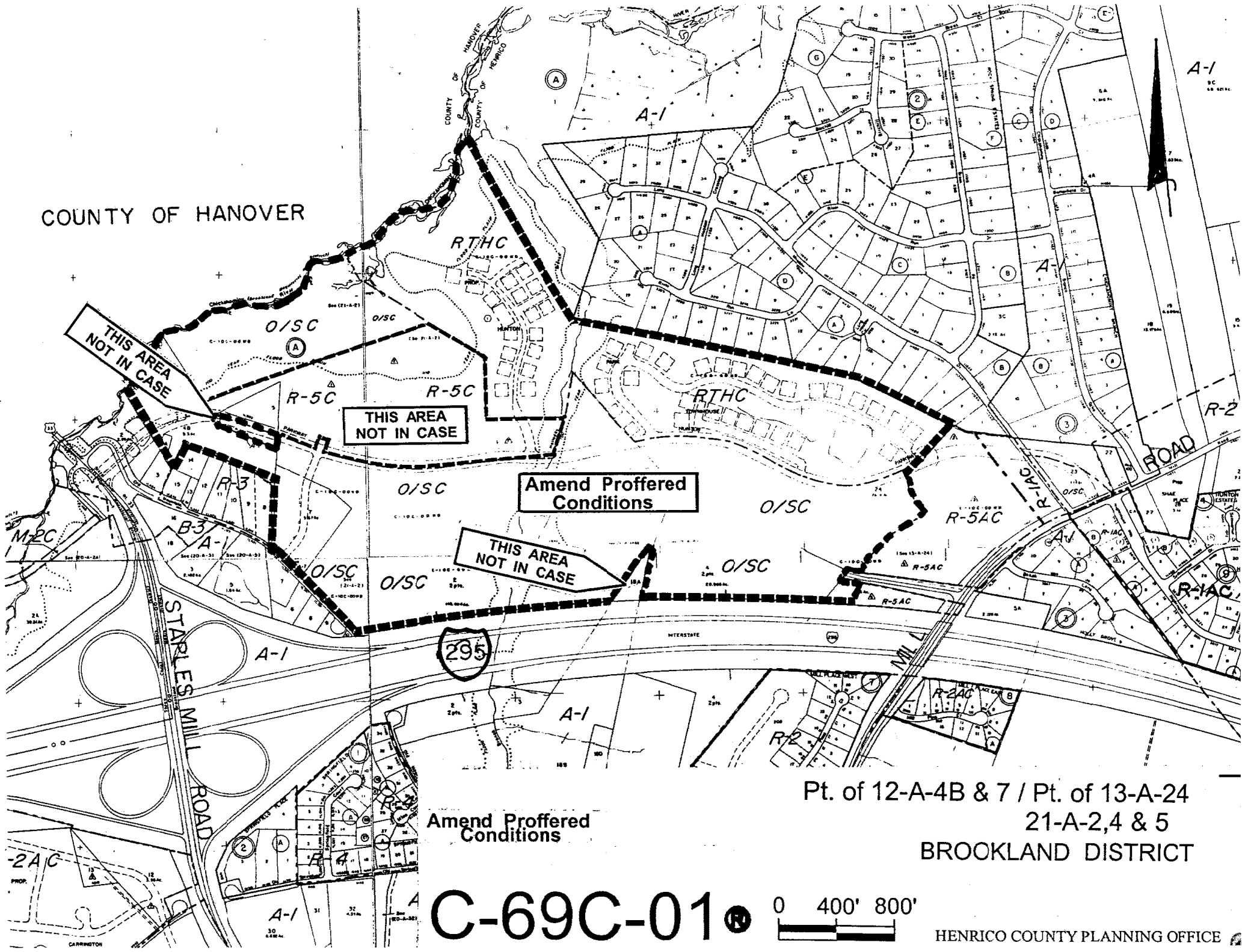


COUNTY OF HANOVER

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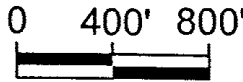
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Amend Proffered Conditions

Amend Proffered Conditions

Pt. of 12-A-4B & 7 / Pt. of 13-A-24
21-A-2,4 & 5
BROOKLAND DISTRICT

C-69C-01



HENRICO COUNTY PLANNING OFFICE

COUNTY OF HENRICO



January 29, 2002

Virgil R. Hazelett, P.E.
County Manager

Re: Conditional Rezoning Case C-69C-01

Atack Properties, Inc.
4461 Cox Road
Suite 109
Glen Allen, VA 12060

Dear Sir:

The Board of Supervisors at its meeting on January 22, 2002, granted your request to amend proffered conditions on Conditional Rezoning Case C-72C-90, on part of Parcel 12-A-4B (760-774-7788), Parcel 12-A-7 (761-774-5625), part of Parcel 13-A-24 (765-774-0652), and part of Parcels 21-A-2 (762-774-6299), 4 (764-773-5080), and 5 (765-773-5358) described as follows:

PARCEL 1

Situated, lying, and being in the Brookland District of Henrico County, Virginia, and being more particularly described as follows: Beginning at a point, said point being the intersection of the east line of Old Mountain Road with the north line of Interstate Route 295; THENCE along the east line of Old Mountain Road, N 43° 19' 03" W for a distance of 570.66' to a point; THENCE N 44° 25' 14" W for a distance of 318.42' to a point; THENCE N 13° 22' 15" E for a distance of 104.18' to a point; THENCE N 01° 40' 39" E for a distance of 292.95' to a point; THENCE N 48° 34' 08" W for a distance of 160.34' to a point; THENCE N 64° 17' 26" W for a distance of 521.13' to a point; THENCE S 25° 44' 28" W for a distance of 217.97' to a point; THENCE N 28° 18' 57" W for a distance of 110.13' to a point; THENCE N 61° 41' 03" E for a distance of 32.97' to a point; THENCE N 13° 17' 15" E for a distance of 137.25' to a point; THENCE N 63° 43' 38" W for a distance of 50.61' to a point; THENCE S 37° 06' 57" W for a distance of 104.21' to a point; THENCE N 28° 18' 57" W for a distance of 444.4' more or less to the centerline of Chickahominy River (323.93' to the survey tie line; THENCE eastwardly and along the centerline of Chickahominy River, 2023' more or less to a point (survey tie line: N 58° 05' 34" E for a distance of 1773.28'); THENCE S 56° 09' 47" E for a distance of 706.4' more or less to a point (631.20' from the tie line); THENCE S 70° 58' 42" W for a distance of 1767.33' to a point on the north line of Hunton Park Boulevard; THENCE S 02° 09' 03" E for a distance of 80.00' to a point on the south line of Hunton Park Boulevard; THENCE along a curve to

the right having a radius of 905.00' and an arc length of 216.71', being subtended by a chord of S 85° 17' 27" E for a distance of 216.19' to a point; THENCE S 59° 9' 53" W for a distance of 23.43' to a point; THENCE S 29° 33' 22" E for a distance of 63.00' to a point; THENCE S 63° 34' 18" E for a distance of 432.51' to a point; THENCE N 08° 13' 32" E for a distance of 87.61' to a point on the south line of Hunton Park Boulevard; THENCE along the south line of Hunton Park Boulevard, S 63° 04' 00" E for a distance of 10.01' to a point; THENCE along a curve to the right having a radius of 247.50' and an arc length of 49.34', being subtended by a chord of S 57° 21' 22" E for a distance of 49.25' to a point; THENCE along a curve to the left having a radius of 257.50' and an arc length of 51.33', being subtended by a chord of S 57° 21' 22" E for a distance of 51.24' to a point; THENCE S 63° 04' 00" E for a distance of 200.08' to a point; THENCE N 26° 56' 00" E for a distance of 10.00' to a point; THENCE S 63° 04' 00" E for a distance of 149.92' to a point; THENCE along a curve to the left having a radius of 1040.00' and an arc length of 583.57', being subtended by a chord of S 79° 08' 30" E for a distance of 575.94' to a point; THENCE N 84° 47' 00" E for a distance of 225.54' to a point; THENCE along a curve to the right having a radius of 247.50' and an arc length of 49.34', being subtended by a chord of S 89° 30' 22" E for a distance of 49.25' to a point; THENCE along a curve to the left having a radius of 257.50' and an arc length of 51.33', being subtended by a chord of S 89° 30' 22" E for a distance of 51.24' to a point; THENCE N 84° 47' 00" E for a distance of 177.50' to a point; THENCE along a curve to the right having a radius of 25.00' and an arc length of 39.27', being subtended by a chord of S 50° 13' 00" E for a distance of 35.36' to a point; THENCE N 84° 47' 00" E for a distance of 50.00' to a point; THENCE N 05° 13' 00" W for a distance of 10.00' to a point; THENCE along a curve to the right having a radius of 25.00' and an arc length of 39.27', being subtended by a chord of N 39° 47' 00" E for a distance of 35.36' to a point; THENCE N 84° 47' 00" E for a distance of 271.69' to a point; THENCE along a curve to the left having a radius of 2040.00' and an arc length of 325.51', being subtended by a chord of N 80° 12' 44" E for a distance of 325.16' to a point; THENCE N 14° 21' 32" W for a distance of 80.00' to a point; THENCE along a curve to the right having a radius of 1960.00' and an arc length of 272.15', being subtended by a chord of S 79° 37' 08" W for a distance of 271.94' to a point; THENCE N 16° 00' 00" E for a distance of 281.93' to a point; THENCE N 28° 00' 00" W for a distance of 50.00' to a point; THENCE N 14° 23' 46" E for a distance of 298.34' to a point; THENCE S 40° 59' 37" E for a distance of 627.19' to a point; THENCE along a curve to the right having a radius of 809.34' and an arc length of 319.24', being subtended by a chord of N 84° 07' 00" seconds E for a distance of 317.17' to a point; THENCE S 84° 35' 00" seconds E for a distance of 205.00' to a point; THENCE along a curve to the right having a radius of 803.18' and an arc length of 344.61', being subtended by a chord of S 72° 17' 30" E for a distance of 341.98' to a point; THENCE S 60° 00' 00" E for a distance of 245.00' to a point; THENCE along a curve to the left having a radius of 805.87'

and an arc length of 666.36', being subtended by a chord of S 83° 41' 20" E for a distance of 647.53' THENCE S 26° 38' 00" E for a distance of 211.20' to a point; THENCE S 55° 06' 00" E for a distance of 162.05' to a point; THENCE S 61° 30' 00" W for a distance of 292.00' to a point; THENCE S 24° 00' 00" W for a distance of 172.00' to a point; THENCE S 01° 00' 00" E for a distance of 120.02' to a point; THENCE N 81° 18' 31" W for a distance of 23.43' to a point; THENCE N 82° 23' 33" W for a distance of 74.47' to a point; THENCE S 09° 59' 18" W for a distance of 53.23' to a point; THENCE S 77° 10' 15" E for a distance of 68.92' to a point; THENCE N 01° 00' 00" W for a distance of 41.58' to a point; THENCE S 01° 00' 00" E for a distance of 164.84' to a point on the north line of Interstate Route 295; THENCE along the north line of Interstate Route 295 and along a curve to the left having a radius of 11609.16' and an arc length of 1539.26', being subtended by a chord of N 87° 42' 42" W for a distance of 1538.13' to a point; THENCE N 13° 04' 32" E for a distance of 396.80' to a point; THENCE S 35° 35' 16" W for a distance of 483.43' to a point on the north line of Interstate Route 295; THENCE along the north line of Interstate Route 295 and along a curve to the left having a radius of 11609.16' and an arc length of 1551.94', being subtended by a chord of S 83° 42' 51" W for a distance of 1550.78' to a point; THENCE S 78° 29' 24" W for a distance of 184.26' to a point; THENCE N 84° 54' 22" W for a distance of 45.99' to a point; said property contains 125.6 acres more or less.

PARCEL 2

Commencing at a point said point being the intersection of the south line of Long Meadow Drive with the west line of Mill Road; Thence along Long Meadow Drive, N 36° 09' 04" W for a distance of 628.71' to a point; Thence N 83° 41' 04" W for a distance of 306.21' to a point; Thence N 62° 16' 52" W for a distance of 118.48' to a point and being the point of beginning; THENCE S 44° 55' 11" W for a distance of 278.48' to a point; THENCE along a curve to the left having a radius of 807.72' and an arc length of 83.64', being subtended by a chord of S 66° 48' 00" W for a distance of 83.61' to a point; THENCE S 63° 50' 00" W for a distance of 130.00' to a point; THENCE along a curve to the right having a radius of 805.88' and an arc length of 790.00', being subtended by a chord of N 88° 05' 00" W for a distance of 758.74' to a point; THENCE N 60° 00' 00" W for a distance of 245.00' to a point; THENCE along a curve to the left having a radius of 803.18' and an arc length of 344.61', being subtended by a chord of N 72° 17' 30" W for a distance of 341.98' to a point; THENCE N 84° 35' 00" W for a distance of 205.00' to a point; THENCE along a curve to the left having a radius of 809.34' and an arc length of 319.24', being subtended by a chord of S 84° 07' 00" W for a distance of 317.17' to a point; THENCE N 40° 59' 37" W for a distance of 627.19' to a point; THENCE S 14° 23' 46" W for a distance of 298.34' to a point; THENCE N 90° 00' 00" W for a distance of 322.94' to a point; THENCE N 00° 00' 00" E for a distance of 6.71' to a point; THENCE N 90° 00'

00" W for a distance of 215.05' to a point; THENCE N 00° 00' 00" E for a distance of 440.11' to a point; THENCE N 56° 09' 47" W for a distance of 1133.2' more or less to the centerline of Chickahominy River (1058.00' to the survey tie line); THENCE northwardly along the centerline of Chickahominy River 1512' more or less to a point (survey tie line: N 44° 24' 00" E for a distance of 1228.80'); THENCE S 27° 29' 48" E for a distance of 1491.2' more or less to a point (1398.44' from the survey tie line); THENCE S 77° 06' 42" E for a distance of 1931.83' to a point; THENCE S 62° 16' 52" E for a distance of 813.15' to a point; containing 69.1 acres more or less.

The following substitute proffered conditions, dated November 20, 2001, accepted by the Board of Supervisors, further regulate the use of your property in addition to all applicable provisions of Chapter 24, Code of Henrico (Zoning Ordinance).

References herein relate to parcels 1 and 2 (the "Property") as shown on the Rezoning Plat prepared by Foster & Miller, P.C. entitled "Compiled Zoning Plat, Hunton Park, Brookland District, Henrico County, Virginia", revised date of October 25, 2001 filed with the Rezoning Application and referred to as Exhibit A (see case file):

Applicable to Office Service Conditional Parcel:

1. Building Materials. The exposed portions of all exterior wall surfaces (front, rear and sides) of each building constructed on the O/S Property (excluding rooftop screening materials for mechanical equipment) shall be similar in architectural treatment and materials to the other exterior wall surfaces of such building. All buildings constructed on the O/S Property shall have exposed exterior wall surfaces (above finished grade) of face brick, stone, Exterior Insulating Finishing Systems ("EIFS") or stucco if applied to a masonry surface, or glass, unless other aesthetically comparable finished materials are otherwise approved at the time of Plan of Development.
2. Site Coverage. No more than sixty-five percent (65%) of the O/S Property shall be covered by buildings, driveways and parking areas. The percentage of space being developed shall be certified by the Owner's surveyor or engineer at each Plan of Development. For the purposes of calculating site coverage, dedicated public streets shall not be included as part of the O/S Property.
3. Buffer Area. A landscaped or natural planted buffer area of a minimum of seventy-five (75) feet in width shall be provided along the eastern exterior boundary of the O/S Property. Utility easements, signage, roads, access drives, sidewalks, jogging trails and other uses required

or permitted at the time of Plan of Development may be permitted within the required and aforesaid buffer areas, except that any utility easement or roadway extended through the buffer areas shall be extended generally perpendicular thereto unless otherwise specifically permitted by the County at the time of Plan of Development, and where practicable and permitted, areas disturbed for utility installations shall be restored. If approved at the time of Plan of Development, landscaped earthen berms may be included within the required and/or aforesaid buffer areas. Existing vegetation and underbrush may, and fallen, diseased or dead plant growth shall, be removed from such required and aforesaid buffer areas and, if so removed, additional berms and/or plantings shall be added. The foregoing landscaping, buffering and berming requirements are intended to be minimum requirements for the development of the O/S Property.

4. [Intentionally omitted.]
5. Parking Lot Landscaping. Parking lots serving the development on the O/S Property shall be landscaped, including but not limited to the planting of shrubbery and/or trees in the raised islands located within such parking lots and between parking rows.
6. Parking Lot Lighting. Parking lot lighting fixtures shall not exceed twenty (20) feet in height as measured from the grade of the base of the lighting standard and shall be produced from concealed sources of light and shall be reduced to no more than a security level following the close of business operations.
7. HVAC. Heating and air conditioning equipment shall be screened from public view at ground level at the property lines of each site within the O/S Property in a manner approved at the time of each Plan of Development.
8. Conceptual Master Plan. A Conceptual Master Plan for the entire development shall be submitted and updated with each Plan of Development request. Development of each individual site on the O/S Property shall be subject to Plan of Development review. Each Plan of Development shall provide a cumulative summary of the amount of square footage and types of uses preceding the proposed development and any changes in uses then in effect. The Conceptual Master Plan shall also tabulate the cumulative site coverage of the O/S Property as referenced in Proffer 2 hereof.
9. Trash Dumpsters. The screening for trash dumpsters shall be constructed of substantially the same materials as the buildings they

serve or materials which are compatible therewith and the trash dumpsters shall be screened from public view at ground level at the property lines of each site within the O/S Property in a manner approved at the time of each Plan of Development.

10. Pedestrian Access. Pedestrian access ways will be planned within major project areas at the time of Plan of Development and/or Subdivision approval and shown on the Conceptual Master Plan to be submitted with each request for Plan of Development.
11. Vehicular Access. Principal vehicular accesses to or from the O/S Property shall, at full development, be an at-grade intersection on Staples Mill Road unless other means of access are specifically approved by the County at the time of Plan of Development and/or Subdivision review or by any governmental body having jurisdiction with respect thereto.
12. Service Road. Owner shall submit a request to the County/VDOT to vacate the service road located on the west side of Mill Road near I-295 and if not vacated, Owner agrees not to use the same for access.
13. [Intentionally omitted.]
14. Public Amenities. The Protective Covenants referred to in Proffer 27 hereof shall provide that members of the Hunton Civic & Recreation Association and residents of the adjoining subdivisions will be allowed access, for purely recreational purposes, to any established common area walking or jogging trails and parks in Hunton, subject to such rules and regulations as shall be promulgated from time to time governing the use of such facilities.
15. Service Hours. The hours for deliveries to and trash pickup from any building located within one thousand (1000) feet of an existing off-site residence shall not commence before 7:00 a.m. or extend beyond 9:00 p.m.
16. Maintenance. An Owner's Association will be established to provide for the maintenance of the entrance to and the medians and common area on the O/S Property.

Applicable to Residential Townhouse Conditional Parcels:

17. Minimum Size. At full development, the minimum sizes of the residential units to be constructed on the R-TH Property shall be:

- (a) No more than twenty percent (20%) of the units shall contain no less than 1,200 square feet of finished floor area;
 - (b) In addition to subparagraph (a), no more than thirty percent (30%) shall contain no less than 1,500 square feet of finished floor area; and
 - (c) In addition to subparagraphs (a) and (b), no less than fifty percent (50%) shall contain no less than 1,900 square feet of floor area, provided that portions may be unfinished, but in no event shall there be less than 1500 square feet of finished floor area.
18. Density. The aggregate density of the R-TH Property shall be no more than two hundred forty-five (245) units.
19. Foundations. The exterior portions of all residential foundations above ground level shall be constructed of brick. All finished floor areas, except basements, shall be constructed above grade or give the appearance of being constructed above grade.
20. Chimneys. The exterior portions of any and all chimneys shall be of brick construction.
21. Clearing. To the extent reasonably practical at the time of development, the clearing of mature trees on residential lots shall be limited to trees in areas required to accommodate the structure and its normal and customary accessories, open yard areas and those limited areas required to permit utility services and driveways.
22. Buffer Area. A landscaped or natural planted buffer area of a minimum of seventy-five (75) feet in width shall be maintained along the approximately two thousand seven hundred forty five (2,745) feet of the northern boundary of the residential portion of the R-TH Property adjacent to Rock Springs Estates subdivision and a minimum of fifty (50) feet in width shall be maintained along the approximately one thousand two hundred (1,200) feet of the western most portion of the balance of the northern boundary of the residential portion of the R-TH Property adjacent to Rock Springs Estates subdivision. A landscaped or natural planted buffer of a minimum of twenty-five (25) feet shall be maintained along the boundary of Hunton Park Boulevard. Building setbacks shall be fifty (50) feet along Hunton Park Boulevard. Utility easements, signage, roads, access drives, sidewalks, jogging trails and other uses required or permitted at the time of Subdivision and/or

Plan of Development may be permitted within the aforesaid buffer areas, except that any utility easement or roadway extended through the buffer areas shall be extended generally perpendicular thereto unless otherwise specifically permitted by the county at the time of Plan of Development, and where practicable and permitted, areas disturbed for utility installations shall be restored. If approved at the time of Plan of Development, landscaped earthen berms may be included within the aforesaid buffer areas. Existing vegetation and underbrush may, and fallen, diseased or dead plant growth shall, be removed from such buffer areas and, if so removed, additional berms and/or plantings shall be added.

23. Ownership. The residential units shall be marketed by the Owner as owner-occupied.
24. Building Materials. The residential units shall be of a high quality with exterior materials and landscaping similar to or better than those shown on Exhibit B attached hereto as determined at the time of Plan of Development, unless otherwise requested and specifically approved at the time of Plan of Development.
25. Fence. A six (6) foot high, as measured from finish grade, salt-treated, shadow box type, wooden fence shall be installed and maintained along a portion of the northern boundary of the R-TH Property adjacent to the Rock Springs Estates Subdivision, with the exception of that part of the boundary that crosses flood plain, as shown on Exhibit A (see case file). A six (6) foot high, as measured from finish grade, chain link fence which shall be colored black or dark green shall be installed on the western most portion of the balance of the northern boundary of the R-TH Property adjacent to Rock Springs Estates Subdivision, with the exception of that part of the boundary that crosses flood plain, as shown on Exhibit A (see case file). The construction of the portion of said fence shown on each approved Subdivision/Plan of Development shall commence concurrent with the construction of any residential units shown thereon and be diligently pursued to completion, force majeure excepted.
26. Underground Utilities. All utility lines, such as electric, telephone, CATV or other similar lines, shall be installed underground unless otherwise specifically approved at the time of Plan of Development. This requirement shall apply to lines serving individual sites as well as the utility lines necessary within the R-TH Property, but not to existing lines on the R-TH Property.

Applicable to All Parcels:

27. Protective Covenants. Prior to or concurrent with the recordation of a subdivision plat approved by the County and before the conveyance of any portion of the Property covered by said subdivision plat (other than for the dedication of easements, roads or utilities), there shall be recorded a document in the Clerk's Office of the Circuit Court of Henrico County, Virginia, setting forth controls on the development and maintenance of such portions of the Property. Notwithstanding anything herein contained to the contrary, the County shall have no obligation or liability of any kind or nature whatsoever for the enforcement of any of the specific terms and conditions of said protective or restrictive covenants.
28. Conservation/Preservation Areas. Notwithstanding the uses permitted and regulated by the zoning of the Property, such portions of the Property which lie within a one hundred (100) year flood plain as determined by definitive engineering studies approved by the Department of Public Works may only be used for the following purposes:
- (a) Storm water management and/or retention areas;
 - (b) Ponds, lakes and similar areas intended as aesthetic and/or recreational amenities and/or wildlife habitats;
 - (c) Access drives, utility easements, signage, walkways and recreational facilities installed in a manner to minimize their impacts; and
 - (d) Such additional uses to the uses identified in (a), (b) and (c) above as may be deemed compatible and/or of the same general character by the Planning Administrator (Director of Planning) pursuant to Chapters 19 and 24 of the Henrico County Code (respectively, the "Subdivision and Zoning Ordinances");

and the Owner shall, prior to or concurrent with the first request for a certificate of occupancy for each Plan of Development, apply to rezone such portions of the Property to C-1 Conservation District. The location and limits of such portion(s) of said Property shall be established by Plan(s) of Development and/or subdivision plats approved pursuant to the Subdivision and/or Zoning Ordinance.

29. Easements for Public Utilities. Easements for public water and sewer

lines serving the Property will be made available with each phase of development to adjoining landowners west of Mill Road for extension and connection thereto in accordance with applicable County regulations.

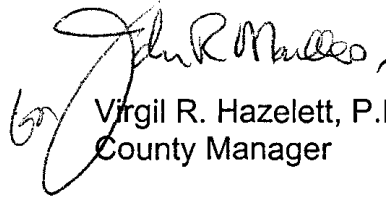
30. Access to Rock Springs Estates. Owner shall not request the connection of any road from the Property to any road in the Rock Springs Estates subdivision at any time.
31. Hours of Construction. No land clearing, road or water/sewer line construction or construction of the exterior shell of any building shall occur on Sunday or other days between the hours of 7:00 p.m. and 6:00 a.m., except in emergencies or where unusual circumstances require extending these specified hours in order to complete work such as concrete pours or utility connections.
32. Traffic/Density. With regard to the Property and the property subject to Henrico County Zoning Cases C-47C-01 and C-48C-01, development shall not, except as provided below, exceed 800,000 square feet of combined office and office/service space, two hundred forty-five (245) townhouses, three hundred (300) apartments, and eighty (80) age-restricted R-5A dwellings.
33. Traffic Impact Study. If Owner desires to exceed the aforesaid 800,000 square feet of combined office and office/service space, two hundred forty-five (245) townhouses, three hundred (300) apartments, and eighty (80) age-restricted R-5A dwellings, Owner will provide, upon written request of the County, an updated Traffic Impact Study to ensure that the traffic generated by the proposed further development will meet levels of service acceptable to the County. Upon written request of the County from time-to-time thereafter, Owner shall provide to the County an updated Traffic Impact Study to ensure that the traffic generated by proposed further development will meet levels of service acceptable to the County.
34. Burning Restrictions. No burning shall take place on the Property during construction or development thereof.
35. 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.

Atack Properties, Inc.
January 29, 2002

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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 condition in the Conditional Zoning Index.

Sincerely,


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

pc: Director, Real Estate Assessment
Conditional Zoning Index
RMA/Hunton, L.C.
WWJ, LC
Hunton RTH Developmenet Corp.
Star City Land and Development Company, L.C.
Jay M. Weinberg, Esquire