

BOARD OF SUPERVISORS
COUNTY OF GOOCHLAND
GOOCHLAND, VIRGINIA

RESOLUTION

At a regular monthly meeting of the Goochland County Board of Supervisors held in the General District Courtroom, Goochland Courthouse, Virginia, on Tuesday, January 2, 1990, the following action was taken:

Present:

Vote:

Andrew W. Pryor, Chairman	Yes
James H. Bowles, M.D., Vice-Chairman	Yes
Eva F. Foster	Yes
Karl E. Hawk	Yes
Lawrence B. Nuckols	Yes

On a motion by Mrs. Foster, seconded by Dr. Bowles, the Board unanimously approved the following:

WHEREAS, Harold Starke and Ed Kidd acting as Trustees for West Creek, filed application R89-9 for the zoning reclassification of approximately 171 acres identified as Assessor's Parcel Nos. 58(1)105 and 58(1)106 located about two miles south of Route 250 and east of Route 623 in the Dover Magisterial District; and

WHEREAS, the application request rezoning reclassification from A-2 (Agricultural, Limited) to M-1 (Industrial, Limited) Article 14, Section 2.20 (Planned Development Park) as cited in the Goochland County Zoning Ordinance for approximately 171 acres as described above; and

WHEREAS, the applicant plans to complete the development of a commercial business park consisting of office, office distribution, retail shopping facilities, hotels and other related uses permitted within a planned development park; and

WHEREAS, the Goochland County Board Of Supervisors held a public hearing on January 2, 1990 after it was duly advertised and adjacent property owners notified pursuant to Section 15.1-431 and 15.1-493 Code of Virginia (1950, as amended); and

Resolution
West Creek R89-9
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WHEREAS, the 171 acres is located between the northern and southern sections of West Creek which were rezoned to a mixed use business park by the Board of Supervisors in April 1988; and

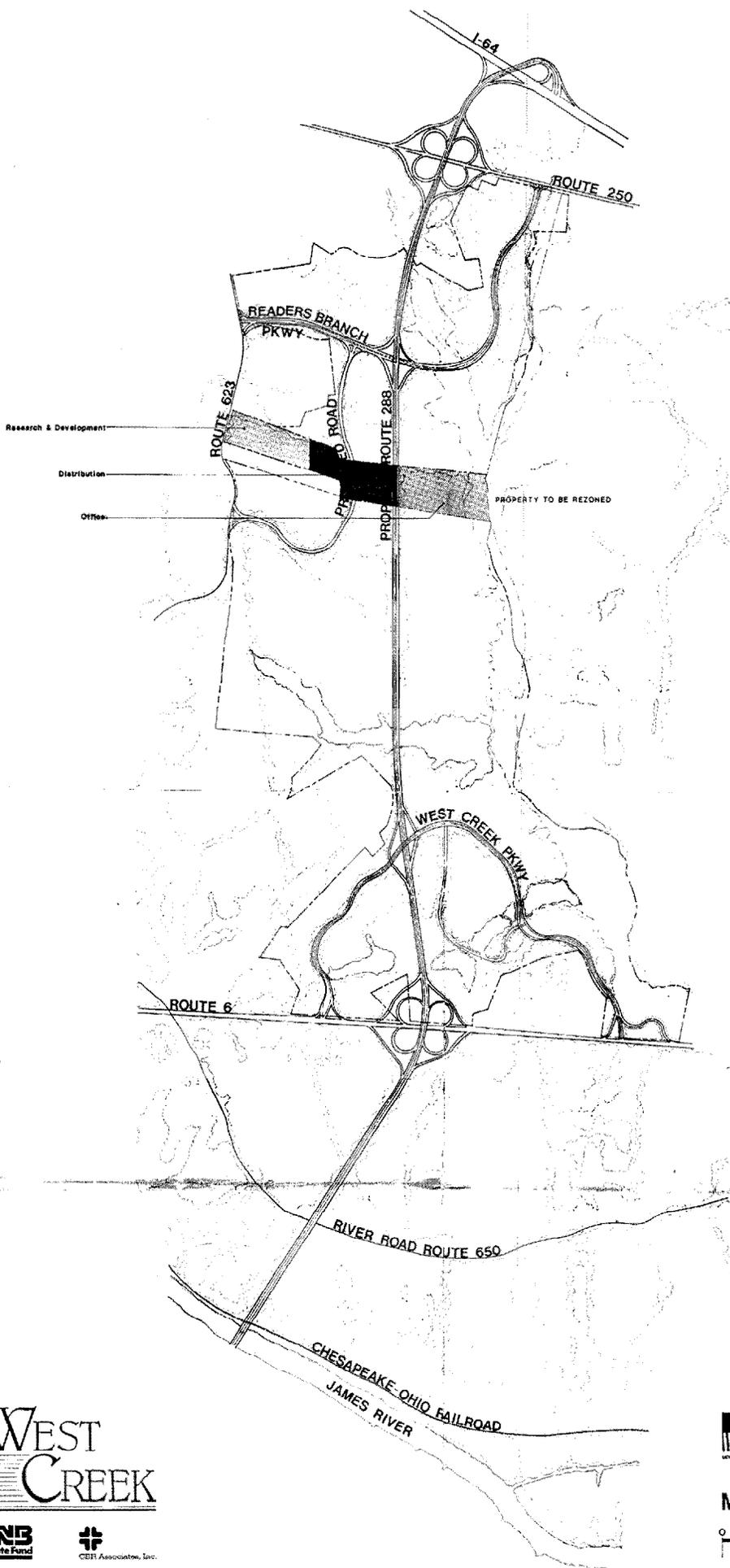
WHEREAS, the addition of the 171 acres will complete the overall master plan for West Creek and ties the property together between Routes 6 and 250 east of Route 623; and

NOW, THEREFORE, BE IT RESOLVED, this 2nd day of January 1990, the Goochland County Board of Supervisors hereby grants the requested zoning reclassification of 171 acres identified as Assessor's Parcel Nos. 58(1)105 and 58(1)106 located about two miles south of Route 250 and east of Route 623 in the Dover Magisterial District from A-2 (Agricultural, Limited to M-1 (Industrial, Limited) Article 14, Section 2.20 (Planned Development Park) as cited in the County Zoning Ordinance with the attached conditions proffered as part of the rezoning application.

A COPY TESTE:



Gregory K. Wolfrey
County Administrator



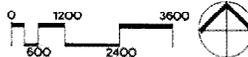
WEST CREEK

NCNB
Real Estate Fund

+
CER Associates, Inc.



MASTER PLAN



AMENDED AND RESTATED
PROFFERED CONDITIONS FOR
REZONING APPLICATION FILED FOR
THE WEST CREEK DEVELOPMENT

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In connection with their request for rezoning, the applicants hereby voluntarily proffer the following amended and restated conditions as of November 3, 1989:

A. DEFINITIONS

There are several terms used in these proffered conditions which are not defined in the Goochland County Zoning Ordinance. These terms are defined as follows:

1. a. Property. References to "the property" shall mean the 171± acres which are a part of this rezoning request as shown on the plat dated May 31, 1988, prepared by J. K. Timmons & Associates, P.C.
- b. West Creek Development. References to "the West Creek Development" shall mean the 3470± acres which includes (i) the property and (ii) the 3299± acres rezoned pursuant to application R87-13.
2. Project or Parcel. References to "a project" or "a parcel" shall mean the individual lot or parcel which is delineated on the site plan submitted to the Goochland County Planning Commission in connection with Plan of Development review.
3. Developer. References to "the developer" shall mean the owner of the applicable portion of the property at the

time a site plan for such portion of the property is submitted to the Goochland County Planning Commission in connection with Plan of Development review.

4. a. Master Plan. References to the "Master Plan" shall mean the Master Plan dated October 9, 1989 prepared by WGM Development Consultants, Inc. The Master Plan is a conceptual plan and none of the specific roads, parcel dimensions or other matters identified on the Master Plan are proffered to be included in the development of the property, except to the extent specifically included within these proffered conditions or the proffered conditions approved with rezoning application R87-13.
 - b. West Creek Master Plan. References to "the West Creek Master Plan" shall mean the Master Land Use Plan dated October 14, 1987 prepared by Clower Associates, Inc. and submitted with rezoning application R87-13. The West Creek Master Plan is a conceptual plan and none of the specific roads, parcel dimensions or other matters identified on the West Creek Master Plan are proffered to be included within the West Creek Development as shown, except to the extent specifically included within these proffered conditions.
5. Parkway/Collector Roads. For the purpose of determining applicable building and parking setbacks and roads required for each phase of development, references to

"parkway/collector roads" shall mean the major collector roads providing access to the West Creek Development from State Route 6, State Route 623 and U.S. Route 250 having rights of way varying between ninety (90) feet and one hundred twenty (120) feet. These roads are shown conceptually on the Master Plan as West Creek Parkway, Readers Branch Parkway and Proposed Road.

6. Internal Roads. For the purpose of determining applicable building and parking setbacks, references to "internal roads" shall mean all roads within the property other than State Route 288 which provide the public access to the property. Internal roads shall not include private driveways or entrances providing access to two (2) or more projects or parcels where such projects or parcels adjoin a parkway/collector road or another road classified as an internal road.

7. Perimeter Landscaping A. References to "Perimeter Landscaping A" shall mean the following:
 - a. At least one (1) large deciduous tree for each fifty (50) lineal feet along the project perimeter shall be planted or retained within the applicable required setback areas; and

- b. At least one (1) evergreen tree for each thirty (30) lineal feet along the project perimeter shall be planted or retained within the applicable required setback areas; and

- c. At least one (1) small deciduous tree for each thirty (30) lineal feet along the project perimeter shall be planted or retained within the applicable required setback areas; and

- d. At least one (1) medium shrub for each ten (10) lineal feet along the project perimeter shall be planted within the applicable required setback areas.

- e. For any portion of the project perimeter where no natural vegetation exists which would qualify for credit toward the required landscaping, if an undulating berm at least five (5) feet in height is constructed along such portion of the project perimeter, one (1) small deciduous tree shall be required only for each fifty (50) lineal feet along such portion of the project perimeter instead of each thirty (30) lineal feet and one (1) medium shrub shall be required only for each fifteen (15) lineal feet along such portion of the project perimeter instead of each ten (10) lineal feet.

8. Perimeter Landscaping B. References to "Perimeter Landscaping B" shall mean the following:

- a. At least one (1) large deciduous tree for each fifty (50) lineal feet along the project perimeter shall be planted or retained within the applicable required setback areas; and
- b. At least one (1) evergreen tree for each thirty (30) lineal feet along the project perimeter shall be planted or retained within the applicable required setback areas; and
- c. At least one (1) small deciduous tree for each fifty (50) lineal feet along the project perimeter shall be planted or retained within the applicable required setback areas; and
- d. At least one (1) medium shrub for each fifteen (15) lineal feet along the project perimeter shall be planted within the applicable required setback areas.
- e. For any portion of the project perimeter where no natural vegetation exists which would qualify for credit toward the required landscaping, if an

undulating berm at least six (6) feet in height is constructed along such portion of the project perimeter, one (1) small deciduous tree shall be required only for each one hundred (100) lineal feet along such portion of the project instead of each fifty (50) feet, one (1) evergreen tree shall be required only for each fifty (50) lineal feet along such portion of the project perimeter instead of each thirty (30) lineal feet and one (1) medium shrub shall be required only for each twenty (20) lineal feet along such portion of the project perimeter instead of each fifteen (15) lineal feet.

9. Perimeter Landscaping C. References to "Perimeter Landscaping C" shall mean the following:

- a. At least one (1) large deciduous tree for each seventy-five (75) lineal feet along the project perimeter shall be planted or retained within the applicable required setback areas; and
- b. At least one (1) small deciduous tree for each fifty (50) lineal feet along the project perimeter shall be planted or retained within the applicable required setback areas; and

c. At least one (1) evergreen tree for each fifty (50) lineal feet along the project perimeter shall be planted or retained within the applicable required setback areas; and

d. At least one (1) medium shrub for each twenty (20) lineal feet along the project perimeter shall be planted within the applicable required setback areas.

10. Small Deciduous Trees. For the purpose of determining landscaping requirements, references to "small deciduous trees" shall mean trees of a species having an average minimum mature crown spread of greater than twelve (12) feet and a minimum caliper of two and one-half (2.5) inches measured one (1) foot above ground for new trees at the time of planting or a minimum caliper of four (4) inches measured one (1) foot above ground for existing trees.

11. Large Deciduous Trees. For the purpose of determining landscaping requirements, references to "large deciduous trees" shall mean trees of a species having an average minimum mature crown spread of greater than thirty (30) feet and a minimum caliper of three and one half (3.5) inches measured one (1) foot above ground for new trees at the time of planting or a minimum caliper of six (6)

inches measured one (1) foot above ground for existing trees.

12. Evergreen Trees. For the purpose of determining landscaping requirements, references to "evergreen trees" shall mean evergreen trees with a minimum height of six (6) feet for new trees at the time of planting or a minimum height of ten (10) feet for existing trees.
13. Medium Shrubs. For the purpose of determining landscaping requirements, references to "medium shrubs" shall mean shrubs with a minimum height of two (2) feet at the time of planting.
14. Bulk Warehousing. References to "bulk warehousing" shall mean buildings with clear ceiling heights of eighteen (18) feet or greater devoted primarily (typically greater than 95% of building area) to the receiving handling and shipping of materials for storage.
15. Phases. A portion of the property will be developed in conjunction with Phase 2 of the West Creek Development and a portion will be developed in conjunction with Phase 3 of the West Creek Development. For the purpose of determining what road improvements must be constructed in connection with the development of the

property as set forth in Section D of these proffered conditions, references to Phases 2 and 3 shall be defined as follows:

a. References to "Phase 2" of the development of the property shall mean development within the area lying between the northern boundary of the property and a line 9,000 feet south of the Southern line of U.S. Route 250.

c. References to "Phase 3" of the development of the property shall mean development within the remainder of the property lying south of Phase 2.

~~Reference to Phase 2 shall mean development within the area lying between the northern boundary of the property and a line 9,000 feet south of the Southern line of U.S. Route 250.~~

16. Floor Area Ratio. References to "floor area ratio" shall mean the total square foot amount of net leasable floor area on a parcel for each square foot of land area within such parcel exclusive of road rights of way, whether public or private.

17. Building. For the purpose of applying building setbacks established by these proffered conditions which are in excess of those otherwise designated in the Goochland County zoning ordinance, references to a "building" shall mean the primary structure excluding porches, roof overhangs, steps and walks.

18. Nature Preserve or Rookery Area. For the purpose of determining what areas are not to be considered part of the required open space, references to a "nature preserve" or a "rookery area" shall mean any area along the Tuckahoe Creek flood plain which is set aside by the developer for the protection and preservation of plant or animal life and ecosystem of Tuckahoe Creek.
19. Buffer. References to "buffers" or "buffer areas" shall mean areas intended to provide a transition between the improvements to be constructed on the property and other adjoining properties or rights of way. No buildings, parking areas or internal driveways shall be permitted within any area designated as a buffer and uses within such areas shall be limited to access drives, recreational areas, landscaping, lakes or ponds, public and private utilities, jogging trails, project identification signs and public or private rights of way. These areas may be cleared of underbrush, vines, dead materials and small trees having a maximum caliper of six (6) inches at a point one (1) foot above ground level and otherwise only as required for access drives, utilities and public rights of way. All other plantings shall be left in their natural state except as may be approved by the Goochland County Planning Commission.

B. PLAN OF DEVELOPMENT REVIEW

Prior to issuance of a building permit for any project within the property, detailed site plans including all information and requirements for Plan of Development review under Article 17, Section 18 of the Goochland County Zoning Ordinance and also including landscaping plans shall be submitted for review and approval by the Goochland County Planning Commission.

C. PROHIBITED USES

No portion of the property will be used for the following purposes:

1. Automobile sales and service.
2. Outdoor shooting ranges.
3. Public billiard parlors, pool rooms, bowling alleys, dance halls and similar forms of public amusement except as may be incorporated within a retail shopping center in excess of seventy-five thousand (75,000) square feet. Dancing facilities within a restaurant or lounge shall not constitute dance halls within the meaning of this section.

4. Bulk oil storage except for use by the owner/occupant on the property.
5. Mobile home sales lots.
6. Travel trailer, motor home and camper sales lots.
7. Airports and private landing areas except for heliports, helistops and related facilities.

D. ROAD DEDICATION AND IMPROVEMENTS; PHASING OF DEVELOPMENT

1. In connection with the development of the property, the following road improvements will be constructed or rights of way dedicated, as applicable, by the developer of the property prior to the issuance of certificates of occupancy for projects within the applicable phase of development:
 - a. Prior to the issuance of any certificates of occupancy for projects lying within Phase 2, a parkway/collector road connecting State Route 623 and U.S. Route 250 will be under construction and the portion of the parkway/collector road providing primary access to such project shall be completed to the extent described in subparagraph e below.

This parkway/collector road is shown conceptually on the Master Plan as Readers Branch Parkway.

- b. Prior to the issuance of any certificates of occupancy for projects lying within Phase 3, (i) a parkway/collector road from Route 623 to a point of intersection with the parkway/collector road described in (a) above shall be completed to the extent described in subparagraph e below. This parkway/collector road is shown conceptually on the Master Plan as Proposed Road.

- c. The specific alignments of these roads consistent with these proffers shall be determined and approved by the Goochland County Planning Commission and VDOT in connection with Plan of Development review.

- d. Each of the collector/parkway roads shall be constructed to VDOT standards and shall be dedicated with the applicable rights of way to the County of Goochland or the Commonwealth of Virginia, as applicable.

- e. The proffer in subparagraph (d) above to construct parkway/collector roads to VDOT standards shall not

be effective to require completion and dedication prior to issuance of certificates of occupancy. Prior to issuance of certificates of occupancy required roads shall be completed to the extent of the base and at least one (1) layer of plant mix asphalt. The final layer of plant mix asphalt will be withheld until all sewer lines, water lines and other conduits have been placed under the pavement but will be completed to an approved VDOT pavement depth and design prior to request for VDOT acceptance of the road.

- f. In connection with the submittal of plans for the construction design of the parkway/collector roads within each phase of the property, the developer shall submit to the Goochland County Planning Commission for review and approval a traffic impact analysis of the development of such phase based on projections over the following twenty (20) year period. The traffic impact analysis shall include a breakdown of projected uses and square footages within the applicable phase of the property.

- g. The completion of all public roads to be constructed within the property shall be guaranteed by appropriate means which comply with the usual requirements of Goochland County for public roads.

Any developer who constructs a public road within the property shall be responsible for the maintenance of such road until it has been accepted into the public system for maintenance.

2. No access shall be provided to any individual parcel within the property directly from State Route 623 except for emergency access to and from any community service uses including fire, police and rescue services.

E. PARKING AND LOADING, SCREENING

1. All (a) loading and unloading (dock areas), (b) outdoor storage of company owned and operated vehicles, with the exception of passenger vehicles and (c) all solid waste storage areas, including dumpsters and self contained compactors, shall be screened from view from streets, drives and adjacent parcels by architectural design or by use of berming or landscaping. The method or methods of screening selected by the developer (subject to the requirements of any applicable protective covenants) shall be shown on the site plan to be submitted at the time of Plan of Development review.

2. Driveways and parking areas shall be paved with concrete, bituminous concrete, or other similar material. Concrete curb and gutter shall be installed around the perimeter of all driveways and parking areas. Drainage shall be designed so as not to interfere with pedestrian traffic.
3. No outside storage of materials or product inventory shall be permitted in connection with any manufacturing or warehousing facility within the development.
4. Exterior mechanical and electrical equipment, air conditioning equipment, air handling equipment, transformers, vents and fans, whether mounted on the roof or walls of any building or structure or on the ground, shall be placed or screened so that the predominant design lines of the building or structure continue without visual distraction or interruption. If any such equipment is not screened by the exterior walls of the building or structure or by walls designed to be perceived as an integral part of the building or structure, such equipment shall be separately screened using (i) the same materials used in the construction of the building or structure, (ii) other materials compatible to those used in the construction of the building or structure or (iii) berming or landscaping. The method of screening selected by the developer (subject

to the requirements of any applicable protective covenants) shall be shown on the site plan submitted at the time of Plan of Development review.

F. UTILITIES AND ENVIRONMENTAL ENGINEERING

1. No uses shall be permitted which would use any water or sewer system other than as provided by Goochland County (directly or through Henrico County) unless approved by the Goochland County Health Department. Centralized sewer systems utilizing drainfields will be constructed only in areas where sewer service provided by Goochland County is unavailable and will be designed and constructed to facilitate connection to the Goochland County system when service becomes available. Prior to construction, water and sewer plans shall be submitted to and approved by Goochland County.

2. As water and sewer lines are connected to and accepted by Goochland County as part of the systems provided by Goochland County, easements for utility lines shall be dedicated to Goochland County. All easements shall be of sufficient size to allow for future installation of parallel lines to provide service to other properties.

3. All new utility lines including electrical, telephone, sanitary sewer and water lines shall be placed underground.
4. The number and location of fire hydrants needed to serve each project within the property shall be determined at the time of Plan of Development review based on Goochland County's Design Standards and Specifications for Water and Sewer Construction Standards Manual. The Developer shall pay for the installation of fire hydrants required to serve the project.
5. All exterior lighting within an individual project shall be designed, positioned, and located so as not to project direct light into adjacent properties. The design of light fixtures and their location shall be approved in conjunction with Plan of Development review. This condition shall not limit the extent or type of lighting allowed within public rights of way.
6. Prior to issuance of a building permit for any project within the property, the developer shall provide an analysis of the drainage for the property, showing existing drainage and the impact this development will have on the property and the surrounding area. An overall construction plan shall be submitted to the Goochland County Planning Department and VDOT for

proposed on-site and off-site drainage facilities.

After approval of this plan by the Goochland County Planning Department and VDOT, phasing of drainage facility construction shall be allowed based upon the phasing of the development of the property as the need for such construction is determined in connection with Plan of Development review.

7. Storm water retention or detention lakes, ponds or other facilities will be constructed and the drainage plan to be submitted pursuant to Section F(6) above shall include plans for the lakes, ponds or other facilities. Prior to the issuance of any building permits, the ownership and maintenance of the lakes, ponds or other facilities shall be established as the responsibility of private entities. Upon completion of the construction of the lakes, ponds or other facilities, a professional engineer licensed to practice in the Commonwealth of Virginia shall certify to the Goochland County Planning Department that the lakes, ponds or other facilities have been installed in accordance with the approved plan.

8. For those parcels where drainage areas are situated wholly or substantially on the property, storm water retention will be provided such that the rate of runoff of water that would be produced by a postdevelopment

fifty (50) year storm will not exceed the rate of runoff of water that would be produced by a predevelopment ten (10) year storm.

G. SIGNAGE

Prior to the installation of any permanent signs within an individual project, a comprehensive sign program to include typical sizes, colors, design, lighting and location shall be submitted to the Goochland County Planning Department for approval in connection with Plan of Development review.

H. OPEN SPACE, BUFFERS AND SETBACKS

1. Open Space.

A total of thirty percent (30%) of the area within each parcel exclusive of (i) rights of way for all public and private roads designated within the property and (ii) any areas located within nature preserves or lakes containing more than fifteen (15) acres of area shall be devoted to open space. Such open space may be included within individual parcels, may be owned by an owners association or may be transferred to third parties subject to restrictions requiring that it be maintained as open space. Except as provided above, such open space may include, but shall not be limited to lakes, natural areas, rookeries, paved areas for pedestrian

use, water areas, landscaping elements, whether functional or aesthetic in nature, and outdoor recreation areas.

2. Buffers.

- a. A fifty (50) foot buffer shall be maintained along the outside perimeter of the property except along (i) Tuckahoe Creek, (ii) those areas where larger buffers are provided in (b) below, (iii) any portion of the perimeter of the property adjoining areas zoned M-1, and (iv) any portion of the perimeter of the property adjoining another part of the West Creek Development.
- b. A one hundred (100) foot buffer shall be maintained from the existing right of way line along the east side of State Route 623.
- c. All buffer areas may be included within the setbacks for buildings and parking required by these conditions or the Goochland County Zoning Ordinance.
- d. A one hundred (100) foot buffer shall be maintained along the southern boundary of the property from the intersection of such boundary with the east

line of State Route 623 to a point on such boundary three hundred (300) feet east of the east line of State Route 623.

3. Building and Parking Setbacks From State Route 623.

a. Building Setbacks.

- (i) With the installation of Perimeter Landscaping C, the minimum setback for buildings shall be one hundred fifty (150) feet.
- (ii) With the installation of Perimeter Landscaping B, the minimum setback for buildings shall be one hundred twenty five (125) feet.
- (iii) With the installation of Perimeter Landscaping A, the minimum setback for buildings shall be one hundred (100) feet.
- (iv) For any building used for bulk warehousing, the minimum setback for buildings shall be two hundred (200) feet.

b. Parking Setbacks.

- (i) With the installation of Perimeter Landscaping C, the minimum setback for parking shall be one hundred (100) feet.

(ii) With the installation of Perimeter Landscaping B, the minimum setback for parking shall be one hundred (100) feet.

(iii) With the installation of Perimeter Landscaping A, the minimum setback for parking shall be one hundred (100) feet.

c. All building and parking setbacks along State Route 623 shall be measured from the existing right of way line of such road.

d. The applicable setbacks shall be determined at the time of Plan of Development review based on the landscaping to be installed.

4. Side and Rear Yard Building and Parking Setbacks For
? Parcels Adjoining State Route 623.

a. Side Yard Building and Parking Setbacks.

(i) With the installation of Perimeter Landscaping C, the minimum side yard setback for buildings and parking shall be fifty (50) feet.

(ii) With the installation of Perimeter Landscaping B, the minimum side yard setback for buildings and parking shall be forty (40) feet.

(iii) With the installation of Perimeter Landscaping A, the minimum side yard setback for buildings and parking shall be twenty-five (25) feet.

(iv) For corner parcels, the minimum side yard building setback shall be forty (40) feet without regard to the extent of the perimeter landscaping.

b. Rear Yard Building and Parking Setbacks.

(i) With the installation of Perimeter Landscaping C, the minimum rear yard setback for buildings and parking shall be fifty (50) feet.

(ii) With the installation of Perimeter Landscaping B, the minimum rear yard setback for buildings and parking shall be forty (40) feet.

(iii) With the installation of Perimeter Landscaping A, the minimum rear yard setback for buildings and parking shall be twenty-five (25) feet.

c. For purposes of applying the side and rear yard setbacks, the property line adjoining State Route

623 shall be the "front" yard and the side and rear yards shall be determined by building orientation.

- d. The applicable setbacks shall be determined at the time of Plan of Development review based on the landscaping to be installed.

6. Building and Parking Setbacks From Parkway/Collector Roads.

a. Building Setbacks.

- (i) With the installation of Perimeter Landscaping C, the minimum setback for buildings shall be one hundred (100) feet.
- (ii) With the installation of Perimeter Landscaping B, the minimum setback for buildings shall be seventy five (75) feet.
- (iii) With the installation of Perimeter Landscaping A, the minimum setback for buildings shall be fifty five (55) feet.

b. Parking Setbacks.

- (i) With the installation of Perimeter Landscaping C, the minimum setback for parking shall be seventy five (75) feet.
 - (ii) With the installation of Perimeter Landscaping B, the minimum setback for parking shall be fifty (50) feet.
 - (iii) With the installation of Perimeter Landscaping A, the minimum setback for parking shall be fifty (50) feet.
- d. The applicable setbacks shall be determined at the time of Plan of Development review based on the landscaping to be installed.

7. Side and Rear Yard Building and Parking Setbacks for
Parcels Adjoining Parkway/Collector Roads and Not
Adjoining State Route 623.

a. Side Yard Building Setbacks.

- (i) With the installation of Perimeter Landscaping C, the minimum side yard building setback shall be thirty (30) feet.

- (ii) With the installation of Perimeter Landscaping B, the minimum side yard building setback shall be twenty-five (25) feet.
- (iii) With the installation of Perimeter Landscaping A, the minimum side yard building setback shall be twenty (20) feet.
- (iv) For corner parcels, the minimum side yard building setback shall be forty (40) feet without regard to the extent of perimeter landscaping.
- (v) For any parcel with buildings in excess of forty-five (45) feet in height, the minimum side yard building setbacks provided in (i)-(iv) above shall be increased by one (1) foot for each three (3) feet or portion thereof that the building height exceeds forty-five (45) feet.

b. Rear Yard Building Setbacks.

- (i) With the installation of Perimeter Landscaping C, the minimum rear yard setback for buildings shall be fifty (50) feet.

(ii) With the installation of Perimeter Landscaping B, the minimum rear yard setback for buildings shall be forty (40) feet.

(iii) With the installation of Perimeter Landscaping A, the minimum rear yard setback for buildings shall be thirty-five (35) feet.

(iv) For any parcel with buildings in excess of forty-five (45) feet in height, the minimum rear yard building setbacks provided in (i)-(iii) above shall be increased by one (1) foot for each three (3) feet or portion thereof that the building height exceeds forty-five (45) feet.

c. Side and Rear Yard Parking Setbacks.

(i) With the installation of Perimeter Landscaping C, the minimum side and rear yard setbacks for parking shall be forty (40) feet.

(ii) With the installation of Perimeter Landscaping B, the minimum side and rear yard setbacks for parking shall be thirty-five (35) feet.

(iii) With the installation of Perimeter Landscaping A, the minimum side yard and rear setbacks for parking shall be twenty-five (25) feet.

d. For purposes of applying the side and rear yard setbacks, the property line adjoining a parkway/collector road shall be the "front" yard and the side and rear yards shall be determined by building orientation.

e. The applicable setbacks shall be determined at the time of Plan of Development review based on the landscaping to be installed.

8. Building and Parking Setbacks From Internal Roads.

a. Building Setbacks.

(i) With the installation of Perimeter Landscaping C, the minimum setback for buildings shall be seventy-five (75) feet.

(ii) With the installation of Perimeter Landscaping B, the minimum setback for buildings shall be sixty-five (65) feet.

(iii) With the installation of Perimeter Landscaping A, the minimum setback for buildings shall be fifty-five (55) feet.

b. Parking Setbacks.

(i) With the installation of Perimeter Landscaping C, the minimum setback for parking shall be sixty (60) feet.

(ii) With the installation of Perimeter Landscaping B, the minimum setback for parking shall be forty-five (45) feet.

(iii) With the installation of Perimeter Landscaping A, the minimum setback for parking shall be thirty (30) feet.

d. The applicable setbacks shall be determined at the time of Plan of Development review based on the landscaping to be installed.

9. Side and Rear Yard Building and Parking Setbacks for Parcels Adjoining Internal Roads and Not Adjoining State Route 623.

a. Side Yard Building Setbacks.

- (i) With the installation of Perimeter Landscaping C, the minimum side yard building setback shall be thirty (30) feet.
- (ii) With the installation of Perimeter Landscaping B, the minimum side yard building setback shall be twenty-five (25) feet.
- (iii) With the installation of Perimeter Landscaping A, the minimum side yard building setback shall be fifteen (15) feet.
- (iv) For corner parcels, the minimum side yard building setback shall be thirty (30) feet without regard to the extent of perimeter landscaping.
- (v) For any parcel with buildings in excess of forty-five (45) feet in height, the minimum side yard building setbacks provided in (i)-(iv) above shall be increased by one (1) foot for each three (3) feet or portion thereof that the building height exceeds forty-five (45) feet.

b. Side and Rear Yard Parking Setbacks.

- (i) With the installation of Perimeter Landscaping C, the minimum side and rear yard setbacks for parking shall be forty (40) feet.
- (ii) With the installation of Perimeter Landscaping B, the minimum side and rear yard setbacks for parking shall be thirty (30) feet.
- (iii) With the installation of Perimeter Landscaping A, the minimum side and rear yard setbacks for parking shall be fifteen (15) feet.

c. Rear Yard Building Setbacks.

- (i) With the installation of Perimeter Landscaping C, the minimum rear yard setback for buildings shall be forty (40) feet.
- (ii) With the installation of Perimeter Landscaping B, the minimum rear yard setback for buildings shall be thirty (30) feet.
- (iii) With the installation of Perimeter Landscaping A, the minimum rear yard setback for buildings shall be fifteen (15) feet.

(iv) For any parcel with buildings in excess of forty-five (45) feet in height, the minimum rear yard building setbacks provided in (i)-(iii) above shall be increased by one (1) foot for each three (3) feet or portion thereof that the building height exceeds forty-five (45) feet.

d. For purposes of applying the side and rear yard setbacks, the property line adjoining an internal road shall be the "front" yard and the side and rear yards shall be determined by building orientation.

e. The applicable setbacks shall be determined at the time of Plan of Development review based on the landscaping to be installed.

10. Parking Setbacks From Major Lakes. All parking areas shall be set back fifty (50) feet from the mean water line of any lake over fifteen (15) acres in area.

I. FLOOR AREA RATIOS; MAXIMUM RETAIL DEVELOPMENT

a. The floor area ratio for various uses within the property shall not exceed the following:

- (i) developments for bulk warehousing shall not exceed a floor area ratio of .46 (20,000 square feet per acre).
 - (ii) developments for retail uses shall not exceed a floor area ratio of .23 (10,000 square feet per acre) except for regional shopping centers greater than 400,000 square feet of gross leasable area which shall not exceed a floor area ratio of .323 (14,000 square feet per acre).
 - (iii) developments for all other uses shall not exceed a floor area ratio of .29 (12,500 square feet per acre).
- b. In no event shall retail uses within the West Creek Development exceed a total of 1,575,000 square feet of net leasable area.

J. LANDSCAPING

1. Minimum Perimeter Landscaping.

- a. All areas within a parcel not occupied by buildings, paved areas or other improvements and which are not retained in their natural state shall be

landscaped with grass, plants, trees and other landscaping materials.

- b. The minimum required perimeter landscaping for any parcel shall be Perimeter Landscaping C.

2. Minimum Parking Lot Landscaping.

a. Interior Parking Lot Landscaping.

- (i) Each parking lot shall have interior landscaped areas totaling at least twenty (20) square feet for each uncovered parking space. The required landscaped areas shall contain a minimum of one hundred (100) square feet and have a minimum dimension of at least five (5) feet.
- (ii) The primary landscaping material used in parking lots shall be trees which provide shade or are capable of providing shade at maturity. Each individual landscaped area within a parking lot shall include at least one (1) tree having a clear trunk of at least five (5) feet. The total number of trees shall be not less than one (1) tree for each two hundred (200) square feet or fraction thereof of required interior parking landscaped area.

The remaining area shall be landscaped with grass or other ground cover to complement the tree landscaping.

- (iii) Landscaped areas shall be dispersed within parking lots to divide and break up the expanse of paving. Landscaping in required setback areas or for perimeter parking area landscaping shall not be counted toward the required interior parking area landscaping.

b. Perimeter Parking Area Landscaping.

- (i) A landscaped strip not less than ten (10) feet wide shall be provided between each parking lot and the project perimeter except where driveways or other openings may be required. At least one (1) small deciduous tree for each fifty (50) lineal feet along the perimeter of the parking lot and at least one (1) medium shrub for each twenty (20) feet along the perimeter of the parking lot shall be planted within the landscaped area.
- (ii) Perimeter landscaping in excess of the minimum requirements may be counted toward the required perimeter parking area landscaping.

3. The developer may cluster required landscaping materials within the applicable required areas. The listing of required plant materials within the definitions of Perimeter Landscaping A, B and C and within the specifications for parking area landscaping define the total applicable planting requirements and shall not restrict the developer to a uniform spacing of plantings.

4. Plant Materials Specifications.

All plant materials shall be living and in a healthy condition. Any healthy existing tree or shrub of sufficient size may be included for credit toward the applicable landscaping requirements. Plant materials used to satisfy the applicable requirements shall conform to the standards of the most recent edition of the "American Standard for Nursery Stock", published by the American Association of Nurserymen.

5. Size and Type.

In order to qualify for credit toward the minimum perimeter landscaping requirements, plant materials must be of the size and type defined in Section A as small

deciduous trees, large deciduous trees, evergreens and medium shrubs.

6. Landscaping Plan and Planting Requirements.

- a. A landscaping plan for each parcel shall be submitted to the Goochland County Planning Commission in connection with Plan of Development review.
- b. The landscaping plan shall be drawn to scale, including dimensions and distances, and shall clearly delineate all existing and proposed parking spaces or other vehicle areas, access aisles, driveways, the location, size and description of all landscaping materials and the irrigation system required in section 7 below.

7. Installation, Irrigation and Maintenance.

- a. Installation. All landscaping shall be installed in a sound, workmanship-like manner and according to accepted, good planting practices and procedures. Installation of the required landscaping within a project shall be completed by the end of the first planting season following issuance of a certificate of occupancy for such project. Landscaped areas shall be protected from vehicular

encroachment by such means as, but not limited to, wheel stops or concrete curbs or railroad cross ties.

b. Irrigation and Maintenance.

- (i) An irrigation system for all landscaped areas consisting of grass (excluding open fields of five (5) acres or more) and formal landscaping shall be designed and installed to provide for proper watering of such areas.
- (ii) The owner of each parcel shall be responsible for the maintenance, repair, and replacement of all required landscaping materials. All plant materials shall be maintained in a healthy, growing condition and free from refuse and debris at all times. All unhealthy, dying or dead plant materials shall be replaced during the next planting season.

Edward B Kidd, Trustee

EDWARD B. KIDD, SOLE ACTING
TRUSTEE OF THE WC LAND
TRUST UNDER AGREEMENT
DATED DECEMBER 30, 1996

West Creek Rezoning and amendments to the proffers

- Original R89-9 Board of Supervisors Approved Rezoning: January 2, 1990
- 1st Amend. R89-9 Proffers amended February 15, 1994
Amendment that proffer D (1) (c) page 13 of the proffered conditions be modified
As it relates to the requirement for a north-south connection road connecting to
Ridgefield Parkway to West Creek Parkway for projects lying within Phase
- 2nd Amend. R89-9 Proffers amended July 18, 1995
Amendment that proffer Section B on page 11 be modified to provide for a master plan review of
each site by the Planning Commission and plan of development review of each site by staff.

And that proffers D.1.a on page 12 and proffer D.4 on page 18 of the proffers be amended by
adding a provision which would allow an additional access road to intersect with Route 6.
- 3rd Amend. R89-9 Proffers amended December 30, 1997
Amendment provide that: (1) a roadway connecting State Route 623 and U.S. 250 with a bridge
crossing of State Route 288 will not be mandatory for the development of the northwestern
portion of Phase 2 west of Route 288 unless traffic studies indicate the need for such a roadway
and bridge to alleviate traffic impacts on Route 623 as determined by certain specifications set
forth in the proposed proffers; (2) the proposed parkway/collector road to connect Route 250 to
Ridgefield Parkway via a bridge over Tuckahoe Creek would not be required until the average
traffic volumes from Route 250 or from the proposed Ridgefield Parkway exceed 1800 vehicle
trips per hour subject to certain specifications set forth in the proposed proffers; (3) the
provision that no more than 3 point of intersection will be allowed with State Route 623 and the
West Creek property; (4) a potential water/wastewater site will be reserved for the County in the
northwest portion of West Creek between Route 623 and Route 288 according to certain terms
and conditions set forth in the proffers

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BOARD OF SUPERVISORS
COUNTY OF GOOCHLAND
GOOCHLAND, VIRGINIA

RESOLUTION

At a regular meeting of the Goochland County Board of Supervisors held in the General District courtroom, Goochland Courthouse, Virginia, on Tuesday, February 15, 1994 the following action was taken:

Present:	Vote:
Andrew W. Pryor, Chairman	Yes
James H. Bowles, Vice-Chairman	Yes
Eva F. Foster	Yes
James G. Hardwick	Yes
Malvern R. Butler	Yes

On a motion by Mrs. Foster, seconded by Mr. Hardwick, the Board unanimously voted to approve the following:

WHEREAS, W.C. Land Trust did on January 10, 1994 file an application requesting an amendment to the proffers for R89-9, the West Creek rezoning of 171 acres, which was granted on January 2, 1990; and

WHEREAS, W.C. Land Trust requested that proffer D(1)(b) on page 13 be deleted; and

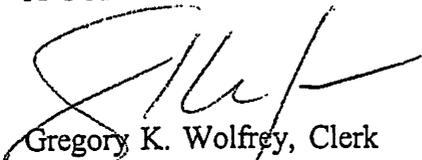
WHEREAS, this particular proffer refers to the requirement of a collector road from Route 623 to a north-south collector road being completed prior to the issuance of a certificate of occupancy for projects lying within Phase 3 of West Creek; and

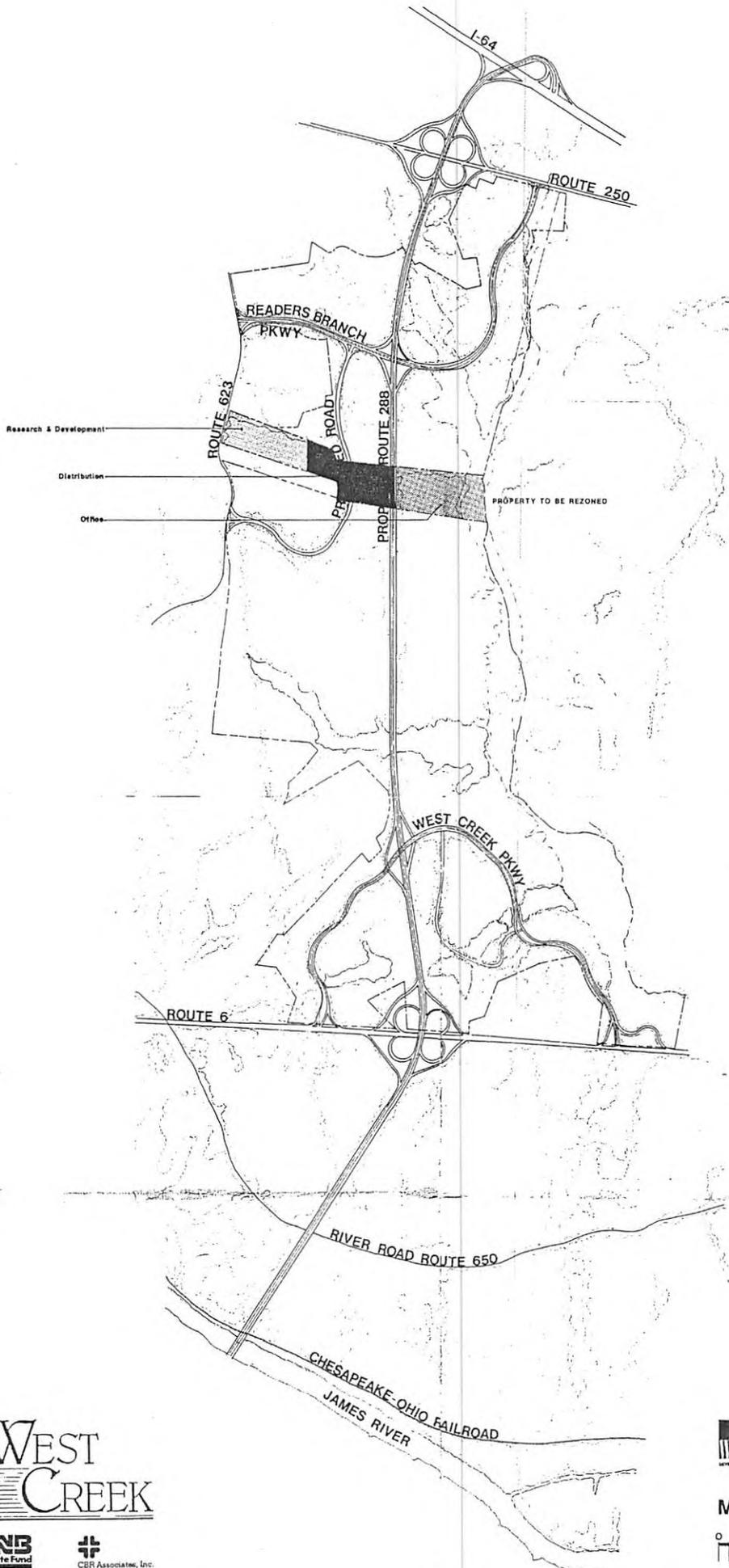
WHEREAS, said amendment to the proffers relates to Assessor's Parcel No. 58-1-105 which is located about two miles south of Route 250 on the east side of Route 623 in the Dover Magisterial District; and

WHEREAS, a public hearing was held on February 15, 1994 pursuant to Section 15.1-431 of the Code of Virginia (1950, as amended) on the application to amend the proffers for West Creek; and

NOW THEREFORE, BE IT RESOLVED, that the Goochland County Board of Supervisors hereby grants the amendment deleting proffer D(1)(b) from R89-9.

A COPY TESTE:

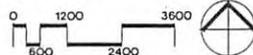

Gregory K. Wolfrey, Clerk
Goochland County
Board of Supervisors



WEST CREEK



MASTER PLAN



BOARD OF SUPERVISORS
COUNTY OF GOOCHLAND
GOOCHLAND, VIRGINIA

ORDINANCE

At a regular meeting of the Goochland County Board of Supervisors held in the General District Courtroom, Goochland, Virginia on Tuesday, July 18, 1995 the following action was taken:

Present:

Vote:

Andrew W. Pryor, Chairman
James H. Bowles, Vice-Chairman
Howard H. Henley
James G. Hardwick
Malvern R. Butler

Yes
Yes
Yes
Yes
Yes

On a motion by Mr. Butler, seconded by Mr. Hardwick, the Board unanimously voted to approve the following:

WHEREAS, the Goochland County Board of Supervisors find that the following amendment to the rezoning proffers is a matter of public necessity, convenience, general welfare or good zoning practice; and,

WHEREAS, W.C. Land Trust did on May 30, 1995 file an application requesting an amendment to the proffers for R89-9 the West Creek Rezoning (171 acres) which was granted on January 2, 1990; and

WHEREAS, W.C. Land Trust requested an amendment that proffer Section B on page 11 be modified to provide for master plan review of each site by the Planning Commission and plan of development review of each site by staff; and

WHEREAS, said amendment to the proffers relates to Assessor's Parcel No. 58-1-105 which is located about two miles south of Route 250 on the east side of Route 623 in the Dover Magisterial District; and

WHEREAS, the Board of Supervisors held a public hearing on July 18, 1995 pursuant to Section 15.1-431 of the Code of Virginia (1950, as amended) on the application to amend the proffers for West Creek; and

July 18, 1995

Page Two

NOW, THEREFORE BE IT ORDAINED, that the Goochland County Board of Supervisors, this 18th day of July 1995 does hereby grant the requested amendment to the proffers for West Creek as follows:

B. Master Plan and Plan of Development Review

At the election of the developer, a Master Plan of the overall development of any portion of the property may be submitted from time to time to the Goochland County Planning Commission for review and approval prior to the issuance of any building permit for any project within the portion of the property shown on the Master Plan. The developer shall have the right of withdrawing and nullifying the Master Plan at any time prior to issuance of a building permit for any project within the portion of the property shown on the Master Plan.

Also, prior to the issuance of a building permit for any project within the property, detailed site plans including all information and requirements for Plan of Development review under Article 17, Section 18 of the Goochland County Zoning Ordinance and landscaping plans shall be submitted (i) for review and approval by the Goochland County Staff in the event a Master Plan has already been reviewed and approved by the Goochland County Planning Commission (and not withdrawn by the developer) as provided in the immediately preceding paragraph, or (ii) for review and approval by the Goochland County Planning Commission if there has been no prior approval of the Master Plan, or if the Master Plan has been submitted but withdrawn by the developer prior to issuance of a building permit.

A COPY TESTE:


Gregory K. Wolfrey, Clerk
Goochland County
Board of Supervisors

Proposed Amendment to the Proffers
For The West Creek Development
Original Zoning Case R 89-9

Page 11 of the Proffers

Change to Read

B. Master Plan and Plan of Development Review

At the election of the developer, a Master Plan of the overall development of any portion of the property may be submitted from time to time to the Goochland County Planning Commission for review and approval prior to the issuance of any building permit for any project within the portion of the property shown on the Master Plan. The developer shall have the right of withdrawing and nullifying the Master Plan at any time prior to issuance of a building permit for any project within the portion of the property shown on the Master Plan.

Also, prior to the issuance of a building permit for any project within the property, detailed site plans including all information and requirements for Plan of Development review under Article 17, Section 18 of the Goochland County Zoning Ordinance and landscaping plans shall be submitted (i) for review and approval by the Goochland County Staff in the event a Master Plan has already been reviewed and approved by the Goochland County Planning Commission (and not withdrawn by the developer) as provided in the immediately preceding paragraph, or (ii) for review and approval by the Goochland County Planning Commission if there has been no prior approval of the Master Plan, or if the Master Plan has been submitted but withdrawn by the developer prior to issuance of a building permit.

The foregoing amended and restated proffered conditions are submitted by the undersigned as of June 22, 1995.

NATIONSBANK, N.A., a national
banking association, TRUSTEE
OF THE WC LAND TRUST UNDER
AGREEMENT DATED DECEMBER 30,
1986

By: 

Floyd T. Boyce
Senior Vice President

BOARD OF SUPERVISORS

COUNTY OF GOOCHLAND
GOOCHLAND, VIRGINIA

At a regular meeting of the Goochland County Board of Supervisors held in the General District Courtroom, Goochland Courthouse, Virginia on December 30, 1997, the following action was taken:

Present:

Vote:

Andrew W. Pryor, Chairman
James H. Bowles, Vice-Chairman
Howard H. Henley
James T. Taylor
Malvern R. Butler

Yes
Yes
Yes
Yes
Yes

On a motion by Mr. Taylor, seconded by Mr. Butler, the Board unanimously voted to approve the following:

Whereas, Nations Bank, N.A., as Trustee of the W.C. Land Trust, did on December 9, 1997 file an application for W.C. Land Trust requesting an amendment to the proffers for R89-9 which was the West Creek rezoning case for 171 acres originally granted on January 2, 1990; and

Whereas, W.C. Land Trust requests amendments to proffer B on page 11 and Proffers D (1) (a) on pages 12 and 13 that were part of the rezoning granted to West Creek (Assessor's Parcel 58-1-105) on January 2, 1990 and the addition of Proffer D (6); and

Whereas, The requested amendments provide that: (1) a roadway connecting State Route 623 and U.S. 250 with a bridge crossing of State Route 288 will not be mandatory for the development of the northwestern portion of Phase 2 west of Route 288 unless traffic studies indicate the need for such a roadway and bridge to alleviate traffic impacts on Route 623 as determined by certain specifications set forth in the proposed proffers; (2) the proposed parkway/collector road to connect Route 250 to Ridgefield Parkway via a bridge over Tuckahoe Creek would not be required until the average traffic volumes from Route 250 or from the proposed Ridgefield Parkway exceed 1800 vehicle trips per hour subject to certain specifications set forth in the proposed proffers; (3) the provision that no more than 3 points of intersection will be allowed with State Route 623 and the West Creek property; and

Whereas, said amendment to the proffers relates to Assessor's Parcel No. 58-1-105 which is located about two miles south of Route 250 on the east side of Route 623 in the Dover Magisterial District; and

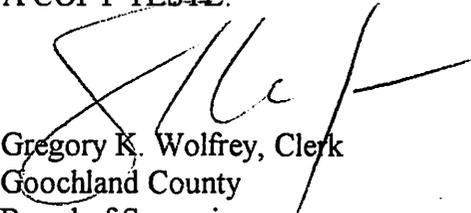
W. C. Land Trust - R89-9
Resolution - Amendment
December 30, 1997
Page Two

Whereas, the Board of Supervisors held a public hearing on December 30, 1997 pursuant to Section 15.2-2204 of the Code of Virginia (1950, as amended) on the application to amend the proffers for West Creek; and

Whereas, staff emphasized that the amended proffers do provide for traffic studies to be conducted when traffic on Route 623 drops below a level of service C and these traffic studies can require road improvements in the area; and

Now, Therefore, Be It Resolved, that the Goochland County Board of Supervisors, this 30th day of December 1997 does hereby grant the amendments to Proffer B on page 11 and Proffer D (1) (a) on pages 12 and 13 and the addition of Proffer D (6) as follows:

A COPY TESTE:



Gregory K. Wolfrey, Clerk
Goochland County
Board of Supervisors

REZONING CASE R89-9 (171 ACRES)

NATIONSBANK, N.A., a national banking association, TRUSTEE OF THE WC LAND TRUST UNDER AGREEMENT DATED DECEMBER 30, 1986 ("NationsBank"), hereby submits the following amendment to Proffer B and amended and restated Proffers D(1)(a) and D(2) affecting 171 acres located in Dover District, Goochland County, Virginia, which is part of the property commonly known as West Creek ("West Creek") (but excluding the portion of such property no longer owned by NationsBank), for acceptance by the Board of Supervisors of Goochland County, Virginia, on December 30, 1997 as part of the zoning regulations affecting the use and development of West Creek:

Amendment to Proffer B

Add the following paragraph:

In connection with the application for Plan of Development approval for any project within the portion of Phase 2 of West Creek lying west of State Route 288 (a "Northwestern Section Project"), a detailed traffic analysis showing (i) the then current level of service at the a.m. and p.m. peak hours for the western intersection of State Route 623 and U.S. Route 250 (the "623/250 Intersection") and (ii) the projected level of service at the a.m. and p.m. peak hours (the "Projected Level of Service") for the 623/250 Intersection as of the completion the applicable Northwestern Section Project shall be submitted to the County (the "POD Traffic Analysis"). The Projected Level of Service shall be determined by adding the incremental increase in traffic at the 623/250 Intersection that will result from the applicable Northwestern Section Project to the traffic used to determine the then current level of service at the 623/250 Intersection. In the event the POD Traffic Analysis for a Northwestern Section Project shows either (i) that the Projected Level of Service at the 623/250 Intersection is at or above level of service C or (ii) that the Projected Level of Service at the 623/250 Intersection will not fall to a level of service below the then current level of service at the 623/250 Intersection, then the Northwestern Section Project may not be disapproved based on traffic conditions. In the event the POD Traffic Analysis shows (i) that the Projected Level of Service at the 623/250 Intersection will be below level of service C and (ii) that the Projected Level of Service at the 623/250 Intersection will fall to a level of service below the then current level of service, then the Plan of Development shall not be approved by the Goochland County Planning Commission or Staff until the Goochland County Board of Supervisors has approved any needed road improvements to address the traffic impact of such project. In reviewing such traffic impact, the Board of Supervisors may require that approval of the Plan of Development be conditioned upon roadway improvements which will avoid the reduction in level of service described above. Any improvements which may be required shall be reasonably determined by the Board of Supervisors after review of any options proposed by the applicant for Plan of Development approval which the traffic analysis demonstrates will avoid the reduction in level of service and such other options

which may be proposed by the County using good land use planning which will also avoid the reduction in level of service. The determination by the Board of Supervisors shall be made in good faith and shall give due consideration to the cost of implementing the various options. In making its decision, the Board shall not require improvements which will cost materially more than the improvements proposed by the applicant unless the County demonstrates with compelling reasons why such improvements are necessary to address the impact of the traffic flow from the Northwestern Section Project on the 623/250 Intersection. Without prejudice to other options or to either the County or NationsBank, it is recognized that possible improvements include, but are not be limited to, improvements to the 623/250 Intersection, improvements to other portions of State Route 623, a roadway connecting State Route 623 to U.S. Route 250 with a crossing of State Route 288, a roadway east of State Route 623 and west of State Route 288 connecting to U.S. Route 250 or a roadway east of State Route 623 and west of State Route 288 connecting to Ridgefield Parkway. Subject to the provisions of Proffer D(1)(a)(vii), the County shall have no responsibility to construct any of the roadway improvements referenced in this Proffer. For purposes of this Proffer, (A) "level of service" shall be as defined in the 1985 Highway Capacity Manual, (B) "a.m. peak hour" shall mean the four (4) consecutive fifteen (15) minute periods during the period of 6:00 a.m. to 9:00 a.m. with the highest traffic counts and (C) "p.m. peak hour" shall mean the four (4) consecutive fifteen (15) minute periods during the period of 4:00 p.m. to 7:00 p.m. with the highest traffic counts.

Proffer D(1)(a)

- (a)(i) Prior to the issuance of any certificates of occupancy for projects lying within the portion of Phase 2 lying west of State Route 288, a parkway/collector road providing access from State Route 623 will be under construction and the portion of the parkway/collector road providing primary access to such project shall be completed to the extent described in subparagraph e of the original Proffers, as amended. Notwithstanding anything to the contrary on the Master Plan (but subject to the provisions of paragraph (a)(vii) below regarding reservation of right of way), this parkway/collector road shall not be required to cross State Route 288 or to connect to U.S. Route 250 except as may be required as a condition of approval of a Northwestern Section Project pursuant to Proffer B.
- (a)(ii) Prior to the issuance of any certificates of occupancy for projects lying within the portion of Phase 2 lying east of State Route 288, south of Tuckahoe Creek and north of the parkway/collector road shown conceptually on the Master Plan as Ridgefield Parkway (the "Southeastern Section"), a parkway/collector road providing access from either U.S. Route 250, from the parkway/collector road shown conceptually on the Master Plan as Ridgefield Parkway or from State Route 288 will be under construction and the portion of the parkway/collector road providing primary access to such project shall be completed to the extent described in subparagraph e of the original Proffers, as amended. Notwithstanding anything to the contrary on the Master Plan, this parkway/collector road shall not be required to cross State Route 288 or, except as provided in (a)(iii) below, Tuckahoe Creek. To the extent access is provided via State Route 288, such access shall

be temporary and shall be replaced with access to U.S. Route 250 and/or Ridgefield Parkway, as applicable. at such time as access to State Route 288 is no longer available.

- (a)(iii) Unless otherwise approved by the Goochland County Engineer, when the average traffic volumes during either the a.m. peak hour or the p.m. peak hour on the roadway constructed within the Southeastern Section pursuant to (a)(ii) above exceeds 1800 vehicle trips per hour, NationsBank, or its successor, shall cause the construction of a bridge across Tuckahoe Creek, the configuration and location of which is shown on the drawing prepared by Timmons, dated October 21, 1997 attached hereto as Exhibit A as a part hereof (the "Bridge"), and the extension of the parkway/collector road which is required to be constructed pursuant to (a)(ii) above to provide access between (A) U.S. Route 250 and (B) either Ridgefield Parkway or State Route 288, as applicable (the "Collector Road"); provided, however, if, to the extent permitted by VDOT, the Southeastern Section has ingress and egress to and from both Ridgefield Parkway and State Route 288, construction of the Bridge and extension of the Collector Road shall not be required until such time as access to the Southeastern Section via State Route 288 is no longer available.
- (a)(iv) From the time the Bridge and the Collector Road are required to be constructed pursuant to (a)(iii) above until (A) the Bridge and the then required Collector Road are available for use, or (B) a performance bond (which may include a letter of credit) has been provided to the County to assure completion of the Bridge and the then required Collector Road, or (C) a cash escrow is deposited with the County to assure completion of the Bridge and the then required Collector Road, no additional certificates of occupancy shall be issued for any improvements constructed within the Southeastern Section pursuant to plans of development submitted after the date the Bridge and the Collector Road are required to be constructed pursuant to (a)(iii) above. In the event a performance bond is provided or a cash escrow is deposited pursuant to this paragraph, such performance bond or the escrow agreement shall provide that the County may call upon such performance bond or cash escrow as necessary to complete construction of the Bridge and the Collector Road in the event such work is not completed within three (3) years of the date the performance bond is provided or the cash escrow deposited, as applicable. The County shall not call upon the performance bond or cash escrow for construction of the Bridge and the Collector Road unless it is satisfied that the performance bond or cash escrow, along with funds, if any, that may be contributed by the County, is sufficient for completion of the Bridge and the Collector Road; accordingly, if the County calls upon the performance bond or cash escrow for construction of the Bridge and the Collector Road, the County shall be obligated to complete construction of the Bridge and the Collector Road which shall be done in a timely manner. Any performance bond provided pursuant to these Proffers shall be in a form and an amount reasonably acceptable to the Goochland County Attorney naming a bonding company licensed to do business in the Commonwealth of Virginia. Any excess escrow funds remaining after completion of the Bridge and the Collector Road, including interest earned on such funds by the County, shall be returned to the party which deposited such funds, or its assigns.

- (a)(v) The requirements of (a)(iii) and (a)(iv) above shall be subject to obtaining all governmental approvals (as they now exist or as they may be adopted in the future) which are required for construction of the Bridge. In the event that applicable regulatory authorities will not grant any permit or approval required for construction of the Bridge under paragraphs (a)(iii) and (a)(iv) such that construction of the Bridge cannot proceed, the requirements of this Proffer D(1)(a) with respect to the Bridge and extension of the Collector Road shall terminate; provided, however, such requirements of this Proffer D(1)(a) shall not terminate and construction of the Bridge and extension of the Collector Road shall not be excused if compliance with regulatory requirements (as they now exist or as they may be adopted in the future) merely results in increased costs or inconvenience in construction of the Bridge.
- (a)(vi) The traffic volumes referenced in this Proffer D(1)(a) shall be measured using conventional traffic engineering standards as utilized by VDOT over a period of not less than ten (10) business days based on actual traffic counts conducted by NationsBank, or its successor, at the request of the Goochland County Engineer. Such counts may be requested by the Goochland County Engineer not more than once in any twelve (12) month period and shall be completed within sixty (60) days of the receipt of a written request from the Goochland County Engineer. No counts shall be included for any day when circumstances exist (for example, a special non-recurring event) which would result in an abnormally high or low volume of traffic. In the event the Goochland County Engineer questions the accuracy of the traffic counts conducted by NationsBank, or its successor, the Goochland County Engineer may request that such counts be reviewed by VDOT to verify their accuracy or the County may, at the County's election, have its own traffic counts conducted at the County's expense. For purposes of this Proffer, (A) "a.m. peak hour" shall mean the four (4) consecutive fifteen (15) minute periods during the period of 6:00 a.m. to 9:00 a.m. with the highest traffic counts, (B) "p.m. peak hour" shall mean the four (4) consecutive fifteen (15) minute periods during the period of 4:00 p.m. to 7:00 p.m. with the highest traffic counts and (C) "vehicle trips per hour" shall mean the total of all vehicular trips into or out of the property during the course of the designated one hour period, with one vehicle entering into the property and the same vehicle exiting the property being treated as two vehicle trips. Average peak hour volumes shall be determined by adding the a.m. or p.m. peak hour volumes, as applicable, for each day counts are conducted and dividing the total volume by the number of days counts are conducted.
- (a)(vii) To provide right of way for the possible construction of a roadway connecting State Route 623 to U.S. Route 250 east of State Route 288 with a bridge crossing State Route 288 if required as a condition of approval of a Northwestern Section Project pursuant to Proffer B or as provided below, NationsBank agrees to reserve right of way between State Route 623 and State Route 288 and between State Route 288 and a point on U.S. Route 250 east of State Route 288 which, together with the rights of way for parkway/collector roads which may be dedicated within West Creek, will allow for the connection of State Route 623 and U.S. Route 250 at a point east of State Route 288. The width of such right of way shall be a minimum of eighty (80) feet. The location of the right of way shall be

subject to the mutual approval of NationsBank, or its successors, and the County, which approvals shall not be unreasonably withheld by either party. No plan of development will be approved which will have the effect of precluding the future dedication of right of way pursuant to this Proffer. If such right of way is not required to be dedicated to the County pursuant to Proffer B and the County otherwise desires to utilize the reserved right of way to construct a roadway, NationsBank agrees to dedicate such right of way to the County if the County commits to construct a roadway within such right of way with construction to be commenced and completed in a timely manner. The provisions of this paragraph (a)(vii) shall remain in effect until the earlier to occur of (i) the dedication of such right of way to the County, (ii) such provisions have been waived by the Goochland County Board of Supervisors or (iii) an offer of dedication of such right of way is made to the County at any time after June 30, 2003 (without obligation by the County for construction of the roadway) and the offer of dedication is not accepted.

- (a)(viii) The locations and alignments of the roadways shown on the Master Plan and on the exhibits attached to these Proffers are conceptual only and such locations and alignments may vary, subject to compliance with applicable standards for public roadways.
- (a)(ix) Upon the adoption of a policy by the Goochland County Board of Supervisors which will require all landowners requesting rezoning, plan of development or subdivision approval for property with frontage on State Route 623 between State Route 6 and U.S. Route 250 to provide right of way for the future widening of State Route 623, NationsBank, or its successors, shall dedicate a fifteen (15) foot strip of the portion of West Creek located adjacent to the eastern line of State Route 623 for the widening of State Route 623.

Proffer D(2)

No access shall be provided to any individual parcel directly from State Route 623 except for emergency access to and from any community service uses including fire, police and rescue services. Access from State Route 623 shall be provided by parkway/collector roads, with no more than three (3) points of intersection with State Route 623 for the Property and for the property subject to rezoning case R87-13 collectively.

General

The foregoing Proffers are submitted by NationsBank as of December 9, 1997 and NationsBank acknowledges and affirms that: (A) construction of State Route 288 as an at grade roadway with provisions for limited access upon expansion to four (4) lanes has, given the expected land uses within West Creek, resulted in the need for these amended Proffers; and (B) these amended Proffers have a reasonable relation to the existing and expected land uses within West Creek.

Additional portions of the West Creek development are subject to Proffers under rezoning case R87-13. The foregoing Proffers shall be applied jointly with the Proffers in rezoning case R87-13 to any property subject to both rezoning cases R87-13 and R-89-9.

NATIONSBANK, N.A., a national banking
association, TRUSTEE OF THE WC LAND
TRUST UNDER AGREEMENT DATED
DECEMBER 30, 1986

By:



Name: Edward B. Kidd

Title: Its Attorney at Law

Doc. #474352v1



Little Tuckahoe Creek

GOOCHLAND COUNTY
HENRICO COUNTY

TO ROUTE
250
↑

PROPOSED TUCKAHOE CREEK PARKWAY
BRIDGE

Tuckahoe Creek

TO RIDGEFIELD
PARKING

WEST CREEK
PROPOSED ALIGNMENT OF
TUCKAHOE CREEK PARKWAY
OCT. 21, 1997 SCALE: 1" = 500'

PROPOSED STATE ROUTE 288