

PROFFERS

INOVA HEALTH CARE SERVICES/FAIR OAKS HOSPITAL CAMPUS

PCA 2000-SU-032-2

January 31, 2006

Pursuant to Section 15.2-2303(A), Code of Virginia, 1950 as amended, Inova Health Care Services (hereinafter referred to as the "Applicant") for the owners, themselves, successors and assigns in PCA 2000-SU-032-2 (the "Application") filed for property identified as Tax Map 45-2 ((1)) 41B and 41L and 45-2 ((2)) Parcels 38, 39A, 39B and 46A (the "Application Property") agrees to the following proffers provided that the Board of Supervisors approves the Application and the companion SEA 84-C-076-8. In the event the Application and SEA 84-C-076-8 are approved, these proffers shall supercede and replace any previous proffers for the Application Property.

1. Development Plan. Development of the Application Property shall be in substantial conformance with the Generalized Development Plan Amendment/Special Exception Plat Amendment Plat ("GDPA/SEA") prepared by Dewberry & Davis LLC dated July 22, 2005 and revised through January 12, 2006 consisting of 8 sheets, as the same may be amended by Special Exception Amendment approval pursuant to Proffer #21 herein.
2. Minor Modifications. Pursuant to Paragraph 5 of Section 18-204 of the Zoning Ordinance, minor modifications to the GDPA/SEA may be permitted as determined by the Zoning Administrator. At time of site plan approval, the Applicant shall have the flexibility to modify the layout shown for the improvements proposed by this Application on the GDPA/SEA without requiring approval of an amended GDPA/SEA, provided such changes are in substantial conformance with the GDPA/SEA as determined by the Zoning Administrator, and neither increase the total amount of gross floor area, decrease the amount of open space or the amount of required parking, nor materially adjust the points of access, setbacks and limits of clearing and grading shown on the GDPA/SEA.
3. Rugby Road.
 - A. Dedication. Unless it has already been completed, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way up to 94 feet from the existing western right-of-way line of Rugby Road and Ox Trail along the Application Property's frontage as shown on the Generalized Development Plan/Special Exception Amendment Plat approved pursuant to RZ 2000-SU-032, as approved by the Virginia Department of Transportation ("VDOT") and Department of Public Works and Environmental Services ("DPWES").

- B. Traffic Signal. Unless it has already been completed, the Applicant shall construct a traffic signal at the intersection of Rugby Road and Alder Woods Drive, as approved by the Fairfax County Department of Transportation (“DOT”) and VDOT.
 - C. Transportation Demand Management (TDM). In consultation with Fairfax County Department of Transportation staff, the Applicant shall explore and implement the use of mass transit and/or ridesharing techniques for the employees of the Fair Oaks Hospital campus. The Applicant shall conduct a survey to identify which travel demand strategies may be most effective. The Applicant shall promote ride-sharing and transit use by displaying information material in areas where such information is likely to be seen by the various users of the campus, including hospital staff, medical office building employees and the general public. The Applicant shall designate an employee transportation coordinator to coordinate the TDM program for the hospital and office buildings.
 - D. Construction. Unless it has already been completed, the Applicant shall construct a half-section of a four (4) lane divided roadway along the Application Property’s Rugby Road frontage between the Fairfax County Parkway and Misty Creek Lane as shown on Site Plan # 3624-SP-06.
 - E. Alder Woods Road. Unless it has already been completed, the Applicant shall restripe westbound Alder Woods Drive at the Rugby Road intersection to provide a dedicated left turn lane and a shared left/through/right turn lane as approved by VDOT and DOT.
 - F. Emergency Access Road. If and when deemed necessary by the Applicant, the Applicant reserves the right, subject to approval by DPWES and VDOT, to construct an emergency access road between the Fairfax County Parkway and Alder Woods Drive, in conformance with the approved plans for the Fairfax County Parkway, which will align with the site entrance on Alder Woods Drive. If required by VDOT, the Applicant will provide a traffic signal at the intersection of such emergency access road and Alder Woods Drive.
4. Density Credit. Density credit shall be reserved for the Application Property as permitted by the provisions of Paragraph 4 of Section 2-308 of the Fairfax County Zoning Ordinance for all dedications described herein and/or on the GDPA/SEA or as may be reasonably required by Fairfax County or VDOT at time of site plan approval. Specifically, but without limitation, density credit has been and shall

continue to be reserved for a total of 10.3053 acres of land previously dedicated to the Board of Supervisors and the Fairfax County Park Authority.

5. Storm Water Management. The Applicant shall provide storm water management (SWM) and Best Management Practices (BMPs) in the locations as generally shown on the GDPA/SEA as approved by DPWES. The areas in and adjacent to both the existing SWM/BMP facility shown on the GDPA/SEA adjacent to the Alder Woods Drive/Rugby Road intersection and the existing linear drainageway and possible SWM/BMP facility as shown on the GDPA/SEA on the southeast side of Alder Woods Drive will be landscaped in accordance with the GDPA/SEA. The Applicant will incorporate one or more Low Impact Development facilities, such as the possible infiltration trench(es) as generally shown on the GDPA/SEA, to minimize the impact of the improvements proposed by this Application. The Applicant will maintain the SWM/BMP dry pond located adjacent to the Alder Woods Drive/Rugby Road intersection and the existing stormwater detention facility located in the northeastern quadrant of Alder Woods Drive and Joseph Siewick Drive.

6. Siltation and Erosion Control. In order to minimize siltation and erosion impacts downstream of the Application Property, the Applicant agrees to the following measures:
 - A. Prior to and for the duration of any land disturbing activity, the Applicant will install super-silt fencing in specific location(s) as approved by DPWES.
 - B. Prior to and for the duration of any land disturbing activity, the Applicant will install super-silt fencing in location(s) as approved by DPWES to prohibit silt from accumulating in the SWM/BMP dry ponds during construction.
 - C. To monitor and maintain the erosion controls and the SWM/BMP dry ponds during the course of construction to ensure their proper function.
 - D. To stabilize the existing outfall channel from the Application Property located on Tax Map 45-2 ((2)) 38, 39A and 39B, as approved by DPWES
 - E. Following completion of construction of the proposed improvements represented on the GDPA/SEA, the Applicant shall inspect the on-site SWM/BMP ponds as well as the off-site pond located on property identified as Tax Map 45-2 ((2)) 20 and remove any excess silt accumulated in such ponds as a result of such construction activity as determined by DPWES. The Applicant further agrees to restore any portion of such off-site property that is damaged or disturbed as a result of such clean-up efforts to a condition

equal to or better than that existing prior thereto as determined by Urban Forestry Management.

7. Limits of Clearing and Grading. The Applicant shall conform to the limits of clearing and grading shown on the GDPA/SEA subject to the installation of trails and utility lines, if necessary, as approved by DPWES. The trails and 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 Urban Forest Management ("UFM"). A replanting 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.
8. Parking Lot Lighting. Parking lot lighting for the proposed uses will be designed and located in accordance with the standards set forth in Part 9 of Article 14 of the Zoning Ordinance in effect at the time of site plan approval for each proposed building. The light standards for the assisted living facility will be generally in character to the one that is represented on Sheet 4 of the GDPA/SEA. The light standards constructed with the improvements proposed by this Application will be like those in the existing parking lots as demonstrated to DPWES at the time of site plan approval. All proposed exterior pole-mounted lighting fixtures shall be a maximum height of fifteen (15) feet from ground to top of fixture.
9. 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 the UFM.
10. Accessible Parking Spaces. Accessible parking spaces will be located in a convenient and accessible location adjacent to the entrances to the buildings and in accordance with the provisions set forth in the Public Facilities Manual.
11. Rugby Road Buffer. In order to provide effective year round screening between the single family residences on the west side of Rugby Road and the proposed hospital facilities, a buffer of existing vegetation and supplemental plantings consisting of 115-120 feet in width (the "Rugby Road Buffer") shall be provided along the Application Property frontage of Rugby Road, except in the location of the existing child care center, as shown on the GDPA/SEA. Signs, trails and utilities that will be installed within this buffer area will be located and designed to minimize impact to existing vegetation as determined by the UFM. A replanting plan shall be developed and implemented, as approved by UFM, for any area that must be disturbed for a trail or utilities.

During construction adjacent to the Rugby Road buffer, the Rugby Road Buffer shall

PROFFERS

PCA 2000-SU-032-2

Page 5

be protected by temporary fencing, a minimum of four (4) feet in height, placed around the area of any proposed construction. The fencing shall be installed prior to any work being conducted on the Application Property adjacent to the Rugby Road Buffer.

12. Transitional Screening Yards. In addition to the Rugby Road Buffer, the Applicant shall maintain the transitional screening yards and barriers shown on the GDPA/SEA, including, without limitation, the existing buffer and fence adjacent to the Fairfax County Park Authority property to the south of the Application Property (Tax Map 45-2 ((1)) 42) and the proposed buffer to the eastern property line as shown on the GDPA/SEA. Such screening yards/buffer areas shall consist of existing vegetation which will be supplemented as generally shown on the GDPA/SEA, and approved by UFM.
13. Building Height. The heights of the buildings will not exceed the heights as represented on the GDPA/SEA. Rooftop mechanical structures to include penthouses will not extend more than twelve (12) feet above the roof line. All rooftop mechanical equipment shall be screened from view at the periphery of the Application Property. No antennae will be located on building rooftops other than the main hospital building and additions thereto, except as may be required for public safety purposes.
14. Building Design/Use. In order to maintain a coordinated architectural theme, the building materials for the assisted living facility shall include, but not be limited to, brick and vinyl siding. In order to maintain a coordinated architectural theme, the building improvements proposed by this Application will have an architectural design, character and colors that are similar to and comparable with the existing hospital and the existing medical office buildings as demonstrated to DPWES at the time of site plan approval. The use of the medical office buildings will be limited to medical-related uses and accessory service uses as permitted by Article 10 of the Zoning Ordinance.
15. Garage Design. The western façade of the proposed parking structure will have an architectural design similar to the concept shown on Sheet 4 of the GDPA/SEA. Landscaping will be provided at the base of the western façade of the parking structure as shown on the GDPA/SEA.
16. Signs. Signs accessory to the proposed uses will be in accordance with the provisions set forth in Article 12 of the Zoning Ordinance and as approved by SEA 84-C-076-7. In order to provide coordinated signage, a comprehensive signage program will be developed in conjunction with the development of the medical office

building proposed by this Application for the entire campus that will be designed for the safety, convenience and direction of the visiting public.

17. Access. There shall be no direct access to the Application Property from Rugby Road. However, the Applicant reserves the right to utilize one of the driveways associated with the former single-family dwellings located on the Application Property along Rugby Road for construction access for heavy-equipment vehicles only. However, there shall be no additional clearing within the Rugby Road Buffer for the construction access. Furthermore, the driveway shall be restored to encourage regeneration of plant material after construction is completed.
18. Park Dedication. If requested by the Fairfax County Park Authority ("FCPA") by the time of final site plan approval for the medical office building proposed by this Application, the Applicant shall dedicate and convey in fee simple to the FCPA for public park purposes Tax Map 45-2 ((2)) Parcels 38, 39A and 39B, subject to a reservation for the right of the Applicant to provide a SWM/BMP facility within this area as approved by DPWES. In the event that this area is not dedicated to the FCPA, the Applicant shall maintain this area as open space, subject to the right of the Applicant to provide a SWM/BMP facility within this area.
19. Design Detail. The design details shown on Sheet 4 submitted with the GDPA/SEA 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 illustrations and details presented on that sheet. Specific features such as locations of plantings, sidewalks etc. are subject to modification with final engineering and architectural design. The Applicant shall submit a detailed landscape plan in conjunction with the site plan(s) for review and approval by UFM.
20. Heritage Resources. In the event a SWM/BMP facility is necessary to be located on Tax Map 45-2 ((2)) 38, 39A, 39B, the Applicant shall contract for a Phase II archaeological survey for the area to be disturbed for said SWM/BMP facility. If a Phase III archaeological study is found necessary by the County archaeologist, that study shall be performed by the Applicant, provided the performance of said survey does not interfere with or delay the Applicant's construction schedule. The cost of both of the Phase II and Phase III archaeological studies shall not exceed the sum of \$20,000.00.
21. Special Exception Amendment. Notwithstanding the GDPA/SEA is presented on one set of plans, the Applicant reserves the right to file for only special exception amendment(s) from the Board of Supervisors in the future in accordance with Sect. 9-014 of the Zoning Ordinance, without filing for an amendment to the Generalized

Development Plan so long as the floor area ratio is not increased and all proffered conditions are satisfied.

22. Child Care Center.
 - A. The child care center shall be used exclusively by the children of employees and physicians of Inova Health Care Services.
 - B. The maximum number of children at any one time within the facility shall be 150 (with a maximum daily enrollment of 200) and there shall be a maximum of 40 total employees on-site at any one time.
 - C. The hours of operation shall be limited to 6:00 a.m. to 8:00 p.m., Monday through Friday. The operator of the child care center shall not allow children to play in the outdoor area before 9:00 a.m.
 - D. Access to the site shall only be provided through the adjacent hospital site with no direct access onto Ox Trail
23. Successor and Assigns. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.
24. 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.

[SIGNATURE PAGES TO FOLLOW]

PROFFERS
PCA 2000-SU-032-2

APPLICANT/TITLE OWNER OF TAX MAP
45-2 ((2)) 38, 39A, 39B, 46A and 45-2 ((1)) 41B
and 41L.

INOVA HEALTH CARE SERVICES


By: Richard D. Magenheimer
Its: Chief Financial Officer

[SIGNATURES CONTINUE NEXT PAGE]

PROFFERS
PCA 2000-SU-032-2

LESSEE OF A PORTION OF TAX MAP
45-2 ((1)) 46A pt.

FAIR OAKS MEDICAL PLAZA, L.P.

By: Fairfax Medical Corp., its General Partner

By: Wayne F. Carroll
Its: Wayne F. Carroll
President

[SIGNATURES CONTINUE ON NEXT PAGE]

