

PROFFERS

INOVA HEALTH CARE SERVICES/FAIR OAKS HOSPITAL

PCA 85-C-091-4

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 PCA 85-C-091-4, filed for property identified as Tax Map 45-2 ((1)) Parcel 25L and 41A (hereinafter referred to as the "Application Property") agrees to the following proffers and reaffirms the proffers dated January 25, 1991 in conjunction with PCA 85-C-091-2 and the proffers dated September 29, 1992 in conjunction with PCA 85-C-091-3, provided that the Board of Supervisors approves PCA 84-C-091-4 and the companion RZ 1998-SU-067 and SEA 84-C-076-5, and agrees that development will be subject to the proffers associated with RZ 1998-SU-067 and with the following terms and conditions:

1. Amend Proffer 1 to read as follows:

Pursuant to Paragraph 5 of Section 18-204 of the Zoning Ordinance, development of the Application Property shall be in substantial conformance with the Generalized Development Plan/Generalized Development Plan Amendment/Special Exception Amendment Plat prepared by Dewberry & Davis which consists of 5 sheets and dated October 5, 1998 and revised through May 18, 1999.

2. Amend Proffer 17e of proffers dated January 25, 1991 of PCA 85-C-091-2 to read as follows:

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 PCA application and companion RZ 1998-SU-067 and SEA 84-C-076-5, the Applicant shall submit a warrant study for review and approval by the Fairfax County Department of Transportation and VDOT for this proposed traffic signal. 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. In the event this traffic signal is not approved by VDOT prior to the issuance of the first non-residential use permit (non-RUP) for the first office building associated with this PCA application and companion RZ 1998-SU-067 and SEA 84-C-076-5, the letter of credit shall be returned to the Applicant.

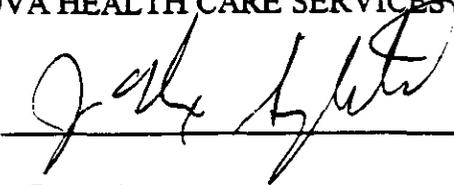
[SIGNATURES BEGIN ON NEXT PAGE]

Proffers
PCA 85-C-091-4

APPLICANT/TITLE OWNER OF TAX MAP
45-2 ((2)) 38, 39A, 39B, 40A, 40B, 41, 42, 44-50,
51B1

LESSEE OF TAX MAP
45-2 ((1)) 41A

INOVA HEALTH CARE SERVICES

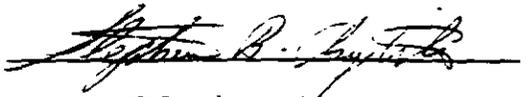
By: 
Its: President

[SIGNATURES CONTINUE NEXT PAGE]

Proffers
PCA 85-C-091-4

TITLE OWNER/LESSOR OF TAX MAP
45-2 ((1)) 41A

INDUSTRIAL DEVELOPMENT AUTHORITY

By: 
Its: 

[SIGNATURES CONTINUE NEXT PAGE]

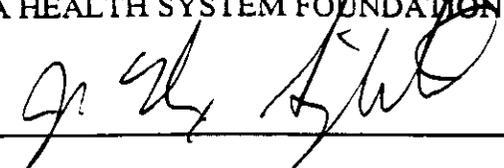
Proffers
PCA 85-C-091-4

TITLE OWNER/LESSOR OF TAX MAP
45-2 ((1)) 25L
TITLE OWNER OF TAX MAP 45-2 ((2)) 43

INOVA HEALTH SYSTEM FOUNDATION

By: _____

Its: _____


President

[SIGNATURES CONTINUE NEXT PAGE]

Proffers
PCA 85-C-091-4

LESSEE OF A PORTION OF TAX MAP
45-2 ((1)) 25L PT.

FAIR OAKS MEDICAL PLAZA, L.P.
By: Fairfax Medical Corporation, Gen. Ptr.

By: 
David M. Anderson

Its: Vice President

[SIGNATURES CONTINUE NEXT PAGE]

Proffers
PCA 85-C-091-4

SUB-LESSEE OF A PORTION OF TAX MAP
45-2 ((1)) 25L PT.

FAIR OAKS PROFESSIONAL BUILDING, L.P.
By: Fair Oaks Medical Building, Inc., Gen. Pt.

By: 
David M. Anderson

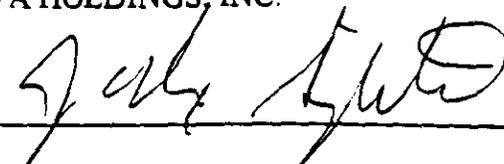
Its: Vice President

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Proffers
PCA 85-C-091-4

LESSEE/SUB-LESSOR OF A PORTION
OF TAX MAP 45-2 ((1)) 25L

INOVA HOLDINGS, INC.

By: 
Its: President

[END SIGNATURES]