

STATEMENT OF PROFFERS

I, Darvin E. Satterwhite, agent and attorney-in-fact for Manakin Properties, LLC, the applicant/ developer of the parcels that are the subject of this rezoning request known as and designated as Tax Map Parcels #47-1-34 and 47-1-34A, containing 10.29± acres (the “Property”) hereby voluntarily proffer that, in the event that the Property is rezoned from “Agricultural, Limited, District A-2” to “Business, General, District B-1” with conditional zoning proffers, the development and use of the Property will be subject to the following conditions:

1. Conceptual Plan. The Property shall be developed in general conformance with the Concept Plan entitled “Goochland Commercial Center,” prepared by Bay Design Group, dated August 5, 2005, revised October 29, 2007 (hereinafter, the “Conceptual Plan”). The sizes, dimensions, configurations and locations of any buildings, parking areas and roadways may vary from the Conceptual Plan depending upon final construction plans; provided, however, any such changes must be approved at the time(s) of Plan of Development. Buildings on the Property shall be generally consistent in quality and style with the architecture of Belgrade Shopping Center on Huguenot Road in Chesterfield County, Virginia, as illustrated in the photographs attached hereto as Exhibit “A” (i.e., painted brick, metal-paneled roofs or substantially similar designs, colors and features as may be approved as part of the Overlay District), unless otherwise requested by the developer and specifically approved at the time of Plan of Development. Notwithstanding anything herein to the contrary, the developer reserves the right to re-locate and/or modify the entrances from the Property onto Route 250 (Broad Street Road) and Route 621 (Manakin Road) to meet VDOT requirements or as reasonably required in coordination with existing or planned entrances located on nearby properties.

2. Dedication of Right of Way to VDOT. A right-of-way widening strip along Route 250 (Broad Street Road) as shown on the Conceptual Plan shall be dedicated to Goochland County and/or the Commonwealth of Virginia for the widening of Route 250 (Broad Street Road).

3. Monetary Contribution to Traffic Signalization. The owners of the Property shall pay to Goochland County, Virginia, the sum of Twenty-Three Thousand Six Hundred Eighty and 00/100 Dollars (\$23,680.00), for use by the Virginia Department of Transportation (VDOT) and Goochland County for the installation of a traffic signal at the intersection of Route 250 (Broad Street Road) and Route 621 (Manakin Road) when such traffic signal installation is determined warranted by VDOT; provided, however, in the event that future re-zonings of other properties provide contributions to the cost of such signalization prior to the time that the owners of the subject Property pay their contribution, then the funds payable pursuant to this proffer shall be adjusted downward on an equitable basis in the relation to the traffic generated by the subject property as

compared to background traffic and other properties in the area. Goochland County shall retain such funds in an interest-bearing account for such use exclusively. Payments pursuant to this proffer shall be made as follows: Eleven Thousand Eight Hundred Forty and 00/100 Dollars (\$11,840.00) shall be paid upon the approval of the initial Plan of Development for construction work on the Property, and the remaining Eleven Thousand Eight Hundred Forty and 00/100 Dollars (\$11,840.00) shall be paid upon the approval of any subsequent Plan of Development for construction work on the Property.

4. Reservation of Access Points. The applicant shall reserve access points for the property currently standing in the name of Shannon Hill II, LLC (Tax Map Parcel No. 47-1-0-31-C) adjoining the Property on the west, and for the property currently standing in the name of Lawrence B. Nuckols and Anne E. Nuckols (Tax Map Parcel No. 47-1-0-36) adjoining the Property on and north.

5. Construction Schedule. The developer agrees that the construction of roads from the Property onto Route 250 (Broad Street Road) and Route 621 (Manakin Road) shall commence no earlier than: (a) March 1, 2009; or, (b) the completion by VDOT of the proposed road widening improvements to Route 250 (Broad Street Road) in front of the Property; whichever shall first occur.

6. Building Space Limitation. Building space on the entire property shall not exceed 85,000 square feet. For the purposes of these proffers, "building space" means usable enclosed heated and cooled space within any structure.

7. Overlay District. The entire Property shall be subject to the rules and regulations set forth in Article 22 of the Goochland County Zoning Ordinance, entitled "Entrance Corridor and Village Center Overlay District," that are applicable to the Route 250 corridor.

8. Natural Vegetative Buffer. An effort shall be made to preserve the present natural vegetative buffer and trees that exist along the northwestern boundary of the Property adjoining Sycamore Creek Golf Course except for the removal of dead vegetation and trees; provided, however, the developer and its successors in title reserve the right to utilize any portions of the aforementioned buffer area for general construction purposes. In the event that the developer does utilize any of the buffer area for such construction purposes and, in so doing, removes the natural vegetative buffer, the developer shall be obligated to replant and maintain the disturbed buffered area with evergreen trees at least six (6) feet in height no more than ten (10) feet apart in two (2) staggered rows.

9. Landscaped Buffer. Landscaped buffer areas shall be established and maintained as shown on the Conceptual Plan: (a) within the area northwest of the parking lot to the rear of the shopping center building; (b) within the thirty foot (30') wide buffer area along the northern boundary of the Property; (c) within the thirty-five foot (35') wide buffer area along the southern boundary of the Property adjoining Route 250 (Broad Street); (d) within the ten foot (10') wide buffer area along the western and eastern

boundaries of the Property; and, (e) within the twenty five foot (25') wide buffer area along the northeastern boundary of the Property.

10. Prohibited Uses. The following land uses shall not be permitted within the development:

- a. Churches.
- b. Public utility distribution facilities.
- c. Golf driving ranges, miniature golf courses, golf courses and country clubs and other forms of similar commercial recreation.
- d. Farmers' markets.
- e. Public billiard parlors, poolrooms, bowling alleys, dance halls and similar forms of public amusement.
- f. Public utility transmission substations, transmission lines and telecommunication towers.
- g. Outdoor theaters.
- h. Gas transmission lines, compressor stations, measurement stations, regulator stations.
- i. Mobile home sales lots.
- j. Travel trailer, motor home and camper sales lots.
- k. Mini-warehouses.
- l. Animal boarding and kennels.
- m. Adult businesses.
- n. Bars and nightclubs.
- o. Mobile home sales lots.
- p. Travel trailer, motor home and camper sales lots.
- q. Farm equipment sales and services.
- r. Gun clubs with indoor shooting range.

- s. Bulk oil storage.
- t. Wholesale warehouses.

These proffers are being submitted prior to the Board of Supervisors' public hearing on this request.

Darvin E. Satterwhite,
Attorney-in-Fact & Agent for
Manakin Properties, LLC
a Virginia Limited Liability Company

STATE OF VIRGINIA,

County of Goochland, to-wit:

The foregoing instrument was acknowledged before me on this ____ day of January, 2007, by Darvin E. Satterwhite, as attorney-in-fact and agent for Manakin Properties, LLC, a Virginia limited liability company.

My Commission Expires: _____

Notary Public