July 17, 2007

B & B Properties, LLC
c/o Cranemasters, Inc.
Post Office Box 7780
Richmond, VA 23231

Re: Conditional Rezoning Case C-26C-07

Dear Sirs:

The Board of Supervisors at its meeting on July 10, 2007, granted your request to amend proffered conditions accepted with Rezoning Case C-43C-92, on Parcel 809-713-6877, described as follows:

Beginning at a point on the south line of Williamsburg Road (State Route 60) said point being 665.7 west of the centerline of Cambrai Avenue extended; thence continuing along the south line of Williamsburg Road (State Route 60) S 12°36'40" W, a distance of 19.00' to the true point and place of beginning; thence leaving the south line of Williamsburg Road (State Route 60) S 12°36'40" W, a distance of 181.44' to a point; thence S 86°36'50" E, a distance of 199.99' to a point; thence S 12°41'09" W, a distance of 163.32' to a point; thence S 86°39'50" E, a distance of 265.10' to a point; thence S 12°39'45" W, a distance of 318.91' to a point; thence S 86°54'30" W, a distance of 804.34' to a point; thence N 13°40'00" E, a distance of 754.02' to a point on the south line of Williamsburg Road (State Route 60); thence continuing along the south line of Williamsburg Road (State Route 60) S 87°17'08" E, a distance of 306.45' to the true point and place of beginning containing 9.588 acres of land.

The Board of Supervisors accepted the amendments to the proffered conditions, dated June 13, 2007, 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 surfaces of all exterior wall surfaces (front, rear and sides) of the building to be constructed on the Property as the corporate headquarters and operations center (the "Building") shall be similar in architectural treatment and materials to the other exterior wall surfaces of the Building and shall be constructed of metal wall panels, or an equivalent material, except the front and sides of the office portion of the Building will also be accented with brick.

2. **Use Restrictions.** The principal use permitted on the Property shall be the corporate headquarters and operations center for storage and maintenance of vehicles and equipment used in crane and railroad support services. Routine maintenance and repair of vehicles and equipment connected with the foregoing services will be conducted within enclosed buildings.

The only uses permitted on the Property shall include all those permitted in a B-3 district and only the following M-2 uses listed below:

   a. Contractor's equipment storage yard;

   b. Sandblasting or cutting conducted inside the enclosed building; and

   c. Bulk storage of inflammable liquids (other than an automobile service station) for above ground storage not to exceed 30,000 gallons.

3. **Fence.** A minimum eight (8) foot high fence shall be constructed and maintained generally in the locations shown on the accompanying site plan marked as Exhibit A (see case file). A gate shall be constructed from the fence across the access drive for entry into the rear of the site as shown on the accompanying site plan marked as Exhibit A (see case file).

The fence shall be constructed of solid wood. The side of the fence facing Williamsburg Road shall be the finished side and shall be landscaped. No stored materials shall be visible above the fence from ground level at Williamsburg Road except for equipment (crane) repair and maintenance during normal business hours.

4. **Buffers.** A landscaped or natural buffer area seventy (70) feet in width as measured from the existing right-of-way of Williamsburg Road shall be maintained along the northern boundary of the Property extending from the treeline on the western boundary of the Property to the western boundary of Parcel 9-B2-23 as shown on the accompanying site plan marked as Exhibit A (see case file).
A natural buffer area thirty (30) feet in width shall be maintained along the western, southern and a portion of the eastern Property boundaries as shown on Exhibit A (see case file).

A buffer area sixteen (16) feet in width shall be maintained along the portions of the northern and eastern Property boundaries as shown on Exhibit A (see case file) and shall be planted with trees equivalent to the Transitional Buffer 25 tree standards if a deviation is approved at the time of plan of development review.

Utility easements, signage, and access drives shall be permitted within the aforesaid buffers. Any utility easement or roadway extended through the buffer areas shall be extended generally perpendicular thereto, unless otherwise specifically permitted at the time of Plan of Development review, and where permitted, areas disturbed for utility installations shall be restored to the condition existing immediately prior to the disturbance.

Underbrush and fallen, diseased or dead plant growth, may be removed from such buffer areas and if so removed additional plantings shall be added.

5. **Road Widening.** A right-of-way strip along Williamsburg Road will be dedicated if and when required by the County or the Commonwealth of Virginia for the widening of Williamsburg Road as deemed necessary at the time of Plan of Development review.

6. **Parking Lot Lighting.** The public parking lot lighting fixtures shall not exceed twenty (20) feet in height as measured from the grade of the base of the lighting standard. The public parking lot lighting shall be produced from a shielded, "shoe-box" type light fixture which directs the light down to the Property.

7. **HVAC.** Heating and air conditioning equipment shall be screened from public view from ground level at Williamsburg Road.

8. **Paved Areas.** The driveway and public parking lot shall be paved.

9. **Outdoor Storage.** The storage area for vehicles and materials incidental to providing the railroad support services shall be screened from public view from ground level at Williamsburg Road as indicated in proffers 3 and 4. No abandoned equipment or abandoned vehicles may be stored on the site.

10. **Outside Speakers.** No outside speakers shall be permitted on the Property.

11. **Sign.** Any freestanding sign on the Property shall be ground mounted monumental-type sign with a brick base and shall not exceed six (6) feet in height above grade and shall not exceed fifty-four (54) square feet in area.
12. **Severance.** The unenforceability, illegality, elimination, revision or amendment of any proffer set forth herein, in whole or in part, shall not affect the validity or enforceability of the others 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: Barry Isringhausen  
Gloria L. Freye, Esq.  
Director, Real Estate Assessment  
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