July 21, 2009

5215 West Broad Street, LLC
C/O Markel Corporation
4521 Highwoods Parkway
Glen Allen, VA 23060

Re: Conditional Rezoning Case C-13C-09

Dear Sir:

The Board of Supervisors at its meeting on July 14, 2009, granted your request to conditionally rezone from B-3 Business District and B-2 Business District to R-6C General Residence District (Conditional), Parcel 772-738-8719, described as follows:

Commencing at a point being the intersection of the east line of Byrd Avenue and the south line of West Broad Street thence; continuing along the south line of West Broad Street South 45°08'24" East a distance of 158.86 feet to a point thence; South 00°08'24" East a distance of 21.21 feet to a point thence; South 45°08'24" East a distance of 7.14 feet to a point thence; leaving the south line of West Broad Street South 45°09'56" West a distance of 501.01 feet to a point along the north line of Markel Road thence; continuing along the north line of Markel Road North 44°50'04" West a distance of 196.00 feet to a point on the east line of Byrd Avenue thence; continuing on the east line of Byrd Avenue North 45°09'56" East a distance of 500.04 feet to a point thence; along a curve to the right having radius of 15.00 feet, a length of 23.48 feet, a delta of 89°41'40", and chord bearing of South 89°59'14" East and a chord distance of 21.16 feet to a point being the point of beginning and containing 100,764 square feet or 2.313 acres of land.

The Board of Supervisors accepted the following proffered conditions, dated July 10, 2009, which further regulate the above use of your property in addition to all applicable provisions of Chapter 24, Code of Henrico (Zoning Ordinance):

1. **Residential Density.** Residential dwelling units on the Property shall not exceed 45 units.

2. **Architectural Treatment.** The exposed portions of the exterior wall surfaces (front, rear and sides) of the building constructed on the Property (excluding rooftop screening materials of mechanical equipment) shall be similar to the exposed portions of other exterior wall surfaces of such building in architectural treatment and materials. The building shall be similar in architectural style to that
illustrated in Exhibit B (see case file), the conceptual elevations titled "Faison Residence Building" prepared by Baskerville dated June 3, 2009 unless otherwise specifically requested and approved at the time of Plan of Development review.

3. **Building Materials.** Buildings on the Property shall be constructed with zinc cladding, stone veneer, composite resin panels and glass or similar quality material specifically requested and approved at the time of Plan of Development review, exclusive of windows, doors, or other architectural design features.

4. **Sound Suppression Measures.** Sound suppression measures shall be provided in the common wall and floor/ceiling between attached residential units and between residential and commercial units with at least a 54 sound coefficient rating. A cross-sectional detail, reviewed and approved by a certified architect or engineer as to the methodology accomplishing the sound coefficient rating, shall be included in the building permit application.

5. **Pedestrian Access.** Sidewalks constructed to Department of Public Works standards shall be provided along Byrd Avenue, Markel Road and West Broad Street and shall be located a minimum of twenty-four (24) inches from the back of curb.

6. **Vehicular Access.** There shall be no more than two (2) points of access to the Property.

7. **Residential Access.** Access to the residentially developed portion of the Property shall be gated.

8. **Parking Lot Lighting.** Parking lot lighting standards shall not exceed twenty-five (25) feet in height above grade level. Parking lot lighting shall be produced from a concealed source of light.

9. **Mechanical Equipment.** Mechanical equipment shall be screened from public view at ground level at the Property lines by means approved at the time of Plan of Development review.

10. **HVAC Vents.** No HVAC related equipment, vents, or intakes shall be located on the façade of the building.

11. **Central Trash Receptacles.** Central trash receptacles, not including convenience containers, shall be screened from public view at ground level and enclosed in a manner approved at the time of Plan of Development review.

12. **Irrigation.** Areas of newly installed landscaping shall be served by an underground irrigation system.
13. **Stormwater Management.** If any stormwater management system is required for the Property, it shall be designed as an underground system.

14. **Conceptual Plan.** Development of the Property shall be in substantial conformance with the conceptual plan marked Exhibit A (see case file).

15. **Fences.** A decorative "wrought iron style" ornamental fence, a minimum of six (6) feet in height above interior grade which includes masonry pillars at a minimum at the corners shall be provided along the east and west property lines. The access gates shall be designed and constructed of materials compatible with those used for the fences.

16. **Retaining/Screening Walls.** Any retaining or screening walls shall be constructed of finished masonry materials compatible with those used on the building.

17. **Sprinkler System.** A sprinkler system shall be installed throughout the building.

18. **Minimum Square Footage.** The minimum square footage for dwelling units shall be 800 square feet.

19. **Underground Utilities.** Except for junction boxes, meters, transmission mains and existing or relocated overhead utility lines, all utility lines shall be underground.

20. **Street Trees.** A street tree landscape plan shall be provided at Plan of Development review. At a minimum, street trees shall be provided along West Broad Street and Byrd Avenue at an average spacing of thirty five (35) feet between trees.

21. **Detached Signs.** Detached signs shall be ground-mounted, monument style signs constructed with a stone or masonry base similar to the stone or masonry materials used on the building.

22. **Prohibited Uses.** The following uses shall not be permitted on the Property:

   a. Adult business as defined in Section 24-3 of the Henrico County Zoning Ordinance.

   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, provided the foregoing shall not preclude banks, savings and loans, or similar financial institutions that are not regulated by the foregoing Virginia Code Sections.

   c. Funeral parlor, mortuary, crematorium and/or undertaking establishment.
d. Commercial parking lots (nothing herein shall preclude parking lots as an accessory use to a permitted use).

e. Lodge and fraternal organizations.

f. Rooming houses and boarding houses.

g. Pawn shops as regulated by Sections 15.150 — 15.157 of the Henrico County Code.

h. 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.

23. **Trash Removal.** Trash removal and parking lot cleaning shall be limited to the hours between 7:00 a.m. and 8:00 p.m.

24. **Amenities.** A fenced lawn area a minimum of 5,000 square feet shall be provided for outdoor activities.

25. **Height.** The maximum height of any building constructed on the Property shall not exceed fifty five (55) feet.

26. **Outdoor Speakers.** Outdoor speakers or paging systems shall not be permitted on the Property.

27. **Street Improvements.** Curb and gutter, pavement widening, and any necessary storm sewer shall be provided on Byrd Avenue and Markel Road. If requested by the County at the time of Plan of Development review, striped public parking spaces shall be provided on the east side of and in the existing Byrd Avenue right-of-way as prescribed by the Department of Public Works.

28. **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: Gloria L. Freye, Esquire
Dr. Martha G. Blumenthal, Dir., Research & Planning, Henrico County Schools
Director, Real Estate Assessment
Conditional Zoning Index