



APPLICATION ACCEPTED: May 1, 2013
PLANNING COMMISSION: July 25, 2013
BOARD OF SUPERVISORS: July 30, 2013 @ 4:00 PM

County of Fairfax, Virginia

July 2, 2013

STAFF REPORT

APPLICATION

PCA 2000-SU-032-04

SULLY DISTRICT

APPLICANT: Inova Health Care Services (Fair Oaks Hospital)

ZONING: C-3, WS

PARCEL(S): 45-2 ((1)) 41B1, 41L, 41L3, 41L4, and 41L5, and 45-2 ((2)) 38, 39A, 39B, 46A1 and 51A

ACREAGE: 62.79 acres

FAR: 0.34

OPEN SPACE: 50%

PLAN MAP: Public Facilities, Governmental and Institutional Uses

PCA PROPOSAL: The applicant seeks approval of a PCA application to amend the approved proffers associated with a previously approved child care center (in RZ 2000-SU-032) with a maximum attendance of 150 children at one time. The applicant proposes to remove a proffered restriction that limits the enrollment of children in the facility to those of Inova Fair Oaks Hospital employees only. No change to the previously approved maximum attendance or hours of operation is proposed.

William O'Donnell

Department of Planning and Zoning
Zoning Evaluation Division
12055 Government Center Parkway, Suite 801
Fairfax, Virginia 22035-5509
Phone 703-324-1290 FAX 703-324-3924
www.fairfaxcounty.gov/dpz/



STAFF RECOMMENDATION:

Staff recommends approval of PCA 2000-SU-032-04 subject to the execution of proffers consistent with those found in Appendix 1.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. It should be further noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

The approval of this rezoning does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application. For information, contact the Zoning Evaluation Division, Department of Planning and Zoning, 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290.

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Americans with Disabilities Act (ADA): Reasonable accommodation is available upon 48 hours advance notice. For additional information on ADA call (703) 324-1334 or TTY 711 (Virginia Relay Center).

Proffered Condition Amendment

PCA 2000-SU-032-04

Applicant:

Accepted:

Proposed:

INOVA HEALTH CARE SERVICES

05/01/2013

AMEND RZ 2000-SU-032-03 TO PERMIT A MODIFICATION OF APPROVED PROFFERS

Area:

Zoning Dist Sect:

Located:

62.79 AC OF LAND; DISTRICT - SULLY

SOUTH OF OX TRAIL, EAST OF RUGBY ROAD, NORTH AND SOUTH OF ALDER WOODS DRIVE

Zoning:

Overlay Dist:

Map Ref Num:

C-3

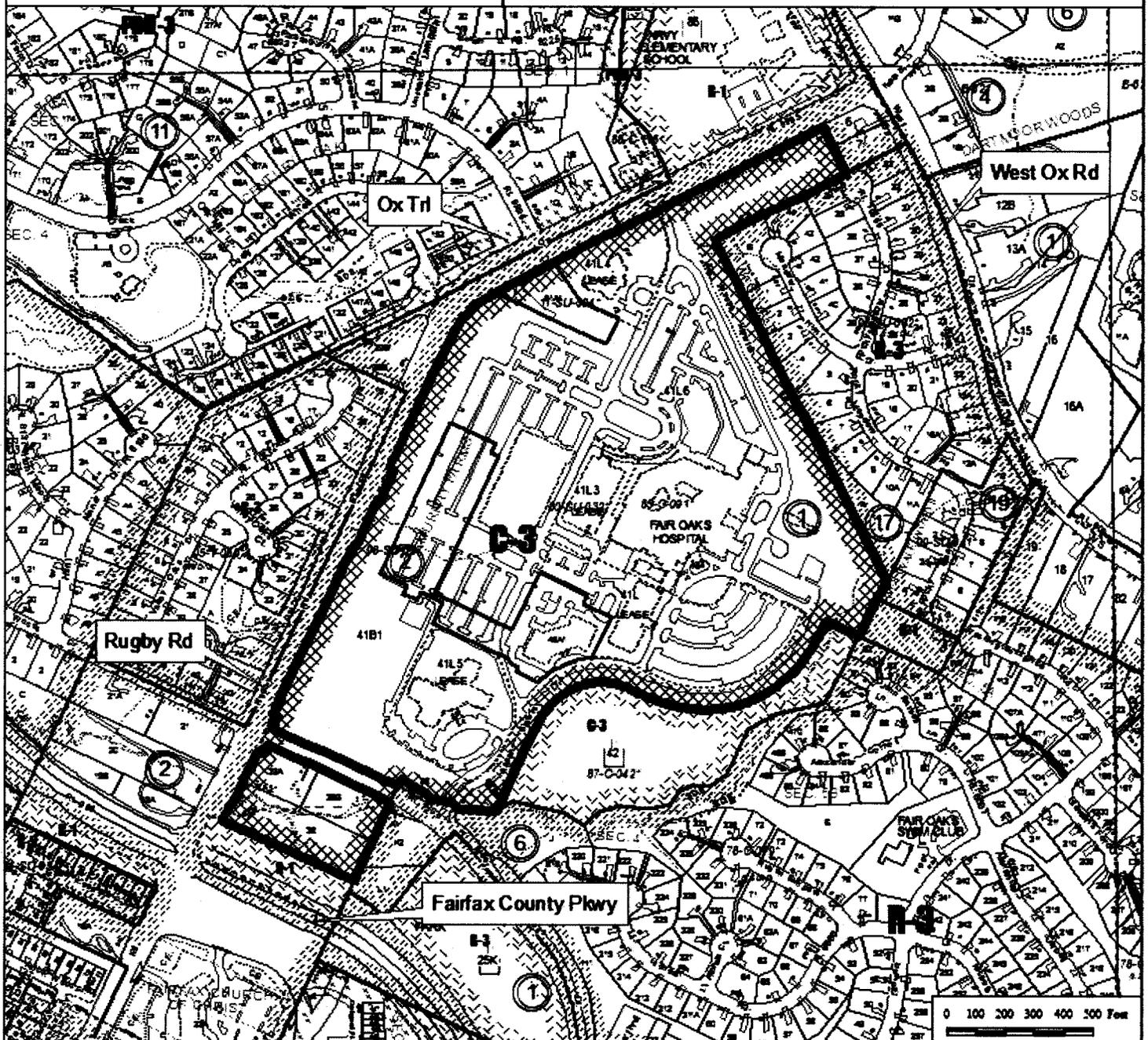
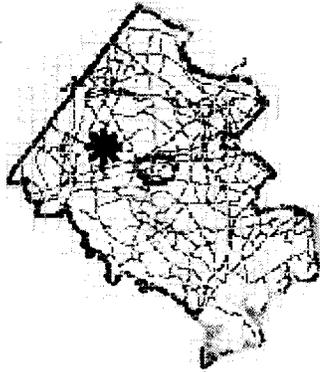
WS

045-2-/01/ /0041B1 /01/ /0041L

/01/ /0041L3 /01/ /0041L4 /01/

/0041L5 /02/ /0038 /02/ /0039A

/02/ /0039B /02/ /0046A1 /02/ /0051A1



**A GLOSSARY OF TERMS FREQUENTLY
USED IN STAFF REPORTS WILL BE
FOUND AT THE BACK OF THIS REPORT**

GENERAL CONTEXT

The applicant, Inova Health Care Services, seeks approval of a PCA application to amend the approved proffers associated with a previously approved child care center (in RZ 2000-SU-032) with a maximum attendance of 150 children at one time and a maximum enrollment of 200 children. The hours of operation included 6:00 am to 8:00 pm Monday through Friday. The applicant proposes to remove a proffered restriction that limited the enrollment of children in the facility to those of Inova Fair Oaks Hospital employees only. No change to the previously approved maximum attendance or hours of operation is proposed. In addition, no new Gross Floor Area (GFA) is proposed. The overall Floor Area Ratio for the Inova Fair Oaks Hospital Campus would remain 0.34 FAR.

The applicant’s draft proffers, affidavit and statement of justification are included in Appendices 1, 2, and 3, respectively.

LOCATION AND CHARACTER

Site Description:

The approximately 63 acre site is located on the east side of Rugby Road, between West Ox Road and the Fairfax County Parkway. The site is developed with the Inova Fair Oaks Hospital Campus, which includes the main hospital building; three medical office buildings; a Sunrise assisted living facility; and a child care center for hospital employees. Parking is provided by a five level parking garage located to the west of the hospital building and surface parking throughout the site. A wooded buffer is provided along the eastern perimeter of the hospital campus.

SURROUNDING AREA DESCRIPTION			
Direction	Use	Zoning	Plan
North	Single Family Detached (Century Oaks)	PDH-3	Residential @ 2-3 du/ac
	Child Care Center (west side of Rugby Road)	PDH-3	Residential @ 2-3 du/ac
	Navy Elementary School	R-1	Public Use

SURROUNDING AREA DESCRIPTION			
South	Fairfax County Parkway Place of Worship	R-1 R-1	Institutional Use
Southeast	Fair Woods Park Single Family Detached (Fair Oaks Estates)	R-3, C-3, R-3	Public Park Residential @ 2-3 du/ac
East	Single Family Detached	R-3, R-1	Residential @ 2-3 du/ac
West	Single Family Detached (Fair Oaks Glen)	R-3	Residential @ 2-3 du/ac

BACKGROUND

- On July 23, 1979, the Board of Supervisors approved rezoning application RZ 78-C-079, consisting of approximately 187 acres of land which were rezoned to the R-3 District. The current hospital site and Tax Map Parcel 45-2 ((1)) 25K were included in the application property for RZ 78-C-079.
- On December 4, 1984, the Board of Supervisors approved SE 84-C-076 to permit the development of a hospital on land zoned R-3. Subsequently, on November 18, 1985, the Board approved RZ 85-C-091, which rezoned 38.83 acres of the 46.33 acre hospital site to the C-3 District to permit the addition of a medical office building subject to proffers and a proffered GDP. The remaining 7.5 acres were not included in the rezoning, since they were previously committed to be offered to the Park Authority for public park purposes pursuant to SE 84-C-076. Density credit has been retained for this dedication for application within the Fair Oaks Hospital campus. The allocation of density from this and other dedications is also recognized in the adopted Plan text that is applicable to this property. Concurrently with RZ 85-C-091, the Board approved an amendment to the approved special exception, SEA 84-C-076-1, to reflect the addition of a medical office building (MOB 1).
- On September 29, 1986, the Board approved PCA 85-C-091 and SEA 84-C-076-2 to amend the Special Exception conditions and the proffers to change the phasing of required improvements to the West Ox Road/Ox Trail intersection so that the hospital could open prior to completion of these improvements.
- On January 28, 1991, the Board of Supervisors approved four concurrent applications: SEA 84-C-076-3, RZ 87-C-042, PCA 85-C-091-2 and PCA 78-C-079. Special Exception Amendment SEA 84-C-076-3 was approved to permit the addition of a second medical office building (MOB 2) and an expansion of the hospital building and associated parking. PCA 85-C-091-2 was approved to amend the previous proffers accepted pursuant to PCA 85-C-091-1 to reflect an increase of land area associated with concurrent application

RZ 87-C-042 rezoned 7.5 acres of land in the southern portion of the site to the C-3 District. Density credit for this additional 7.5 acres, to be dedicated to the Park Authority, was utilized to permit the addition of a second MOB and an expansion of the hospital. The proffers for PCA 85-C-091-2 and RZ 87-C-042 reserved density credit for all land area dedicated for public use, including the public park, in accordance with Sect. 2-308 of the Zoning Ordinance. PCA 78-C-079 was approved with the above applications to permit the proffered dedication of Parcel 25 to the Park Authority for public park purposes.

- On October 26, 1992, the Board approved SE 92-Y-024 to permit a child care center for up to 150 children of hospital employees on 1.43 acres (Tax Map 45-2 ((2)) 51B1) zoned R-1. This property was not part of the hospital campus or zoning approvals at that time. Concurrent with this special exception, the Board also approved PCA 85-C-091-3 and SEA 84-C-076-4 to permit the addition of a canopy over the front entrance of the hospital, the addition of covered walkways linking several buildings in the hospital campus, the addition of parking for the child care center on the adjacent hospital property and the deletion of land area from the previous proffered condition and special exception amendment applications to reflect the severing of 7.5 acres of land associated with the previous dedication to the Fairfax County Park Authority.
- On August 5, 1994, the Board approved an amendment to SE 92-Y-024 for the hospital employee child care center to revised the conditions so that enrollment could be open to children of employees and physicians of all facilities owned by INOVA Health Care Services, not just the employees and physicians of Fair Oaks Hospital. There were no other changes to the previously approved SE Plat or development conditions.
- On July 12, 1999, the Board approved RZ 1999-SU-067, PCA 85-C-091-4 and SEA 84-C-076-5 to rezone 25.61 acres to the C-3 District and to add that land to the Fair Oaks Hospital Campus. This approval included the construction of an assisted living facility with a maximum of 112 residents and two additional medical office buildings for the campus. These facilities have been constructed. The approval also permitted site modifications with regard to parking and stormwater management necessitated by the proposed assisted living facility, medical office buildings and the expanded land area. With the rezoning of the child care center site to the C-3 District, SE 92-Y-024 was superceded because the child care center is a permitted use in the C-3 District. The proffers for PCA 85-C-091-4 include the proffers from PCA 85-C-091-2 by reference.
- On December 11, 2000, the Board approved RZ 2000-SU-032 and SEA 84-C-076-6, which superseded all previous cases. The rezoning consolidated the two previously approved rezoning cases; the SEA allowed the replacement of two previously approved (but not constructed) medical office buildings (MOB 3 and 4) with an addition to the main hospital building and a

single MOB (new MOB 3). In addition, modifications to the parking areas, equipment buildings, and a re-alignment of Joseph Siewick Drive were approved. The addition to the main hospital building has been completed; MOB 3 has not been constructed.

- On December 9, 2002, the Board approved SEA 84-C-076-7 and PCA 2000-SU-032 to permit the expansion of the existing hospital with additional two stories on top of the main hospital expansion, and a modification to the previously approved MOB 3 to increase the GFA by 30,000 square feet. In addition, 950 parking spaces were approved in a garage (but not constructed) and another 100 surface spaces were also approved. A 6,520 square foot, one story oncology addition to the main hospital was also included in this application.
- On May 1, 2006, the Board approved SEA 84-C-076-08 and PCA 2000-SU-032-02 on 61.82 acres to amend the approved GDP/ SEA Plat to 1) increase the gross floor area of Medical Office Building 3 (MOB 3) by 5,000 square feet to 95,000 GFA, 2) construct a four story, 160,000 square foot hospital building addition to accommodate future expansion in the area on the northern side of the existing hospital, 3) construct a 22,000 square foot hospital building addition to accommodate kitchen and dining area expansion and 4) incorporate other associated site modifications.
- On July 26, 2011, the Board approved RZ 2011-SU-004, PCA 2000-SU-032-03 and SEA 84-C-076-09 to rezone 1.09 acres (Parcel 45-2((2)) 51A) from the R-1 District to the C-3 District to allow the land to develop consistently with the remainder of the hospital site. PCA 2000-SU-032-03 and SEA 84-C-076-09 permitted site modifications that increased the FAR of the hospital campus from 0.30 to 0.34 (which increased of gross floor area from 709,166 to 1,083,777 square feet). These applications currently govern the site. A copy of the proffers is contained in Appendix 4. Complete documents for this site, including previously approved proffers, development conditions, and requests for interpretations are on file with the Zoning Evaluation Division, Department of Planning and Zoning.

COMPREHENSIVE PLAN PROVISIONS (See Appendix 5)

Plan Area:	III
Planning District:	Upper Potomac Planning District
Planning Sector:	UP8-Lee-Jackson Community Planning Sector
Plan Text:	Pages 200 through 202

ANALYSIS

Since there are no land disturbing activities or additional buildings proposed on the subject property, a waiver of the submission requirements for a Generalized Development Plan was granted.

Site Layout:

Existing Campus

The subject property is currently developed with 373,773 square feet of hospital uses; 254,985 square feet of medical offices; 68,454 square feet of assisted living; and a 9,380 square foot day care center, at an overall FAR of 0.30.

Graphic 1: Locator map



As previously mentioned in the background section, PCA 200-SU-032-04 approved several modifications (including third entrance point from Rugby Road)

and increased the FAR of the campus to 0.34. No changes were proposed to the 9,380 square foot child care center.

Graphic 2: Existing Child Care Center Building



Vehicular Access: Two access points are provided to the site; one from Alder Woods Drive and one from Ox Trail. Ox Trail is accessed from West Ox Road, a major arterial, and Alder Woods Drive can be accessed from the Fairfax County Parkway and Rugby Road. With the previous approvals, Joseph Siewick Drive was relocated to form a spine road through the center of the site, providing access to each of the facilities on the campus. An additional access point was approved from Rugby Road located to the south of the existing parking garage. Two vehicular entrances are provided to the existing child care center from the Ox-Trail hospital driveway and a vehicular drop-off area is located to the east of the child care center building.

Parking: No changes are proposed to the previously approved GDP/SEA Plat. The applicant will continue to provide parking that exceeds the Zoning Ordinance requirement. As shown in Graphic 2, additional surface parking is provided adjacent to the existing child care center.

Land Use and Environmental Analysis

No issues were identified.

Transportation Analysis (Appendix 6)

The Fairfax County Department of Transportation (FCDOT) and Virginia Department of Transportation (VDOT) reviewed the application and indicated that no significant transportation issues are associated with the application. Staff encouraged the applicant to provide priority for enrollment to children of Inova Fair Oaks Hospital Employees. The applicant agreed and revised the proffers accordingly.

Public Facilities Analysis

- 1) Fairfax County Park Authority,
- 2) Fairfax County Water Authority
- 3) Fairfax County Sanitary Sewer Analysis
- 4) Fairfax County Fire and Rescue Analysis
- 5) Stormwater Analyses (Department of Public Works and Environmental Services)

Due to the nature of this application, review by the agencies listed above raised no issues.

ZONING ORDINANCE PROVISIONS

The proposal to amend the approved proffers associated with a previously approved child care center (in RZ 2000-SU-032) and remove a proffered restriction that limited the enrollment of children in the facility to be those from Inova Fair Oaks Hospital employees only does not adversely impact the previously approved GDP/SEA Plat and continues to meet the use limitations, lot size requirements, bulk regulations, and open space standards for design in the C-3 District.

CONCLUSIONS AND RECOMMENDATIONS**Staff Conclusions**

Staff finds that the proposal does not adversely impact the previously approved development plan and is in conformance with the Comprehensive Plan, and with all applicable Zoning Ordinance provisions as proffered and conditioned.

Staff Recommendations

Staff recommends approval of PCA 2000-SU-032-04 subject to the execution of proffers consistent with those found in Appendix 1.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

The approval of this rezoning does not interfere with, abrogate or annul any easement, covenants, or other agreements between parties, as they may apply to the property subject to this application.

It should be further noted that the content of this report reflects the analysis and recommendations of staff; it does not reflect the position of the Board of Supervisors.

APPENDICES

1. Draft Proffers PCA 2000-SU-032-04
2. Affidavit for PCA 2000-SU-032-04
3. Statement of Justification
4. Previously Approved Proffers for PCA 2000-SU-032-03
5. Comprehensive Plan Citations
6. Transportation Analysis
7. Glossary of Terms

INOVA FAIR OAKS HOSPITAL

PROFFERS

PCA 2000-SU-032-04

May 31, 2013

Pursuant to Section 15.2-2303(A), Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), INOVA HEALTH CARE SERVICES ("Inova"), for themselves, the property owners and their successors and/or assigns (hereinafter collectively referred to as the "Applicant"), hereby proffers that the development of the parcels identified as 2013 Fairfax County tax map parcels 45-2 ((1)) 41B1, 41L, 41L3, 41L4 and 41L5; and 45-2 ((2)) 38, 39A, 39B, 46A1 and 51A1 (the "Application Property") shall be in substantial conformance with the following conditions:

Amendment to Proffer 21; Reaffirmation of Remaining Proffers:

The Applicant hereby reaffirms the "Inova Fair Oaks Hospital Proffers" for PCA 2000-SU-032-03 dated June 6, 2011 in their entirety, except that Proffer 21 as set forth therein is hereby amended as follows

21. Child Care Center.

- a. Preference on the waiting list for the child care center shall be given to children of parents who work on the Application Property. ~~The child care center shall be used exclusively by the children of employees of Inova Health Care Services and physicians and staff practicing on the Inova Fair Oaks Campus.~~
- 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.

[SIGNATURE PAGES TO FOLLOW]

APPLICANT/TITLE OWNER OF TAX MAP
45-2 ((1)) 41B1, 41L, 41L3, 41L4, 41L5 and 45-2
((2)) 38, 39A, 39B, 46A1, 51A1

INOVA HEALTH CARE SERVICES

By: Inova Health System Foundation,
its Sole Member

By: 

Name: Richard C. Magenheimer

Title: Chief Financial Officer

[SIGNATURES CONTINUE NEXT PAGE]

LESSEE OF TAX MAP 45-2 ((2)) 46A1 pt.

SP FAIRFAX 3700 REIT I, LLC

By: Seavest Healthcare Properties LLC,
its non-member manager

By: Seavest Inc., its non-member manager

By:  _____

Name: Richard Segal

Title: Chairman

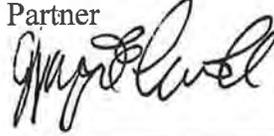
[SIGNATURES CONTINUE ON NEXT PAGE]

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

FAIR OAKS PROFESSIONAL BUILDING, L.P.

By: Fair Oaks Medical Building, Inc., its General

Partner



By: _____

Name: Wayne E. Carroll

Title: President

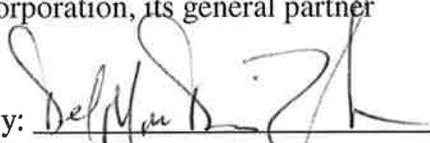
[SIGNATURES CONTINUE ON NEXT PAGE]

LESSEE OF TAX MAP 45-2 ((1)) 41L3

DUKE REALTY FAIRFAX MOB, LLC, a
Delaware limited liability company

By: Duke Realty Limited Partnership, an Indiana
limited partnership, its sole member

By: Duke Realty Corporation, an Indiana
corporation, its general partner

By: 
Name: Delmar D. Taylor
Title: EVP, Healthcare

[SIGNATURES END]

REZONING AFFIDAVIT

DATE: June 12, 2013
 (enter date affidavit is notarized)

I, G. Evan Pritchard, attorney/agent, do hereby state that I am an
 (enter name of applicant or authorized agent)

(check one) applicant
 applicant's authorized agent listed in Par. 1(a) below 121159 a

in Application No.(s): PCA 2000-SU-032-04
 (enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,* and, if any of the foregoing is a **TRUSTEE**,** each **BENEFICIARY** of such trust, and all **ATTORNEYS** and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

(NOTE: All relationships to the application listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
Inova Health Care Services	8110 Gatehouse Road, Suite 200 East Tower	Applicant/Title Owner of Tax Map 45-2 ((1)) 41B1, 41L, 41L3, 41L4, 41L5 and 45-2 ((2)) 38, 39A, 39B, 46A1, 51A1
Agents: J. Knox Singleton Richard C. Magenheimer Mark Stauder John F. Gaul Jennifer W. Siciliano	Falls Church, Virginia 22042	

(check if applicable) There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Rezoning Attachment to Par. 1(a)

DATE: June 12, 2013
 (enter date affidavit is notarized)

121159a

for Application No. (s): PCA 2000-SU-032-04
 (enter County-assigned application number (s))

(NOTE): All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
SP Fairfax 3700 REIT I, LLC Agents: Douglas F. Ray Richard D. Segal Malika N. Basheer Jonathan L. Winer	707 Westchester Avenue White Plains, NY 10604	Lessee of Tax Map 45-2 ((2)) 46A1 pt.
Fair Oaks Professional Building, L.P. Agents: Wayne E. Carroll David M. Anderson	c/o Mediplex Property Management, Inc. 3650 Joseph Siewick Drive, Suite 301 Fairfax, VA 22033-1710	Lessee of Tax Map 45-2 ((1)) 41L
Duke Realty Fairfax MOB, LLC Agent: Delmar D. Taylor	600 E 96th Street Indianapolis, IN 46240	Lessee of Tax Map 45-2 ((1)) 41L3
Walsh, Colucci, Lubeley, Emrich & Walsh, P.C. Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson M. Catharine Puskar Sara V. Mariska G. Evan Pritchard Jonathan D. Puvak Elizabeth D. Baker Inda E. Stagg Elizabeth A. Nicholson	2200 Clarendon Boulevard 13th Floor Arlington, VA 22201	Attorneys/Planners/Agent

(check if applicable) There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

REZONING AFFIDAVIT

DATE: June 12, 2013
(enter date affidavit is notarized)

121159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number(s))

1(b). The following constitutes a listing*** of the SHAREHOLDERS of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

(NOTE: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS herein.)

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Inova Health Care Services
8110 Gatehouse Road, Suite 200, East Tower
Falls Church, Virginia 22042

DESCRIPTION OF CORPORATION: (check one statement)

- [] There are 10 or less shareholders, and all of the shareholders are listed below.
[] There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
[] There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF SHAREHOLDERS: (enter first name, middle initial, and last name)

Inova Health Care Services, formerly Inova Health System Hospitals, formerly Inova Hospitals, formerly Fairfax Hospital System, Inc., formerly Fairfax Hospital Systems, Inc., formerly Fairfax Hospital Association, is a non-stock, non-profit corporation, the sole member of which is Inova Health System Foundation. Inova Health System Foundation appoints the Board of Trustees of Inova Health Care Services

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. President, Vice President, Secretary, Treasurer, etc.)

Officers: J. Knox Singleton, President; Charles H. Smith, III, Chairman; Jack C. Ebeler, Vice Chair; Richard C. Magenheimer, Treasurer; Charles E. Beard, Secretary; John F. Gaul, Asst Secretary
Board of Trustees: Mary Agee, Robert Ahmed, Charles E. Beard, Arshed Choudhry, Hugo Davalos, Jack C. Ebeler, Michael R. Frey, Sarita Gopal, Betty Hudson, Gerald W. Hyland, Hooks Johnston, Mark Moore, Dean Morehouse, Carolyn Moss, Philip O. Nolan, Patrick Rhodes, Mary E. Schmidt, J. Knox Singleton, Charles H. Smith, III, Mark Stavish, George Tawil, Robert Tsien

(check if applicable) [x] There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Rezoning Attachment to Par. 1(b)

DATE: June 12, 2013
(enter date affidavit is notarized)

121159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Inova Health System Foundation
8110 Gatehouse Road
Falls Church, VA 22042

DESCRIPTION OF CORPORATION: (check one statement)
 There are 10 or less shareholders, and all of the shareholders are listed below.
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
Inova Health System Foundation, formerly Inova Health Systems Foundation, which was formerly Inova Health Systems, Inc., which was formerly Fairfax Hospital Association Foundation, which was formerly The Fairfax Hospital Association Foundation, is a non-stock, non-profit corporation.

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
Officers: J. Knox Singleton, CEO; Mark S. Stauder, President; Stephen M. Cumbie, Past Chairman; Nicholas Carosi, III, Chairman; Lydia Thomas, Treasurer; Richard C. Magenheimer, Asst. Treasurer & CFO; Tony Nader, Secretary, John F. Gaul, Asst. Secretary & General Counsel; Chair Emeritus: John Toups

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Inova Health System Foundation [trustees, continued]
8110 Gatehouse Road
Falls Church, VA 22042

DESCRIPTION OF CORPORATION: (check one statement)
 There are 10 or less shareholders, and all of the shareholders are listed below.
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
Trustees: Robert Ahmed, Nicholas Carosi, III, Margaret Colon, Stephen M. Cumbie, Jack C. Ebeler, Penelope A. Gross, Katherine K. Hanley, Paul Harbolick, Jr., Sheila Johnson, D. Mark Lowers; Alan G. Merten; Tony Nader; J. Knox Singleton; Charles H. Smith, III; Mark E. Stavish; Todd A. Stottlemeyer, Maura Sughrue; Lydia Thomas; Joe Travez, Winston Ueno

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: June 12, 2013
(enter date affidavit is notarized)

12159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Inova Holdings, Inc.
8110 Gatehouse Road, Suite 200, East Tower
Falls Church, Virginia 22042-1210

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
Inova Health System Foundation

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Officers: J. Knox Singleton, President; Richard C. Magenheimer, Treasurer; John F. Gaul, Secretary
Directors; Stephen M. Cumbie, Richard C. Magenheimer, J. Knox Singleton

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Duke Realty Fairfax MOB, LLC
600 E 96th Street
Indianapolis, IN 46240

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
Duke Realty Limited Partnership, Sole Member

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: June 12, 2013
(enter date affidavit is notarized)

12159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Mediplex Property Management, Inc.
3650 Joseph Siewick Drive, Suite 301
Fairfax, VA 22033-1710

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Wayne E. Carroll
David M. Anderson
Mary M. Carroll

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Wayne E. Carroll, President; David M. Anderson, VP; Mary M. Carroll, Secretary/Treasurer

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Fair Oaks Medical Building, Inc. c/o Mediplex Property Management, Inc.
3650 Joseph Siewick Drive, Suite 301
Fairfax, VA 22033-1710

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Mediplex Property Management, Inc.
Wayne E. Carroll
David M. Anderson

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Wayne E. Carroll, President
David M. Anderson, Vice President

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: June 12, 2013
(enter date affidavit is notarized)

12159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Seavest Inc.
707 Westchester Avenue, Suite 401
White Plains, NY 10604

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Richard D. Segal, Douglas F. Ray

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Richard D. Segal, Co-CEO; Douglas F. Ray, Co-CEO, President; Michael E. Walden, COO/Secretary

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

SP Fairfax 3700 REIT I, LLC
707 Westchester Avenue
White Plains, NY 10604

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

SP Fairfax 3700 REIT I, LLC is a privately held REIT with more than 100 unitholders and the only unitholders than own more than 10% are Public Sector Pension Investment Board and Seavest Properties III, LLC.
Seavest Healthcare Properties LLC, Non-Member Manager

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: June 12, 2013
(enter date affidavit is notarized)

121159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Seavest Healthcare Properties LLC
707 Westchester Avenue
White Plains, NY 10604

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Seavest Investment Group, LLC, Sole Member
Seavest Inc., Non-Member Manager

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Seavest Investment Group, LLC
707 Westchester Avenue
White Plains, NY 10604

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Members: Richard D. Segal, Douglas F. Ray, Jonathan L. Winer

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: June 12, 2013
(enter date affidavit is notarized)

12159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Duke Realty Corporation
600 E 96th Street
Indianapolis, IN 46240

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Duke Realty Corporation is a publicly held real estate investment trust and is traded on the New York Stock Exchange under the symbol DRE. No shareholder holds a 10% or more beneficial interest in Duke Realty Corporation.

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

Delmar D. Taylor, Executive Vice President, Healthcare

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Duke Acquisition, Inc.
600 E 96th Street
Indianapolis, IN 46240

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Duke Realty Corporation

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: June 12, 2013
(enter date affidavit is notarized)

12159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.
2200 Clarendon Boulevard, 13th Floor
Arlington, Virginia 22201

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

David J. Bomgardner, E. Andrew Burcher, Thomas J. Colucci, Michael J. Coughlin, Peter M. Dolan, Jr., Jay du Von, William A. Fogarty, John H. Foote, H. Mark Goetzman, Bryan H. Guidash, Michael D. Lubeley, J. Randall Minchew, M. Catharine Puskar, John E. Rinaldi, Kathleen H. Smith, Lynne J. Strobel, Garth M. Wainman, Nan E. Walsh, Martin D. Walsh

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Public Sector Pension Investment Board
440 Laurier Avenue West, Suite 200
Ottawa, Ontario

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

The Public Sector Pension Investment Board is a publicly traded Canadian pension fund with thousands of members.

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: June 12, 2013
(enter date affidavit is notarized)

17159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Seavest Properties III, LLC
707 Westchester Avenue
White Plains, NY 10604

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
SP III Family GP Partner, Member
Berkley Insurance Company, Member

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Berkley Insurance Company
475 Steamboat Road
Greenwich, CT 06830

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
Publicly traded.

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

REZONING AFFIDAVIT

DATE: June 12, 2013
(enter date affidavit is notarized)

121159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number(s))

1(c). The following constitutes a listing*** of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)

Duke Realty Limited Partnership
600 E 96th Street
Indianapolis, IN 46240

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. **General Partner, Limited Partner, or General and Limited Partner**)

General Partner:
Duke Realty Corporation

Limited Partner:
Duke Acquisition, Inc.

(check if applicable) There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Rezoning Attachment to Par. 1(c)

DATE: June 12, 2013
(enter date affidavit is notarized)

121159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

Fair Oaks Professional Building, L.P. c/o Mediplex Property Management, Inc.
3650 Joseph Siewick Drive, Ste 301
Fairfax, VA 22033-1710

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

General Partner:
Fair Oaks Medical Building, Inc.

Limited Partners:
Fourth Generation Partners
Inova Holdings, Inc.
Mediplex Property Management, Inc.

(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

DATE: June 12, 2013
(enter date affidavit is notarized)

121159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

Fourth Generation Partners c/o Seavest Partners
707 Westchester, 4th Floor
White Plains, NY 10604

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

- The 1981 Myla Kori Bardige Trust for the benefit of Myla Kori Bardige
- The 1981 Brenan Lyle Bardige Trust for the benefit of Brenan Lyle Bardige
- The 1987 Arran Brett Bardige Trust for the benefit of Arran Brett Bardige
- The 1981 Kenneth Michael Masi Trust for the benefit of Kenneth Michael Masi
- The 1982 Rachel Anne Masi Trust for the benefit of Rachel Anne Masi
- The 1981 Jennifer Christine Masi Trust for the benefit of Jennifer Christine Masi
- The 1991 Kathryn Alice Masi Trust for the benefit of Kathryn Alice Masi
- The 1982 Nicholas Adrian Segal Trust for the benefit of Nicholas Adrian Segal
- The 1984 Gregory Lyons Segal Trust for the benefit of Gregory Lyons Segal
- The 1986 Thomas Benjamin Segal Trust for the benefit of Thomas Benjamin Segal
- The 1989 Carolyn Mayer Segal Trust for the benefit of Carolyn Mayer Segal
- The 1985 Peter Andrew Lieberman Trust for the benefit of Peter Andrew Lieberman
- The 1987 Daniel Ryan Lieberman Trust for the benefit of Daniel Ryan Lieberman
- Betty S. Bardige
- Patricia S. Lieberman
- Wendy S. Masi
- Debra J. Segal Trust for the benefit of
- Debra J. Segal
- Raymona A. Lamontagne

(check if applicable) There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

DATE: June 12, 2013
(enter date affidavit is notarized)

12159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

SP III Family GP Partner
707 Westchester, 4th Floor
White Plains, NY 10604

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

Managing Partner:
Seavest, Inc.

Limited Partners:
Fourth Generation Partners
Richard D. Segal
Betty S. Bardige
Patricia S. Lieberman
Wendy S. Masi
Debra J. Segal Trust f/b/o Debra J. Segal
Vest Pocket (owns less than 10% of SP
Fairfax 3700 REIT I, LLC)

(check if applicable) There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

REZONING AFFIDAVIT

DATE: June 12, 2013
(enter date affidavit is notarized)

121159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on the line below.)

None

(check if applicable) There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

REZONING AFFIDAVIT

DATE: June 12, 2013
(enter date affidavit is notarized)

121159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number(s))

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line below.)

Supervisors Michael R. Frey and Gerald W. Hyland are both trustees on the Inova Health Care Services Board.

Supervisor Penelope A. Gross is a trustee on the Inova Health System Foundation's Board.

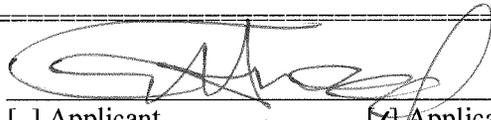
(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)



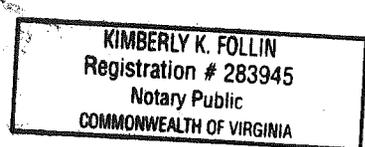
Applicant Applicant's Authorized Agent

G. Evan Pritchard, attorney/agent
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 12 day of June, 2013, in the State/Comm. of Virginia, County/City of Arlington.


Notary Public

My commission expires: 11/30/2015



Rezoning Attachment to Par. 3

DATE: June 12, 2013
(enter date affidavit is notarized)

121159a

for Application No. (s): PCA 2000-SU-032-04
(enter County-assigned application number (s))

Stephen M. Cumbie, Past Chairman and Trustee on the Inova Health System Foundation Board and Director on the Inova Holdings, Inc. Board, donated in excess of \$100 to Supervisor Michael R. Frey.

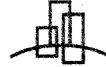
Gerald W. Hyland, a member of the Fairfax County Board of Supervisors and a Trustee on the Inova Health Care Services Board, donated in excess of \$100 to Chairman Sharon Bulova through Hyland for Supervisor.

Todd A. Stottlemyer, a Trustee on the Inova Health System Foundation Board, donated in excess of \$100 to Supervisor Patrick Herrity.

Supervisors Penelope A. Gross, John W. Foust and Catherine M. Hudgins and their spouses, attended the Inova Health System Foundation's 2012 Annual Gala with complimentary tickets having a face value in excess of \$100 each.

(check if applicable)

There are more disclosures to be listed for Par. 3, and Par. 3 is continued further on a "Rezoning Attachment to Par. 3" form.



WALSH COLUCCI
LUBELEY EMRICH
& WALSH PC

RECEIVED
Department of Planning & Zoning

MAR 28 2013

Zoning Evaluation Division

Timothy S. Sampson
703-618-4135
tsampson@arl.thelandlawyers.com

March 27, 2013

Ms. Angela Rodeheaver
Fairfax County Department of Transportation
4050 Legato Road, 4th Floor
Fairfax, Virginia 22030

Re: **Proffered Condition Amendment Application for Inova Fair Oaks Hospital**
Application Property: Tax Map 45-2 ((1)) 41B1, 41L, 41L3, 41L4, 41L5; 45-2 ((2)) 38, 39A, 39B, 46A1 and 51A1
Applicant: Inova Health Care Services
VDOT Chapter 870 (formally 527) Regulations – Determination of Compliance

Dear Ms. Rodeheaver:

Inova Health Care Services has filed the above-referenced proffered condition amendment ("PCA") for the Application Property.

The Application Property is zoned to the C-3 District and is subject to proffers dated June 6, 2011 adopted pursuant to PCA 2000-SU-032-03 approved on July 26, 2011. The Application Property is also subject to special exception approval for medical care facility use, among other uses, pursuant to SEA 84-C-076-09 also approved on July 26, 2011.

As you may be aware, the Inova Fair Oaks Hospital Campus includes a stand-alone Child Care Center. Enrollment in the Child Care Center is limited, by proffer, to children of employees of Inova Health Care Services and physicians and staff practicing on the Inova Fair Oaks Campus. This limitation negatively impacts the operation of the Child Care Center and has precluded the Child Care Center from reaching its maximum allowable daily attendance of 150 children at any one time.

In order to improve the viability of the Child Care Center and to continue its existence, the Applicant requests the elimination of the proffered restriction on the pool of allowable users of the Child Care Center. Specifically, the Applicant proposes the following change to the text of Proffer 21.

" 21. Child Care Center.

a. ~~The child care center shall be used exclusively by the children of employees of Inova Health Care Services and physicians and staff practicing on the Inova Fair Oaks Campus.~~ Enrollment in the Child Care Center shall not be limited to hospital employees.

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."*

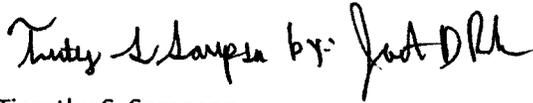
Notably, this PCA does not propose to change the approved maximum attendance or hours of operation of the Child Care Center. Further, this Application proposes no new construction or any other change to the physical condition of the Application Property as it exists or is approved today.

This PCA does not seek a change in use, nor will the change requested by this PCA generate additional vehicle trips. In short, this PCA does not propose an expansion of the approved use; rather, the proposed change simply allows the Applicant to utilize the approved use to the extent for which it is already approved. Accordingly, I request your determination that a Chapter 870 traffic impact analysis will not be required in conjunction with the PCA.

As always, thank you for your attention to this matter. Please do not hesitate to contact me if you have any questions or if I can provide you with any additional information.

Very truly yours,

WALSH, COLUCCI, LUBELEY, EMRICH & WALSH, P.C.

Handwritten signature of Timothy S. Sampson, written in cursive.

Timothy S. Sampson

Enclosures

INOVA FAIR OAKS HOSPITAL

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June 6, 2011

Pursuant to Section 15.2-2303(A), Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), INOVA HEALTH CARE SERVICES ("Inova"), for themselves, the property owners and their successors and/or assigns (hereinafter collectively referred to as the "Applicant"), hereby proffers that the development of the parcels identified as 2011 Fairfax County tax map parcels 45-2 ((1)) 41B1, 41L, 41L3, 41L4 and 41L5; and 45-2 ((2)) 38, 39A, 39B, 46A1 and 51A1 (the "Application Property") shall be in substantial conformance with the following conditions if, and only if, PCA 2000-SU-032-03 and the companion applications RZ 2011-SU-004 and SEA 84-C-076-09 are approved by the Board of Supervisors. In the event PCA 2000-SU-032-03, RZ 2011-SU-004 and SEA 84-C-076-09 are so approved, then all previous proffers for the Application Property are hereby deemed null and void and hereafter shall have no effect on the Application Property.

1. Consolidation of Parcel 51A1. It is noted that the parcel identified as 2011 Fairfax County tax map parcel 45-2 ((2)) 51A1 ("Parcel 51A1") is the subject of RZ 2011-SU-004 and its associated proffer which references the incorporation of Parcel 51A1 into PCA 2000-SU-032-03 and these proffers. The purpose of this is to consolidate Parcel 51A1 into the Inova Fair Oaks Hospital Campus and incorporate it into the campus-wide proffers and development plan.
2. 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/SEA Plat") prepared by Dewberry & Davis LLC, dated January 31, 2011 and revised through May 13, 2011 consisting of sheets 1 – 13.
3. Minor Modifications. Pursuant to Paragraph 5 of Section 18-204 of the Zoning Ordinance, minor modifications to the GDP/SEA Plat and these proffers may be permitted as determined by the Zoning Administrator.
4. Proposed Development. Development of the Application Property shall include a maximum of 1,083,777 square feet of gross floor area ("GFA"). This does not include cellar area(s) as defined by the Zoning Ordinance. The Applicant reserves the right to construct less than the maximum amount of GFA for the buildings as shown on the GDP/SEA Plat and to reallocate GFA among the buildings depicted on the GDP/SEA Plat without requiring a proffered condition amendment ("PCA") so long as (1) the total maximum GFA is not exceeded; (2) the maximum building heights as set forth in Proffer 17.b. are not exceeded; and (3) any changes to the footprint and/or configuration of individual buildings and/or garages are deemed to be allowable minor

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modifications as determined by the Zoning Administrator. The Applicant reserves the right to construct the development shown on the GDP/SEA Plat in phases.

5. Uses. The Application Property may include the following uses:
 - a. Medical Care Facility and related ancillary uses including but not limited to hospital administrative offices and support services, a helistop, an assisted living facility, a child care center, a health club(s), a cafeteria(s)/eating establishment(s), a delicatessen(s)/quick service food store(s), a pharmacy(s), and a gift shop(s), etc.
 - b. Medical Office Buildings provided that the total square footage of the four Medical Office Buildings shown on the GDP/SEA Plat shall not exceed 370,000 square feet of GFA. This does not include cellar area as defined in the Zoning Ordinance.
 - c. Mobile and land based telecommunication facilities, subject to the provisions of Section 2-514 of the Zoning Ordinance, and provided that monopoles may not be installed on the Application Property.
 - d. Telecommunication facilities provided that monopoles may not be installed on the Application Property.
 - e. Accessory uses and accessory service uses.
6. Parking. Parking shall be provided in the combination of a garage structure and surface lots as shown on the GDP/SEA Plat and shall be provided in accordance with the parking requirements of Article 11 of the Fairfax County Zoning Ordinance, as determined by the Department of Public Works and Environmental Services ("DPWES"), for the uses on the Application Property. The Applicant reserves the right to construct the new surface parking areas and parking garage expansions shown on the GDP/SEA Plat in phases. Handicap accessible parking spaces will be located in convenient and accessible locations proximate to building entrances as required by the Public Facilities Manual.
7. Road Improvements.
 - a. New Entrance. Subject to final design approval by DPWES and the Virginia Department of Transportation ("VDOT"), the Applicant shall construct the new vehicular entrance to the Application Property from Rugby Road in a location as generally shown on the GDP/SEA Plat (the "New Entrance"). If not sooner, the New Entrance shall be substantially completed prior to issuance of the first Non-RUP, exclusive of core and shell, for the "Proposed Oncology Center/MOB 4" as shown on the GDP/SEA Plat; provided, however, that if the New Entrance is under construction and the Applicant is

diligently pursuing substantial completion of the New Entrance at the time the Applicant would otherwise be issued such Non-RUP, then the requirement for substantial completion of the New Entrance shall be extended to allow the Applicant to occupy up to the first 50,000 square feet of floor area (including floor area in the cellar) of the "Proposed Oncology Center/MOB 4" as shown on the GDP/SEA Plat. In no event shall the Applicant be permitted to occupy more than 50,000 square feet of floor area within the new "Proposed Oncology Center/MOB 4" (including floor area in the cellar) until the New Entrance is substantially complete. For purposes of this Proffer, "substantially completed" shall mean open and available for use by the public.

- b. Traffic Signal. At the time of site plan submission for the New Entrance (see Proffer 7.a. above), the Applicant shall complete and submit a warrant study to VDOT for a new traffic signal at the intersection of the New Entrance and Rugby Road. The warrant study shall assume full build out of the development shown on the GDP/SEA Plat. If the signal is warranted, the Applicant shall design, equip and install (at such time as may be warranted) a new traffic signal with pedestrian accommodations at that location subject to approval by VDOT of the final design of the signal.
- c. Existing Traffic Signals Timing Modifications. The Applicant shall request VDOT to determine if a corridor evaluation of signal timings is needed. This request shall be submitted in writing with a copy submitted to the Fairfax County Department of Transportation ("FCDOT"). This request shall be submitted between 180 and 365 days after the New Entrance (see Proffer 7.a.) is substantially completed and the traffic signal referenced in Proffer 7.b above is installed. If VDOT determines that a corridor evaluation is necessary, the Applicant shall conduct a corridor evaluation of existing signal timings along Rugby Road and Ox Trail, from the intersection of Ox Trail and West Ox Road to the intersection of Rugby Road and Route 50, to determine appropriate signal timing modifications along such corridor. Such signal timing plans shall be subject to review and approval by VDOT and shall provide for sufficient pedestrian crossing times in accordance with established standards as determined by VDOT. The Applicant shall coordinate with VDOT to implement such signal timing modifications as may be approved by VDOT based on the findings of the evaluation. If required, this proffer shall be completed prior to final bond release for the hospital bed tower expansion shown on the GDP/SEA Plat as "Previously Approved/Proposed Hospital Expansion North".
- d. Alder Woods Drive Traffic Signal Retrofit. At the time of site plan submission for the "Proposed Oncology Center/MOB 4" as shown on the GDP/SEA Plat, the Applicant shall seek approval from VDOT to retrofit the existing, north-facing signal heads at the Alder Woods Drive and Rugby Road intersection with baffles, or make other adjustments as approved by VDOT, to better enable drivers on the southbound approach to that

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intersection to distinguish those traffic signal heads from those located further south at the intersection of Rugby Road and the Fairfax County Parkway. If approved by VDOT, the Applicant shall install such baffles, or make such other adjustments as approved by VDOT, prior to bond release for the "Proposed Oncology Center/MOB 4" as shown on the GDP/SEA Plat. In no event shall this Proffer 7.d. be construed to require the Applicant to replace the existing signal heads or equipment; the extent of this commitment is to retrofit or readjust the existing signal heads.

- e. Off-Site Right-of-Way/Easements. In the event the Applicant is unable to obtain the necessary right-of-way or easements required to construct the improvements described in these Proffers, the Applicant shall proceed as follows:
- i. The Applicant shall request the County to acquire the right-of-way or easements by means of its condemnation powers, at the Applicant's expense. The Applicant's request will not be considered until it has been forwarded, in writing, to the appropriate County agency accompanied by: (1) plans and profiles showing the necessary right-of-way or easements to be acquired, including all associated details of the proposed improvements to be located on said property; (2) an independent appraisal of the value of the right-of-way or easements to be acquired and of all damages and benefits to the residue of the affected property; (3) a sixty (60) year title search certificate of the right-of-way or easements to be acquired; and (4) a Letter of Credit, or cash (at the Applicant's discretion) in an amount equal to the appraised value of the right-of-way or easements to be acquired and of all damages to the residue, which Letter of Credit or cash can be drawn upon by the County.
 - ii. In the event the property owner of the right-of-way or easements to be acquired is awarded more than the appraised value of same and of the damages to the residue in a condemnation suit, the amount of the award in excess of the Letter of Credit or cash posted amount shall be paid to the County by the Applicant within fifteen (15) days of said award. All other costs incurred by the County in acquiring the right-of-way shall be paid to the County by the Applicant on demand.
 - iii. In the event the County does not acquire the aforesaid right-of-way or easements by means of its condemnation powers, the Applicant is relieved of its responsibility to construct the off-site portion of the aforesaid improvements specifically affected by the unavailability of the right-of-way or easements. The Applicant shall complete the proffered improvements for which acquisition of right-of-way or easements is not necessary and coordinate necessary transitions with DPWES and/or VDOT. In the event the Applicant is required to obtain necessary right-of-way or easements to implement the provisions of this Proffer

7.e., then the timing requirements of these Proffers as they relate to the improvements that necessitate such right-of-way or easements shall be automatically hereby adjusted to reflect the delays incurred by such proceedings, but in any event such improvements shall be completed prior to final bond release for the respective phase of development.

- f. Emergency Access. The Applicant reserves the right to seek approval for, and to construct, an emergency access-way over Tax Map Parcels 45-2 ((6)) A1, K2 and L1, between the Fairfax County Parkway and the intersection of Joseph Siewick Drive and Alder Woods Drive. If warranted, the Applicant will provide a traffic signal at the intersection of Joseph Siewick Drive and Alder Woods Drive. The construction of such improvements shall be subject to the approval of any necessary zoning, special exception and/or other permit approvals from Fairfax County, VDOT and/or other governmental authorities, as may be required at the time of the Applicant's request.
- g. Zoning Administrator Consideration. Upon demonstration by the Applicant that, despite diligent efforts and due to factors beyond the Applicant's control, any of the improvements proffered in this Proffer 7 (or an improvement in any other Proffer the timing of which is associated with an improvement proffered in this Proffer 7) have been delayed (due to, but not limited to, an inability to secure necessary permission for utility relocations, approval by VDOT, and/or approval of ground lessees) beyond the timeframes provided by these proffers, the Zoning Administrator may approve a later date for completion of the improvement(s) without requiring a PCA.
8. Bus Facilities. The Applicant shall continue to allow Fairfax Connector buses to access the existing bus stop(s) on the Application Property via a route that traverses the Application Property on Joseph Siewick Drive, to and from its intersections with Alder Woods Drive and Ox Trail; provided, that the specific bus route may be modified as agreed by the Applicant and FCDOT without requiring a PCA. The Applicant may modify the bus circulation route on a temporary basis as required for construction staging.
9. Pedestrian Circulation Improvements. The Applicant shall provide a comprehensive pedestrian circulation system throughout the Application Property as shown on the GDP/SEA Plat. New sections of sidewalks and other such improvements shown on the GDP/SEA Plat shall be constructed concurrently with the phase of development that is proximate to such area of the Application Property.
10. Bicycle Facilities. The Applicant shall provide indoor and/or outdoor bicycle racks on the Application Property that provide spaces for a minimum total of 64 bicycles. Bicycle racks shall be located outdoors, with convenient access to the main hospital and emergency entrances and/or within the parking garage. The final location of the bike racks shall be subject to review by

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FCDOT. Subject to necessary approvals, if any, the Applicant shall install such bicycle racks, prior to issuance of the first Non-RUP, exclusive of core and shell, for the "Proposed Oncology Center/MOB 4" as shown on the GDP/SEA Plat. The Applicant shall also provide shower and changing facilities for employees of Inova Fair Oaks Hospital and demonstrate that the same have been provided prior to issuance of the first Non-RUP, exclusive of core and shell, for the "Proposed Oncology Center/MOB 4" as shown on the GDP/SEA Plat.

11. Transportation Demand Management. The Applicant shall formulate and implement a transportation demand management program (the "TDM Program") to encourage and facilitate the ability of employees of Inova Fair Oaks Hospital to travel to work by means other than single occupancy vehicle.

a. TDM Program Elements. The TDM Program shall include the elements listed below. Such items may be adjusted from time to time as approved by FCDOT, without requiring a PCA.

- i. A TDM Program Manager ("PM") to oversee all TDM elements and act as the liaison between the Applicant and FCDOT. The PM may be employed directly by the Applicant or be a contractor to the Applicant. The PM position may be part of other duties assigned to the individual;
- ii. Participation in the Fairfax County Ride Source Program, including registering with the Guaranteed Ride Home (GRH) program offered in connection with the Metropolitan Washington Council of Governments;
- iii. Display in the Inova Fair Oaks Hospital main lobby transportation-related information for employees, volunteers, patients, and visitors;
- iv. Distribute an employee benefits package to all new employees, including site-specific transit-related information referencing the nearest Metro station and bus routes, a Metro "SmarTrip" card with a one-time initial benefit of \$50.00 per card, and encouraging all employees to use Metrorail, bus service, carpool/vanpool, bicycling, or walking;
- v. Maintain varied hospital shifts to allow for some work trips to occur outside of the typical AM and PM peak hours of Rugby Road and Alder Woods Drive, and encourage telecommuting and flextime for administrative employees as appropriate;
- vi. Provide reserved spaces for carpoolers and vanpoolers located proximate to garage entrances;

- vii. Provide for on-site bus services (See Proffer 8 above);
 - viii. Provide for on-site bicycle storage, showers and changing facilities (See Proffer 10 above);
 - ix. Provide a sidewalk system designed to encourage/facilitate pedestrian circulation (See Proffer 9 above);
 - x. Provide an on-campus child care center(s) and eating establishment(s) and other possible accessory service uses; and
 - xi. Provide information to new employees about housing opportunities within the area.
- b. TDM Program Development and Implementation. The Applicant shall prepare a written TDM Program incorporating the TDM Program Elements listed in Proffer 11.a. and submit it to FCDOT at the time of submission of the site plan for the phase of development on the Application Property that will result in a cumulative floor area ratio ("FAR") on the Application Property in excess of 0.30. The Applicant's submission shall include a provision notifying FCDOT to whom it may direct any comments on the TDM Program. Thereafter, the Applicant shall cooperate with FCDOT to incorporate the written comments of FCDOT into the TDM Program, provided that such comments are (i) provided to the Applicant within thirty (30) days of the Applicant's submission; and (ii) are reasonably related to the scope of the TDM Program as provided by this Proffer 11 and do not otherwise materially increase the cost to the Applicant of the TDM program, as determined by the Applicant. In the event the Applicant does not receive written comments as provided in this Proffer 11.b., then the TDM program shall be deemed approved as submitted by the Applicant. The TDM program shall have been approved (or deemed approved) consistent with the provisions of this Proffer 11 prior to final bond release for the phase of development on the Application Property that will result in a cumulative floor area ratio ("FAR") on the Application Property in excess of 0.30, following which time the Applicant shall implement the approved TDM program.
- c. TDM Program Survey. The Applicant shall conduct a survey of employees of the Inova Fair Oaks Hospital to determine the baseline condition of employee commuting behavior. The Applicant shall submit the results of such survey to FCDOT concurrent with the submission of the TDM Program as provided in Proffer 11.b. above. The Applicant shall conduct a follow up survey within two years following the implementation of the TDM Program to measure the effectiveness of the TDM Program compared against the baseline condition determined by the initial survey. The Applicant shall submit the

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results of such follow-up study to FCDOT for review. The Applicant shall cooperate with FCDOT in the evaluation and implementation of additional TDM measures, if needed, provided that such additional measures remain reasonably related to the scope of the TDM Program as provided by this Proffer 11 and do not otherwise materially increase the cost to the Applicant of the TDM program as determined by the Applicant.

12. Storm Water Management. The Applicant shall provide for storm water detention and Best Management Practices ("BMP") in the locations as generally shown on the GDP/SEA Plat as approved by DPWES. The areas in and adjacent to both the existing SWM/BMP dry pond located in the northeast quadrant of the Alder Woods Drive/Rugby Road intersection and the existing stormwater outfall channel located in the southeast quadrant of the Alder Woods Drive/Rugby Road intersection shall be landscaped as shown on the GDP/SEA Plat. The Applicant shall incorporate one or more Low Impact Development facilities, such as the "Possible Infiltration Trench or Other Innovative BMP" as generally shown on the GDP/SEA Plat. The Applicant shall maintain the existing SWM/BMP dry pond located in the northeast quadrant of the Alder Woods Drive/Rugby Road intersection; the existing SWM/BMP dry pond located near the Child Care Center; and the existing SWM/BMP wet pond located in the northeastern quadrant of Alder Woods Drive and Joseph Siewick Drive.

13. Limits of Clearing and Grading. The Applicant shall conform to the limits of clearing and grading shown on the GDP/SEA Plat subject to allowances for the installation of signs, fences, trails and/or utilities, which shall be located and installed in the least disruptive manner necessary, as determined by the Urban Forest Management Division of DPWES ("UFMD"). A replanting plan shall be developed and implemented, as approved by the UFMD, for any areas within the areas protected by the limits of clearing and grading that must be disturbed.

14. Landscaping/Buffers.

- a. Rugby Road Buffer. As shown on the GDP/SEA Plat, the Applicant shall provide a buffer of existing vegetation and supplemental plantings that is 115-120 feet in width along the Application Property's frontage on Rugby Road and Ox Trail between Alder Woods Drive and Joseph Siewick Drive (measured from the eastern edge of the road right-of-way), except in the locations of (i) the existing child care center; (ii) the former single family residence on Parcel 51A1; and (iii) the New Entrance and its related improvements (such as necessary pavement widening, turn lanes, signal equipment, etc.). Any signs, trails and/or utilities that are installed within this buffer area will be located and designed to minimize impact to existing vegetation as determined by the UFMD, and a replanting plan shall be developed and implemented, as approved by UFMD, for any such area that is disturbed. The Applicant shall install the supplemental planting within the Rugby Road Buffer as shown on the GDP/SEA Plat prior to issuance of the first Non-RUP, exclusive of the core and shell permit, for the "Proposed Oncology Center/MOB 4"

as shown on the GDP/SEA Plat; provided, however, that supplemental planting in the area of the New Entrance shall not be required to be installed at such time and instead shall be required to be installed concurrent with construction of the New Entrance.

b. Rugby Road Buffer - Tree Preservation Plan.

- i. The Applicant shall submit a tree preservation plan as part of the site plan(s) for any land disturbing activity, including the New Entrance, which is located within twenty-five (25) feet of either the Rugby Road Buffer or the area of upland forest on the southeast portion of the Application Property in proximity to the "Proposed Cooling Tower Expansion" or the "Proposed Parking (55 Spaces)" as shown on the GDP/SEA Plat.
- ii. The tree preservation plan(s) 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 UFMD. The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees 12 inches in diameter and greater, located on the Application Property, that are located within 25 feet of the proposed limits of clearing and grading. 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 identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.
- iii. The Applicant shall retain the services of a certified arborist, and shall have the limits of clearing and grading in the areas of tree preservation marked with a continuous line of flagging prior to a walk-through meeting with the UFMD to be held prior to any clearing and grading. During the tree preservation walk-through meeting, the Applicant's arborist shall walk such limits of clearing and grading with an UFMD representative to determine where adjustments to the clearing limits can be 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, and such adjustment shall be implemented; provided, however, that no adjustment shall be required that would affect the location and/or design of the proposed development on the Application Property, including a requirement for additional retaining walls. Trees within the preservation areas that are identified specifically by UFMD in writing as dead or dying 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.

- iv. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet 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, shall be erected at the limits of clearing and grading adjacent to the tree preservation areas as shown on the phase I & II erosion and sediment control sheets. All tree protection fencing 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 direct supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. At least ten (10) days prior to the commencement of any clearing or grading activities adjacent to the tree preservation areas, but subsequent to the installation of the tree protection devices, the UFMD 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 UFMD.
- v. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the respective site plan submission. The details for these treatments shall be reviewed and approved by UFMD, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following: (1) root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches; (2) root pruning shall take place prior to any clearing and grading; (3) root pruning shall be conducted with the supervision of a certified arborist; and (4) a UFMD representative shall be informed when all root pruning and tree protection fence installation is complete.
- vi. During any clearing or tree/vegetation removal in the areas adjacent to the tree preservation areas, a representative of the Applicant shall be present to monitor

the process and ensure that the activities are conducted as proffered and as approved by UFMD. The Applicant shall retain the services of a certified arborist or landscape architect to monitor on-site all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFMD approvals. The monitoring schedule shall be described and detailed in the Tree Preservation Plan, and reviewed and approved by UFMD.

- c. New Entrance. As shown on the GDP/SEA Plat, landscaping shall be provided in the area of the New Entrance, both within the Rugby Road Buffer and within the median of the New Entrance, to minimize visual impacts on nearby residences. Such landscaping shall be shown on the site plan that includes the New Entrance, and such landscaping shall be installed concurrent with construction of the New Entrance.
- d. Parcel 51A1. As shown on the GDP/SEA Plat, the Applicant shall remove the existing Rugby Road driveway apron serving Parcel 51A1, and thereby discontinue access to Rugby Road from such parcel. Future access to Parcel 51A1 shall be provided only through the Application Property and not directly via Rugby Road. The Applicant shall also remove the existing driveway asphalt leading to the former single family residence. The Applicant shall restore the area by completing the curb, gutter and sidewalk section along Rugby Road and revegetating the area of the driveway as shown on the GDP/SEA Plat. The Applicant may, but shall not be required to, remove the existing retaining walls located in the former front yard of the residential structure. Such improvements and landscaping shall be constructed/installed prior to issuance of the first Non-RUP, exclusive of the core and shell permit, for the "Proposed Oncology Center/MOB 4" as shown on the GDP/SEA Plat.
- e. Southern Buffer. The Applicant shall continue to provide 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), as shown on the GDP/SEA Plat.
- f. Eastern Buffer. The Applicant shall continue to provide the existing buffer adjacent to the Westvale community to the east of the Application Property, as shown on the GDP/SEA Plat. Prior to submission of a site plan for the "Proposed Oncology Center/MOB 4" as shown on the GDP/SEA Plat, the Applicant or the Applicant's representative and the Applicant's arborist shall walk such buffer area to evaluate (i) the need to remove dead or dying vegetation within such buffer area; and (ii) opportunities to provide supplemental planting to help provide year-round screening within such buffer area. The Applicant shall send a written invitation to the president of the Westvale owner's association inviting him/her or their designee to attend such site walk. The Applicant shall include a plan addressing such buffer area with the submission of the site

plan for “Proposed Oncology Center/MOB 4” as shown on the GDP/SEA Plat for review and approval by the UFMD, and the Applicant shall perform approved tree care and install any supplemental planting prior to issuance of the first Non-RUP, exclusive of the core and shell permit, for the “Proposed Oncology Center/MOB 4” as shown on the GDP/SEA Plat.

15. Lighting.

- a. General. All new outdoor lighting shall comply with the Outdoor Lighting Standards of Part 9 of Article 14 of the Zoning Ordinance. Outdoor pole-mounted lighting fixtures shall be a maximum height of fifteen (15) feet. New building mounted security lighting shall utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible from any adjacent properties.

- b. Parking Garage.
 - i. Existing. Prior to site plan approval for the “Proposed Oncology Center/MOB 4” as shown on the GDP/SEA Plat, the Applicant shall retrofit the westernmost bay of lighting fixtures within the existing parking garage to provide cut-off shielding or other modifications to reduce glare towards Rugby Road.

 - ii. Garage Expansion. All lighting fixtures associated with the areas of garage expansion as shown on the GDP/SEA Plat shall be of a low intensity design and shall utilize full cut off fixtures which shall focus directly on the garage. Lighting within such parking areas shall be of low intensity in order to reduce the impact on adjacent residences. Lighting within the stair towers of such parking areas shall be fully shielded with full cut-off fixtures in order to reduce the impact on adjacent residences. Parapet walls on each level of such parking areas shall be a minimum of 42 inches in height to provide adequate shielding of vehicle headlights.

16. Signs. Signs for the Application Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance or pursuant to approval by the Board of Supervisors in accordance with the provision set forth in Par. 7 of Sect. 9-308 of the Zoning Ordinance, including, without limitation, those approved pursuant to SEA 84-C-076-7. The Applicant reserves the right to provide monument signage not specifically shown on the GDP/SEA Plat provided that it conforms to Article 12 and/or Board of Supervisors approval in accordance with the provision set forth in Par. 7 of Sect. 9-308 of the Zoning Ordinance.

17. Design Detail – Building; Garage; Site.

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- a. Building Architecture and Materials. Building materials and final design of new hospital and medical office buildings shall be compatible with and of comparable quality to the existing hospital and medical office buildings on the Application Property.
- b. Building Height. The maximum height of the buildings on the Application Property will not exceed the heights as represented on the GDP/SEA Plat. The Applicant reserves the right to construct buildings to a lesser height than the maximum heights as shown on the GDP/SEA Plat. Rooftop mechanical structures including 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.
- c. Garage Expansion; Western Elevation. Building materials and final design of the garage expansion areas shall be compatible with and of comparable quality to the existing garage on the Application Property. As shown on the GDP/SEA Plat, the Applicant shall utilize topography, site berming and landscaping in the final design of the western expansion of the existing parking garage in an effort to buffer/screen from view the area of the western face of the garage as it is seen from Rugby Road.
- d. Design Detail. The design details shown on the GDP/SEA Plat 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 UFMD.
- e. 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 UFMD.
- f. Green Building Practices – Medical Office Building 4.
 - i. The Applicant will include, as part of the site and building plan submissions for the “Proposed Oncology Center/MOB 4” as shown on the GDP/SEA Plat, a list of specific credits within the most current version of the U.S. Green Building Council’s Leadership in Energy and Environmental Design—New Construction (LEED®-NC) rating system, or other LEED rating system determined to be applicable to the building by the U.S. Green Building Council (USGBC), that the Applicant anticipates attaining. At least one principal participant of the Applicant’s project team shall be a LEED Accredited Professional, and such

professional will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list are expected to meet at least the minimum number of credits necessary to attain LEED Silver certification for the building.

- ii. In addition, prior to site plan approval, the Applicant will designate the Chief of the Environment and Development Review Branch of the Department of Planning and Zoning as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.
- iii. Prior to building plan approval for the building, the Applicant will submit documentation, to the Environment and Development Review Branch of DPZ, regarding the U.S. Green Building Council's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification. Prior to release of the bond for the building, the Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating the status of attainment of LEED Certification from the U.S. Green Building Council for the building.
- iv. As an alternative to and in lieu of the requirements of paragraphs i - iii above, or if the U.S. Green Building Council review of design-oriented credits indicates that the building is not anticipated to attain a sufficient number of design-related credits, along with the anticipated construction-related credits, to support attainment of LEED Silver certification, the Applicant will, prior to building permit approval, execute a separate agreement and post a "green building escrow," in the form of cash or a letter of credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$2.00 per gross square foot of building. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification, by the U.S. Green Building Council, under the most current version of the LEED-NC rating system or other LEED rating system determined, by the U.S. Green Building Council, to be applicable to the building. The provision to the Environment and Development Review Branch of DPZ of documentation from the U.S. Green Building Council that the building has attained LEED certification will be sufficient to satisfy this commitment. If the applicant fails to provide documentation to the Environment and Development

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Review Branch of DPZ demonstrating attainment of LEED certification within two years (or such longer time if the Applicant provides documentation to the satisfaction of the Environment and Development Review Branch of DPZ that USGBC review of the LEED certification has been delayed through no fault of the Applicant) of issuance of the first Non-RUP, exclusive of core and shell, for the building, the escrow will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.

18. Park Dedication. At the time of submission of the site plan for the "Proposed Oncology Center/MOB 4" as shown on the GDP/SEA Plat, the Applicant shall submit to the Fairfax County Park Authority ("FCPA") a written offer, including a plat depicting the areas of reservation referenced below and a form of deed, to dedicate and convey in fee simple (free and clear of monetary obligations) to the FCPA for public park purposes Tax Map Parcels 45-2 ((2)) 38, 39A and 39B, subject to reasonable reservations by the Applicant of easements and/or other rights to provide for (i) storm drainage through such parcels; (ii) a reservation of density credit for such parcels; (iii) the right of the Applicant to utilize such parcels to support the open space, landscaping, tree cover and/or other such requirements for development on the balance of the Application Property; and (iv) future right-of-way that may be needed for adjacent road improvements. The Applicant's offer shall provide FCPA a period of one hundred twenty (120) days to respond in writing to the Applicant with the FCPA's decision to either accept or not to accept the offer. In the event FCPA does not respond as so provided, or responds with a conditional acceptance that would change the substance of the offer, then FCPA shall be deemed not to have accepted the offer and the Applicant shall have no further obligation under this Proffer 18. In the event FCPA accepts the offer, then the Applicant shall so dedicate such land to FCPA prior to bond release for the site plan for the "Proposed Oncology Center/MOB 4" as shown on the GDP/SEA Plat.
19. Heritage Resources. In the event the Applicant proposes any land disturbing activity on Tax Map Parcels 45-2 ((2)) 38, 39A and 39B, other than improvements to the existing stormwater outfall channel, the Applicant shall conduct a Phase II archaeological survey for the area to be disturbed. If a Phase III archaeological study is found necessary by the County archaeologist, that study shall be performed by the Applicant; provided, however, that in no event shall the results of such studies prohibit the Applicant's proposed development of the property.
20. Special Exception Amendment. Notwithstanding the GDP/SEA Plat 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.

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21. Child Care Center.

- a. The child care center shall be used exclusively by the children of employees of Inova Health Care Services and physicians and staff practicing on the Inova Fair Oaks Campus.
- 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.

22. 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 GDA/GDPA/SEA Plat 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 10.309 acres of land previously dedicated to the Board of Supervisors and the Fairfax County Park Authority.

23. Compliance with Federal, State, and Other Local Laws/Severability. If it is found by a court of competent jurisdiction, that any portion of these Proffers violates any Federal, State or other local law, then the offending portion of these Proffers shall be deemed null and void and no longer in effect. All remaining conditions of these proffers shall remain in full force and effect.

24. Severability. Pursuant to Sect. 18-204 of the Zoning Ordinance, any portion of the Application Property may be the subject of a future Proffered Condition Amendment ("PCA"), Special Exception ("SE"), or Special Permit ("SP") application without joinder and/or consent of the owners of the other portions of the Application Property.

25. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant, the owners and their successors and assigns.

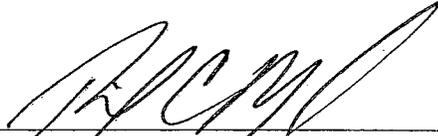
26. Counterparts. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one and the same instrument.

[SIGNATURE PAGES TO FOLLOW]

PROFFERS
PCA 2000-SU-032-03

APPLICANT/TITLE OWNER OF TAX MAP
45-2 ((1)) 41B1, 41L, 41L3, 41L4, 41L5 and 45-2
((2)) 38, 39A, 39B, 46A1, 51A1

INOVA HEALTH CARE SERVICES
By: Inova Health System Foundation,
its Sole Member



By: Richard C. Magenheimer
Its: Chief Financial Officer

[SIGNATURES CONTINUE NEXT PAGE]

PROFFERS
PCA 2000-SU-032-03

LESSEE OF TAX MAP 45-2 ((2)) 46A1

FAIR OAKS MEDICAL PLAZA, L.P.

By: Fairfax Medical Corp., its General Partner



By: V.P.

Its: DAVID M. ANDERSON

[SIGNATURES CONTINUE ON NEXT PAGE]

PROFFERS
PCA 2000-SU-032-03

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

FAIR OAKS PROFESSIONAL BUILDING, L.P.
By: Fair Oaks Medical Building, Inc., its General
Partner


By: DAVID M. ANDERSON
Its: V.P.

[SIGNATURES CONTINUE ON NEXT PAGE]

PROFFERS
PCA 2000-SU-032-03

LESSEE OF TAX MAP 45-2 ((1)) 41L3

SP II Fairfax, LLC

By: Seavest Inc., its non-,member manager



By: Douglas Ray

Its: President

[SIGNATURES END]

The Fair Oaks Hospital site is approximately 73 acres, generally located north of the Fairfax County Parkway and east of Rugby Road. Tax Map parcels 45-2((1)) 41B1 and 45-2((2)) 38, 39A, 39B, 46A1 and 51A1 are planned for hospital and related low intensity ancillary medical office, service uses and clinics provided that:

- A substantial vegetated wooded buffer is provided and maintained as undisturbed open space between such uses and the residential neighborhoods to the north and east;
- The campus achieves high-quality architectural and landscape design, and the overall intensity on the site does not exceed .35 FAR. Medical office buildings should be limited to a total of 370,000 square feet of GFA;
- The buffer to be provided and maintained along Rugby Road and Ox Trail will be 115-120 feet in width with the exception of the existing child care center and single-family dwelling where a lesser buffer is provided. In addition, the buffer may be modified to provide for a new vehicular access to Rugby Road and to accommodate related improvements (widening, turn lanes, signal equipment, etc.) to facilitate such access. The buffer will consist of existing vegetation supplemented where necessary with evergreens and other landscaping. Unless deemed essential based on final engineering, no additional storm water management ponds (wet or dry) shall be located in this buffer. Any utilities, to include stormwater pipes or channel improvements, that must be located within this buffer area shall be located and designed to minimize damage to existing vegetation and should be subject to landscaping to reduce any views into the campus. This buffer is to be measured from the eastern edge of the existing (2009) right-of-way of Rugby Road and Ox Trail;
- A maximum of one new full movement vehicular access point from the hospital campus to Rugby Road may be provided so long as the following criteria are satisfied:
 - a) The new vehicular access should not align with the intersection of Misty Creek Lane;
 - b) Joseph Siewick Drive should not be realigned to intersect Rugby Road/Ox Trail in a full intersection with Misty Creek Lane;
 - c) In the vicinity of the new vehicular access, screening should be provided and/or supplemented to minimize visual impacts on nearby residences, including landscaping and/or architectural barrier features harmonious with the surrounding residential community.
- A quality site layout should be provided, including appropriate pedestrian and bicycle connections linking the medical campus to existing sidewalks on the periphery and within the site, walking paths with landscaped seating and picnic areas for employees and visitors to the hospital, and appropriate screening against neighboring residential uses;
- A Transportation Demand Management (TDM) program should be formulated and implemented to mitigate traffic associated with development on the Fair Oaks Hospital site in excess of .30 FAR. One element of the program should be an ongoing commitment from the hospital to the County to support continuing bus service to the Hospital and to contribute toward the installation and maintenance of necessary bus shelters on the Hospital campus. The TDM program should include a

- ride sharing program and consideration should be given to programs that will facilitate employee use of public transportation;
- Due to the importance of providing public transportation to the site, it is expected that the hospital will allow direct bus access through the site to provide convenient stops for visitors and employees;
 - Building height for the main hospital buildings and additions thereto shall be limited to a maximum of 100 feet. All other buildings shall be limited to a maximum of 60 feet in height to minimize visual impacts on the residential community;
 - Parking structures will be designed to minimize visual impacts on adjacent residential neighborhoods and the design and materials of the structures will be integrated with that of the buildings they serve. Recognizing the nuisance aspects of unfocused light emissions, efforts will be made to minimize light emissions that create sources of glare which may interfere with residents' and travelers' visual acuity. Landscaping will be provided on the parking structures and/or adjacent to them to make them more attractive and to soften their appearance. Opportunity for additional screening measures will be evaluated at time of rezoning. The applicant should, in consultation with the County's Urban Forester, determine appropriate species and types of native and noninvasive vegetation;
 - All rooftop mechanical equipment is screened. In addition, 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;
 - Monopoles are excluded from the hospital campus;
 - Visual impacts are further minimized through building setback and site design features such as berms, fences and landscaping treatments;
 - No additional parking, including above or underground parking structures, other than what existed in September, 1994 shall be located between the medical campus and Fair Oaks Estates; and
 - A detailed traffic impact analysis should be done to determine any additional improvements required to mitigate the impacts of additional development on the street network in the vicinity of the development.

The southern 7.5-acre portion (Tax Map 45-2((1))42) of this site is owned by the Fairfax County Park Authority and is planned for a public park. Tax Map 45-2((2))38, 39A and 39B and 45-2((6))A1, K2 and L1 are also planned for a public park and should be dedicated to the Fairfax County Park Authority.

Density credit is appropriate for any land dedicated for right-of-way or public park use, as provided for in the Fairfax County Zoning Ordinance.



County of Fairfax, Virginia

MEMORANDUM

DATE: May 30, 2013

TO: Barbara Berlin, Director
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Angela Kadar Rodeheaver, Chief *AKR for*
Site Analysis Section *AKR*
Department of Transportation

FILE: 3-4 (RZ 2000-SU-032)
3-4 (RZ 2011-SU-004)

SUBJECT: Transportation Impact

REFERENCE: PCA 2000-SU-032-04; INOVA Health Care Services- Fair Oaks
Hospital
Traffic Zone: 1681
Land Identification Map: 45-2 ((01)) 41B1, 4L, 41L3, 41L4, 41L5;
45-2 ((02)) 38, 39A, 39B, 46A1 and 51A1

Transmitted herewith are comments from the Department of Transportation with respect to the referenced application and as proposed with the applicant's statement of justification dated May 10, 2013.

The applicant proposes to change the proffered text to allow more flexibility with regard to student enrollment. While the amended proffer will allow childcare enrollment for both employees and non-employees, the maximum enrollment allowed will not change.

This department has reviewed this application and mentions the following:

- At a maximum, this proposal is anticipated to add 70 vehicle trips per peak hour to the INOVA site. This increase would be negligible as compared to the existing and approved site traffic. Therefore, this department does not object to the subject proposal.

AKR/ak

GLOSSARY

This Glossary is provided to assist the public in understanding the staff evaluation and analysis of development proposals. It should not be construed as representing legal definitions. Refer to the Fairfax County Zoning Ordinance, Comprehensive Plan or Public Facilities Manual for additional information.

ABANDONMENT: Refers to road or street abandonment, an action taken by the Board of Supervisors, usually through the public hearing process, to abolish the public's right-of-passage over a road or road right-of way. Upon abandonment, the right-of-way automatically reverts to the underlying fee owners. If the fee to the owner is unknown, Virginia law presumes that fee to the roadbed rests with the adjacent property owners if there is no evidence to the contrary.

ACCESSORY DWELLING UNIT (OR APARTMENT): A secondary dwelling unit established in conjunction with and clearly subordinate to a single family detached dwelling unit. An accessory dwelling unit may be allowed if a special permit is granted by the Board of Zoning Appeals (BZA). Refer to Sect. 8-918 of the Zoning Ordinance.

AFFORDABLE DWELLING UNIT (ADU) DEVELOPMENT: Residential development to assist in the provision of affordable housing for persons of low and moderate income in accordance with the affordable dwelling unit program and in accordance with Zoning Ordinance regulations. Residential development which provides affordable dwelling units may result in a density bonus (see below) permitting the construction of additional housing units. See Part 8 of Article 2 of the Zoning Ordinance.

AGRICULTURAL AND FORESTAL DISTRICTS: A land use classification created under Chapter 114 or 115 of the Fairfax County Code for the purpose of qualifying landowners who wish to retain their property for agricultural or forestal use for use/value taxation pursuant to Chapter 58 of the Fairfax County Code.

BARRIER: A wall, fence, earthen berm, or plant materials which may be used to provide a physical separation between land uses. Refer to Article 13 of the Zoning Ordinance for specific barrier requirements.

BEST MANAGEMENT PRACTICES (BMPs): Stormwater management techniques or land use practices that are determined to be the most effective, practicable means of preventing and/or reducing the amount of pollution generated by nonpoint sources in order to improve water quality.

BUFFER: Graduated mix of land uses, building heights or intensities designed to mitigate potential conflicts between different types or intensities of land uses; may also provide for a transition between uses. A landscaped buffer may be an area of open, undeveloped land and may include a combination of fences, walls, berms, open space and/or landscape plantings. A buffer is not necessarily coincident with transitional screening.

CHESAPEAKE BAY PRESERVATION ORDINANCE: Regulations which the State has mandated must be adopted to protect the Chesapeake Bay and its tributaries. These regulations must be incorporated into the comprehensive plans, zoning ordinances and subdivision ordinances of the affected localities. Refer to Chesapeake Bay Preservation Act, Va. Code Section 10.1-2100 et seq and VR 173-02-01, Chesapeake Bay Preservation Area Designation and Management Regulations.

CLUSTER DEVELOPMENT: Residential development in which the lots are clustered on a portion of a site so that significant environmental/historical/cultural resources may be preserved or recreational amenities provided. While smaller lot sizes are permitted in a cluster subdivision to preserve open space, the overall density cannot exceed that permitted by the applicable zoning district. See Sect. 2-421 and Sect. 9-615 of the Zoning Ordinance.

COUNTY 2232 REVIEW PROCESS: A public hearing process pursuant to Sect. 15.2-2232 (Formerly Sect. 15.1-456) of the Virginia Code which is used to determine if a proposed public facility not shown on the adopted Comprehensive Plan is in substantial accord with the plan. Specifically, this process is used to determine if the general or approximate location, character and extent of a proposed facility is in substantial accord with the Plan.

dBA: The momentary magnitude of sound weighted to approximate the sensitivity of the human ear to certain frequencies; the dBA value describes a sound at a given instant, a maximum sound level or a steady state value. See also Ldn.

DENSITY: Number of dwelling units (du) divided by the gross acreage (ac) of a site being developed in residential use; or, the number of dwelling units per acre (du/ac) except in the PRC District when density refers to the number of persons per acre.

DENSITY BONUS: An increase in the density otherwise allowed in a given zoning district which may be granted under specific provisions of the Zoning Ordinance when a developer provides excess open space, recreation facilities, or affordable dwelling units (ADUs), etc.

DEVELOPMENT CONDITIONS: Terms or conditions imposed on a development by the Board of Supervisors (BOS) or the Board of Zoning Appeals (BZA) in connection with approval of a special exception, special permit or variance application or rezoning application in a "P" district. Conditions may be imposed to mitigate adverse impacts associated with a development as well as secure compliance with the Zoning Ordinance and/or conformance with the Comprehensive Plan. For example, development conditions may regulate hours of operation, number of employees, height of buildings, and intensity of development.

DEVELOPMENT PLAN: A graphic representation which depicts the nature and character of the development proposed for a specific land area: information such as topography, location and size of proposed structures, location of streets trails, utilities, and storm drainage are generally included on a development plan. A development plan is a submission requirement for rezoning to the PRC District. A **GENERALIZED DEVELOPMENT PLAN (GDP)** is a submission requirement for a rezoning application for all conventional zoning districts other than a P District. A development plan submitted in connection with a special exception (SE) or special permit (SP) is generally referred to as an SE or SP plat. A **CONCEPTUAL DEVELOPMENT PLAN (CDP)** is a submission requirement when filing a rezoning application for a P District other than the PRC District; a CDP characterizes in a general way the planned development of the site. A **FINAL DEVELOPMENT PLAN (FDP)** is a submission requirement following the approval of a conceptual development plan and rezoning application for a P District other than the PRC District; an FDP further details the planned development of the site. See Article 16 of the Zoning Ordinance.

EASEMENT: A right to or interest in property owned by another for a specific and limited purpose. Examples: access easement, utility easement, construction easement, etc. Easements may be for public or private purposes.

ENVIRONMENTAL QUALITY CORRIDORS (EQCs): An open space system designed to link and preserve natural resource areas, provide passive recreation and protect wildlife habitat. The system includes stream valleys, steep slopes and wetlands. For a complete definition of EQCs, refer to the Environmental section of the Policy Plan for Fairfax County contained in Vol. 1 of the Comprehensive Plan.

ERODIBLE SOILS: Soils that wash away easily, especially under conditions where stormwater runoff is inadequately controlled. Silt and sediment are washed into nearby streams, thereby degrading water quality.

FLOODPLAIN: Those land areas in and adjacent to streams and watercourses subject to periodic flooding; usually associated with environmental quality corridors. The 100 year floodplain drains 70 acres or more of land and has a one percent chance of flood occurrence in any given year.

FLOOR AREA RATIO (FAR): An expression of the amount of development intensity (typically, non-residential uses) on a specific parcel of land. FAR is determined by dividing the total square footage of gross floor area of buildings on a site by the total square footage of the site itself.

FUNCTIONAL CLASSIFICATION: A system for classifying roads in terms of the character of service that individual facilities are providing or are intended to provide, ranging from travel mobility to land access. Roadway system functional classification elements include Freeways or Expressways which are limited access highways, Other Principal (or Major) Arterials, Minor Arterials, Collector Streets, and Local Streets. Principal arterials are designed to accommodate travel; access to adjacent properties is discouraged. Minor arterials are designed to serve both through traffic and local trips. Collector roads and streets link local streets and properties with the arterial network. Local streets provide access to adjacent properties.

GEOTECHNICAL REVIEW: An engineering study of the geology and soils of a site which is submitted to determine the suitability of a site for development and recommends construction techniques designed to overcome development on problem soils, e.g., marine clay soils.

HYDROCARBON RUNOFF: Petroleum products, such as motor oil, gasoline or transmission fluid deposited by motor vehicles which are carried into the local storm sewer system with the stormwater runoff, and ultimately, into receiving streams; a major source of non-point source pollution. An oil-grit separator is a common hydrocarbon runoff reduction method.

IMPERVIOUS SURFACE: Any land area covered by buildings or paved with a hard surface such that water cannot seep through the surface into the ground.

INFILL: Development on vacant or underutilized sites within an area which is already mostly developed in an established development pattern or neighborhood.

INTENSITY: The magnitude of development usually measured in such terms as density, floor area ratio, building height, percentage of impervious surface, traffic generation, etc. Intensity is also based on a comparison of the development proposal against environmental constraints or other conditions which determine the carrying capacity of a specific land area to accommodate development without adverse impacts.

Ldn: Day night average sound level. It is the twenty-four hour average sound level expressed in A-weighted decibels; the measurement assigns a "penalty" to night time noise to account for night time sensitivity. Ldn represents the total noise environment which varies over time and correlates with the effects of noise on the public health, safety and welfare.

LEVEL OF SERVICE (LOS): An estimate of the effectiveness of a roadway to carry traffic, usually under anticipated peak traffic conditions. Level of Service efficiency is generally characterized by the letters A through F, with LOS-A describing free flow traffic conditions and LOS-F describing jammed or grid-lock conditions.

MARINE CLAY SOILS: Soils that occur in widespread areas of the County generally east of Interstate 95. Because of the abundance of shrink-swell clays in these soils, they tend to be highly unstable. Many areas of slope failure are evident on natural slopes. Construction on these soils may initiate or accelerate slope movement or slope failure. The shrink-swell soils can cause movement in structures, even in areas of flat topography, from dry to wet seasons resulting in cracked foundations, etc. Also known as slippage soils.

OPEN SPACE: That portion of a site which generally is not covered by buildings, streets, or parking areas. Open space is intended to provide light and air; open space may function as a buffer between land uses or for scenic, environmental, or recreational purposes.

OPEN SPACE EASEMENT: An easement usually granted to the Board of Supervisors which preserves a tract of land in open space for some public benefit in perpetuity or for a specified period of time. Open space easements may be accepted by the Board of Supervisors, upon request of the land owner, after evaluation under criteria established by the Board. See Open Space Land Act, Code of Virginia, Sections 10.1-1700, et seq.

P DISTRICT: A "P" district refers to land that is planned and/or developed as a Planned Development Housing (PDH) District, a Planned Development Commercial (PDC) District or a Planned Residential Community (PRC) District. The PDH, PDC and PRC Zoning Districts are established to encourage innovative and creative design for land development; to provide ample and efficient use of open space; to promote a balance in the mix of land uses, housing types, and intensity of development; and to allow maximum flexibility in order to achieve excellence in physical, social and economic planning and development of a site. Refer to Articles 6 and 16 of the Zoning Ordinance.

PROFFER: A written condition, which, when offered voluntarily by a property owner and accepted by the Board of Supervisors in a rezoning action, becomes a legally binding condition which is in addition to the zoning district regulations applicable to a specific property. Proffers are submitted and signed by an owner prior to the Board of Supervisors public hearing on a rezoning application and run with the land. Once accepted by the Board, proffers may be modified only by a proffered condition amendment (PCA) application or other zoning action of the Board and the hearing process required for a rezoning application applies. See Sect. 15.2-2303 (formerly 15.1-491) of the Code of Virginia.

PUBLIC FACILITIES MANUAL (PFM): A technical text approved by the Board of Supervisors containing guidelines and standards which govern the design and construction of site improvements incorporating applicable Federal, State and County Codes, specific standards of the Virginia Department of Transportation and the County's Department of Public Works and Environmental Services.

RESOURCE MANAGEMENT AREA (RMA): That component of the Chesapeake Bay Preservation Area comprised of lands that, if improperly used or developed, have a potential for causing significant water quality degradation or for diminishing the functional value of the Resource Protection Area. See Fairfax County Code, Ch. 118, Chesapeake Bay Preservation Ordinance.

RESOURCE PROTECTION AREA (RPA): That component of the Chesapeake Bay Preservation Area comprised of lands at or near the shoreline or water's edge that have an intrinsic water quality value due to the ecological and biological processes they perform or are sensitive to impacts which may result in significant degradation of the quality of state waters. In their natural condition, these lands provide for the removal, reduction or assimilation of sediments from runoff entering the Bay and its tributaries, and minimize the adverse effects of human activities on state waters and aquatic resources. New development is generally discouraged in an RPA. See Fairfax County Code, Ch. 118, Chesapeake Bay Preservation Ordinance.

SITE PLAN: A detailed engineering plan, to scale, depicting the development of a parcel of land and containing all information required by Article 17 of the Zoning Ordinance. Generally, submission of a site plan to DPWES for review and approval is required for all residential, commercial and industrial development except for development of single family detached dwellings. The site plan is required to assure that development complies with the Zoning Ordinance.

SPECIAL EXCEPTION (SE) / SPECIAL PERMIT (SP): Uses, which by their nature, can have an undue impact upon or can be incompatible with other land uses and therefore need a site specific review. After review, such uses may be allowed to locate within given designated zoning districts if appropriate and only under special controls, limitations, and regulations. A special exception is subject to public hearings by the Planning Commission and Board of Supervisors with approval by the Board of Supervisors; a special permit requires a public hearing and approval by the Board of Zoning Appeals. Unlike proffers which are voluntary, the Board of Supervisors or BZA may impose reasonable conditions to assure, for example, compatibility and safety. See Article 8, Special Permits and Article 9, Special Exceptions, of the Zoning Ordinance.

STORMWATER MANAGEMENT: Engineering practices that are incorporated into the design of a development in order to mitigate or abate adverse water quantity and water quality impacts resulting from development. Stormwater management systems are designed to slow down or retain runoff to re-create, as nearly as possible, the pre-development flow conditions.

SUBDIVISION PLAT: The engineering plan for a subdivision of land submitted to DPWES for review and approved pursuant to Chapter 101 of the County Code.

TRANSPORTATION DEMAND MANAGEMENT (TDM): Actions taken to reduce single occupant vehicle automobile trips or actions taken to manage or reduce overall transportation demand in a particular area.

TRANSPORTATION SYSTEM MANAGEMENT (TSM) PROGRAMS: This term is used to describe a full spectrum of actions that may be applied to improve the overall efficiency of the transportation network. TSM programs usually consist of low-cost alternatives to major capital expenditures, and may include parking management measures, ridesharing programs, flexible or staggered work hours, transit promotion or operational improvements to the existing roadway system. TSM includes Transportation Demand Management (TDM) measures as well as H.O.V. use and other strategies associated with the operation of the street and transit systems.

URBAN DESIGN: An aspect of urban or suburban planning that focuses on creating a desirable environment in which to live, work and play. A well-designed urban or suburban environment demonstrates the four generally accepted principles of design: clearly identifiable function for the area; easily understood order; distinctive identity; and visual appeal.

VACATION: Refers to vacation of street or road as an action taken by the Board of Supervisors in order to abolish the public's right-of-passage over a road or road right-of-way dedicated by a plat of subdivision. Upon vacation, title to the road right-of-way transfers by operation of law to the owner(s) of the adjacent properties within the subdivision from whence the road/road right-of-way originated.

VARIANCE: An application to the Board of Zoning Appeals which seeks relief from a specific zoning regulation such as lot width, building height, or minimum yard requirements, among others. A variance may only be granted by the Board of Zoning Appeals through the public hearing process and upon a finding by the BZA that the variance application meets the required Standards for a Variance set forth in Sect. 18-404 of the Zoning Ordinance.

WETLANDS: Land characterized by wetness for a portion of the growing season. Wetlands are generally delineated on the basis of physical characteristics such as soil properties indicative of wetness, the presence of vegetation with an affinity for water, and the presence or evidence of surface wetness or soil saturation. Wetland environments provide water quality improvement benefits and are ecologically valuable. Development activity in wetlands is subject to permitting processes administered by the U.S. Army Corps of Engineers

TIDAL WETLANDS: Vegetated and nonvegetated wetlands as defined in Chapter 116 Wetlands Ordinance of the Fairfax County Code: includes tidal shores and tidally influenced embayments, creeks, and tributaries to the Occoquan and Potomac Rivers. Development activity in tidal wetlands may require approval from the Fairfax County Wetlands Board.

Abbreviations Commonly Used in Staff Reports

A&F	Agricultural & Forestal District	PDH	Planned Development Housing
ADU	Affordable Dwelling Unit	PFM	Public Facilities Manual
ARB	Architectural Review Board	PRC	Planned Residential Community
BMP	Best Management Practices	RC	Residential-Conservation
BOS	Board of Supervisors	RE	Residential Estate
BZA	Board of Zoning Appeals	RMA	Resource Management Area
COG	Council of Governments	RPA	Resource Protection Area
CBC	Community Business Center	RUP	Residential Use Permit
CDP	Conceptual Development Plan	RZ	Rezoning
CRD	Commercial Revitalization District	SE	Special Exception
DOT	Department of Transportation	SEA	Special Exception Amendment
DP	Development Plan	SP	Special Permit
DPWES	Department of Public Works and Environmental Services	TDM	Transportation Demand Management
DPZ	Department of Planning and Zoning	TMA	Transportation Management Association
DU/AC	Dwelling Units Per Acre	TSA	Transit Station Area
EQC	Environmental Quality Corridor	TSM	Transportation System Management
FAR	Floor Area Ratio	UP & DD	Utilities Planning and Design Division, DPWES
FDP	Final Development Plan	VC	Variance
GDP	Generalized Development Plan	VDOT	Virginia Dept. of Transportation
GFA	Gross Floor Area	VPD	Vehicles Per Day
HC	Highway Corridor Overlay District	VPH	Vehicles per Hour
HCD	Housing and Community Development	WMATA	Washington Metropolitan Area Transit Authority
LOS	Level of Service	WS	Water Supply Protection Overlay District
Non-RUP	Non-Residential Use Permit	ZAD	Zoning Administration Division, DPZ
OSDS	Office of Site Development Services, DPWES	ZED	Zoning Evaluation Division, DPZ
PCA	Proffered Condition Amendment	ZPRB	Zoning Permit Review Branch
PD	Planning Division		
PDC	Planned Development Commercial		