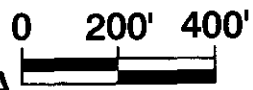


**PARCEL 2**  
 A-1, O-3C & B-2C to B-2C  
 14.4604 Acres

**PARCEL 1**  
 A-1 & O-3C to O-3C  
 11.5320 Acres

MIXED USE COMMERCIAL DEVELOPMENT

**C-63C-98** <sup>®</sup><sub>A</sub>



48-A- various parcels  
 THREE CHOPT DISTRICT

HENRICO COUNTY PLANNING OFFICE



COMMONWEALTH OF VIRGINIA  
COUNTY OF HENRICO

February 2, 1999

Virgil R. Hazelett, P.E.  
County Manager

Re: Conditional Rezoning Case C-63C-98

RealtiCorp, Inc.  
901 E. Byrd St., Suite 115  
Richmond, VA 23219

Gentlemen:

The Board of Supervisors at its meeting on January 26, 1999, granted your request to conditionally rezone property from A-1 Agricultural District, O-3C Office District (Conditional) and B-2C Business District (Conditional) to B-3C Business District (Conditional), Parcels 47-A-59, 48-A-39 through 43, 48-A-43A and 43B, 48-A-55, and 48-A-58 through 66, described as follows:

PARCEL 1 - B-2C Zoning

BEGINNING at a point on the east line of Cox Road, approximately 667 feet south of its intersection with the south line of Broad Street, thence leaving the east line of Cox Road, S 74° 28' 56" E a distance of 260.13 feet to a point; thence S 15° 08' 01" W a distance of 286.28 feet to a point; thence S 74° 51' 59" E a distance of 88.88 feet to a point; thence along a curve to the left having a radius of 562.50 feet, a distance of 113.00 feet to a point; thence N 81° 31' 16" E a distance of 140.93 feet to a point; thence along the arc of a curve to the right having a radius of 637.50 feet, a distance of 127.18 feet to a point; thence S 11° 4' 7" W a distance of 418.43 feet to a point; thence N 74° 30' 10" W a distance of 239.75 feet to a point; thence S 15° 30' 36" W a distance of 403.69 feet to a point; thence S 39° 40' 49" W a distance of 266.84 feet to a point on the northeast line of Old Cox Road; thence N 18° 59' 53" W a distance of 534.64 feet to a point; thence along the arc of a curve to the right having a radius of 497.49 feet a distance of 187.70 feet to a point; thence N 15° 39' 58" E a distance of 145.7 feet to a point; thence North 74° 28' 56" W a distance of 13.01 feet to a point; thence N 15° 31' 04" E a distance of 460.69 feet to the point and place of BEGINNING, containing 11.5253 acres.

PARCEL 2 - O-3C Zoning

BEGINNING at a point which is at the southeast corner of Parcel 2, thence N 55° 56' 15" W a distance of 252.17 feet to a point; thence N 37° 28' 39" W a distance of 50.12 feet to a point; thence N 00° 45' 58" W a distance of 33.2 feet to a point; thence N 43° 56' 16" E a distance of 15.91 feet to a point; thence N 18° 59' 53" W a distance of 89.46 feet to a point; thence N 39° 40' 49" E a distance of 266.84 feet to a point; thence N 15° 30' 36" E a distance of

403.69 feet to a point; thence S 74° 30' 10" E a distance of 239.75 feet to a point; thence N 11° 04' 07" E a distance of 418.43 feet to a point; thence along the arc of a curve to the right having a radius of 637.50 feet a distance of 244.78 feet to a point; thence S 65° 02' 56" E a distance of 116.96 feet to a point; thence S 03° 40' 05" W a distance of 244.73 feet to a point; thence S 39° 03' 44" W a distance of 95.70 feet to a point; thence S 35° 18' 44" W a distance of 57.91 feet to a point; thence S 35° 19' 26" W a distance of 63.46 feet to a point; thence S 26° 48' 17" W a distance of 139.90 feet to a point; thence S 43° 19' 55" W a distance of 327.00 feet to a point; thence S 37° 24' 45" W a distance of 221.86 feet to a point; thence S 29° 29' 21" W a distance of 214.94 feet to the point and place of BEGINNING, containing 11.5320 acres.

PARCEL 3 - B-2C Zoning

BEGINNING at the point of the intersection of the east line of Cox Road and the north line of Interstate 64, thence along the east line of Cox Road N 33° 38' 35" E a distance of 348.22 feet to a point; thence N 70° 24' 21" E a distance of 82.22 feet to a point; thence S 19° 02' 21" E a distance of 531.68 feet to a point; thence S 75° 17' 50" W a distance of 56.98 feet to a point; thence S 35° 45' 45" W a distance of 57.04 feet to a point on the north line of Interstate 64; thence along the north line of Interstate 64 N 54° 14' 15" W a distance of 442.75 feet to the point and place of BEGINNING, containing 2.9351 acres.

The Board of Supervisors accepted the following proffered conditions, dated January 22, 1999, which further regulate the above described property in addition to all applicable provisions of Chapter 24, Code of Henrico (Zoning Ordinance):

1. Roadway Buffer Areas and Parking Lot Setback.

- (a) A landscaped buffer area of a minimum of thirty-five (35) feet in width shall be maintained along the Cox Road frontage of the Property, as determined at the time of Plan of Development review.
- (b) A landscaped buffer area of a minimum of twenty-five (25) feet in width shall be maintained along the Westerre Parkway frontage of the Property.
- (c) Utility easements, grading, underground drainage facilities, signage, access drives and other facilities required or permitted at the time of plan of development review may be permitted within the buffer areas, except that any driveway or utility easement shall run generally perpendicular thereto, unless a utility provider requires that the easement be extended along and within the buffer area. Where permitted, areas disturbed for utility installation shall be restored to the extent reasonably practicable. Headlights in parking lots shall be shielded from adjacent public roads. Where necessary, grading or landscaping shall be installed within the buffer areas to accomplish such shielding. Additionally, pedestrian pathways may be installed in the buffer areas as

required at the time of Plan of Development review, to facilitate accessibility to uses developed on the Property or as determined to be necessary for pedestrian safety.

- (d) Parking Lot Setback. Within that portion of the Property zoned to a B-2C classification, no parking serving one (1) story buildings (except access drives) shall be located closer to the eastern right-of-way line of Cox Road or the southern right-of-way line of Westerre Parkway, than the building line of such building closest to such right-of-way line.
2. HVAC. Rooftop heating and air-conditioning equipment and ventilation equipment shall be screened from public view at ground level at the boundaries of the Property by means of parapets or other architectural features, in a manner approved at the time of Plan of Development review.
3. Exterior Lighting.
  - (a) Parking lot lighting standards shall not exceed twenty (20) feet in height and shall be of a uniform design throughout the project area, unless otherwise approved at the time of Plan of Development review. Parking lot lighting shall be produced from concealed sources of light.
  - (b) Other site lighting shall be of similar design and quality and shall be decorative in nature, as illustrated by the Site Lighting example shown on the General Site Development Retail & Low Rise Standards, filed herewith.
4. Architectural Considerations.
  - (a) The architectural treatment of all one-story buildings located on that portion of the Property rezoned to a B-2C classification (the "Business Parcel") shall incorporate certain architectural elements, including color, material mix and design features such as canopies and decorative towers. An example of the foregoing architectural elements is illustrated by drawings entitled "The Arches on Westerre and Cox - Architectural Features and Vocabulary for Small Size One Story, Medium Size One Story and Large Size One Story Buildings" (three drawings), prepared by RGA/SSA Architects, which have been filed in this case.
  - (b) A minimum of sixty percent (60%) of the exterior wall surfaces of any one-story building constructed on the Property, (exclusive of windows and doors) shall be of brick construction (two to three colors of brick may be used) with the remainder being a combination of stucco, EIFS, natural stone or any other similar quality material.

- (c) Multi-story buildings constructed on the Property shall be compatible with each other in design and architecture as determined by the County at the time of Plan of Development review. Such buildings may have exterior materials that are predominantly glass, stone, brick, precast or cast-in-place architectural concrete, exposed aggregate concrete, exterior insulating finish system ("EIFS") and/or an equivalent permanent architecturally finished material, with accent materials of similar quality finish. Multi-story buildings which are of predominantly brick construction shall also be compatible with the one-story brick buildings in terms of the color of brick and the accent materials used.
  - (d) No buildings located on the Property shall be covered with or have exposed to view any painted or unfinished concrete block or corrugated aluminum.
- 5. Trash and Recycling Receptacle Areas. All trash and recycling receptacle areas (excluding convenience trash receptacles) shall be screened from view at ground level by enclosures similar to the architectural materials used on the building served by the area or brick (except for gates). Such enclosures shall have opaque gates and concrete aprons at the gates. Convenience trash receptacles located on the Business Parcel shall be compatible in appearance, as illustrated by the trash/urns shown on the General Site Development Retail and Low Rise Standards filed with the application.
- 6. Site Coverage. No more than seventy percent (70%) of that portion of the Property zoned B-2C shall be covered by buildings, driveways and parking areas. No more than sixty-five percent (65%) of that portion of the Property zoned O-3C shall be covered by buildings, driveways and parking areas.
- 7. Retail Use and Development Restrictions.
  - (a) Prohibited Uses. The following uses shall not be permitted on the Property:
    - (i) A facility for the sale or display of pornographic material (as determined by community standards for the area in which the Property is located);
    - (ii) Flea markets and antique auctions;
    - (iii) Gun shop, sales and repairs, except that such gun sales and repairs shall be permitted in a store that principally sells sporting goods and/or a department store;
    - (iv) Off-track betting parlors;
    - (v) On-site recycling collection facility, with this provision not prohibiting recycling activities by offices and businesses located on the Property;
    - (vi) Ice skating rinks, roller skating rinks, model racing tracks, electronic video game rooms as a principal use, bingo halls and billiard parlors unless such billiard parlors are associated with a restaurant;
    - (vii) Freestanding "fast-food" restaurants, which for purposes hereof, shall be defined as establishments whose principal business is the sale of food and

beverages to consumers in a ready to consume state, which food and beverages are usually served in disposable wrapping or containers for consumption either within the restaurant building or off the premises or delivered off-site; and

- (viii) Garden center.
  - (b) Automotive Filling and Service Station. Only one automotive filling and service station and convenience store may be developed on the Property. If an automotive filling and service station includes a convenience store, no additional convenience store may be developed on the Property. Any automotive filling and service station shall adhere to the following requirements:
    - (i) Columns supporting any canopy covering pump island areas shall have exterior surfaces (above ground) of brick and/or EIFS.
    - (ii) Any lighting from the canopy covering islands for an automotive filling station, designed to light the pump island area, shall be produced from lighting sources recessed within the canopy.
    - (iii) Canopy facades shall not be back-lit, except that signage placed on a canopy facade may be back lit.
  - (c) Building Lots. No more than six (6) separate building lots shall be developed on that portion of the Property zoned B-2C (exclusive of any portions of the B-2C zoned Property combined with building lots on the O-3C portion of the Property).
8. Floor Area Use Limitations.
- (a) At least one hundred fifty thousand (150,000) square feet of net floor area developed on the Property shall be devoted to uses permitted in the O-3 office district (exclusive of retail and service facilities permitted in the O-3 district).
  - (b) Excluding hotels, no more than seventy-five thousand (75,000) square feet of permitted net retail floor area (including food service areas) shall be developed on the Property. For each hotel developed on the Property, the net floor area for other permitted retail uses shall be reduced by 20,000 square feet.
9. Outdoor Speakers. No outside loudspeakers or pagers shall be permitted on the Property; however, intercom systems shall be permitted.
10. Protective Covenants. Prior to or concurrent with the conveyance of any part of the Property covered by a Plan of Development approved by Henrico County (other than for the dedication of easements, roads or utilities), the owner of the part of the Property covered by such Plan of Development or its successors or assigns, shall record a document in the Clerk's Office of the Circuit Court of Henrico County setting forth

controls on the development of such part of the Property. Covenants shall provide for high standards of uniform maintenance of individual sites, common areas, open spaces and private streets, and provide for minimum development and operational standards for each site. The protective covenants shall be enforceable by the declarant, its successors and assigns and individual property owners.

11. Signs.

- (a) Detached signs located on the Property shall be ground mounted, monument style signs and shall not exceed ten (10) feet in height. There shall be no more than five (5) detached signs on the Property, including project identification signs.
- (b) All ground mounted or attached signs on the Property shall be in compliance with a plan for coordination of signage on the Property and shall be subject to approval under the terms of protective covenants relating to the Property.
- (c) Attached signs shall be either internally lighted or top lighted from a non-visible source, unless other attached signage is specifically approved by the County.

12. Landscaping. The installation and maintenance of landscaping on the Property shall be coordinated and supervised under the terms of the protective covenants. All newly installed landscaped areas on the Property (exclusive of parking lot islands) shall be irrigated.

13. Traffic Issues.

(a) Traffic Volumes.

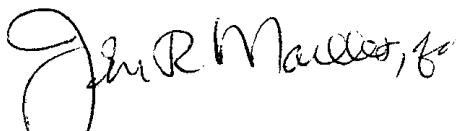
- (i) A memorandum dated November 4, 1998 summarizing traffic considerations relating to the proposed development of the Property (the "Traffic Memorandum") has been submitted to the County's Traffic Engineer and a copy has been filed with this case. The Traffic Memorandum assumed a traffic signal at the intersection of Cox Road and Westerre Parkway. The Traffic Memorandum further assumed a combination of uses on the Property which would be expected to generate a total of 756 vehicle trips during the P.M. peak hour, which is not materially different from the number of trips that could be anticipated from development of the Property as recommended by the 2010 Land Use Plan Maps.
- (ii) Each Plan of Development shall include a table indicating the anticipated total P.M. peak hour vehicle trips from such development, and the anticipated total P.M. peak hour vehicle trips from all previous development on the Property, on a cumulative basis. If the total number

of vehicle trips during the P.M. peak hour are anticipated to exceed 756 vehicle trips, the Plan of Development under consideration shall not be approved unless the County's Traffic Engineer or the Planning Commission determines that the anticipated P.M. peak hour traffic attributable to such use will not have a material adverse effect on the anticipated P.M. peak hour level of service for the intersection of Cox Road and Westerre Parkway, taking into consideration existing traffic conditions at such time and proposed roadway improvements, if any.

- (iii) A traffic signal shall be installed at the intersection of Westerre Parkway and Cox Road when the County Traffic Engineer determines that the signal is warranted. The County shall cause the signal to be installed, and the owner, its successors or assigns shall reimburse the County for one-half (1/2) of the cost of the signal within thirty (30) days following receipt of a statement for the cost of installation of the signal.
  - (b) Access Limitation. There shall be a maximum of three (3) vehicular access drives between the Property and Cox Road, unless otherwise required by a governmental body having jurisdiction with respect thereto. One such access drive shall be the extension of Westerre Parkway through the Property. A second access drive will be north of the intersection of Cox Road and Westerre Parkway, and shall be designated as right-in and right-out only.
  - (c) Westerre Parkway. Westerre Parkway shall be dedicated to the County and constructed to its ultimate design through the Property prior to the issuance of a certificate of occupancy for any building developed south of Westerre Parkway, substantially as shown on the Site Plan, a copy of which is attached hereto as Exhibit "A" (see case file). The exact location of Westerre Parkway shall be determined at the time of Plan of Development review.
14. 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.

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,



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



cc: Director, Real Estate Assessment  
Conditional Zoning Index  
Mr. Glenn R. Moore, Esquire  
Billy Bob, LLC  
First Union National Bank  
Mr. & Mrs. Garry M. Abell  
Ms. Louise Smoot  
Mr. Andrew O. Jackson, III  
Mr. Clifton D. Spencer, Jr.  
Ms. Mary M. Engard & Charles D. Brooks  
Messrs. Stuart C. Siegel & Morton H. Brown