

PROFFERED CONDITIONS

The property owners/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 (the "City"), for themselves and their successors or assigns, proffer that the property under consideration (the "Property") 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 its agent. In the event this request is denied or approved with conditions not agreed to by the applicants or its agent, the proffers shall immediately be null and void and of no further force or effect.

1. Building Height. New buildings constructed on the Property shall not have a height greater than three hundred thirty six (336) feet above sea level.
2. Maple Avenue and Grove Avenue Traffic Control Signal. Within ten (10) business days after the Director of Public Works, or his/her designee, sends written notice to the owner of the parcel of land identified on the City's tax map as Tax Map Number W0210381008 that the City has completed design work and secured matching funds for the installation of a new traffic control signal at the intersection of Maple Avenue and Grove Avenue (the "Traffic Signal"), such property owner shall pay to the City half of the City-estimated cost to design and install such traffic control signal, not to exceed One Hundred Fifty Thousand and No/100 Dollars (\$150,000.00) (the "Traffic Signal Contribution"). In the event that installation of the Traffic Signal does not commence within five (5) years after the date of the aforesaid notice, then the Traffic Signal Contribution shall be returned to the aforesaid property owner by the City. Copies of the written bids or invoices for the design and installation of the Traffic Signal shall be provided by the City to the owner of the aforementioned parcel within ninety (90) days after completion of the Traffic Signal, together with any reimbursement if the amount of the Traffic Signal Contribution exceeds half of the actual cost to design and install such traffic control signal.
3. Grove Avenue Pedestrian Crossing Signal. Within ten (10) business days after the Director of Public Works, or his/her designee, sends written notice to the owner of the parcel of land identified on the City's tax map as Tax Map Number W0210381007 that the City has completed design work and secured matching funds for the installation of a new pedestrian crossing signal (e.g. a high intensity actuated cross walk signal or similar accentuated high visibility cross walk as determined by the Director of Public Works or his/her designee) across Grove Avenue at its intersection with Somerset Avenue (west side of the intersection) (the "Pedestrian Signal"), such property owner shall pay to the City half of the City-estimated cost to design and install such pedestrian crossing signal, not to exceed Sixty Thousand and No/100 Dollars (\$60,000.00) (the "Pedestrian Signal Contribution"). In the event that installation of the Pedestrian Signal does not commence within five (5) years after the date of the aforesaid notice, then the Pedestrian Signal Contribution shall be returned to the aforesaid property owner by the City. Copies of the written bids or invoices for the design and installation of the Pedestrian Signal shall be provided by the City to the owner of the aforementioned parcel within ninety (90) days

after completion of the Pedestrian Signal, together with any reimbursement if the amount of the Pedestrian Signal Contribution exceeds half of the actual cost to design and install such traffic control signal.

4. Restricted Parking Area Entrance onto St. Catherine's Lane. The parking area located immediately south of the athletic field shall only have one entrance on to St. Catherine's Lane. This entrance shall be gated and its use restricted to (i) only buses and emergency vehicles, and (ii) on campus special events (such as athletic games, performances or events in the school auditoriums, and schoolwide events such as "Daisy Days" and graduation) during which all types of vehicles may use the entrance. This restriction shall not apply to the entrance on to St. Catherine's Lane for the parking area serving the building located at the intersection of St. Catherine's Lane and Three Chopt Road and shall not apply to any entrance on to St. Catherine's Lane north of the athletic field.
5. Parking Lot Lighting Height. Parking lot lighting standards within the parking area located immediately adjacent to the south and east sides of the athletic field shall not exceed twenty (20) feet in height as measured from the grade of the lighting standard.

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[SIGNATURE PAGE TO FOLLOW.]

CHURCH SCHOOLS IN THE DIOCESE OF
VIRGINIA, a Virginia corporation, d/b/a St.
Catherine's School

By: Peter Pastore
Peter Pastore, Chief Financial Officer

Dated: Sept 7, 2016

ST. CATHERINE'S SCHOOL FOUNDATION,
a Virginia corporation

By: Peter Pastore
Peter Pastore, Treasurer

Dated: Sept 7, 2016