

## PROFFERS

### INOVA HEALTH CARE SERVICES/RUGBY ROAD PROPERTIES

RZ 1998-SU-067

June 24, 1999

Pursuant to Section 15.2-2303(A), Code of Virginia, 1950 as amended, Inova Health Care Services, Inc. (hereinafter referred to as the "Applicant") for the owners, themselves, successors and assigns in RZ 1998-SU-067 filed for property identified as Tax Map 45-2 ((2)) Parcels 38, 39A, 39B, 40A, 40B, 41-50, 51B1 (hereinafter referred to as the "Application Property") agrees to the following proffers provided that the Board of Supervisors approves the rezoning of the Application Property to the C-3 District and the companion PCA 85-C-091-4 and SEA 84-C-076-5, and agrees that development will be subject to the following terms and conditions:

1. **Development Plan.** Development of the Application Property shall be in substantial conformance with the Generalized Development Plan/Generalized Development Plan Amendment/Special Exception Amendment Plat ("GDP/GDPA/SEA") prepared by Dewberry & Davis dated October 5, 1998 and revised through May 18, 1999 consisting of 5 sheets.
2. **Minor Modifications.** Pursuant to Paragraph 5 of Section 18-204 of the Zoning Ordinance, minor modifications from the GDP/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 assisted living facility on the GDP/GDPA/SEA without requiring approval of an amended GDP/GDPA/SEA provided such changes are in substantial conformance with the GDP/GDPA/SEA as determined by the Zoning Administrator, agents or assigns and neither increase the total amount of gross floor area nor decrease the following: the amount of open space; the amount of required parking; or the location of common open spaces areas as they relate to the assisted living facility; access and limits of clearing and grading.

The layout presented for the proposed office buildings within the proposed flexibility area as delineated on the GDP/GDPA/SEA Plat is intended to reflect the general design intent for the proposed office buildings. At time of site plan approval, changes to the location, dimensions, sizes, configuration, and layout of structures, buildings, travelways and parking areas may occur within the boundaries of the flexibility area shown on the GDP/GDPA/SEA without a Proffered Condition Amendment/Special Exception Amendment, provided that the overall FAR for the entire Application Property does not exceed 0.20; the 100-foot buffer is maintained adjacent to Rugby Road; a coordinated and unified campus development program is provided between the proposed office buildings and the existing hospital and office buildings in terms

of clustering building locations and orientation and the provision of pedestrian landscape plazas similar in character but not necessarily in location to the conceptual landscape detail shown on Sheet 4 of the GDP/GDPA/SEA; a comprehensive pedestrian circulation system is provided as a critical component of the development program; and an enhanced and visitor-friendly traffic circulation pattern and signage program is established for the campus.

3. Rugby Road.

- A. Dedication. Subject to Virginia Department of Transportation (“VDOT”) and Department of Public Works and Environmental Services (“DPWES”) approval, 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 GDP/GDPA/SEA and Sheet 5. Dedication and ancillary temporary construction easements shall be made in phases at time of final site plan approval for that portion of the Application Property which is adjacent to Rugby Road and/or Ox Trail or upon demand from Fairfax County or VDOT, whichever occurs first.
- B. Traffic Study. The Applicant has provided a letter of credit to DPWES for the cost of a traffic signal at the intersection of Rugby Road and Alder Woods Drive. Prior to, or concurrent with, the submission of the site plan for the first proposed office building associated with this rezoning application, the Applicant shall submit a warrant study for review and approval by the Fairfax County Department of Transportation and VDOT for the proposed traffic signal at the intersection of Rugby Road and Alder Woods Drive. In addition, the warrant study shall analyze the timing of the existing traffic signal at the intersection of Rugby Road and the Fairfax County Parkway to coordinate the timing of the proposed traffic signal at Alder Woods Drive. In the event that this traffic signal is not approved by VDOT prior to the issuance of the first non-RUP for the first proposed office building, the letter of credit shall be returned to the Applicant.
- C. Transportation Demand Management (TDM). The Applicant shall explore 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 will promote ride-sharing by displaying information material in high-profile areas. The Applicant shall designate an employee transportation coordinator to coordinate the TDM program for the hospital and office buildings.

D. Construction.

- i. Prior to the issuance of the first non-residential use permit ("non-RUP") for the first proposed office building associated with this rezoning application and companion PCA 85-C-091-4 and SEA 84-C-076-5, the Applicant shall construct a half-section of a four (4) lane divided roadway along the Application Property frontage between the Fairfax County Parkway and Station 880 north of Alder Woods Drive as shown on Sheet 5 of the GDP/GDPA/SEA.
  - ii. Prior to the issuance of the first non-RUP for the second proposed office building associated with this rezoning application and companion PCA 85-C-091-4 and SEA 84-C-076-5, the Applicant shall construct a half-section of a four (4) lane divided roadway along the remainder of the Application Property frontage of Rugby Road between Station 880 north of Alder Woods Drive and Misty Creek Lane as shown on Sheet 5 of the GDP/GDPA/SEA.
- E. As requested by Fairfax County, the Applicant shall use its best efforts to negotiate the acquisition of the necessary right-of-way from Tax Map 45-2 ((2)) Parcel 51A1 in order to accommodate the construction of Rugby Road in accordance with the Plan shown on Sheet 5 of the GDP/GDPA/SEA. If said best efforts are not successful prior to site plan approval for the second office building, the Applicant shall advise the Fairfax County Director of Property Management that said right-of-way is not available. In the event the Director of Property Management advises the Applicant that said right-of-way is necessary, the Applicant shall provide the following information to the Director of Property Management and Fairfax County shall acquire the necessary right-of-way at the Applicant's expense :
- i. Plans and profiles showing the necessary right-of-way property;
  - ii. An independent appraisal, by an appraiser who is not employed by the County, of the value of the land taken and damages, if any to the residue of the affected property;
  - iii. A sixty (60) year title search certificate of the right-of-way property to be acquired; and
  - iv. A Letter of Credit in an amount equal to the appraised value of the property to be acquired and of all damages to the

residue which can be drawn upon by Fairfax County. It is also understood that in the event the property owner of the right-of-way property to be acquired is awarded more than the appraised value of the property and of the damages to the residue in a condemnation suit, the amount of the award shall be paid to Fairfax County by the Applicant within five (5) days of said award. It is further understood that all other costs incurred by Fairfax County in acquiring the right-of-way shall be paid to Fairfax County by the Applicant upon demand.

4. Density Credit. Density credit shall be reserved for the total Campus Property as permitted by the provisions of Paragraph 4 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be reasonably required by Fairfax County or VDOT at time of site plan approval.
5. Storm Water Management. The Applicant shall provide storm water management (SWM) and Best Management Practices (BMPs) in the location as generally shown on the GDP/GDPA/SEA and in accordance with the requirements of the Public Facilities Manual and Chesapeake Bay Preservation Ordinance, unless waived or modified by DPWES. The area in and adjacent to the existing SWM/BMP facility as shown on the GDP/GDPA/SEA will be landscaped in accordance with a detailed landscape plan designed in accordance with standards to be approved by DPWES. The Applicant shall work with DPWES at time of site plan(s) submission to determine if less land consumptive stormwater management alternatives other than the proposed SWM and BMPs such as bioretention measures can be employed in a cost-effective manner as determined by the Applicant. If so determined, such facilities shall be implemented in lieu of the pond(s) shown on the GDP/GDPA/SEA.
6. Limits of Clearing and Grading. The Applicant shall generally conform to the limits of clearing and grading shown on the GDP/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 DPWES. A replanting plan shall be developed and implemented, as approved by the Urban Forestry Branch of DPWES, for any areas within the areas protected by the limits of clearing and grading that must be disturbed.
7. Parking Lot Lighting. Parking lot lighting for the proposed uses will be designed and located in accordance with the glare standards as 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 GDP/GDPA/SEA. The light standards in the vicinity of the two proposed office buildings will be like those in the existing parking lots. All proposed exterior pole-mounted lighting fixtures shall be

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a maximum height of fifteen (15) feet and shall be fully shielded and utilize full cut-off fixtures to minimize glare from projecting beyond the Application Property to adjacent properties.

8. Trash Receptacles. All proposed dumpsters will be screened by a combination of brick walls, a gate and evergreen plantings as may be approved by the Urban Forester.
9. Accessible Parking Spaces. Accessible parking spaces for the assisted living facility and office buildings 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.
10. Buffer. In order to provide effective year round screening between the single family residences on the west side of Rugby Road and the proposed office buildings an undisturbed buffer of existing vegetation and supplemental plantings consisting of 100 feet in width (the "100-foot 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 GDP/GDPA/SEA. Any trail or utilities which must be located within this buffer area as approved by DPWES shall be located and designed to minimize impact to existing vegetation. A replanting plan shall be developed and implemented, as approved by the Urban Forester, for any area that must be disturbed for a trail or utilities.

The Applicant shall submit a detailed landscape plan in conjunction with each site plan(s) which shall include that portion of the 100-foot buffer which is adjacent to each proposed use. The existing vegetation within the buffer area will be supplemented where necessary to provide an effective screen comparable to a transitional screening yard 2 and as shown on the typical 100-foot buffer detail presented on Sheet 4. The Applicant shall use all reasonable efforts to transplant existing American holly and other evergreen trees that are located in areas which are to be cleared to the 100-foot buffer. A transplanting plan shall be prepared by an arborist certified by the International Society of Arboriculture, and submitted with each site plan which includes that portion of the 100-foot buffer which is adjacent to each proposed use. The plan(s) shall identify the existing and final locations of suitable transplant trees, and outline the transplanting methods to be used. The transplanting plan(s) should include: (a) an assessment of the condition and survival potential of the plants, (b) the proposed transplant locations, including their location on a landscape plan, (c) the proposed time of year of the transplanting and the timing of transplanting in the development process, (d) the transplant methods to be used, including tree spade size if one is used, (e) relocation site preparation, including methods to minimize disturbance to existing trees during transplanting, (f) initial care after transplanting, including mulching and watering specifications, and (g) long-term care during the development process, including tree protection, fencing and watering schedule.

During construction, the 100-foot buffer shall 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.

11. Building Height. The heights of the buildings will not exceed the heights as represented on the GDP/GDPA/SEA. Rooftop structures to include penthouses will not extend more than twelve (12) feet above the roof line of the office buildings and will be screened by a parapet wall three (3) to four (4) feet in height.
12. Building Design. In order to maintain a coordinated architectural theme, the assisted living facility will have an architectural design/character similar to that represented on Sheet 4 of the GDP/GDPA/SEA. 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 two proposed office buildings will have an architectural design/ character/materials which shall include brick that is similar to and comparable with the existing hospital and office buildings.
13. Signs. Signs accessory to the proposed uses will be in accordance with the provisions set forth in Article 12 of the Zoning Ordinance. In order to provide coordinated signage, a comprehensive signage program will be developed in conjunction with the development of the proposed office buildings for the entire campus that will be designed for the safety, convenience and direction of the visiting public.
14. Mechanical Equipment. All rooftop mechanical equipment shall be screened from the ground level.
15. 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 existing driveways associated with the existing single family dwellings located on the Application Property for construction access for heavy-equipment vehicles only. However, there shall be no additional clearing within the 100-foot buffer for the construction access. Furthermore, the driveway shall be restored to encourage regeneration of plant material after construction is completed.
16. Park Dedication. If requested by the Fairfax County Park Authority ("FCPA"), 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 by final site plan approval for the last office building. In the event that this area is not dedicated to the FCPA, the Applicant shall maintain this area as open space. The Applicant reserves the right to provide a possible SWM/BMP facility within this area if deemed necessary as approved by DPWES.

17. Existing Single Family Dwellings. There are six (6) existing single family dwellings located on the Application Property which will be vacated prior to the issuance of the first building permit. The existing dwellings will be demolished when deemed necessary for construction of the proposed uses. The detailed landscape plan(s) submitted in conjunction with the site plan(s) for each proposed use shall identify the proposed limits of clearing and grading associated with the demolition of any existing dwellings located within the 100-foot buffer. The demolition of the existing dwellings within the 100 foot buffer shall be conducted in such a manner as to minimize impact on individual trees or groups of trees to be preserved within the 100-foot buffer. The landscape plan shall include prescribed treatments for existing trees in close proximity to the demolition and shall be performed prior to any demolition to ensure long-term tree preservation. Treatments shall include but not be limited to pre-construction root pruning, and crown pruning, crown clearing, vertical and horizontal mulching and protective fencing. A replanting plan shall be developed and implemented as approved by the Urban Forester for any areas of existing trees that must be disturbed as result of the demolition of the existing dwellings. The areas of the driveways shall be restored to encourage regeneration of plant material. Pavement and compacted gravel should be broken up by augering holes two (2) feet on center and covering with mulch.
18. Design Detail. The design details shown on Sheet 4 submitted with the GDP/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 the Urban Forestry Branch of DPWES.
19. 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.
20. Special Exception Amendment. Notwithstanding the GDP/GDPA/SEA is presented on one sheet, 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.

21. Severability. Any of the office buildings and/or assisted living facility and/or child care center may be subject to a future (SEA) without joinder and/or consent of the other sections, if such SEA does not affect any other sections. Previously approved proffered conditions applicable to the section(s) shall otherwise remain in full force and effect.
  
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 daily enrollment of children at any one time within the facility shall be 150 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 PAGE TO FOLLOW]

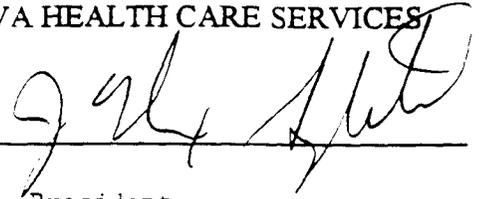
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APPLICANT/TITLE OWNER OF TAX  
MAP

45-2 ((2)) 38, 39A, 39B, 40A, 40B, 41,  
42, 44-50, 51B1

INOVA HEALTH CARE SERVICES

By: \_\_\_\_\_

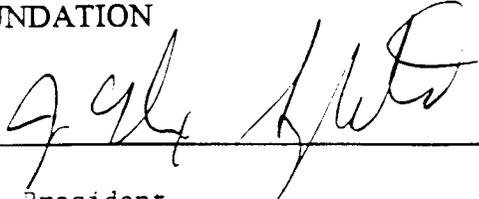


Its: President

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TITLE OWNER OF TAX MAP  
45-2 ((2)) 43  
INOVA HEALTH SYSTEM  
FOUNDATION

By:   
Its: President

[END SIGNATURES]