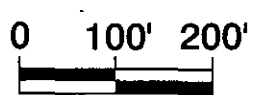


71-A-71 & 72 / 71-8-E-1 & 2

DRUG STORE

BROOKLAND DISTRICT

C-37C-97



HENRICO COUNTY PLANNING OFFICE



COMMONWEALTH OF VIRGINIA
COUNTY OF HENRICO

IRGIL R. HAZELETT, P.E.
County Manager

July 15, 1997

Re: Conditional Rezoning Case C-37C-97

Berkshire-Richmond, L.L.C.
ATTN: Mr. Timothy Traynor
c/o Berkshire Acquisition Corp.
1500 Main St., 20th Floor
Springfield, MA 01115

Gentlemen:

The Board of Supervisors at its meeting on July 9, 1997, granted your request to conditionally rezone property from R-3 and R-4 One Family Residence Districts to B-2C Business District (Conditional), Parcels 71-A-71 & 72 and 71-8-E-1 & 2, described as follows:

Beginning at a point where the west line of Staples Mill Road meets the south line of Bremner Boulevard, which point is the True Point of Beginning; thence southerly along the west line of Staples Mill Road S 60° 58' 05" E., 24.06' to a point; thence S. 28° 35' 46" E., 19.08' to a point; thence N 61° 48' 14" E. 11.00' to a point on the westerly right-of-way line of Staples Mill Road; thence continuing along the westerly right-of-way line of Staples Mill Road along a curve to the right having a radius of 1,377.39' for a length of 254.07' to a point; thence leaving Staples Mill Road S. 85° 01' 00" W., 274.32' to a point; thence N. 4° 59' 00" W., 133.00' to a point; thence N. 85° 01' 00" E., 5.28' to a point; thence N. 4° 59' 00" W., 135.00' to a point on the south line of Bremner Boulevard; thence N 85° 01' 00" E., 153.25' to the True Point of Beginning, containing approximately 1.42 acres of land.

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

1. Architectural Treatment. The exposed portion of each exterior wall surface (front, rear and sides) of any building constructed on the Property (excluding rooftop screening materials of mechanical equipment) shall be similar to the exposed portions of other exterior wall surfaces of such building in architectural treatment and materials. Any building constructed on the Property shall have exposed exterior walls (above finished grade) predominantly of either, or combination of, face brick or glass unless different architectural treatment and/or materials with respect to the exposed portion of any such wall surface is specifically approved at the time of Plan of Development review. Split-face block, E.I.F.S., drivit or stucco, if

said stucco is applied to a masonry surface, may be used as decorative trim materials accessory to those predominant materials referenced above. No building on the Property shall be covered with or have exposed to view any sheet or corrugated aluminum or metal, exposed aggregate concrete, or unpainted or unfinished concrete masonry units unless otherwise specifically requested and approved by the Planning Commission at the time of Plan of Development review.

2. Landscaped Buffers. In addition to any required transitional buffers along the southern and western boundary lines, a landscaped buffer will be provided ten (10) feet in width along Staples Mill Road and Bremner Boulevard except to the extent necessary or allowed for entrance drives, sidewalks, utility easements, grading, drainage, fencing and signage and other purposes requested and specifically approved, or if required, by the Planning Commission at the time of Plan of Development review. Any utility easements (other than existing utility easements) permitted within the 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 Plan of Development review.
3. Rear Yard Screening. A masonry wall or berm, or a combination thereof, totaling six (6) feet in height from the finished grade of the Property shall be provided parallel to the western (rear) property line within the required transitional buffer area, the location of such wall and/or berm to be determined at the time of Plan of Development review.
4. Parking Lot Lighting. Parking lot lighting standards shall not exceed twenty (20) feet in height above grade level. Parking lot lighting fixtures shall be positioned horizontally and in such a manner as to minimize the impact of such lighting on any adjacent property. Light fixtures shall be of the type that conceals the direct source of light (such as "shoe box" type fixtures).
5. HVAC. Any rooftop heating and air conditioning equipment shall be screened from public view at ground level at the property lines by means of parapets or other architectural features in a manner approved by the Planning Commission at the time of Plan of Development review.
6. Building Height. No building constructed on the Property shall exceed thirty (30) feet in height exclusive of architectural design features.
7. Use Restrictions. The following uses shall not be permitted on the Property:
 - a. Automotive filling, service or repair facilities, including towing service and/or convenience food store with fuel pumps;
 - b. Flea markets;
 - c. Gun shop, sales and repair;

- d. Fast food restaurants;
- e. Private club, lodge, meeting hall and fraternal organization;
- f. Laundromats and self-service dry cleaning establishments;
- g- Indoor recreation facilities;
- h. Massage parlors;
- i. Adult bookstores; or
- j. Animal hospitals or clinic.

For the purposes hereof, "fast food" restaurant is defined as an establishment, the principal business of which is the sale of foods and beverages already prepared at the time of ordering to consumers in a ready to consume state, and which foods and beverages are usually wrapped in paper, plastic, or other disposable containers or wrappers for immediate consumption either within the restaurant building or off the premises.

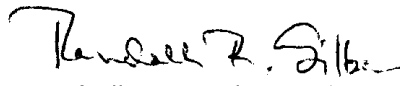
8. Irrigation. Landscaped buffers shall be served by an underground irrigation system.
9. Pick-Up Window. Pharmaceuticals only may be purchased via a pick-up window.
10. Loudspeakers. No outside loudspeakers or pagers shall be permitted on the Property; however, an intercom system associated with a pick-up/drop-off window shall be permitted. No external alarm bells or external warning devices shall be permitted.
11. Central Trash Receptacles/Hours of Pick-up . Central trash receptacles, not including convenience cans, shall be screened from public view at ground level in a manner approved by the Planning Commission at the time of Plan of Development review. Trash pickup from the site shall be limited to the hours of 7:00 a.m. to 8:00 p.m. Monday through Saturday. There shall be no trash pickup on Sundays.
12. Site Plan and Elevations. The Property shall be developed in substantial conformance with (i) the site plan prepared by Balzer and Associates, Inc. entitled "CVS Bremner Boulevard at the Corner of Bremner Boulevard and Staples Mill Road, Henrico County, Virginia", attached hereto as Exhibit "A" and (ii) the architectural appearance of the elevations attached hereto as Exhibit "B", unless otherwise requested and specifically approved by the Planning Commission at the time of Plan of Development review.
13. 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 any of the other proffers or the unaffected part of any such proffer.

Berkshire-Richmond, L.L.C.
July 15, 1997
C-37C-97

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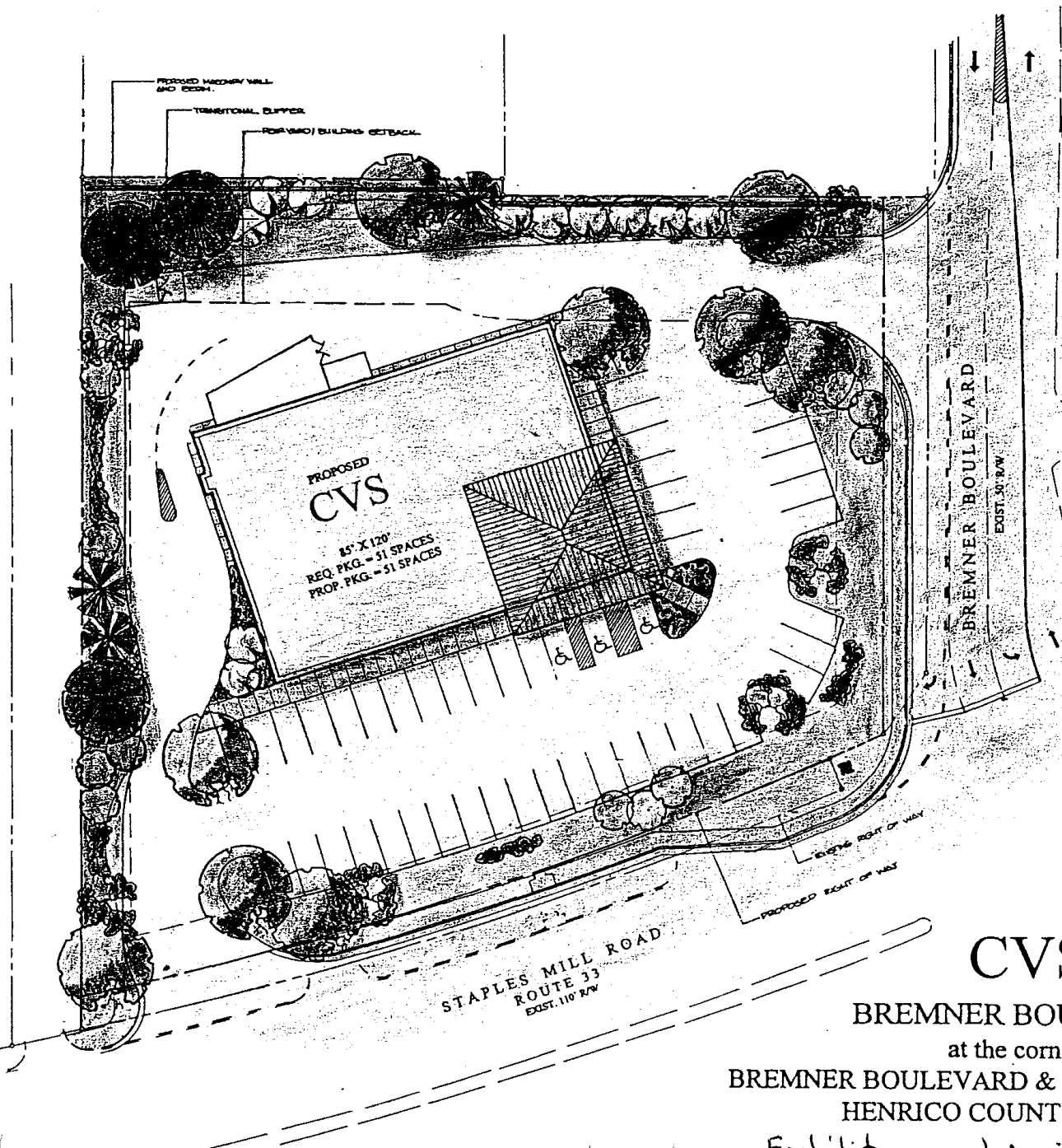
The Planning Office has been advised of the action of the Board of Supervisors and will revise its records and place a copy of the accepted proffered conditions in the Conditional Zoning Index.

Sincerely,


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

cc: Director, Real Estate Assessment
Conditional Zoning Index
Mr. James W. Theobald, Esquire
Mr. John Michael Duke
Mr. Owen Nelson Pollard, Jr.
Ms. Barbara G. Atkins
Mr. & Mrs. James R. McGuffie

EXHIBIT
A
ALL-STATE INTERNATIONAL



BALZER
AND ASSOCIATES, INC.
BVINEO
REFLECTING TOMORROW

501 Branchway Road
Suite 100
Richmond, Virginia 23236
Phone: 804/794-0571
FAX: 804/794-2635

CVS

BREMNER BOULEVARD
at the corner of
BREMNER BOULEVARD & STAPLES MILL ROAD
HENRICO COUNTY, VIRGINIA

SCALE 1" = 50'

Exhibit accepted with C-370-971, JL
B of S on 7-9-97.

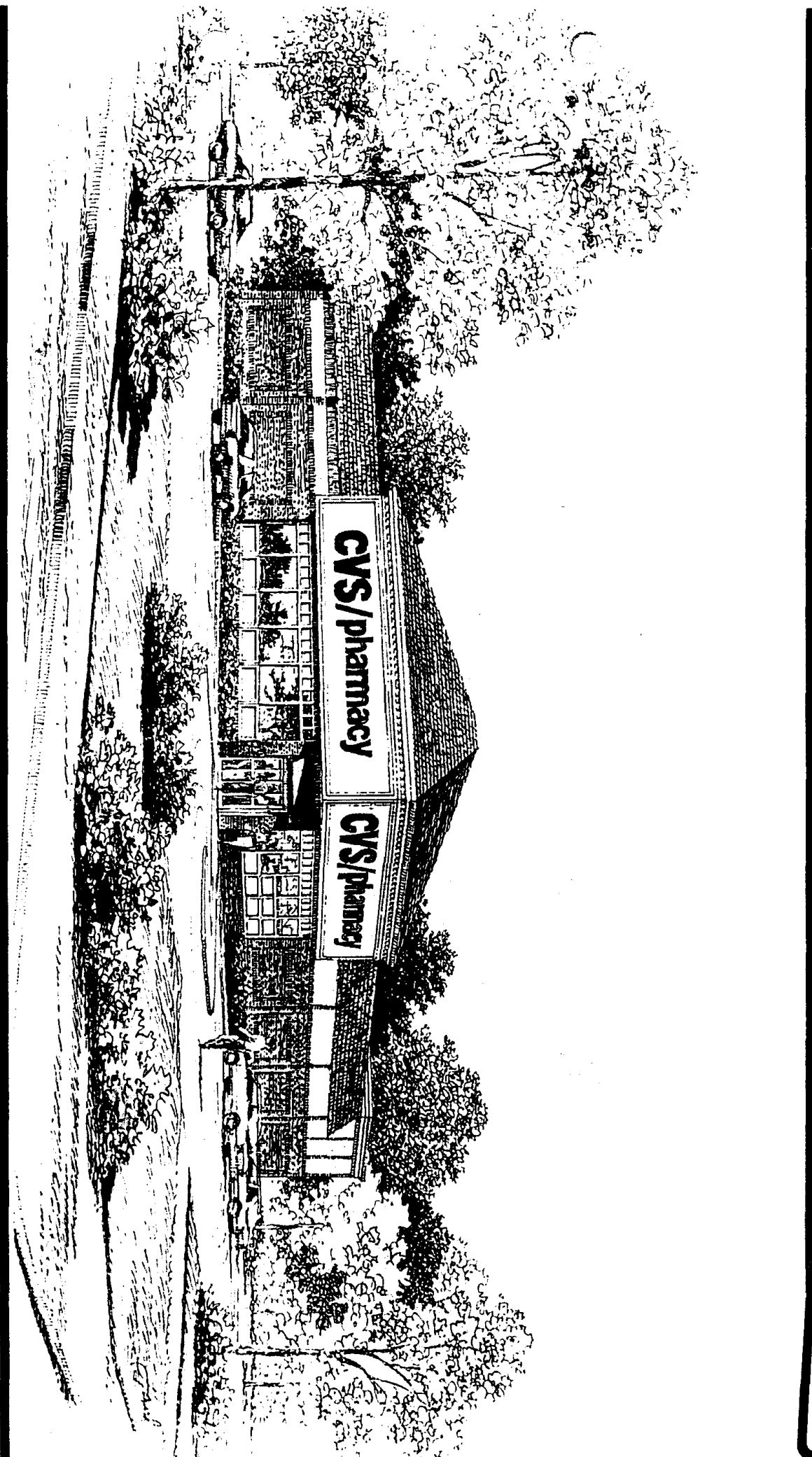


Exhibit prepared with C-372-97 by Mr
B S on 7-9-97.

EXHIBIT
B
ALL-STATE INTERNATIONAL