Parcels or Portions thereof identified on this sheet are within the Airport Safety Overlay District and are subject to Special Regulation.

B-3C & B-2C to B-2C 1.784 Ac.
October 17, 2006

The Rebkee Company
C/O Mr. Kevin McFadden
1020 Old Bon Air Road
Richmond, VA 23235

Re: Conditional Rezoning Case C-46C-06

Dear Mr. McFadden:

The Board of Supervisors at its meeting on October 10, 2006, granted your request to conditionally rezone from B-2C and B-3C Business Districts (Conditional) to B-2C Business District (Conditional), Parcel 824-720-8799, described as follows:

Beginning at a point (marked P.O.B.) on the south line of South Airport Drive, said point being 243.98' west of the west line of East Nine Mile Road, thence leaving the south line of South Airport Drive S 32° 55' 05" E, 211.18' to a point; thence S 59° 20' 48" W, 338.80' to a point; thence S 33° 43' 39" E, 67.10' to a point; thence S 60° 21' 27" W, 33.79' to a point; thence N 33° 13' 50" W, 260.92' to a point on the south line of South Airport Drive; thence along the south line of South Airport Drive N 56° 46' 10" E, 372.75' to the point of beginning (marked P.O.B.).

Containing 1.784 acres of land (77,718 sq. ft.).

The Board of Supervisors accepted the following proffered conditions, dated October 5, 2006, which further regulate the above described property in addition to all applicable provisions of Chapter 24, Code of Henrico (Zoning Ordinance).

1. **Concept Plan and Elevations.** Any drug store developed on the Property shall be developed in general conformance with the Concept Plan entitled "CVS/pharmacy 13,013 S.F. Prototype" dated September 12, 2006, prepared by Kimley Horn filed herewith (the "Concept Plan") (see case file), and in general conformance with the elevations entitled "CVS pharmacy Northern - 13K - Right"
(see case file) dated December 21, 2005 prepared by Carter & Burgess Consultants, subject, however, to such traffic, engineering and other changes as may be requested and approved at the time of Plan of Development.

2. **Exterior Materials.** 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, E.I.F.S., stone, split face block, cementitious, vinyl or composite-type siding, or a combination of the foregoing, unless different architectural treatment and/or materials are specifically approved with respect to the exposed portion of any such wall, at the time of Plan of Development. No building shall be covered with or have exposed to view any painted or unfinished concrete block.

3. **Prohibited Uses.** The following uses shall be prohibited:
   a. billiard, bagatelle, video game or a bingo parlor;
   b. flea markets or antique auctions;
   c. billboards;
   d. recycling facilities;
   e. funeral homes, mortuaries, crematories and/or undertaking establishments;
   f. dance halls;
   g. truck stops;
   h. gun shop, sales and repair;
   i. parking garages or commercial parking lots;
   j. sign painting shops;
   k. communication towers;
   l. general hospitals, sanitoriums and charitable institutions for human care;
   m. adult business as defined in the Henrico County Zoning Ordinance;
   n. establishments whose primary business is check cashing and/or the making of payday loans as defined and regulated by Sections 6.1-432 et seq. and 6.1-444 et seq. of the Code of Virginia (the foregoing shall not preclude banks, savings and loans or similar financial institutions that are not regulated by the foregoing Virginia Code sections); and
   o. bars. which, for purposes of this restriction, shall mean a business establishment whose primary business is the sale of alcoholic beverages for on-premises consumption. This restriction shall not prohibit the sale of alcoholic beverages in restaurants as licensed by the Virginia Department of Alcoholic Beverage Control.

4. **Wall.** A screening wall consisting of a textured precast concrete product which simulates masonry, a minimum of eight (8) feet in height, shall be provided along or near that portion of the rear (eastern) property line as shown on the Concept Plan (see case file). Both sides of such wall are to be of a color and brick pattern
texture similar to the main building to be constructed, unless otherwise requested and specifically approved at the time of Plan of Development.

5. **Cross Access.** Cross-access shall be provided to those parcels adjacent to the Property to the north and south.

6. **Trash Receptacles/Recycling Activities.** Dumpsters, trash receptacles, not including convenience cans, and recycling receptacles shall be screened from public view with masonry enclosures compatible with the architectural design of the retail building at ground level at the property lines as approved at the time of Plan of Development. Convenience cans shall be within or part of a decorative container.

7. **Refuse Containers.** The gates and doors on the masonry refuse screens shall be of a substantial and durable material as determined at the time of Plan of Development. Support posts, gate frames, hinges and latches shall be of a sufficient size and strength to allow the gates to function without sagging or becoming a visual eyesore as determined at the time of Plan of Development.

8. **Mechanical Equipment.** Mechanical equipment shall be screened from public view at ground level at the property lines as approved at the time of Plan of Development.

9. **Hours of Trash Pickup; Parking Lot Cleaning.** Trash pickup from the Property and parking lot cleaning shall be limited to the hours between 7:00 a.m. and 8:00 p.m. Monday through Friday and between 9:00 a.m. and 8:00 p.m. on Saturday. There shall be no trash pickup or parking lot cleaning on Sundays.

10. **Parking Lot Lighting.** Parking lot lighting fixtures shall not exceed twenty (20) feet in height as measured from the grade at the base of the lighting standard and such lighting shall be produced from concealed sources, unless otherwise requested, described and specifically approved, or if required, at the time of Plan of Development. Lighting shall be directed to minimize glare on public roads and adjacent properties.

11. **Underground Utilities.** Except for junction boxes, meters and existing overhead utility lines and technical or environmental reasons, all utility lines shall be underground.

12. **Hours of Construction.** The hours of exterior construction, including operation of bulldozers and other earthmoving equipment, shall only be between 7:00 a.m. and 7:00 p.m., Monday through Saturday, except in emergencies or where unusual circumstances require extending the specific hours in order to complete work such as concrete pours or utility connections that cannot be interrupted.
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Signs, in both English and Spanish, stating the above-referenced provisions shall be posted and maintained at all entrances to the Property prior to any land disturbance activities thereon.

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 the other proffers or the unaffected part of any such proffer.

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

Sincerely,

[Signature]

Virgil R. Hazelett, P.E.
County Manager

cc: Old Dominion Restaurants, Inc.
James W. Theobald, Esquire
Director, Real Estate Assessment
Conditional Zoning Index