May 20, 2008

Pavilion Development Company  
Attn: Mr. Ken Hammond  
5605 Carnegie Boulevard, Suite 110  
Charlotte, NC 28209

Re: Conditional Rezoning Case C-8C-08

Dear Mr. Hammond:

The Board of Supervisors at its meeting on May 13, 2008, granted your request to amend proffered conditions accepted with Rezoning Case C-3C-98, on Part of Parcel 739-763-7259, described as follows:

Commencing at the intersection of the south line of Interstate 64 and the west line of Pouncey Tract Road (State Route 271); thence along the west line of Pouncey Tract Road (State Route 271) 292.60' to the Place and Point of Beginning (P.O.B.); thence along the west line of Pouncey Tract Road (State Route 271) S 10°22'16" E, for a distance of 91.73' to a point; thence S 84°53'06" W, for a distance of 35.15' to a point; thence S 10°22'16" E, for a distance of 206.80' to a point; thence leaving the west line of Pouncey Tract Road N 89°17'25" W, for a distance of 206.66' to a point; thence N 00°42'35" E, for a distance of 29.89' to a point; thence along a curve to the left with a radius of 112.91' and an arc length of 87.79', being subtended by a chord of N 21°33'49" W for a distance of 85.59' to a point; thence N 43°50'12" W, for a distance of 37.00' to a point; thence along a curve to the right with a radius of 155.16' and an arc length of 120.63', being subtended by a chord of N 21°33'47" W, for a distance of 117.62' to a point; thence N 00°42'38" E, for a distance of 52.23' to a point; thence S 89°17'22" E, for a distance of 287.23' to a point on the west line of Pouncey Tract Road (State Route 271) being the Place and Point of Beginning (P.O.B.). Said area contains 1.676 acres.

The Board of Supervisors accepted the following proffered conditions, dated April 29, 2008, which further regulate the above described property in addition to all applicable provisions of Chapter 24, Code of Henrico (Zoning Ordinance):

Except as hereby amended, proffers accepted with case C-3C-98 shall remain in full force and effect as restated below:
Proffered Condition 12 of Case No. C-3C-98 is hereby deleted in its entirety. Proffered Conditions 1, 2, 3, 6 and 11 of Case No. C-3C-98 are hereby amended and restated and Proffered Conditions 14, 15 and 16 are added as follows:

1. **Elevation and Site Plan.** Any mini-storage warehouse facility shall be developed in substantial conformance with the elevation prepared by J. Calvin Holcombe, AIA, dated December 23, 1997, a copy of which is attached as Exhibit A to Case No. C-3C-98 (see case file), and the preliminary site plan prepared by J. Calvin Holcombe, AIA, dated December 23, 1997, revised January 29, 1998, a copy of which is attached as Exhibit B to Case No. C-3C-98 (see case file), subject to such changes as may be requested by the County or owner and approved at the time of Plan of Development.

Any retail uses shall be developed in general conformance with the conceptual site plan attached hereto as Exhibit A (see case file) prepared by J. Calvin Holcombe, AIA, dated April 8, 2008 (the "Plan"), unless otherwise requested and specifically approved at the time of Plan of Development. Any retail buildings used for motor vehicle repair, and tires or parts sales, wholesale or retail, service and/or installation shall be developed in general conformance with the elevation attached hereto as Exhibit B (see case file) prepared by Childrey Robinson Associates.

2. **Architectural Treatment.** Colonial cream colored split-face block shall be used on the exterior wall surfaces of any mini-storage warehouse buildings where shown shaded in blue, a copy of which is attached as Exhibit B to Case No. C-3C-98 (see case file), and the exterior of any mini-storage doors shall be of a substantially similar color. The remaining walls of any mini-storage warehouse buildings shall be of a colonial cream color with cedar tan color asphalt shingles on all roofs. The exterior walls of any office/apartment building shall be constructed of colonial cream vinyl siding with cedar tan asphalt shingles on the roof.

Any retail building developed on the property (excluding rooftop screening materials for mechanical equipment) shall have exposed exterior walls (above finished grade) that are complementary in architectural treatment and materials with the elevations shown on Exhibit B (see case file) prepared by Childrey Robinson Associates, unless otherwise requested and specifically approved at the time of Plan of Development review. Any retail building developed on the property shall have exposed exterior walls (above finished grade) of either, or a combination of brick, E.I.F.S., split face block, stone, cementitious, dryvit, stucco, vinyl or glass, unless different architectural treatment and/or materials are specifically approved with respect to the exposed portion of any such wall surface at the time of Plan of Development review. No retail building shall be covered with or have exposed to view any sheet or corrugated aluminum or metal, exposed aggregate concrete, painted or unpainted, unless otherwise
specifically requested and approved by the Planning Commission at the time of Plan of Development review.

3. **Use Restriction.** The Property may only be used for:

a. A mini-storage warehouse facility with an accessory office and dwelling unit for its manager.

b. Motor vehicle repair, and tires or parts sales, wholesale or retail, service and/or installation. The foregoing shall not, however, permit automotive body or paint shops.

c. Uses permitted in a B-2 zoning district, except none of the following uses shall be permitted on any portion of the Property:

   i. billiard, bagatelle, video game or a bingo parlor;
   
   ii. flea markets or antique auctions;
   
   iii. billboards;
   
   iv. recycling facilities;
   
   v. funeral homes, mortuaries, crematories and/or undertaking establishments;
   
   vi. dance halls;
   
   vii. truck stops;
   
   viii. gun shop, sales and repair;
   
   ix. parking garages or commercial parking lots;
   
   x. communication towers;
   
   xi. adult business as defined in the Henrico County Zoning Ordinance;
   
   xii. 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);
   
   xiii. 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;
xiv. off-track betting parlor;

xv. private club, lodge, meeting hall or fraternal organization;

xvi. drapery making and furniture upholstery shop;

xvii. recreation facility, indoor, to include a theater, bowling alley, skating rink (ice skating and roller skating), swimming pool, tennis, model racing track, archery range, rifle or pistol range, and similar activities; and

xviii. massage parlors, not to include spa, massage and other therapeutic establishments where employees performing massages, if any, are all duly licensed massage therapists in the Commonwealth of Virginia.

6. **Central Trash Receptacles.** Dumpsters, trash receptacles, not including convenience cans and recycling receptacles, and compactors shall be screened from public view at ground level at the property lines with masonry enclosures which complement the architectural design of the buildings as approved at the time of Plan of Development.

11. **Doors.** No loading doors associated with a mini-storage warehouse facility shall be located on the eastern wall of any building closest to Pouncey Tract Road.

14. **Preservation of the Tree.** The area of the Property located under the mature oak tree, which is located on the Property as shown on the Plan (see case file), shall remain undisturbed, except as to the existing roadway on the Property as shown on the Plan, decorative seating, plantings, and maintenance (the "Undisturbed Area"), unless otherwise specifically requested and approved by the Planning Commission at the time of Plan of Development review. The Undisturbed Area shall include only the area under the branch expansion as determined as of the date of Plan of Development approval. The Undisturbed Area shall have a split rail or other decorative fence installed around its perimeter at the completion of development of the Property, unless otherwise specifically requested and approved by the Planning Commission at the time of Plan of Development review. Should a certified arborist recommend the removal of the tree due to death or disease and, thirty (30) days after notification of such recommendation to the Director of Planning, such tree is removed, this Proffer 14 shall no longer apply.

15. **Alternate Landscaping Plan.** At the time of Landscape Plan review, a conceptual landscape plan for the vicinity of the mature oak tree shall be provided as an alternative plan in the event of the removal of such tree due to death or disease.

16. **Outside Storage.** No outside storage shall be permitted unless screened in a manner acceptable as determined at the time of Plan of Development.
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:  Bernard J. Levey
     Caroline L. Nadal, Esq.
     Director, Real Estate Assessment
     Conditional Zoning Index