December 18, 2001

Re: Conditional Rezoning Case C-63C-01

Highwoods Properties, Inc.
4501 Highwoods Parkway
Suite 400
Glen Allen, VA 23060

Dear Sir:

The Board of Supervisors at its meeting on December 11, 2001, granted your request to amend proffered conditions on Parcel 37-2-E-1C relating to Conditional Rezoning Case C-10C-84 described as follows:

Beginning at a point on the south line of Innslake Drive, said point being the intersection of the north line of Sadler Road and the south line of Innslake Drive, thence along the south line of Innslake Drive N 35° 24' 19" E for a distance of 147.60' to a point; thence along a curve to the right, having a radius of 275.00' and an arc length of 77.10', being subtended by a chord of N 43° 26' 12" E for a distance of 76.84' to a point; thence N 51° 28' 05" E for a distance of 402.37' to a point; thence along a curve to the right, having a radius of 275.00' and an arc length of 174.35', being subtended by a chord of N 69° 37' 52" E for a distance of 171.45' to a point; thence N 87° 47' 39" E for a distance of 14.06' to a point; thence leaving the south line of Innslake Drive S 13° 30' 35" W for a distance of 580.57' to a point on the north line of Sadler Road; thence along the north line of Sadler Road S 85° 37' 50" W for a distance of 275.30' to a point; thence along a non-tangent curve to the right having a radius of 497.49' and an arc length of 220.42', being subtended by a chord of N 73° 28' 07" W for a distance of 218.62' to a point; thence along a curve to the right having a radius of 25.00' and an arc length of 41.97', being subtended by a chord of N 12° 41' 07" W for a distance of 37.21' to the point of beginning, said property containing 4.648 acres.

The following substitute proffered condition accepted by the Board of Supervisors, dated October 3, 2001, further regulates the use of your property in addition to all applicable provisions of Chapter 24, Code of Henrico (Zoning Ordinance).

Deleted. Proffer 5.
Added. Proffer 5. Proffer #5 to be replaced with the following language. All other proffers to remain as is.
Those portions of the Property rezoned to an O-3C classification and developed for offices purposes, shall not be developed in excess of the following Site Coverage Ratios:

<table>
<thead>
<tr>
<th>Gross Floor Area of Building</th>
<th>Maximum Site Coverage Ratio</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 sq. ft. to 40,000 sq. ft.</td>
<td>57%</td>
</tr>
<tr>
<td>40,001 sq. ft. to 60,000 sq. ft.</td>
<td>58%</td>
</tr>
<tr>
<td>60,001 sq. ft. to 80,000 sq. ft.</td>
<td>59%</td>
</tr>
<tr>
<td>80,001 sq. ft. to 100,000 sq. ft.</td>
<td>60%</td>
</tr>
<tr>
<td>100,001 sq. ft. to 125,000 sq. ft.</td>
<td>61%</td>
</tr>
<tr>
<td>Over 125,000 sq. ft.</td>
<td>62%</td>
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</tbody>
</table>

The Innslake Center as approved by POD 87-00 shall have a maximum Site Coverage Ratio of 61%.

For purposes hereof, Site Coverage Ratio shall be determined by dividing the gross land area within a site (which may include portion of the site within a C-1C district) into the portion of the site covered by building ground floor site area and paved areas for vehicular movement, loading and parking.

The Planning Office has been advised of the action of the Board of Supervisors and will revise its records and place a copy of the accepted proffered condition in the Conditional Zoning Index.

Sincerely,

Virgil R. Hazelett, P.E.,
County Manager

cc: Director, Real Estate Assessment
Conditional Zoning Index
SPI Richmond I, LLC
Foster & Miller, P.C.