 Mi.
Crested Eagle Lane from Midview Road to 0.11 Mi. N. of Midview Road	0.11 Mi.
Midview Road from 0.01 Mi. W. of Majestic Way to 0.15 Mi. E. of Majestic Way	0.16 Mi.
Total Miles	0.54 Mi.

By Agency Head

By County Manager

Routing:

Yellow to: _____

Copy to: _____

Certified:

A Copy Teste:

Clerk, Board of Supervisors

Date: _____



EAGLES NEST SECTION D

