

## FIRST AMENDED AND RESTATED PROFFERED CONDITIONS

The property owner and the contract purchaser, together the “applicants” in this rezoning case, pursuant to Section 15.2-2298 of the Code of Virginia (1950 as amended) and the Zoning Ordinance of the City of Richmond, for themselves and their successors or assigns, proffer that the property under consideration will be developed according to the following proffers if, and only if, the rezoning request submitted herewith is granted with only those conditions agreed to by the applicants, or their agent. In the event this request is denied or approved with conditions not agreed to by the applicants or their agent, the proffers shall immediately be null and void and of no further force or effect. As used herein, the term “R-53 Parcel” shall mean that portion of land designated and labeled as the “R-53 Parcel” on the rezoning map prepared by Timmons Group dated July 11, 2013 and revised August 8, 2013, attached hereto as Exhibit A (the “Zoning Map”). As used herein, the term “R-7 Parcel” shall mean that portion of land designated and labeled as the “R-7 Parcel” on the Zoning Map. As used herein, the term “Property” shall collectively mean the R-7 Parcel and the R-53 Parcel.

### Applicable to the Property:

1. Conceptual Master Plan. Development of the Property shall be in general conformance with the conceptual master plan entitled “Bliley Property Conceptual Masterplan,” prepared by Cite Design attached hereto as Exhibit B (the “Master Plan”), which Master Plan is conceptual in nature and may vary in detail.
  - a. R-53 Parcel. Development of the R-53 Parcel may vary from the Master Plan if requested and specifically approved at the time of plan of development review and approval. For clarity, general conformance with the Master Plan requires development of the R-53 Parcel with the park as generally shown on the Master Plan, a clubhouse facing German School Road extended, and buildings located along the perimeter as generally shown with parking internal to the property in a grid-like fashion. For clarity, plan details that will be approved at the time of plan of development review include, without limitation, variations in the number of buildings, size of buildings, location of buildings, size and dimension of parking areas and islands, size of stormwater facilities and boundaries of tree save areas.
  - b. R-7 Parcel. Development of the R-7 Parcel may vary from the Master Plan if requested and specifically approved at the time of subdivision review and approval. For clarity, plan details that will be approved at the time of subdivision review include, without limitation, lot size, size of stormwater facilities and boundaries of tree save areas.
2. Tree Save. The areas generally shown by the dark green color and generally labeled as “Tree Save” on the Master Plan shall remain undisturbed, except (i) for construction of stormwater facilities as required for compliance with the Chesapeake Bay Preservation Act, the regulations thereunder and related state and local law, ordinances, regulations and rules, (ii) for the removal of fallen, diseased or dead plant growth to the extent permitted by federal, state and local law, ordinance, regulation and rules, (iii) for the

installation of utilities, including, without limitation, drainage, and the location of related easements, or (iv) any other purposes requested and specifically approved at the time of subdivision review. The exact boundaries of the tree save areas shall be established by the approved plan of development for the R-53 Parcel and the approved subdivision plan for the R-7 Parcel; provided, however, (a) the exact boundaries of the tree save areas shown on the approved plan of development for the R-53 Parcel shall contain collectively a minimum of two (2) acres (in the aggregate regardless of how the R-53 Parcel may be subdivided in the future for the dedication and acceptance of the public road) and (b) the exact boundaries of the tree save areas shown on the approved subdivision plan for the R-7 Parcel shall contain collectively a minimum of six (6) acres (in the aggregate regardless of how the R-7 Parcel may be subdivided in the future for the dedication and acceptance of the public road).

3. Treescape: Street trees shall be provided on both sides of all public streets, shall be a minimum of 2.5" caliper at planting, and planted a maximum of thirty-five (35') feet on center.
4. Access. The Property shall not have vehicular access to and from Marle Road, Glencove Lane, and Greenvale Drive.
5. 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.

**Applicable to R-53 Parcel:**

6. Elevations. Development of the R-53 Parcel shall be in general conformance with the architectural elevations shown on Exhibit C attached hereto ("MF Elevations"), unless otherwise requested and specifically approved at the time of plan of development review. The exterior materials shown on the MF Elevations shall be controlled by Proffer 7 below.
7. Exterior Materials. Any building developed on the R-53 Parcel shall have exposed exterior walls (above finished grade but exclusive of trim) of brick, cultured stone, vinyl (a minimum of 0.044 millimeters nominal thickness as evidenced by manufacturer's printed literature), or a combination of the foregoing, unless different materials are otherwise requested and specifically approved with respect to the exposed portion of any such walls at the time of plan of development review. Roof materials may be dimensional or architectural asphalt shingle, unless otherwise requested and specifically approved at the time of plan of development review. Standing seam metal, or an equivalent material, may also be used on some roofing areas for aesthetic or focal purposes.
8. Density. There shall be no more than two hundred fifty-two (252) multi-family dwelling units developed on the R-53 Parcel.

**Applicable to R-7 Parcel:**

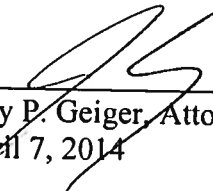
9. **Elevations.** Development of single-family detached dwellings on the R-7 Parcel shall be in general conformance with the architectural elevations shown on Exhibit D attached hereto (“Home Elevations”), unless otherwise requested and specifically approved at the time of subdivision review. The exterior materials shown on the Home Elevations shall be controlled by Proffer 10 below.
10. **Exterior Materials.** Any building shall have exposed exterior walls (above finished grade but exclusive of trim) of brick, cultured stone, vinyl (a minimum of 0.044 millimeters nominal thickness as evidenced by manufacturer’s printed literature), cementitious or composite-type siding, or a combination of the foregoing, unless different materials are otherwise requested and specifically approved with respect to the exposed portion of any such walls at the time of subdivision review. Roof materials may be dimensional or architectural asphalt shingle, unless otherwise requested and specifically approved at the time of plan of development review. Standing seam metal, or an equivalent material, may also be used on some roofing areas for aesthetic or focal purposes.
11. **Lot Width:** Lots for single-family detached homes shall have a minimum width of thirty-five (35’) feet.
12. **Buffer.** A buffer a minimum of twenty-five feet (25’) in width shall be provided along the northern property line of the R-7 Parcel as generally shown on the Master Plan (“Buffer”). The Buffer shall be natural and remain undisturbed subject to: (i) the removal of fallen, diseased or dead plant growth; (ii) the extent necessary or allowed for utility easements and related improvements, including sewer, drainage and outfall from stormwater detention facilities, that may pass through the buffer in a generally perpendicular manner (unless currently existing) and initial grading; and (iii) any other purposes requested and specifically approved at the time of subdivision review.
13. **Restrictive Covenants:** Prior to or concurrent with the recordation of a subdivision plat approved by the City of Richmond, Virginia and before the conveyance of any portion of the R-7 Parcel covered by said subdivision plat (other than for the dedication of easements, roads or utilities), a document shall be recorded in the Clerk’s Office of the Circuit Court of the City of Richmond, Virginia, setting forth controls on the development and maintenance of such portions of the R-7 Parcel. Said covenants shall include provisions for maintenance and operation of any storm water management system, and address aesthetic design principles of homes, specific architectural design guidelines, landscaping and maintenance of the Buffer.
14. **Density.** There shall be no more than one hundred twenty-five (125) single-family detached dwelling units developed on the R-7 Parcel.
15. **Garages.** Lot owners shall have the option to construct a garage, and, if constructed, the garage shall be constructed in the rear of the lot no closer to the public street than the

intersection of the side and rear walls of the home constructed on the lot that is closest to the public street.

***[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]***  
***[SIGNATURE PAGE TO FOLLOW.]***

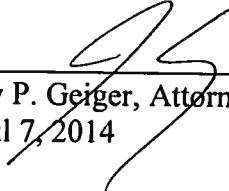
**[CONTRACT PURCHASER SIGNATURE PAGE TO BLILEY PROPERTY PROFFRS]**

JAHNKE ROAD PROPERTIES, LLC,  
a Virginia limited liability company

By:   
Jeffrey P. Geiger, Attorney-in-Fact  
Date: April 7, 2014

**[PROPERTY OWNER SIGNATURE PAGE TO BLILEY PROPERTY PROFFRS]**

CATHERINE B. WRIGHT,  
THE ESTATE OF NICHOLAS M. BLILEY,  
MARGARET B. WILKINS,  
NORBERT M. BLILEY,  
CECILIA B. DUKE,  
JOSEPH W. BLILEY, IV,  
JONATHAN H. BLILEY,  
DANIEL J. BLILEY AND  
ERIC A. BLILEY

By:   
Jeffrey P. Geiger, Attorney-in-Fact  
Date: April 7, 2014