

PROFFERS

RZ 2005-MV-029
Inova Health Care Services

May 8, 2006

Pursuant to Section 15.2-2303A of the Code of Virginia, 1950 as amended, and Section 18-203 of the Zoning Ordinance of the County of Fairfax (1978 as amended), the undersigned applicant and owner Inova Health Care Services ("Applicant"), for itself and its successors and assigns, agrees to the following proffers provided the Board of Supervisors approves RZ 2005-MV-029 ("the Application") for the rezoning of TM 107-4 ((1)) 75A, 77, 78, 79, 80, 81, and 82 ("the Property") to the C-3 district. In the event the Application is approved, these proffers shall supersede and replace any previous proffers applicable to any portion of the Property.

1. Development Plan. Subject to the provisions of Section 18-204 of the Fairfax County Zoning Ordinance ("the Zoning Ordinance"), the development of the Property as a healthplex shall be in substantial conformance with the Generalized Development Plan (the "GDP") dated September 28, 2006, revised as of April 18, 2006, prepared by Dewberry & Davis LLC. The GDP consists of five (5) sheets.
2. Minor Modifications. Pursuant to Paragraph 5 of Section 18-204 of the Zoning Ordinance, minor modifications to the GDP may be permitted as determined by the Zoning Administrator. At the time of site plan approval, Applicant shall have the flexibility to modify the layout shown for the improvements proposed by this Application on the GDP without requiring approval of an amended GDP provided that such changes are in substantial conformance with the GDP as determined by the Zoning Administrator and that they neither increase the total amount of gross floor area or the amount of clearing and grading shown on the GDP, decrease the amount of open space or the amount of required parking, nor materially adjust the points of access or setbacks shown on the GDP.
3. Design Detail. The design details shown on Sheet 3 of the GDP are provided to illustrate the design intent of the proposed development. Landscaping and onsite amenities shall be generally consistent in terms of character and quantity with the plan presented on that sheet. Specific features such as locations of plantings and sidewalks are subject to minor modification with final engineering and architectural design. Applicant shall submit a detailed landscape plan in conjunction with the site plan for review and approval by Urban Forest Management ("UFM"). The landscape plan shall include landscaping along Sanger Street that will provide year-round screening.
4. Limits of Clearing and Grading. Applicant shall strictly conform to the limits of clearing and grading shown on the GDP subject to the installation of utility lines, if necessary, as approved by the Department of Public Works and Environmental

Services ("DPWES"). The utility lines located within areas protected by the limits of clearing and grading shall be located and installed in the least disruptive manner possible, as determined by UFM. As provided in Proffer No. 20(g), a reforestation plan shall be developed and implemented, as approved by the UFM, for any areas within the areas protected by the limits of clearing and grading that must be disturbed.

5. Stormwater Management. The stormwater management dry pond ("SWM Pond") and the bioretention area, both generally as shown on the GDP, shall provide Stormwater Management ("SWM") and Best Management Practices ("BMP's") in accordance with the applicable provisions of the Public Facilities Manual, Chapter 118 of the Code of the County of Fairfax, the Chesapeake Bay Preservation Ordinance.

6. SWM Pond Landscaping. In order to give the SWM Pond a natural appearance, the landscape plan submitted as part of the first submission of the site plan and all subsequent submissions shall show the restrictive planting easement for the pond and the maximum feasible amount of landscaping that will be allowed in the planting areas around the pond outside of that restrictive planting easement, in keeping with the planting policies of DPWES. Applicant shall install landscaping in accordance with said plan, subject to DPWES and UFM approval.

7. Telecommunication Equipment. Flush-mounted or appropriately screened telecommunication equipment may be placed on the Property, including on the healthplex or the parking structure, without the need for a proffered condition amendment provided the applicable Fairfax County approval process, if any, is followed.

8. Siltation and Erosion Control. In order to minimize siltation and erosion impacts downstream of the Property, Applicant agrees to the following measures:

A. Prior to and for the duration of any land disturbing activity, install super-silt fencing in location(s) as approved by DPWES to prohibit silt from accumulating in the SWM Pond during construction.

B. Monitor and maintain the erosion controls and the SWM Pond during the course of construction to ensure their proper function.

C. Following completion of construction of the proposed improvements represented on the GDP, Applicant shall inspect the SWM Pond and remove any excess silt accumulated there as a result of such construction activity as determined by DPWES.

9. Sanger Street Improvements, Dedication for Interchange, and Contribution. Subject to VDOT approval, Applicant shall make the improvements along the Sanger Street frontage of the Property as shown on the GDP including curb, gutter and sidewalk as well as right and left turn lanes at the approach to Lorton Road and a left turn lane at the approach to the northern entrance to the healthplex. These improvements shall be made to the stage of base paving prior to any clearing and grading, and final

paving may take place at the end of construction. Prior to site plan approval or upon written demand by the Virginia Department of Transportation ("VDOT") or Fairfax County, whichever occurs first, Applicant shall also dedicate at no cost and without reservation of density credit in fee simple to the Board of Supervisors for public street purposes the area shown on the GDP for the I-95/Lorton Road interchange improvements to be constructed by others. At the time of site plan approval Applicant shall contribute to Fairfax County for transportation improvements in the area of the Property an amount equal to the amount recently expended by Fairfax County in constructing a trail along the Lorton Road frontage of the Property, this amount not to exceed \$20,000.

10. Bus Shelter. Applicant shall provide a bus shelter along the frontage of the Property on the south side of Lorton Road, east of Sanger Street. The exact location shall be determined in consultation with and approved by the Fairfax County Department of Transportation ("FCDOT") prior to site plan approval. The bus shelter shall be the typical open type, and the installation shall be limited to the concrete pad, the shelter itself, an all weather walking surface between the trail and the shelter, and a trash can. A trail along Lorton Road will be constructed by others as shown on the GDP. Applicant shall construct a contiguous sidewalk along Sanger Street and the entrance drive leading from the healthplex to Lorton Road for complete pedestrian access to the bus shelter. Once installed, the bus shelter and trash can shall be maintained by Applicant, its successors and assigns.

11. Transportation Demand Management ("TDM").

a. In consultation with FCDOT Applicant shall establish a TDM Plan, the purpose of which shall be to reduce single occupancy vehicle ("SOV") trips generated by employees of the use constructed on the Property by 15% (based on ITE, 7th Edition, Trip Generation Rates/equations) during peak hours through the use of mass transit, ride-sharing, and/or other strategies. The TDM Plan may include provisions for the following:

- (i) Distribution of fare media or other incentives to employees;
- (ii) The use of employee benefit options including parking cash out, pre-tax/payroll subsidy for transit and vanpool fares, flex-time and alternative work schedule programs and live-near-work incentives;
- (iii) Vanpool and carpool formation programs, including ridematching services, and coordination with established guaranteed ride home programs;
- (iv) Display of information material in areas where such information is likely to be seen by the various users of the healthplex, including the general public.

An employee transportation coordinator (the "TC") shall be designated by Applicant to coordinate the TDM program and to act as the liaison between Applicant and FCDOT.

b. Applicant shall notify FCDOT of the date that the TDM Plan is implemented. To establish baseline conditions, traffic counts at the employee parking areas, vehicle occupancy counts, Metro bus boarding and alighting counts, and pedestrian counts will be collected prior to the implementation of TDM measures. One year after the implementation, the TC shall monitor the initiatives described above and other strategies that may be implemented. Success of the Plan will be based on a reduction of overall employee SOV trips by 15% from the baseline. Annually for each succeeding year, the TC shall conduct surveys of the employees to demonstrate whether the goal of reducing overall SOV employee trips by 15% has been met during the peak hours. The TC shall prepare an annual report, in coordination with FCDOT, which shall include the results of the survey and assess the success of the TDM strategies in reaching the stated goal. If the annual report finds that the stated goal is not being met, Applicant shall coordinate with FCDOT to make adjustments to the TDM Plan, which may include the stipulation to expend sufficient funds, as determined by FCDOT and agreed upon by the Applicant, to reach the stated goal. This process shall continue until the annual report finds that the stated goal has been met.

c. Once an annual report finds that the stated goal has been met, Applicant shall prepare a report to assess the success of the TDM strategies three (3) years later. If this report indicates that the stated goal continues to be met, then Applicant shall only be required to submit a report every three (3) years thereafter. If after it is demonstrated for three consecutive tri-annual reports that Applicant is meeting the TDM goal of 15%, the TDM Plan will be assumed to be successfully integrated into the healthplex's program and no survey will be required for 15 years. If after 15 years it is found that a 15% reduction continues, no further surveys will be required. If after 15 years the TDM survey finds that the TDM strategies are no longer effective, then Applicant will implement additional measures to get back in to performance and the tri-annual survey shall be reintroduced.

12. Architecture. The architecture of the healthplex and its parking structure on all four facades shall generally conform to the elevations presented on Sheet 2 of the GDP. There shall be planters on each level of the southwest side of the parking structure.

13. Parking Lighting. The lights in the parking structure shall be located in the ceilings to prevent glare. There shall be a wall or planter at least forty-two (42) inches high on each above ground level on the southwest side of the parking structure to block light from headlights. Surface parking lot lighting will be designed and located in accordance with the standards set out in Part 9 of Article 14 of the Zoning Ordinance. All exterior pole-mounted lighting fixtures shall be fully shielded and shall not exceed a height of fifteen (15) feet measured from the finished grade (not the top of the concrete base on which the pole is mounted) to the topmost portion of the fixture.

14. Interior Noise Levels. In order to achieve an interior noise level of 50 dBA Ldn, the healthplex building shall have the following acoustical attributes:

- (a) Exterior walls have a laboratory Sound Transmission Class (STC) rating of at least 29.
- (b) Doors and windows known to have a laboratory STC rating of at least 28. If windows function as walls (as determined by DPWES) they shall have the same laboratory STC rating as walls.
- (c) Measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize sound transmission.

As an alternative, Applicant may have a refined acoustical analysis performed, subject to approval of DPZ and DPWES, to determine if the building will have sufficient shielding from vegetation and topography to permit a reduction in the mitigation measures prescribed above.

15. On-Site Construction Staging and Parking. A construction staging/parking area will be provided on site, and construction related vehicles will neither stage nor park on Sanger Street, Legion Drive, Fourth Place, or Springwood Meadow Court. But for the construction of proffered improvements to Sanger Street, Sanger Street shall not be obstructed north of Springwood Meadow Court during construction of the healthplex. After the construction of the Sanger Street improvements, construction vehicles will access the Property only through the southernmost entrance to the Property.

16. Trash Dumpsters. All proposed trash dumpsters will be screened by a combination of brick walls, a gate and evergreen plantings as may be approved by UFM.

17. Charity Policy. The Emergency Department of the healthplex will operate in accordance with the Inova Charity Care Policy, as it may be amended.

18. Helipad Exclusion. The development of the Property shall not include a helipad.

19. Geotechnical Review. Prior to site plan approval, Applicant shall submit a geotechnical report to DPWES for review and approval and implement the recommendations outlined in the approved report as approved by DPWES. There shall be no retaining walls over three feet (3') in height located on the Property except in those areas as specified on the GDP.

20. Tree Preservation.

(a) Tree Preservation Plan. Applicant shall submit a Tree Preservation Plan ("the Plan") as part of the first and all subsequent site plan submissions. The Plan

shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and shall be subject to the review and approval of UFM. The Plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees ten inches (10") in diameter and greater within twenty-five feet (25') on either side of the limits of clearing and grading depicted on the GDP, provided that such tree survey shall be limited to trees located on the Property and not within the areas to be dedicated for public street purposes. The Plan shall provide for the preservation of trees in the Tree Save Areas and those additional areas in which trees can be preserved as a result of final engineering. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the *Guide for Plant Appraisal* published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of any tree located on the Property identified to be preserved, such as crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the Plan.

(b) Protection of Existing Understory Vegetation and Soil Conditions in Tree Save Areas. All tree preservation-related work occurring in or adjacent to Tree Save Areas shall be accomplished in a manner that minimizes damage to vegetation to be preserved, including any woody, herbaceous or vine plant species that occur in the lower canopy environment, and to the existing top soil and leaf litter layers that provide nourishment and protection to that vegetation. Removal of vegetation, if any, or soil disturbance in Tree Save Areas, including the removal of plant species that may be perceived as noxious or invasive, such as poison ivy, greenbrier, multi-floral rose, shall be subject to the review and approval of UFM.

The use of equipment in Tree Save Areas will be limited to hand-operated equipment such as chainsaws, wheel barrows, rakes and shovels. Any work that requires the use of motorized equipment, such as tree transplanting spades, skid loaders, tractors, trucks, stump-grinders, etc., or any accessory or attachment connected to this type of equipment shall not occur unless pre-approved by UFM.

(c) Tree Preservation Walk-Through. Applicant shall retain the services of a certified arborist or landscape architect, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with an UFM representative to determine whether adjustments to the clearing limits can be reasonably made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading. Any such adjustments shall be implemented. Trees that are identified specifically by UFM in writing as dead or dying with the Tree Save Areas may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions. Applicant shall notify the

Mount Vernon District Supervisor ten (10) days in advance of the tree preservation walk through meeting.

(d) Tree Protection Fencing. All trees in the Tree Save Areas shall be protected by tree protection fencing in the form of four foot (4') high, fourteen (14) gauge welded wire attached to six foot (6') steel posts driven eighteen inches (18") into the ground and placed no further than ten feet (10') apart or, super silt fence, to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees. Such fencing shall be erected at the limits of clearing and grading as shown on the demolition and phase I and II erosion and sediment control sheets, as may be modified in subparagraph (c) above. All tree protection fencing around Tree Save Areas shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist and UFM, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Five (5) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, UFM and the Mount Vernon District Supervisor shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by UFM.

(e) Root Pruning. Applicant shall root prune as noted in the Plan. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the site plan. The details for these treatments shall be reviewed and approved by UFM, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:

- Root pruning shall be done with a trencher or vibratory plow to a depth of eighteen inches (18").
- Root pruning shall take place prior to any clearing and grading.
- Root pruning shall be conducted with the supervision of a certified arborist.
- A UFM representative shall be informed when all root pruning and tree protection fence installation is complete.

(f) Site Monitoring. During any clearing or tree/vegetation removal on the Property, an agent or representative of Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by UFM. Applicant shall retain the services of a certified arborist or landscape architect to monitor all tree preservation efforts in order to ensure conformance with all tree preservation proffers and UFM approvals. The Mount Vernon District Supervisor shall be notified of the name and contact information of the Applicant's representative responsible for site monitoring at the tree preservation walk-through meeting.

(g) Reforestation Plan. A reforestation plan shall be submitted for areas disturbed by trail or utility installation, including the under-grounding of utilities in Tree Save Areas, and for the area to the southeast of the parking structure. This plan shall be submitted concurrently with the first and all subsequent site plan submissions for review and approval by UFM and shall be implemented as approved. The plan shall propose an appropriate selection of species based on existing and proposed site conditions to restore the area to a native forest cover type. The reforestation plan shall include but not be limited to the following:

- Plant list detailing species, sizes and stock type of trees and other vegetation to be planted;
- Soil treatments if necessary;
- Mulching specifications;
- Methods of installation;
- Maintenance;
- Mortality threshold;
- Monitoring; and
- Replacement schedule.

(h) Tree Value Determination. Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees ten inches (10") in diameter or greater within twenty-five feet (25') of the outer edges of the limits of clearing and grading on the Property and not within areas to be dedicated for public street purposes. These trees and their value shall be identified on the Tree Preservation Plan at the time of the first submission of the site plan. The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called "Trunk Formula Method" contained in the latest edition of the *Guide for Plan Appraisal* published by the International Society of Arboriculture, subject to review and approval by UFM.

(i) Tree Bonds. At the time of site plan approval, Applicant shall both post a cash bond and a letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined pursuant to Proffer 20(h) that die or are dying due to unauthorized construction activities. The letter of credit shall be equal to 50% of the replacement value of the bonded trees. The cash bond shall consist of 33% of the amount of the letter of credit.

At any time prior to final bond release, should any bonded trees be dead, have been improperly removed, or are determined to be dying by UFM due to unauthorized construction activities, Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent size, species and/or canopy cover as approved by UFM. In addition to this replacement obligation, Applicant shall also make a payment equal to the value of any bonded tree that is dead or dying or has been improperly removed due to unauthorized activity. This payment shall be determined based on the Trunk Formula Method and paid to a fund established by the County for

furtherance of tree preservation objectives. At the time of approval of the final non-RUP, Applicant shall be entitled to a release of any monies remaining in the cash bond and a reduction in the letter of credit to an amount equal to 20% of the total amounts originally committed. Any funds remaining in the letter of credit or cash bond will be released two (2) years from the date of release of the conservation escrow, or sooner, if approved by UFM.

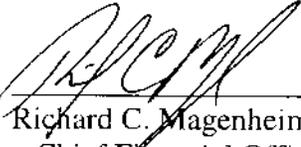
21. Signage. Signage shall be provided in accordance with Article 12 of the Zoning Ordinance.

22. Successor and Assigns. These proffers will bind and inure to the benefit of Applicant and its successors and assigns.

23. Counterparts. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one and the same instrument.

INOVA HEALTH CARE SERVICES

By: Inova Health System Foundation,
Sole Member

By: 

Richard C. Magenheimer,
Chief Financial Officer
of Inova Health System Foundation

Date: May 8, 2006