Zoning Districts identified on this sheet with an Asterisk (*) are within the West Broad Street Overlay District and are subject to Special Regulation.
January 29, 2008

Town Center West, LLC
560 Lynnhaven Parkway
Virginia Beach, VA 23452

Re: Conditional Rezoning Case C-59C-06

Dear Sir:

The Board of Supervisors at its meeting on January 22, 2008, granted your request to conditionally rezone from B-2C Business District (Conditional) to R-6C General Residence District (Conditional), part of Parcel 734-764-9340, described as follows:

PORTION OF PARCEL B

All that certain tract, lot or parcel of land situated in Three Chopt magisterial district, Henrico County, Virginia, as shown as portion of Parcel B on a certain plat of survey by Timmons Group, entitled "Compiled Plat Showing a Portion of Parcel B to be Re-zoned, Being a Part of GPIN: 734-764-9340 (for Towne Center West, LLC)", dated November 6, 2007 containing 4.85 +/- acres of land being more fully described as follows:

BEGINNING AT A POINT, (being marked as "POB" on the previously referenced plat) said point being the northwest corner to Parcel A and also the southwest corner to Parcel E, said point also being located N 28°31'30" E, 322.48 feet from the southwest corner to parcel A which lies on the northern right-of-way line of Broad Street Road (U.S. Route 250), said beginning point also marking the start of the proposed zoning line; thence, N 61°28'30" W, 367.08 feet to a point; thence, along a tangent curve to the left with a radius of 200.00 feet, a length of 47.14 feet, a central angle of 13°30'21", a tangent length of 23.68 feet, a chord bearing of N 68°13'41" W, and a chord distance of 47.04 feet to a point; thence, N 74°58'51" W, 150.74 feet to a point; thence, along a tangent curve to the right with a radius of 200.00 feet, a length of 47.13 feet, a central angle of 13°30'10", a tangent length of 23.68 feet, a chord bearing of N 68°13'46" W, and a chord distance of...
47.02 feet to a point; thence, N 61°28'41" W, 45.24 feet to a point, said point marking the end of the proposed zoning line; thence, N 27°56'22" E, 19.53 feet to a point; thence, N 39°51'32" E, 494 +/- feet to a point, said point being at the intersection of the centerline of a stream; thence, along the centerline of the stream in a southeasterly direction as it meanders 684 +/- feet to a point, said point being on the western property line of Parcel F; thence, leaving the centerline of said stream, S 28°31'30" W, (passing through the southwest corner of Parcel F and the northwest corner of Parcel E at 67 +/- feet) 247 +/- feet to a point, said point being the true place and point of beginning and containing 211043 +/- square feet or 4.85 +/- acres of land, more or less.

The Board of Supervisors accepted the following proffered conditions, dated January 14, 2008, which further regulate the above described property in addition to all applicable provisions of Chapter 24, Code of Henrico (Zoning Ordinance):

1. **Site Plan.** The Property shall be developed generally consistent with the schematic layout prepared by Timmons Group entitled "POD 1 PROPOSED LAYOUT" dated December 19, 2007, and attached as Exhibit A-1 (the "Site Plan") (see case file), which such layout is conceptual in nature and may be revised from time to time as required for engineering purposes, as required by any governmental entity or as otherwise requested and specifically permitted at the time of Plan of Development review.

2. **Exterior Elevations.** The building on the Property shall have an exterior architectural style and use design elements similar with the concept drawings entitled "TOWN CENTER WEST" dated December 19, 2007, prepared by Housing Studio, and attached as Exhibit A-2 (see case file), which such renderings are conceptual in nature and are provided only as an illustration of the quality of the design and architectural style of such building. Such building shall have exposed exterior walls (above finished grade and exclusive of architectural features, windows and doors) constructed of masonry brick, stone, stucco and siding, exterior insulating finishing systems (E.I.F.S.) and/or glass and may have varying amounts of these exterior materials or an equivalent permanent architecturally finished material, unless different architectural treatment and/or materials are requested and specifically permitted at the time of Plan of Development review.

The building on the Property shall have at least thirty-five percent (35%) brick in the aggregate on the exposed exterior walls of such building, with the front exposed exterior wall being constructed of at least fifty percent (50%) brick.

The building on the Property shall not be covered with or have exposed to view any painted or unfinished concrete block, sheet or corrugated aluminum, iron and/or steel or other materials unless requested and specifically permitted at the time of Plan of Development review.
Roof design shall be implemented so as to minimize building mass and offer variations in building appearance.

3. **Buffers.** Landscaped buffers shall be provided and designed with a cohesive landscape planting plan generally consistent with the "POD 1 SCHEMATIC BUFFER PLAN" dated November 7, 2007, prepared by Timmons Group and attached as Exhibit A-3 (see case file), which is conceptual in nature and may vary in detail as otherwise requested and specifically permitted at the time of landscape plan approval. Roads, sidewalks, utility easements, fencing/walls adjacent to any roads or drives, and signage shall be permitted within such buffers.

4. **Vehicular Access.** Unless otherwise requested and specifically permitted at the time of Plan of Development review, access to the Property from West Broad Street shall be provided by Towne Center West Boulevard (private) and Henley Lane (private) as shown on the Site Plan (see case file).

5. **Residential Units and Density.** No more than ninety (90) dwelling units shall be constructed on the Property.

6. **Square Footage of Residential Units.** One (1) bedroom units shall be a minimum of eight hundred (800) square feet of finished floor area in size, two (2) bedroom units shall be a minimum of one thousand one hundred (1,100) square feet of finished floor area in size.

7. **Amenities.** Amenities for the residents on the Property shall include a common space residential terrace on level 2 of the building, as well as a swimming pool, a fitness facility and clubroom with a minimum size of 2,000 square feet shall be provided on the Property for the exclusive use of the residents of the Property and their guests. A certificate of occupancy for the swimming pool, fitness facility and club room shall be issued prior to the issuance of any certificate of occupancy for the 45th dwelling unit in the building.

8. **Parking.** Exclusive parking spaces for residents of the Property shall be provided using an access control system.

9. **Loading Docks.** Loading docks shall be screened from public view at ground level as approved at the time of Plan of Development review by use of a wall or other architectural feature similar to the exterior material as the building on which it is located, landscaping, or such other method as may be approved at the time of Plan of Development review.

10. **Trash receptacles.** Any dumpsters and trash receptacles located outside the building, not including convenience cans, shall be screened from public view at ground level with architectural material similar to the main building using such
dumpster or trash receptacle unless otherwise requested and approved at the
time of Plan of Development review.

11. **Trash removal.** Trash removal on the Property shall be limited to the hours
between 7:00 a.m. and 8:00 p.m.

12. **Underground Utility Lines.** All utility lines on the Property shall be underground,
except for already existing utilities, junction boxes, meters, utility lines in wetland
areas and utility lines required to be above ground by the utility company.

13. **Stone Mulch.** Aggregate stone media shall not be used as a mulch in any
landscaped buffer area on the Property nor in any parking lot landscaping areas
(including islands), unless otherwise requested and specifically permitted at the
time of Plan of Development review.

14. **Outdoor speakers.** No public address or speaker systems outside of any
building shall be permitted.

15. **Parking Lot and Exterior Lighting.** Parking lot lighting shall be produced from
concealed sources of light and the lighting standards shall not exceed twenty (20)
feet in height. The exterior lighting on the Property shall be designed with a
cohesive plan so that all exterior lighting shall use compatible design elements
with the remainder of Towne Center West. Exterior light fixtures shall be
produced from concealed sources of light unless other low intensity decorative
ornamental fixtures such as gas style lamps are approved at the time of Plan of
Development review. At no time shall the parking lot lighting exceed one-half (1/2)
footcandle at the right-of-way lines along West Broad Street.

16. **Pedestrian Circulation.** Pedestrian circulation shall be provided throughout the
Property. Except as required at the time of Plan of Development review, such
walkways along or on roads, parking areas and access areas used for motor
vehicles on the Property shall be constructed of material different than such roads,
parking areas and access areas. Such walkways may be constructed of, but not
limited to, brick pavers, concrete, stamped concrete, aggregate concrete or other
similar material.

17. **Pedestrian Access to Adjoining Properties.** The Property shall be developed
in a fashion that provides pedestrian access to other portions of the Towne Center
West Development as required by the Planning Commission at the time of Plan
of Development.

18. **Stormwater Management.** Stormwater runoff will be managed via underground
stormwater detention facilities unless otherwise approved by the Planning
Commission at the time of Plan of Development approval.
19. **Site Coverage.** The Property shall be subject to the site coverage ratio required by Proffer number 23 from Case C-49C-04.

20. **Use Restrictions.** The following uses shall be prohibited:
   a. laundromats and self-service dry-cleaning establishments;
   b. 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 (1950), in effect as of the date of the approvals of these proffers (the foregoing shall not preclude banks, savings and loans or similar financial institutions that are not regulated by the foregoing Virginia Code sections);
   c. lodge and fraternal organization;
   d. funeral home, mortuary and/or undertaking establishment;
   e. parking lots, commercial (nothing herein shall preclude parking lots as an accessory use to a principally permitted use); and
   f. any "adult business" as defined by the Henrico County Zoning Ordinance.

21. **Hours of Operation.** No business shall begin service to the public or any outside activity before 6:00 a.m. nor extend any outside activity or hours of service after 12:00 midnight.

22. **Sound Suppression Measures.** Sound suppression measures shall be provided in the common wall between attached residential units with at least a 55 sound coefficient rating. Sound suppression measures shall be provided in the floor to ceiling between commercial and residential units with at least a 58 sound coefficient rating. A cross-sectional detail, reviewed and approved by a certified architect or engineer as to the methodology accomplishing the sound coefficient ratings, shall be included in the building permit application.

23. **Sprinklers.** All residential and commercial units shall be sprinkled for fire protection as required by the Virginia Statewide Fire Prevention Code.

24. **Building Entrances.** The building shall contain separate entrances for both the residential and commercial uses of the building. No entrance shall provide access to both a residential and commercial unit within the building. Signage shall be provided to identify access to the upper floor residential units.

25. **Protective Covenants.** The Property shall be subject to protective covenants required by Proffer number 24 from Case C-49C-04.

26. **Restaurant Ventilation.** Restaurants on the Property shall be equipped with an adequate ventilating and exhaust system to minimize smoke, odors and grease vapors on the residential units located above. The plans and specification for such systems shall be included with the building permit application for review and approval by the County.
27. **Curb and Gutter.** Curb and gutter shall be used on all streets and shall be designed to meet the current County standard for either "roll top" curb and gutter, which shall measure not less than three (3) feet from edge of pavement on back of curb, or six (6) inches standard curb and gutter.

28. **Burning on Site.** There shall be no burning of construction debris, materials or vegetation on the Property, except to provide warmth to workmen using drums not exceeding fifty-five (55) gallons.

29. **Satellite Dishes.** Satellite dishes larger than that permitted by Federal law without restriction (one meter in diameter) shall not be visible from public view at ground level.

30. **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

pc: Andrew M. Condlin, Esq.
Jennifer D. Mullen, Esq.
Dr. Penny G. Blumenthal, Dir., Research & Planning, Henrico County Schools
Director, Real Estate Assessment
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