August 18, 2009

CP Other Realty, LLC
C/O Paul Carr
Virginia Capital Partners
1801 Libbie Avenue, Ste. 201
Richmond, VA 23226

Re: Conditional Rezoning Case C-8C-09

Dear Mr. Carr:

The Board of Supervisors at its meeting on August 11, 2009, granted your request to conditionally rezone from B-2C Business District (Conditional) to B-3C Business District (Conditional), part of Parcel 735-763-7898, located on the north line of West Broad Street (U.S. Route 250) approximately 1,650 feet east of N. Gayton Road, described as follows:

BEGINNING at a rod set on the northern line of West Broad Street 539± feet west of the intersection of the centerline of the entrance to Short Pump Town Center and the northern line of West Broad Street, being THE POINT OF BEGINNING; thence along West Broad Street, N 61°26'36" W, 140.23 feet to a rod found; thence N 28°39'31" E, 22.01 feet to a rod found; thence N 61°27'33" W, 60.10 feet to a rod found; thence departing the northern line of West Broad Street, N 38°03'56" E, 373.24 feet to a nail set in a headwall; thence S 61°27'36" E, 233.13 feet to a rod set; thence S 28°32'24" W, 107.81 feet to a rod set; thence N 61°27'36" W, 92.00 feet to a rod set; thence S 28°32'24" W 266.78 feet to a rod set on the northern line of West Broad Street, being THE POINT OF BEGINNING, containing 73,187 sq. ft. or 1.680 acres more or less.

The Board of Supervisors accepted the following proffered conditions, dated August 7, 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. **Buffer on West Broad Street.** The required buffer area along West Broad Street shall be fifty (50) feet in width. Roads, sidewalks, utility easements, fencing/walls adjacent to any roads or drives, and signage shall be permitted within such buffer, provided, any such road or utility easements, other than existing easements, shall be extended generally perpendicular to West Broad Street through such buffer.
2. **Best Management Practice.** Best Management Practice structures shall be located outside of the landscaped buffer along West Broad Street, except as a landscaping amenity or water-related feature and if requested and specifically permitted at the time of Plan of Development. Any above-ground Best Management Practice structure shall include an aeration feature to move water within such structure.

3. **Vehicular Access.** Unless otherwise and specifically permitted at the time of Plan of Development, there shall be no more than one (1) direct vehicular access point to the Property from West Broad Street.

4. **Loading Docks.** Loading docks shall be screened from public view at ground level as approved at the time of Plan of Development 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.

5. **Trash Receptacles.** Dumpsters and trash receptacles, 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 and as otherwise approved at the time of Plan of Development.

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

7. **Drainage and Utilities.** 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.

8. **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.

9. **Parking Lot and Exterior Lighting.** Parking lot lighting standards within the Property shall not exceed twenty-five feet in height as measured from the grade of the lighting standard, except as otherwise permitted at the time of Plan of Development.

Parking lot lighting standards shall not exceed twenty (20) feet in height within three hundred (300) feet of the boundary line of the Property along West Broad Street. Parking lot lighting on the Property shall be produced from concealed lighting sources to minimize the impact of such lighting on adjacent properties, unless otherwise permitted at the time of Plan of Development. 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. Such lighting shall be reduced to no more than a security level following the close of business operations each day. At no time shall the parking lot lighting exceed one-half (1/2) footcandle at the right-of-way lines along West Broad Street.

The exterior lighting on the Property shall be designed with a cohesive plan so that all exterior lighting shall use compatible design elements.

10. Irrigation. Landscaped islands shall be irrigated.

11. Uses. The only B-3 permitted use on the Property shall be for a car wash. The following uses shall be prohibited on the Property:

a. flea markets;
b. laundromats and self-service dry cleaning establishments;
c. gun shop, sales and repairs, except that such gun sales and repairs shall be permitted in a store that sells a variety of sporting goods;
d. 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);
e. lodge and fraternal organization;
f. sign printing and painting shop

g. skating rinks, roller skating rinks, model racing tracks, electronic video game rooms, bingo halls and billiard parlors unless such billiard parlors are associated with a restaurant;
h. restaurants with drive-thru windows, not to exclude, however, restaurants with dedicated parking spaces for the pick-up of carry-out food, unless otherwise requested and specifically permitted at the time of Plan of Development;
i. funeral home, mortuary, and/or undertaking establishment;
j. parking lots, commercial (nothing herein shall preclude parking lots as an accessory use to a principally permitted use);
k. automobile filling or service station;
l. motor or motor lodge;
m. adult business as defined by the County of Henrico;
n. billboards;
o. truck stops;
p. communication tower;
q. self-storage facilities;
r. off-track betting parlors;
s. permanent on-site recycling collection facilities;
t. sewer/water pump stations;
u. massage establishments; and
v. outdoor vending machines.
12. **Hours of Operation.** Hours of operation shall be as regulated in the B-2 zoning district.

13. **Signage.** Signage shall be as regulated in the B-2 zoning district. There shall be no detached signs on the Property (other than directional signs as regulated per the Ordinance, which directional signs shall not, however, be located on West Broad Street). The Property shall have an overall sign plan which requires a consistent sign style and specifies the size and color scheme for proposed signage, which plan shall be submitted as part of the Plan of Development. The only detached signage shall be per an agreement among Towne Center-West, LLC, Yimmer, LLC and Andronikas Moudilos dated as of April 12, 2005, recorded in Deed Book 3929 at page 2306 in the Henrico County land records.

14. **Exterior Elevations.** The exposed portion of each exterior wall surface (front, rear and sides) of any building on the Property shall be similar in high quality of construction and shall have compatible architectural design (incorporating compatible, but not necessarily the same, design elements, color and architectural styles).

Any car wash developed on the Property shall be in general conformance with the architectural appearance shown on the elevations showing the north, south and west elevations of the proposed building entitled "Short Pump Car Pool, Henrico County, Virginia" prepared by Freeman Morgan Architects, and attached hereto, (see case file) unless otherwise requested and specifically approved at the time of Plan of Development.

Any other buildings developed on the Property shall have an exterior architectural style and use design elements similar with or generally compatible with the concept drawings made a part of Case Nos. C-43C-05 and C-44C-06, 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 buildings.

All buildings on the Property shall have exposed exterior walls (above finished grade and exclusive of architectural features, windows and doors) constructed of masonry brick, stone, pre-cast concrete, 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 approved with respect to the exposed portion of any such wall, at the time of Plan of Development. All buildings on the Property shall have at least thirty-five percent (35%) brick in the aggregate on the exposed exterior walls of such buildings, with the front exposed exterior wall of any such building being constructed of at least fifty percent (50%) brick and any side exposed exterior wall visible from off the Property being constructed at a minimum of thirty-five percent (35%) brick. The exposed, exterior walls of any car wash developed on the Property shall consist of all brick with accent materials as permitted below. Wood or composite siding, natural or cultured stone, marble, pre-cast or cast-in-place architectural concrete,
exposed aggregate concrete, E.I.F.S., and/or glass, or an equivalent, permanent, architecturally finished material may be utilized as accent materials on such buildings and any car wash. As to any car wash, glass on the West Broad Street façade, if visible from West Broad Street, shall be opaque.

No building on the Property shall 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.

Roof design shall be implemented so as to minimize building mass and offer variations in building appearance. The rear of any buildings on the Property facing West Broad Street shall have a façade substantially similar to the front façade of that building or as otherwise approved by the Planning Commission at the time of Plan of Development.

Any shade structures associated with any car wash developed on the Property shall have a roof treatment generally consistent with the main building which shall consist of green, standing-seam metal.

15. **Conceptual Plan.** Development of the Property for a car wash shall be in general conformance with the Conceptual Plan dated January 21, 2009, last revised August 4, 2009, entitled Car Pool — TCW, Schematic Layout Plan, Three Chopt District, Henrico County, Virginia” prepared by Balzer and Associates, Inc. attached hereto (the "Conceptual Plan"), (see case file) which Conceptual Plan is conceptual in nature and may vary in detail, unless otherwise requested and specifically approved at the time of Plan of Development.

16. **Site Coverage.** No more than seventy percent (70%) of the Property in the aggregate may be covered by buildings, parking areas and driveways. This site coverage ratio shall be achieved through the use of landscaping and open areas, including, without limitation, landscaped buffers, medians and parking lot islands, pedestrian areas and open plaza.

17. **Protective Covenants.** Prior to or concurrent with the conveyance of any part of the Property covered by a Plan of Development approved by Henrico County, Virginia (other than for the conveyance of easements, roads or utilities), the owner of the Property covered by such Plan of Development, or its successors and assigns, shall record a document in the Clerk’s Office of the Circuit Court of Henrico County, Virginia, setting forth covenants that shall provide for high standards of uniform maintenance (consistent with commercial "Class A" projects) of individual sites, common areas, open space, landscaping and private streets.

18. **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.
19. **HVAC Equipment.** HVAC equipment shall be screened from public view at ground level at the property line as approved at the time of Plan of Development.

20. **Landscape and Lighting Plan.** The Landscape and Lighting Plan for any car wash shall be submitted to the Planning Commission for consideration and approval. Plantings in planting areas along the northern Property line shall be provided so as to mitigate the view of any car wash from the ground level of the proposed development adjacent to the north.

21. **Screening Wall.** For any car wash developed on the Property, a brick screen wall shall be provided parallel to portions of the western and southern property lines as depicted on the Conceptual Plan. Such wall shall be approximately twelve (12) feet in height, tapering to approximately two (2) feet in height at the northern end of the western wall.

22. **Hours of Operation.** Hours of operation for any car wash shall be limited to 7:00 a.m. to 8:30 p.m.

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: Kalyan Plaza at Short Pump, L.L.C.
James W. Theobald, Esquire
Director, Real Estate Assessment
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