

**SECOND AMENDED AND RESTATED
PROFFERED CONDITIONS
MAY 23, 2018**

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. Prohibited Uses. The following uses shall not be permitted on the Property:
 - a. Auto service centers;
 - b. Building materials and contractors' sales and storage yards;
 - c. Marinas;
 - d. Tourist homes.
 - e. Breweries, excluding a microbrewery accessory to a restaurant.
 - f. Manufacturing uses of under 15,000 square feet of area excluding small scale accessory manufacturing/warehousing/distribution establishments such as a coffee house that roasts coffee beans on premises and distributes roasted coffee beans therefrom.
 - g. Uses permitted in the M-1 and M-2 districts and not otherwise listed as permitted uses in the B-7 district.
 - h. Wholesale, warehouse and distribution establishments excluding small scale accessory manufacturing/warehousing/distribution establishments such as a coffee house that roasts coffee beans on premises and distributes roasted coffee beans therefrom.
 - i. Contractors' shops.
 - j. Laundromats and dry cleaning facilities excluding dry cleaning pick up stations.
 - k. Funeral homes and crematoria.
 - l. Catering businesses as a primary use.

- m. Communications centers and telephone repeater stations operated by public service corporations.
 - n. Movie theaters (as a principal use) and bowling alleys.
 - o. Greenhouses and plant nurseries as a primary use.
 - p. Grocery stores exceeding 12,500 square feet in size.
 - q. Janitorial and custodial service and supply establishments as a principal use.
 - r. Pet shops and boarding kennels.
 - s. Drive-up facilities.
 - t. Motor fuels dispensing not to preclude charging stations.
 - u. Nightclubs.
 - v. Retail sales of liquor as a primary use.
 - w. Distilleries producing liquor.
 - x. Self-service auto washing facilities and automatic auto washing facilities operated by attendants as a primary use.
 - y. Radio and television broadcasting studios and offices.
 - z. Service businesses that service, repair or rent audio or video equipment, home appliances, furniture, personal recreational equipment, home yard and garden equipment, tools, locks, office machines and similar household or business items; provided, however, computer service and repair shops and bicycle rentals and bicycle sharing facilities shall be permitted.
 - aa. Showrooms and display areas for goods which are sold at both wholesale and retail on the premises exceeding 7,500 square feet in size.
 - bb. ATMs accessible from the exterior of buildings.
 - cc. Wireless communications facilities except on alternative support structures.
 - dd. Uses owned and operated by governmental agencies.
2. Building Height. No building shall exceed five (5) stories in height, provided that in no event shall any building exceed sixty six (66) feet in height, exclusive of chimneys, parapets, mechanical screens set back more than ten (10) feet from the interior face of the exterior wall of the building, or other architectural design features. For purposes of this proffer, Patterson Avenue shall be deemed the street frontage of the lot.

3. Plan of Development. A Plan of Development for any building or parking area on the Property shall be filed regardless of the floor area of the building or number of spaces of the parking area.


4. Dwelling Units. Where any dwelling units, other than single-family detached, single family attached or two-family dwellings, are located in buildings fronting Patterson or Libbie Avenues, a minimum of 5,000 square feet of the ground floor of such buildings shall be devoted to other principal uses permitted in the B-7 District, excluding those that are prohibited in Proffered Condition 1, and such uses shall have a depth of not less than 20 feet along the Patterson or Libbie Avenues frontage. The foregoing requirement does not apply to any existing school building in which dwelling units may be located.

[SIGNATURE PAGES TO FOLLOW]

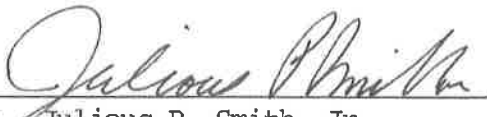
[SIGNATURE PAGE TO SECOND AMENDED AND RESTATED PROFFERED
CONDITIONS CASE NO: RZON-028101-2017]

[SIGNATURE PAGE TO SECOND AMENDED AND
RESTATED PROFFERED CONDITIONS]

BON SECOURS – ST. MARY'S HOSPITAL OF
RICHMOND, INC., a Virginia non-profit corporation

By: 
Name: STEVE QUIRK
Title: TREASURER

ECONOMIC DEVELOPMENT AUTHORITY OF THE CITY OF
RICHMOND, VIRGINIA, a political subdivision of the
Commonwealth of Virginia – as to 5800 Patterson
Avenue

By:  (SEAL)
Name: Julious P. Smith, Jr.
Title: Chairman