



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

# County of Fairfax, Virginia

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**July 2, 2013**

## **STAFF REPORT**

### **APPLICATION**

**PCA 2008-PR-009-2**

#### **PROVIDENCE DISTRICT**

**APPLICANT:** Inova Health Care Services (Fairfax Hospital)

**PRESENT ZONING:** C-3

**PARCEL(S):** 49-3 ((39)) 4B, 5B, 6, 7 and 7L;  
59-2 ((1)) 1A1, 1D1

**ACREAGE:** 64.89 acres

**FAR:** 0.80

**OPEN SPACE:** 35%

**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 (part of RZ 2008-PR-009) with a maximum attendance of 200 children. The applicant proposes to remove a proffered restriction that limits the enrollment of children in the facility to those of Inova Fairfax Hospital employees only. No change to the previously approved maximum attendance or hours of operation is proposed.

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**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/](http://www.fairfaxcounty.gov/dpz/)



## **STAFF RECOMMENDATIONS:**

Staff recommends approval of PCA 2008-PR-009-2 subject to the execution of proffers consistent with those contained 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 2008-PR-009-02

**Applicant:**  
**Accepted:**  
**Proposed:**

**INOVA HEALTH CARE SERVICES**  
**05/01/2013**  
**AMEND RZ 2008-PR-009 TO PERMIT**  
**MODIFICATIONS OF APPROVED PROFFERS**

**Area:**

**64.89 AC OF LAND; DISTRICT - PROVIDENCE**

**Zoning Dist Sect:**  
**Located:**

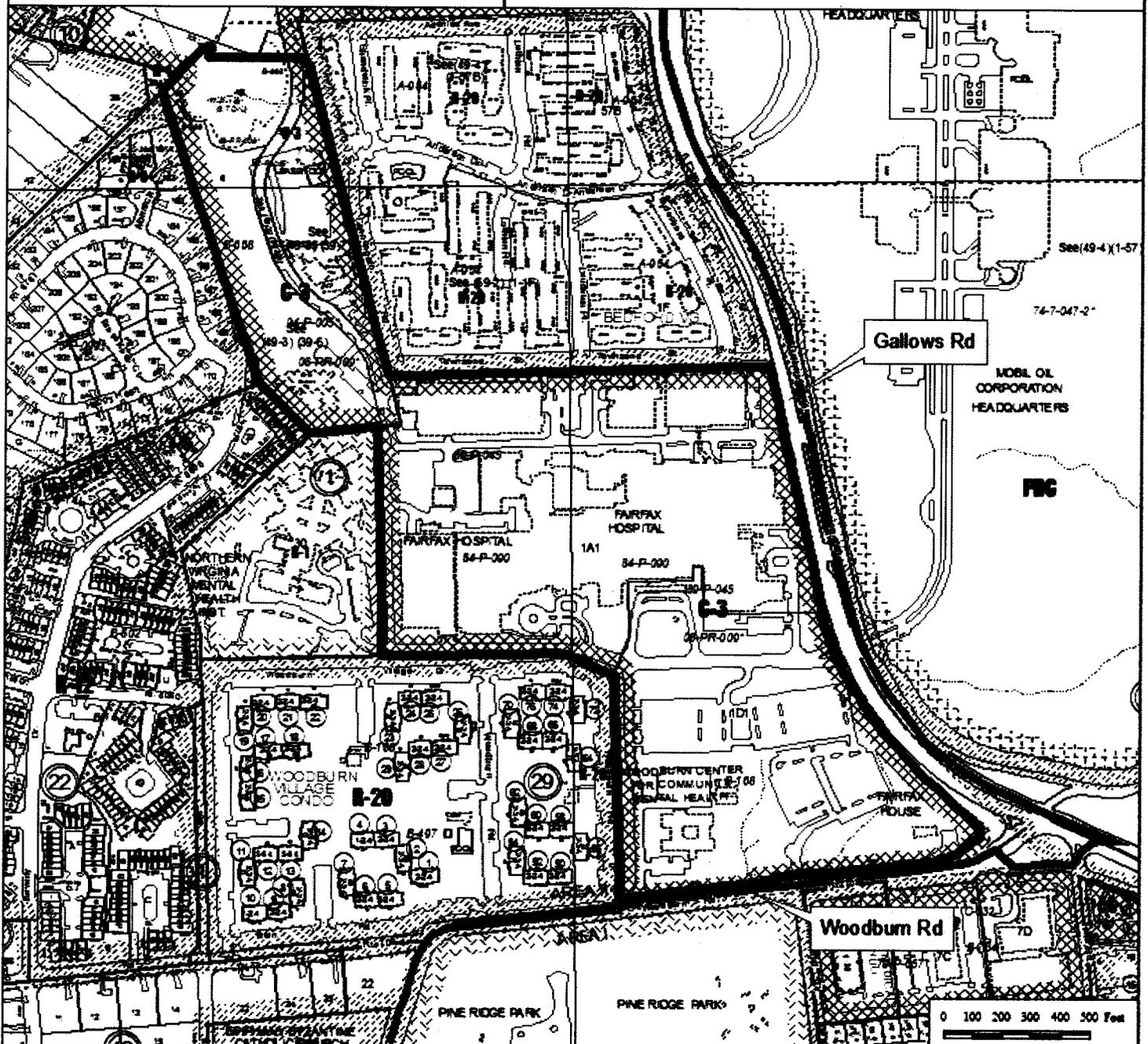
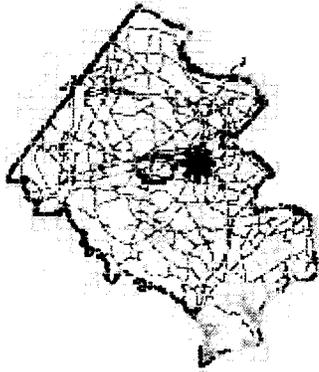
**NORTHWEST QUADRANT OF THE INTERSECTION**  
**OF GALLOWS ROAD AND WOODBURN ROAD**

**Zoning:**  
**Overlay Dist:**

**C-3**

**Map Ref Num:**

**049-3- /39/ /0004B /39/ /0005B**  
**/39/ /0006 /39/ /0007 /39/**  
**/0007L 059-2- /01/ /0001A1 /01/ /0001D1**



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

**DESCRIPTION OF APPLICATION**

The applicant, Inova Health Services, seeks approval of a PCA application to amend the approved proffers associated with a previously approved child care center (part of RZ 2008-PR-009) with a maximum attendance of 200 children and hours of operation from 6:00 am to 8:00 pm Monday through Friday. The applicant proposes to remove a proffered restriction that limits the enrollment of children in the facility to those of Inova Fairfax 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 Hospital Campus would remain 0.80 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 subject property is located at 3300-3312 Gallows Road and 3300-3340 Woodburn Road, in the northwest quadrant of the intersection of Woodburn Road and Gallows Road on 64.89 acres and is developed with 1,476,482 gross square feet of medical care facility and public institutional uses. These uses include:

- Main Campus (Hospital)
- The Ronald McDonald House
- Child Care Center
- The Woodburn Center for Community Mental Health
- The Woodburn Place (formerly known as the Fairfax House)

Six access points are provided to the site and shown on Sheet 2 of the GDP/SEA Plat; three from Gallows Road and three from Woodburn Road. A separate access point is provided to Woodburn Place from Woodburn Road. Parking is provided from three parking garages and several surface parking lots on the campus.

Good quality vegetation is provided in several locations on the site, which include areas located along:

- Gallows Road, southeast of the existing Gray Entrance
- the southeast portion of the site along Woodburn Road
- the property boundary between the Hospital and Bedford Village
- the north and eastern property boundaries of the existing Woodburn Center for Community Mental Health Center

Table 1 provides the land use, zoning and Comprehensive Plan Recommendations for the surrounding properties.

**Table 1: Surrounding Area Description**

Surrounding Area Description			
Direction	Use	Zoning	Plan
North	Willow Oaks Corporate Center,	C-3	Mixed Use
	Bedford Village (townhouse and multi-family)	R-20	Residential, 16-20 du/ac
South	Woodburn Village Condominiums	R-20	Residential, 16-20 du/ac
	Pine Ridge Park	R-2	Open Space
	Offices	C-2	Retail, Commercial & Other
East	Mobile/Exxon Corporate Headquarters	PDC	Office
West	Prosperity Heights (single family detached)	R-3	Res. 2-3 du/ac
	Strathmeade Square (townhouses)	R-12	Res. 8-12 du/ac
	Woodburn Village Condominiums	R-20	Residential, 16-20 du/ac

**BACKGROUND**

The following is selected background information which relates specifically to the subject property and current applications. A complete history of zoning cases for the Inova Hospital Campus is provided in Appendix 4.

- On July 13, 2009, the Board of Supervisors approved RZ 2008-PR-009 and SEA 80-P-078-15 to rezone the Inova Fairfax Hospital site and County parcels from the R-1 and R-12 Districts to the C-3 District to allow an increase in FAR from 0.7 to 0.8 to expand the existing medical care and human service facilities on site. The expansion includes construction of a new Women’s Hospital & Patient Tower (WHPT), an expansion of an existing child care center, modifications to the existing helicopter pad locations with the addition of one helicopter pad site, deletion of a previously approved but not constructed

Child Care Center # 2 (10,000 square feet) and resident student housing (99,500 square feet), and other associated modifications to the building and site design. The SEA application amended SE 80-P-078 previously approved for a medical care facility to allow an increase in the allowable height in a C-3 district from 90 feet to 165 feet, an increase in total number of beds in the medical care facility from 833 to 924 beds and an increase in land area.

- On April 26, 2010, minor adjustments to the WHPT building footprint and orientation, the WHPT building footprint setback, the surrounding travel-way in the front of the WHPT building, the retaining walls located on the eastern side of the WHPT building, the transformer pad located on the western side of the WHPT building and the building heights of the South Patient Tower (SPT) Building, were deemed to be in substantial conformance with the proffers, the GDP/SEA Plat and development conditions. These adjustments included a slight increase of 2.7% in building footprint area from 111,353 square feet to 114,428 square feet; a 5-foot reduction to the approved 140-foot minimum distance between the southwest corner of the approved WHPT building and the property line adjacent to “The Condominiums at Woodburn” development; the conversion of a roundabout to a four-way stop; realignment and replacement of a retaining wall ranging in height from eight to fifteen feet; construction of a concrete pad area housing up to six transformers with a proposed height of eight feet on the west side of the WHPT building; and the clarification of building heights shown on the GDP/SEA Plat not to exceed 165 feet in height as specified in Development Condition 5 of SEA 80-P-078-15.
- On December 2, 2010, a minor modification to the permitted GFA in the Initial Phase – (Alternative 2 shown on the GDP/SEA Plat) was deemed to be in substantial conformance with the proffers, the GDP/SEA Plat and development conditions. This modification permitted an addition of 10,088 gross square feet to the Initial Phase – Alternate 2 provided that no more than 200,000 square feet of GFA is occupied and issued a Non-Residential Use Permit in the SPT building (Initial Phase – Alternate 2).
- On October 5, 2011, minor modifications to the Women’s Hospital & Patient Tower (WHPT) Building Footprint, the WHPT Building Entrances, WHPT Building Service area, the Emergency Vehicle Parking Area and the Centers of Excellence Boulevard shown on the approved GDP/SEA Plat were deemed to be in substantial conformance with the proffers, the GDP/SEA Plat and development conditions. As part of this determination, a detailed development schedule for the roadway improvements specified in the June 6, 2009, proffers and associated with RZ 2008-PR-009 and SEA 80-P-078-15 was provided, which highlighted several key events from the submission of site plans starting in December 2011, to construction of road improvements starting after approvals are in place in 2014 and final occupancy by the end of 2015. Any significant deviations to the timing of these events in the development schedule will be

forwarded to the Fairfax County Department of Transportation and the Department of Planning and Zoning – Zoning Evaluation Division in order to maintain open communication in accordance with the proffered commitment to “diligently pursue” these improvements.

- On January 24, 2012, the Board of Supervisors approved PCA 2008-PR-009 and SEA 80-P-078-16 and permitted an additional eight level (five above and three below grade) parking garage with 1,300 parking spaces in the approved Development Option 1 (located on the east side of the existing north-south access travel-way from Woodburn Road and along the western property line), as well as associated modifications to the proffers and site design. All modifications associated with the October 15, 2011 determination were also carried forward in this PCA application. No changes to the approved development options or to the approved gross floor area (GFA) were proposed. The overall FAR for the Inova Hospital Campus remains 0.80 FAR. These applications currently govern the site. A copy of the proffers is contained in Appendix 5. 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 6)

<b>Plan Area:</b>	I
<b>Planning District:</b>	Merrifield Suburban Center, Land Unit M, Sub Unit M-1
<b>Plan Map:</b>	Public Facilities, Governmental and Institutional Uses
<b>Plan Text:</b>	Pages 105-108

## **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.

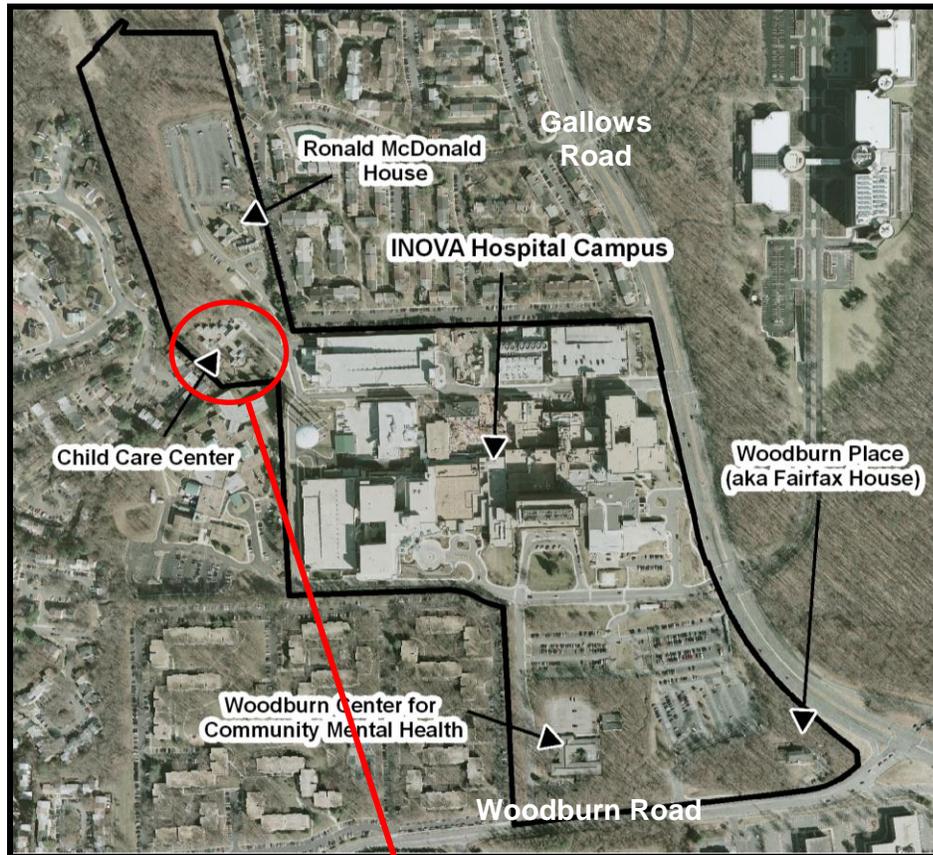
### **Site Layout:**

#### **Existing Campus**

The subject property is currently developed with 1,476,482 gross square feet of medical care facility and public institutional uses. These uses include the Inova Hospital Campus, the Ronald McDonald House, a child care center, the Woodburn Center for Community Mental Health and the Woodburn Place

(formerly known as the Fairfax House). Graphic 1 shows the general location of these facilities on an aerial map.

**Graphic 1: Locator map**



**Vehicular Access:** No changes are proposed. Five access points are provided to the site; three from Gallows Road, and two from Woodburn Road. A private Connector Travel-way and bicycle/ pedestrian trail over Tax Map Parcel 49-3 ((1)) 136C and 136C1 connects the subject property to Tax Map Parcel 49-3 ((1)) 141, (which is known as the “Willow Oaks Site”) to the north. Two vehicular entrances are provided to the existing child care center from the travel-way and a vehicular drop-off area is located to the northeast 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 1, surface parking is provided adjacent to the existing child care center.

### **Land Use and Environmental Analysis**

No issues were identified.

### **Transportation Analysis (Appendix 7)**

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 Fairfax 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 (Appendix 8)**

The proposal to amend the approved proffers associated with a previously approved child care center (in RZ 2008-PR-009) and remove a proffered

restriction that limited the enrollment of children in the facility to be generated from Inova Fairfax 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 2008-PR-009-02 subject to the execution of proffers consistent with those contained 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
2. Affidavit for PCA 2008-PR-009-02
3. Statement of Justification
4. Background
5. Previously Approved Proffers PCA 2008-PR-009
6. Comprehensive Plan Citations
7. Transportation Analysis
8. Glossary of Terms

## INOVA FAIRFAX HOSPITAL

## PROFFERS

PCA 2008-PR-009-02

May 31, 2013

Pursuant to Section 15.2-2303(A) of the 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 proffer that the development of the parcels under consideration and shown on the 2013 Fairfax County tax maps as 59-2 ((1)) 1A1 and 1D1; and 49-3 ((39)) 4B, 5B, 6, 7 and 7L (the "Application Property") shall be in accordance with the following conditions:

**Amendment to Proffer 4.C.; Reaffirmation of Remaining Proffers:**

The Applicant hereby reaffirms the "Inova Fairfax Hospital Proffers" for PCA 2008-PR-009 dated December 5, 2011 in their entirety, except that Proffer 4.C. as set forth therein is hereby amended as follows:

4.C. ~~Child Care Centers, to be used exclusively by the children of Inova Fairfax Hospital employees and~~ provided that (i) the maximum attendance shall be limited to 200 children at any one time, (ii) ~~and that the hours of operation shall be limited to 6:00 a.m. to 8:00 p.m., Monday through Friday, and (iii) preference on the waiting list for such centers shall be given to children of parents who work on the Application Property.~~

[SIGNATURES BEGIN ON THE NEXT PAGE]

APPLICANT/LESSEE ("TITLE OWNER" BY VIRTUE OF A GROUND LEASE IN EXCESS OF 30 YEARS) OF TAX MAP 59-2 ((1)) 1A1; TITLE OWNER OF TAX MAP 59-2 ((1)) 1D1 AND 49-3 ((39)) 4B, 5B, 6, 7 and 7L

INOVA HEALTH CARE SERVICES

By: Inova Health System Foundation, its Sole Member



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By: Richard C. Magenheimer  
Its: Chief Financial Officer

[SIGNATURES CONTINUE]

TITLE OWNER/GROUND LESSOR OF TAX MAP 59-2  
((1)) 1A1; GROUND LESSEE OF TAX MAP 59-2 ((1))  
1D1 PT.

FAIRFAX COUNTY BOARD OF SUPERVISORS

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

Name: Edward L. Long, Jr.

Its: County Executive

[SIGNATURES END]

**REZONING AFFIDAVIT**

DATE: May 31, 2013  
 (enter date affidavit is notarized)

I, Jonathan D. Puvak, 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

121158

in Application No.(s): PCA 2008-PR-009-02  
 (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 <b>BOLD</b> above)
Inova Health Care Services	8110 Gatehouse Road, Suite 200 East Tower Falls Church, Virginia 22042	Applicant/Lessee ("Title Owner" by virtue of a ground lease in excess of 30 years) of Tax Map 59-2 ((1)) 1A1; Title Owner of Tax Map 59-2 ((1)) 1D1 and 49-3 ((39)) 4B, 5B, 6, 7 and 7L
Agents: J. Knox Singleton Richard C. Magenheimer Mark Stauder John F. Gaul Jennifer W. Siciliano		

(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: May 31, 2013  
 (enter date affidavit is notarized)

121158

for Application No. (s): PCA 2008-PR-009-02  
 (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.

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
Fairfax County Board of Supervisors  County Executive/Agent: Edward L. Long Jr.	12000 Government Center Parkway, Suite 533 Fairfax, VA 22035	Title Owner/Ground Lessor of Tax Map 59-2 ((1)) 1A1; Lessee of 59-2 ((1)) 1D1 pt.
Ronald McDonald House Charities of Greater Washington, DC  Agent: Lisa A. Smith	3312 Gallows Road Falls Church, VA 22042	Lessee of Tax Map 49-3 ((39)) 7L
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, Virginia 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: May 31, 2013
(enter date affidavit is notarized)

12158

for Application No. (s): PCA 2008-PR-009-02
(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: May 31, 2013  
(enter date affidavit is notarized)

121158

for Application No. (s): PCA 2008-PR-009-02  
(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 [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: May 31, 2013  
(enter date affidavit is notarized)

121158

for Application No. (s): PCA 2008-PR-009-02  
(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)

Ronald McDonald House Charities of Greater Washington, DC  
3312 Gallows 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)

Ronald McDonald House is a not-for-profit organization with no shareholders or officers.

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

Lisa A. Smith, Executive Director

(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: May 31, 2013  
(enter date affidavit is notarized)

12158

for Application No. (s): PCA 2008-PR-009-02  
(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)  
None

(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)

(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 AFFIDAVIT

DATE: May 31, 2013  
(enter date affidavit is notarized)

121158

for Application No. (s): PCA 2008-PR-009-02  
(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: May 31, 2013  
(enter date affidavit is notarized)

121158

for Application No. (s): PCA 2008-PR-009-02  
(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.

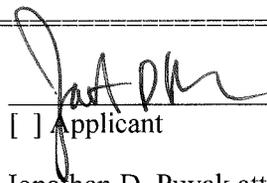
(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(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)

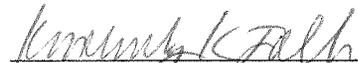


Applicant  Applicant's Authorized Agent

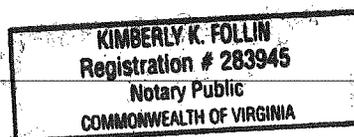
Jonathan D. Puvak attorney/agent

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 31 day of May, 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: May 31, 2013  
(enter date affidavit is notarized)

121158

for Application No. (s): PCA 2008-PR-009-02  
(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 Herry.

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.

APPENDIX 3



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. Barbara Berlin  
Zoning Evaluation Division  
Fairfax County Department of Planning & Zoning  
12055 Government Center Parkway, Suite 801  
Fairfax, Virginia 22035

Re: **Proffered Condition Amendment Application for Inova Fairfax Hospital**  
**Application Property: 59-2((1)) 1A1, 1B1 and 1C1; and 49-3((39)) 4B, 5B, 6, 7 and 7L**  
**Applicant: Inova Health Care Services**

Dear Ms. Berlin:

**STATEMENT OF JUSTIFICATION:**

Please accept the following as a statement of justification in support of a proffered condition amendment ("PCA") for the Application Property. The Applicant is the owner of the Application Property.<sup>1</sup>

The Application Property is zoned to the C-3 District and is subject to proffers dated December 5, 2011 adopted pursuant to PCA 2008-PR-009 approved on February 28, 2012. The Application Property is also subject to special exception approval for medical care facility use, among other uses, pursuant to SEA 80-P-078-16 also approved on February 28, 2012.

As you may be aware, the Inova Fairfax Hospital Campus includes a stand-alone Child Care Center. Enrollment in the Child Care Center is limited, by proffer, to children of Inova Fairfax Hospital Employees. 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 200 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 4.C.

<sup>1</sup> The Applicant is the "owner" (as defined in the Zoning Ordinance) of tax map parcel 59-2 ((1)) 1A1 by virtue of a ground lease from the Fairfax County Board of Supervisors to the Applicant for a term in excess of 30 years. Also, please note that the Applicant took title to the application property at different times under different corporate names. The name Fairfax Hospital Association was changed to Fairfax Hospital Systems, Inc., which was changed to Fairfax Hospital System, Inc., which was changed to Inova Hospitals, which was changed to Inova Health System Hospitals, which was changed to the current name Inova Health Care Services.

"Child Care Centers, to be used exclusively by the children of Inova Fairfax Hospital employees and which shall not be limited to hospital employees, provided that the maximum attendance shall be limited to 200 children at any one time, and that the hours of operation shall be limited to 6:00 a.m. to 8:00 p.m., Monday through Friday."

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. Accordingly, the change requested by this PCA will generate no additional land use requirements or any adverse impacts related thereto. In other words, 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.

To the best of my knowledge, this PCA is in keeping with the recommendations of the Comprehensive Plan, the Zoning Ordinance and all other adopted standards and regulations. While the Child Care Center is a permitted use in the C-3 District, I note that Section 4-305(2) of the Zoning Ordinance refers such uses to the standards of Section 9-309. Again, given the fact that this PCA proposes only to allow the Applicant to utilize the Child Care Center to the extent of its current approval, the proposal does not affect compliance of the existing Child Care Center with these, or other, applicable standards.

**WAIVER OF SUBMISSION REQUIREMENTS:**

Given the nature of this PCA as described above, I hereby request a waiver of the requirement to submit with this PCA, (1) a zoning plat, (2) a legal description, and (3) a development plan. The proposed proffer change is narrative only, and the items I am requesting to be waived are not needed to enable a complete review of this request.

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.

  
Timothy S. Sampson

Enclosures

## BACKGROUND

The original Fairfax Hospital development contained 131,614 gross square feet and was constructed by right in 1960 on 32.65 acres which were zoned R-1 and R-20. The table below lists a general summary of the hospital property history.

### Site History

Application	Date	Use	BOS Action*
SE 80-P-078	1980	Expand Laundry Facility	Approve
SEA 80-P-078	1983	Add conference center	Approve
SEA 80-P-078-2 (w/ RZ 84-P-090)	1984	Expand hospital; Rezone to R-8; increase FAR	Approve
SEA 80-P-078-3	1985	Parking structure/lot; MRI facility	Approve
SEA 80-P-078-4	1986	Expand emergency room; Trauma center; helipads; parking	Approve
SEA 80-P-078-5	1988	Parking garage; Women and Children's Center; temporary parking lot	Approve
SEA 80-P-078-6 (w/RZ 89-P-045)	1990	Increase in height; Pedestrian bridge; medical care facility; rezone entire property to R-12 (FAR 0.55)	Approve
SE 89-P-066 (w/PCA 77-P-146-2)	1990	Child care center for hospital employees only	Approve
SEA 80-P-078-7 (w/ RZ 94-P-005)	1994	Operating room replacement; critical care wing expansion; radiology/ medical library wing; research institute relocation; helicopter support facility; hospital auditorium; care center expansion; patient and family support center; resident student housing; rezone northern portion (parcel 49-3 ((1)) 136C) of site from R-8 to R-12 w/max. FAR of 0.25	Approve with proffers*
SEA 80-P-078-8	1996	Reconfigure footprint of Ronald McDonald House; delete SWM #1 and replace with underground facility; add SWM U1 and W1; delete 26 parking spaces; reconfigure footprint of operating room replacement building; increase FAR from 0.49 to 0.495 to reflect prior right-of-way dedications	Approve
SEA 80-P-078-9	January, 2000	Construct 2 additional parking garages with a total of 1998 parking spaces (Phase I and II Garages); relocate oxygen tanks	Approve
SEA 80-P-078-10	November, 2000	Addition of Heart Institute; construct a 15,000 square foot emergency room expansion; add 177 beds to the hospital and Heart Institute.	Approve

Application	Date	Use	BOS Action*
SEA 80-P-078-11	August, 2001	Relocation of helipad; construct a 46,500 square foot Administration Support Services building; addition of a canopy to the Heart Institute parking garage; addition of Heart Catheterization Lab Pad adjacent to the Heart Institute; addition of one level of below grade parking in the Phase II parking garage; addition of a parking attendant shed at entrance to the interim parking lot located on Parcel 136C; increase height from 70 feet to 80 feet and reduce building setback from 74 feet to 65 feet on the south side of the Heart Institute.	Approve
SEA 80-P-078-12	January, 2003	Additional floor added to Heart Institute building; construction of two additional levels of above grade parking to the Phase II garage and expansion of garage footprint; re-establishment of the approved GFA for the resident student housing; construction of grounds building and related grounds storage yard.	Approve
SEA 80-P-078-13	November, 2004	Construction of the Claude Moore Health Education Center; construction of a new warehouse; expansion of a foodservice and conference building; a 513 ft. <sup>2</sup> addition to the mechanical building; deletion of a previously approved 46,420 square foot administration building; and additional directional signage.	Approve
SEA 80-P-078-14	December, 2005	Increased the height of the previously approved four-story Claude Moore Health Education Center by 14 feet, bringing the building to a total of five stories (69 feet); Added a one-story addition to the front of the existing Ronald McDonald House; Added an approximately 20 x 55 foot pedestrian plaza between the existing CATS Training building and the approved but unbuilt warehouse building; constructed an additional cooling tower located as an extension of the roof of the existing mechanical building which increased the height to 33 feet.	Approve

Application	Date	Use	BOS Action*
RZ 2008-PR-009 & SEA 80-P-078-15	July, 2009	The RZ application rezoned 65.46 acres (the INOVA Fairfax Hospital site and County parcels) from the R-1 and R-12 Districts to the C-3 District to allow an increase in FAR from 0.7 to 0.8 to expand the existing medical care and human service facilities on site. The expansion includes construction of a new Women's Hospital & Patient Tower (WHPT), an expansion of an existing child care center, modifications to the existing helicopter pad locations with the addition of one helicopter pad site, deletion of a previously approved but not constructed Child Care Center # 2 (10,000 square feet) and resident student housing (99,500 square feet), and other associated modifications to the building and site design. The SEA application amended SE 80-P-078 previously approved for a medical care facility to allow an increase in the allowable height in a C-3 district from 90 feet to 165 feet, an increase in total number of beds in the medical care facility from 833 to 924 beds and an increase in land area.	Approved with Proffers and Conditions that Consolidated all previously approved SE conditions
PCA 2008-PR-009 & SEA 80-P-078-15	January 24, 2012	Permitted an additional eight level (five above and three below grade) parking garage with 1,300 parking spaces in the approved Development Option 1 (located on the east side of the existing north-south access travel-way from Woodburn Road and along the western property line), as well as associated modifications to the proffers and site design. All modifications associated with the October 15, 2011 determination were also carried forward in this PCA application. No changes to the approved development options or to the approved gross floor area (GFA) were approved. The overall FAR for the Inova Hospital Campus remains 0.80 FAR.	Approved with Proffers and Conditions*

\* Proffers and Development conditions approved with PCA 2008-PR-009 and SE 80-P-078-16 currently govern the site. ***A copy of the proffers, clerk's letter and the development conditions are contained in Appendix 5. 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.***

**INOVA FAIRFAX HOSPITAL****PROFFERS****PCA 2008-PR-009**

December 5, 2011

Pursuant to Section 15.2-2303(A) of the 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 proffer that the development of the parcels under consideration and shown on the 2011 Fairfax County tax maps as Tax Map 59-2 ((1)) 1A1, 1B1 and 1C1; and 49-3 ((1)) 136C, 136C1 (the “Application Property”) shall be in accordance with the following conditions if, and only if, proffered condition amendment application PCA 2008-PR-009 and the companion application SEA 80-P-078-16 are approved by the Board of Supervisors. In the event PCA 2008-PR-009 and SEA 80-P-078-16 are 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.

The Application Property includes the Inova Fairfax Hospital Campus (the “IFH Site”) that is identified as 2011 Tax Map 59-2((1)) 1A1 and 1B1, and 49-3((1)) 136C, and 136C1. The Application Property also includes the site of Fairfax County’s Woodburn Center for Community Mental Health (the “Woodburn Site”) that is identified as 2011 Tax Map 59-2((1)) 1C1.

Inova and Fairfax County, in its proprietary capacity, have entered into a Contract of Sale dated October 5, 2010 whereby, among other things, Inova will acquire the Woodburn Site from Fairfax County and utilize that land to support the development program for the Inova Fairfax Hospital Campus shown as “Option 1”. This application also sets forth an alternate development program (shown as “Option 2”) that would govern the Application Property until such time that Inova acquires the Woodburn Site, except as otherwise provided herein. These Proffers apply generally to the entirety of the Application Property except where it is indicated that specific proffers are to apply only to a given site or with respect to one of the specific development options. Fairfax County, in its propriety capacity, and Inova have entered an Option 2 Development Agreement, on file among the records of the County Attorney, setting forth the various responsibilities of the parties in the event the Application Property is developed pursuant to Option 2.

**DEVELOPMENT PLAN**

1. Generalized Development Plan/Special Exception Amendment Plat. The Application Property shall be developed in substantial conformance with the Inova Fairfax Hospital Campus Generalized Development Plan/Special Exception Amendment Plat dated April 18, 2011 and revised through December 5, 2011 prepared by Dewberry & Davis LLC (the “GDP/SEA Plat”), consisting of Sheets 1 through 28.

2. 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.

GENERAL

3. Proposed Development. Development on the Application Property shall include a maximum of 2,310,074 square feet of gross floor area ("GFA"). This does not include cellar area as provided in 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 22.B. and as shown on the GDP/SEA Plat 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 modifications as determined by the Zoning Administrator. All development constructed on 2011 Tax Map Parcel 49-3 ((1)) 136C ("Parcel 136C") shall not exceed 0.25 floor area ratio ("FAR"). The unutilized GFA from Parcel 136C, defined as the difference between the GFA actually utilized on Parcel 136C and the GFA resulting from the total allowable FAR approved for the Application Property (i.e. 0.80 FAR), calculated only on the land area of Parcel 136C, may be applied to the balance of the IFH Site.

- A. Option 1. Proposed Development Option 1, as shown on the GDP/SEA Plat, assumes the acquisition of the Woodburn Site by Inova. Option 1 provides for a maximum of 2,260,474 square feet of GFA for development of medical care facilities and other allowable uses related thereto on the IFH Site. Option 1 provides for a maximum of 34,600 square feet of GFA for development of public uses on the Woodburn Site and a maximum of 15,000 square feet of GFA for development of public uses within the area identified on the GDP/SEA Plat as the "Woodburn Place Lease Line". Upon demolition of the public use on the Woodburn Site, the GFA of such former use may be allocated to support development of medical care facilities and other allowable uses on the Application Property, subject to necessary zoning and/or other permit approvals, and, if the Woodburn Site is then owned by Fairfax County, subject to agreement by Fairfax County in its proprietary capacity.

- B. Option 2. Proposed Development Option 2, as shown on the GDP/SEA Plat, is shown to demonstrate how the Application Property could be developed in a coordinated way in the event Inova does not acquire the Woodburn Site. Option 2 provides for 2,106,574 square feet of GFA for development of medical care facilities and other allowable uses related thereto on the IFH Site. Option 2 provides for a maximum of 188,500 square feet of GFA for development of public uses on the Woodburn Site and a maximum of 15,000 square feet of GFA for development of public uses within the Woodburn Place Lease Line. Upon demolition of the existing public use on the Woodburn Site, or upon the determination that such public use will not be built to its ultimate GFA, the

unused portion of the GFA may be allocated to support development of medical care facilities and other allowable uses, subject to necessary zoning and/or other permit approvals, and, if necessary, subject to agreement by Fairfax County in its proprietary capacity.

Except as otherwise provided herein, development on the Application Property shall be governed by Option 2 until such time that Inova, or its affiliate, acquires the Woodburn Site, in which case development on the Application Property shall be governed by Option 1.

Notwithstanding the foregoing, even if the Application Property is or proceeds on an interim basis to be developed pursuant to Option 2, Inova may construct the approved Women's Hospital and Patient Tower ("WHPT") shown on the GDP/SEA Plat up to the maximum GFA and height of the WHPT as shown in Option 1 without requiring a PCA or special exception amendment ("SEA") if sufficient additional GFA becomes available to support the development program through demolition of existing GFA on the Application Property, by agreement with Fairfax County in its proprietary capacity to utilize unused density on the Woodburn Site, and/or by way of an amendment to the Comprehensive Plan. The purpose of this paragraph is to allow Inova to construct only the WHPT up to the maximum GFA and height of the WHPT as it is shown on the GDP/SEA Plat under Option 1 in the event additional GFA becomes available in the future, and this is allowable only because the Option 1 WHPT was approved as part of RZ 2008-PR-009 and continues to be represented as such in this Application. As shown on the GDP/SEA Plat, the Option 1 WHPT and the Option 2 WHPT have the same building footprint, and this paragraph would only allow the construction of additional floors within the Option 2 WHPT not to exceed the maximum height limit of the Option 1 WHPT (165 feet). Any such additional GFA incorporated into the Option 2 WHPT will count toward the total allowable FAR for the Application Property. A PCA and/or SEA shall be required to utilize any such additional GFA anywhere other than in the WHPT.

C. Phasing of Hospital Expansion.

Under either Option 1 or Option 2, the Applicant reserves the right to construct the WHPT in phases, with an initial phase of hospital expansion (the "Initial Phase") limited to a maximum of 211,000 square feet of GFA of new construction and a maximum height of 165 feet. The Initial Phase may be constructed in either of the locations shown on Sheet 2 the GDP/SEA Plat; namely, as either (i) a vertical expansion to the existing Inova Heart and Vascular Institute (Building # 17 as shown on the GDP/SEA Plat); or (ii) an addition to the Existing Tower Building (Building # 3 as shown on the GDP/SEA Plat). Any GFA incorporated into the Initial Phase will count toward the total allowable GFA for the IFH Site. In the Initial Phase, the Applicant shall neither increase nor decrease the number of licensed beds on the IFH Site above or below 833 (the bed count approved by the Board of Supervisors since November 2000). References in these Proffers to the WHPT, shall not be deemed to mean or include the Initial Phase unless specifically provided. However, in the event there is no Initial Phase expansion,

then any proffered improvements associated with an Initial Phase shall then be associated with the WHPT.

4. Uses. The Application Property may include the following uses:
  - A. Medical Care Facilities, including up to 924 licensed care beds (notwithstanding anything on the GDP/SEA Plat to the contrary), and provided that:
    - (i) The Applicant shall provide for a total of no more or no fewer than 833 licensed beds on the IFH Site with the construction of an Initial Phase of the project (as defined in Proffer 3.C.); and
    - (ii) The Applicant shall provide for no more licensed beds than that number for which a Certificate of Public Need as been approved.
  - B. Public Uses, which may include with respect to Option 2, a Mid-County Community Service Center providing programs and services operated by Fairfax County, the Fairfax – Falls Church Community Services Board (CSB) or other social, health or human services providers;
  - C. Child Care Centers, to be used exclusively by the children of Inova Fairfax Hospital employees and provided that the maximum attendance shall be limited to 200 children at any one time, and that the hours of operation shall be limited to 6:00 a.m. to 8:00 p.m., Monday through Friday.
  - D. Helistops, provided that the use is limited to trips associated with Inova Fairfax Hospital; and
  - E. Accessory uses and accessory service uses provided that the 4,620 square foot "Temporary Administration Office Facility" depicted on the GDP/SEA Plat shall be removed no later than December 31, 2017 unless such date is extended for good cause shown as approved by the Zoning Administrator.
  - F. Cellar Use. Cellar floor area within the WHPT and/or within any Initial Phase expansion to the Existing Tower Building (as described in Proffer 3.C.ii.) shall be used only for the following uses:
    - (i) The core area of the buildings such as a central energy plant; mechanical and electrical rooms; hallways/circulation; elevators; stairwells; rest rooms; janitor, building maintenance and engineering rooms; command center; vaults; and
    - (ii) Specialty areas such as storage/filing rooms; mail rooms; in-house pharmacies; equipment sterilization processing; data centers and computer installations; uses engaged in processes using large or heavy equipment (for example, medical diagnostic or therapeutic, imaging, reproduction, printing, laboratory and testing equipment, linear accelerators, proton beam accelerators, and cyclotrons); and
    - (iii) Accessory uses such as meeting rooms; exercise facilities and related shower and locker rooms; food service; lounges; libraries; and

- (iv) Other similar uses, as determined by the Zoning Administrator.

5. Parking.

Parking shall be provided in a combination of garage structures 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 within the Application Property.

TRANSPORTATION IMPROVEMENTS

6. Road Improvements

- A. Dedication. The Applicant shall dedicate to the Board of Supervisors fee simple right-of-way and/or easements necessary to allow for the construction of the improvements required in Proffers 6.B., 6.D., 6.E., 6.I. and 6.J. Such dedication shall occur consistent with the timing requirements of Proffer 6.H. and as part of the respective site plan approval that proposes such improvements. Should a road widening project in general conformance with these proffered improvements be constructed by others in advance of the improvements described herein, the Applicant shall dedicate fee simple right-of-way and/or easements from the Application Property necessary for the project upon demand of the County and/or VDOT.
  
- B. Gallows Road. The Applicant shall reconstruct Gallows Road to provide a third southbound through lane from Anderson Drive to the existing Gray Entrance to the Inova Fairfax Hospital. In connection therewith, the Applicant shall also provide the following improvements, all as shown on Sheets 10-16 of the GDP/SEA Plat:
  - (i) Reconstruct the median within Gallows Road;
  - (ii) Construct turn lane improvements; and
  - (iii) Construct intersection improvements at (a) Anderson Drive/Gallows Road/Exxon/Mobil Headquarters North Entrance; and (ii) Willow Oaks Corporate Drive/Gallows Road.

The final design of such improvements, together with plans for necessary relocations of utilities and other facilities as shown on the GDP/SEA Plat and/or as may be revealed at the time of final engineering, shall be subject to approval by Virginia Department of Transportation ("VDOT") and Fairfax County Department of Public Works and Environmental Services ("DPWES").

In addition, the Applicant shall reconstruct the curb on northbound Gallows Road to eliminate the bus pull out area depicted on Sheet 12 of the GDP/SEA Plat and

relocate and/or reconstruct existing bus stop improvements at such location to coincide with the elimination of the bus pull out, all subject to FCDOT providing written documentation from WMATA and any others, as necessary, approving the elimination of the bus pull out prior to the time of site plan submission for the Gallows Road improvements as provided in this Proffer 6.B.

In addition, the Applicant shall reconstruct the existing free-flow right-turn lane(s) at the intersection(s) of Gallows Road/Willow Oaks Corporate Drive, Gallows Road/Exxon-Mobil north entrance and/or Gallows Road/Exxon-Mobil south entrance to a final configuration as approved by VDOT, after consultation with FCDOT, subject to Fairfax County (i) securing permission from adjacent land owners; (ii) securing any necessary right-of-way; and (iii) providing funding to the Applicant that is sufficient to offset the cost of the improvement(s), all prior to the time of site plan submission for the Gallows Road improvements as provided in this Proffer 6.B. In furtherance of (iii), the Applicant shall provide a cost estimate of such improvements to FCDOT at least 30 days prior to site plan submission for the Gallows Road improvements.

C. Gallows Road Bicycle Lanes.

(i) GDP/SEA Plat. The GDP/SEA Plat depicts bicycle lanes within the proposed road sections for both southbound and northbound Gallows Road, extending generally from the south side of the Willow Oaks Corporate Drive/Gallows Road intersection to the north side of the Woodburn Road/Gallows Road intersection. As shown on Sheet 10 of the GDP/SEA Plat, the "Proposed Gallows Rd. (Rte. 650) Typical Section" includes 11-foot wide travel lanes

(ii) Final Design.

(a) First Submission. The Applicant shall prepare the site plan for the Gallows Road improvements (Proffer 6.B.) to include the 11-foot wide travel lanes and the bicycle lanes as generally shown on the GDP/SEA Plat. If, based on this final design, the site plan shows that the entire length of the bicycle lanes can be provided without the Applicant having to relocate curb, gutter and/or utilities that would otherwise not be required to be relocated by the road improvements proffered herein, then the Applicant shall proceed to submit the site plan to DPWES and VDOT for review and approval.

However, if, based on this final design, the site plan shows that implementation of sections of the bicycle lanes would require the Applicant to relocate curb, gutter and/or utilities that would otherwise not be required to be relocated by the road improvements proffered herein, then the Applicant shall prepare an estimate of the costs of such additional improvements and provide

that estimate to FCDOT. If within thirty (30) days thereafter FCDOT provides the Applicant an agreement to fund the cost of the additional improvements, then the Applicant shall proceed to submit the site plan to DPWES and VDOT for review and approval. If FCDOT does not provide an agreement to fund the additional costs within that time, the Applicant shall have no further obligation with respect to providing bicycle lanes in such locations and may proceed to submit the site plan to DPWES and VDOT for review and approval without the additional improvements.

- (b) Second Submission. If VDOT approves the 11-foot-wide lanes, as demonstrated by the first submission comments, then the Applicant shall proceed to second submission.

If VDOT does not approve the 11-foot-wide lanes, as demonstrated by first submission comments, then the Applicant shall redesign the Gallows Road improvements based on the approved cross section and lane widths. The Applicant shall include in such redesign the entire length of bicycle lanes as shown on the GDP/SEA Plat, subject to FCDOT providing an agreement to reimburse the design costs of including the bicycle lanes. If, based on this final design, the site plan shows that implementation of sections of the bicycle lanes would require the Applicant to relocate curb, gutter and/or utilities that would otherwise not be required to be relocated by the road improvements proffered herein, then the Applicant shall prepare an estimate of the costs of such additional improvements and provide that estimate to FCDOT. If within thirty (30) days thereafter FCDOT provides the Applicant an agreement to fund the cost of the additional improvements, then the Applicant shall proceed to submit the revised site plan to DPWES and VDOT for second submission review and approval. If FCDOT does not provide an agreement to fund the additional costs within that time, then FCDOT shall reimburse the Applicant's design costs for the additional bicycle lanes, the Applicant shall provide electronic copies of the design to FCDOT for its future use, and thereafter the Applicant shall have no further obligation with respect to providing bicycle lanes in such locations and may proceed to submit the revised site plan to DPWES and VDOT for second submission review and approval without the additional improvements

- (iii) Installation of Bicycle Lanes

- (a) Hospital Frontage. The Applicant shall dedicate adequate right of way, if necessary, and construct pavement width necessary to provide a maximum 5 foot wide bicycle lane along southbound

Gallows Road from the south side of the Hospital Blue Entrance to the north side of the Woodburn Road/Gallows Road intersection, in a location as approved by VDOT, regardless of the cross section and lane widths for Gallows Road that are approved by VDOT following final design as described in Proffer 6.C.(ii).

- (b) Off-Site. The Applicant shall implement the additional bicycle lane sections as shown on the approved site plan for Gallows Road following final design as described in Proffer 6.C.(ii).
- (iv) Other. The Applicant shall install signs identifying the beginning and end of the sections of bicycle lanes as approved by VDOT.

The Applicant shall coordinate its design with VDOT to allow for the Gallows Road bicycle lane(s) proffered herein to tie into the bicycle lanes proposed by the HOT lanes project that cross the I-495 bridge on Gallows Road southeast of the Gallows Road/Woodburn Road intersection. Further, the Applicant shall stripe in such extended section(s) of bicycle lane if feasible within the existing pavement section.

D. Woodburn Road – Woodburn/Gallows Intersection. The Woodburn Road and Woodburn/Gallows Intersection improvements and the resulting turn lane configurations are shown on Sheets 10, 14 and 15 of the GDP/SEA Plat. The final design of such improvements shall be subject to VDOT, DPWES and, if necessary, Federal Highway Administration (“FHWA”) approval.

- (i) Woodburn Road. The Applicant shall improve Woodburn Road between Gallows Road and the improved southern entrance to the IFH Site (Centers of Excellence Boulevard). Such improvement shall include a through-right lane that terminates at the Centers of Excellence Boulevard entrance, a through lane that continues westward on Woodburn Road and pavement area to provide for left turns onto Luttrell Street and into the driveways to the medical office building complex located on the south side of Woodburn Road.

The Applicant shall widen Woodburn Road at the intersection of Centers of Excellence Boulevard to provide for receiving lanes for left turning vehicles from Centers of Excellence Boulevard to eastbound Woodburn Road.

The Applicant shall restripe Woodburn Road west of Centers of Excellence Boulevard to provide for single through lanes in each direction (with a target width of 14 feet each), and with an eastbound left turn bay to access Centers of Excellence Boulevard. The westbound through lane will transition to the existing westbound lane use (through and through-right) as generally shown on the GDP/SEA Plat subject to VDOT approval. The Applicant’s obligation to restripe Woodburn Road west of Centers of

Excellence Boulevard is subject to such improvements being permitted to occur within the existing pavement and road sections.

- (ii) Woodburn/Gallows Intersection. The Applicant shall construct a second, northbound left turn lane from Gallows Road onto Woodburn Road. The Applicant shall improve the Woodburn Road eastbound approach to the Gallows Road intersection to four lanes, providing for exclusive dual left turn lanes and dual right turn lanes.
- E. I-495 Southbound Exit. The Applicant shall improve the I-495 southbound exit approach at the Gallows Road intersection to three lanes, providing for exclusive dual left turn lanes and a through lane. The existing ramp lane that provides the right turn movement to northbound Gallows Road will remain, and the Applicant shall incorporate signage and/or physical improvements on the ramp and on Gallows Road to limit access to the hospital's "Gray Entrance" from that ramp. The I-495 Southbound Exit improvements and the resulting turn lane configurations are shown on Sheets 10, 15 and 16 of the GDP/SEA Plat. The final design of the improvements proposed in this Proffer 6.E. shall be subject to VDOT, DPWES and, if necessary, FHWA approval.
- F. Not used.
- G. Internal Travelways.
- (i) WHPT. In connection with construction of the WHPT, the Applicant shall construct the on-site internal travelways as shown on Sheets 5 and 6 on the GDP/SEA Plat. The final design of such travelways shall be subject to DPWES approval, and shall allow for buses and large vehicles to safely circulate the site to and from the locations for their respective services (such as bus stops and loading bays). Although not public streets, these internal travelways shall be constructed with materials and depth of pavement consistent with public street standards, in conformance with the Public Facilities Manual ("PFM"). The internal travelways shall be maintained by the Applicant. Prior to the issuance of the first Non-RUP for the WHPT, exclusive of core and shell, the Applicant shall grant ingress and egress easements for public access and for public emergency and maintenance vehicles over the travelways.
  - (ii) Initial Phase. In the event of construction of an Initial Phase expansion to the Existing Tower Building (as described in Proffer 3.C.ii.), the Applicant shall reconstruct the existing patient drop-off area as shown on Sheet 2 of the GDP/SEA Plat. The final design of such reconfigured drop-off area shall be subject to DPWES approval. Also concurrent with construction of an Initial Phase expansion, the Applicant shall design and construct, or reconstruct as necessary, minimum intersection curb return radii for the primary private travelways on the IFH Site to allow single unit trucks (as

defined by AASHTO) to make the turns without their wheelbases crossing into opposing lanes.

H. Timing of Design/Construction.

- (i) Initial Phase. In the event of construction of an Initial Phase expansion to either the Inova Heart and Vascular Institute or the Existing Tower Building (as described in Proffer 3.C.), the Applicant shall design the Gallows Road improvements (Proffer 6.B.), the Gallows Road Bicycle Lanes (Proffer 6.C.), the Woodburn Road – Woodburn/Gallows Intersection improvements (Proffer 6.D.) and the I-495 Southbound Exit improvements (Proffer 6.E.), and submit all necessary site plan(s)/public improvement plan(s) for such improvements to DPWES, VDOT and/or FHWA, as applicable, with a copy provided to FCDOT, prior to the issuance of the first Non-RUP, exclusive of the core and shell permit, for any Initial Phase expansion, and thereafter the Applicant shall diligently pursue approval of such site plan(s)/public improvement plan(s).
- (ii) Gallows Road. The Applicant shall coordinate with FCDOT and VDOT on the start of construction of the Gallows Road improvements set forth in Proffer 6.B. and 6.C. so as to reasonably minimize potential conflicts between such construction and the use of Gallows Road as a detour during construction by others of the HOT lanes project in the vicinity. The Gallows Road improvements set forth in Proffer 6.B. and 6.C. shall be substantially completed prior to issuance of the first Non-Residential Use Permit (“Non-RUP”), exclusive of the core and shell permit, for the WHPT. For purposes of this Proffer, “substantially completed” shall mean open and available for use by the public but not necessarily accepted by VDOT for maintenance purposes. Final bond release for the WHPT shall not occur until the improvements have been accepted into the State system.
- (iii) Woodburn Road – Woodburn/Gallows Intersection. The Applicant shall coordinate with FCDOT and VDOT on the start of construction of the Woodburn Road – Woodburn/Gallows Intersection improvements set forth in Proffer 6.D. so as to reasonably minimize potential conflicts between such construction and the use of Gallows Road as a detour during construction by others of the HOT lanes project in the vicinity. The Woodburn Road – Woodburn/Gallows Intersection improvements set forth in Proffer 6.D. shall be substantially completed prior to issuance of the first Non-RUP, exclusive of the core and shell permit, for the WHPT. In the event such improvements require FHWA approval but are not so approved by FHWA prior to the time the final bond for the WHPT would otherwise be released, then, in lieu of construction, the Applicant shall escrow the full cost of such improvements (including relocation of utilities and traffic signals) for the benefit of Fairfax County as determined by the

average of two cost estimates for the work conducted at the Applicant's expense by independent parties.

- (iv) I-495 Southbound Exit. The Applicant shall coordinate with FCDOT and VDOT on the start of construction of the I-495 Southbound Exit improvements set forth in Proffer 6.E. so as to reasonably minimize potential conflicts between such construction and the use of Gallows Road as a detour during construction by others of the HOT lanes project in the vicinity. The I-495 Southbound Exit improvements set forth in Proffer 6.E. shall be substantially completed prior to issuance of the first Non-RUP, exclusive of the core and shell permit, for the WHPT. In the event such improvements require FHWA approval but are not so approved by FHWA prior to the time the final bond for the WHPT would otherwise be released, then, in lieu of construction, the Applicant shall escrow the full cost of such improvements (including relocation of utilities and traffic signals) for the benefit of Fairfax County as determined by the average of two cost estimates for the work conducted at the Applicant's expense by independent parties.
  - (v) Internal Travelways. The new on-site, internal private travelways as described in Proffer 6.G.i. shall be substantially completed prior to issuance of the first "Non-RUP", exclusive of the core and shell permit, for the WHPT, except that the proposed Connector Travelway shall be constructed as provided in Proffer 27. In the event of construction of an Initial Phase expansion to the Existing Tower Building (as described in Proffer 3.C.ii.), the reconfigured drop-off area as described in Proffer 6.G.ii. shall be completed prior to issuance of the first "Non-RUP", exclusive of the core and shell permit, for such Initial Phase.
- I. New Traffic Signal. At the time of site plan submission for the Woodburn Road – Woodburn/Gallows Intersection improvements (see Proffer 6.D. above), the Applicant shall complete and submit a warrant study for VDOT review for a signal at the intersection of Woodburn Road and the proposed Centers of Excellence Boulevard. The warrant study shall assume full build out of 0.80 FAR on the Application Property. If the signal is warranted, the Applicant shall design, equip and install a new traffic signal at that location subject to approval by VDOT of the final design of the signal. The signal shall be installed at such time as may be warranted following construction of the Centers of Excellence Boulevard.
- J. Existing Traffic Signal Modifications.
- (i) The Applicant shall modify existing traffic signals as necessary to implement the road/travelway improvements as required by these proffers. Such modifications shall be made concurrent with the timing requirements of the respective road/travelway improvements and shall be subject to the approval of VDOT. If any modifications would reduce the pedestrian crossing time below 4.0 feet per second (the VDOT standard), then the

Applicant shall seek comments on the modifications from FCDOT. If no comments are provided within 30 days of such request, FCDOT shall be deemed to have no comments.

- (ii) Gallows Road. 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 FCDOT. This request shall be submitted between 180 and 365 days after the Gallows Road improvements (per Proffer 6.B. and 6.C.) are substantially completed. If VDOT determines that a corridor evaluation is necessary, the Applicant shall conduct a corridor evaluation of existing signal timings along Gallows Road from the southern I-495 ramp at Gallows Road to Gatehouse Road 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 WHPT.
  - (iii) Woodburn Road. 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 FCDOT. This request shall be submitted between 180 and 365 days after the Woodburn Road – Woodburn/Gallows Intersection improvements (per Proffer 6.D.) are substantially completed. If VDOT determines that a corridor evaluation is necessary, the Applicant shall conduct a corridor evaluation of existing signal timings along Woodburn Road from Tobin Road to Gallows Road 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 WHPT.
- K. 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 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 transportation 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 VDOT. In the event the Applicant is required to obtain necessary right-of-way or easements to implement the provisions of this proffer, 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 building.

- L. 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 6 (or an improvement in any other Proffer the timing of which is associated with an improvement proffered in this Proffer 6) have been delayed (due to, but not limited to an inability to secure necessary permission for utility relocations, and/or VDOT and/or FHWA approval and/or coordination with HOT lanes construction) 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.

7. Interparcel Access.

- A. No vehicular access to or egress from the Application Property shall be allowed from the west through the Prosperity Heights, Strathmeade Square or the Pine

Ridge subdivisions, nor from the east of Parcel 136C through the Amberleigh Apartments.

- B. The Applicant shall allow for interparcel access between the Woodburn Place Site and the surface parking lot on the IFH Site as shown on the GDP/SEA Plat if such access is ever requested by Fairfax County.

8. Pedestrian Circulation Improvements.

- A. The Applicant shall construct a comprehensive pedestrian circulation system throughout the Application Property as shown on Sheet 7 of the GDP/SEA Plat. The "Proposed Sidewalk/Trail" improvements as shown on the GDP/SEA Plat shall be constructed prior to issuance of the first Non-RUP, exclusive of core and shell, for the WHPT, except that the proposed bicycle/pedestrian trail located along the Connector Travelway shall be constructed as provided in Proffer 27.
- B. The Applicant shall dedicate adequate easements and/or right-of-way along the Gallows Road and Woodburn Road frontages of the Application Property to accommodate public maintenance of trails and sidewalks such that no such facility is divided between public and private maintenance.
- C. Concurrent with the construction of the Gallows Road improvements (Proffer 6.B. and 6.C. above) the Applicant shall replace the 5-foot wide portions of the existing concrete sidewalk along Gallows Road with an 8-foot wide asphalt trail, and reconstruct the existing Gallows Road trail where and as necessary to accommodate right turn lane(s).
- D. Concurrent with the construction of the Woodburn Road improvements (Proffer 6.D. above) the Applicant shall construct connecting segment(s) of sidewalk and/or trail between the termini of the existing sidewalk and the trail along Woodburn road opposite the proposed entrance to Centers of Excellence Boulevard within existing right-of-way or otherwise subject to necessary easements being provided at no cost to the Applicant.
- E. The Applicant shall construct a five-foot wide sidewalk heading northward from the existing bus stop on the east side of Gallows Road (located approximately across from the Inova Fairfax Hospital Emergency Department) to the Gallows Road/Hospital Blue Entrance crosswalk described in Proffer 9.A below. The sidewalk will be constructed prior to issuance of the first Non-RUP, exclusive of core and shell, for any Initial Phase expansion (as provided in Proffer 3.C.).
- F. Subject to the terms of any existing easements, the Applicant shall install a 4-6 foot wide ADA accessible trail from the western boundary of Parcel 136C proximate to the terminus of Beverly Drive, through Parcel 136C and leading to the sidewalk along the travelway on Parcel 136C in a location as generally shown on the GDP/SEA Plat. Such trail shall be installed and a non-exclusive public access easement shall be granted in the general location of the trail, prior to issuance of the first Non-RUP, exclusive of core and shell, for any Initial Phase

expansion (as provided in Proffer 3.C.). The Applicant shall maintain the trail and keep it clear of hazardous conditions.

- G. Areawide Pedestrian Enhancements. The Applicant shall contribute \$10,000 toward other areawide pedestrian enhancements to be used by the County within the vicinity of the IFH Site. Such contribution shall be made prior to the approval of the site plan for any Initial Phase expansion (as provided in Proffer 3.C.).
9. Crosswalks.
- A. Gallows Road. Prior to issuance of the first Non-RUP, exclusive of core and shell, for any Initial Phase expansion (as provided in Proffer 3.C.), the Applicant shall, subject to VDOT approval, install a painted crosswalk crossing Gallows Road at the southern side of the Inova Fairfax Hospital Blue Entrance and install a pedestrian countdown signal for the Gallows Road crossing at the Fairfax Hospital Blue Entrance and make modifications to the existing signal in such location as may be necessary, all subject to the approval of VDOT. Concurrent with the construction of the Gallows Road improvements (Proffer 6.B. and 6.C.), and subject to the approval of VDOT, the Applicant shall install a painted crosswalk and pedestrian countdown signal for the crossing of Gallows Road at the southern side of the Willow Oaks Corporate Drive intersection.
- B. Woodburn Road. Concurrent with the construction of the Woodburn Road improvements (Proffer 6.D.), and subject to the approval of VDOT, the Applicant shall install painted crosswalk(s) and pedestrian countdown signal(s) for crossing Woodburn Road at the proposed Centers for Excellence Boulevard entrance to provide an improved connection from the IFH Site to Pine Ridge Park.
10. Bicycle Facilities. The Applicant shall provide indoor and/or outdoor bicycle racks on the IFH Site, and in the event of Option 2 the Woodburn Site. On the IFH Site, the Applicant shall install bicycle racks that provide spaces for a minimum total of 140 bicycles. Bicycle racks shall be located outdoors, with convenient access to building entrances, and within the existing parking garages shown on the GDP/SEA Plat. As part of this 140-space requirement, the Applicant shall provide lockers or cages for a minimum total of ten (10) bicycles for employees in the "Staff Parking Garage" and/or other areas on the Application Property proximate to employee parking. In the event of Option 2, the Applicant shall provide additional such facilities in the new garage shown on the GDP/SEA Plat to serve the County Building. As part of the wayfinding signage program (Proffer 21), the Applicant shall include locations for "share the road" signs for areas on the IFH Site and Woodburn Road along the Application Property's frontage where bicycles will share the travelway with other vehicles. Within this sign plan the Applicant will also designate locations for signs to be located on the IFH Site directing bicyclists to the bicycle parking. The final location and design of the signage, the garage bike racks and the bike lockers/cages shall be subject to review by FCDOT. Subject to necessary approvals, if any, the Applicant shall install such bicycle racks, lockers/cages and signs prior to issuance of the first Non-RUP, exclusive of core and shell, for any Initial Phase expansion (as provided in Proffer 3.C.). Both the IFH Site and the County

Building shall include shower and changing room facilities for employees, which improvements shall be provided prior to issuance of the first Non-RUP, exclusive of core and shell, for the WHPT and the County Building, respectively.

11. Bus Services.

A. Bus Route. Following completion of the reconstruction of the internal travelways associated with the WHPT (See Proffer 6.G.i.), the Applicant shall allow Fairfax County and WMATA buses to access the Application Property in a route that enters the Application Property from Woodburn Road heading north along the western access travelway on the Woodburn Site, to the new bus facilities (described below), then turning right onto the new hospital boulevard travelway and then proceeding along the new hospital boulevard travelway southward to the new traffic light at Woodburn Road; provided, however, the specific bus route may be modified as agreed by the Applicant, FCDOT and/or WMATA without requiring a PCA. The terms allowing bus access to the Application Property are subject to a pending agreement(s) between the Applicant, FCDOT and/or WMATA. In the meantime, the Applicant agrees that buses may continue to circulate on the Application Property as they have done in the past, or via the reconfigured drop-off in the event of construction of an Initial Phase expansion to the Existing Tower Building (as described in Proffer 6.G.ii.). The bus circulation route may be modified on a temporary basis as required for construction staging.

B. Bus Facilities.

- (i) The Applicant shall construct new bus facilities in the location shown on the GDP/SEA Plat. Such facilities shall consist of three (3) canopied bus bays; an approximately 25 foot wide paved pedestrian area for bus passengers; three (3) lighted shelters of a similar design as shown on Sheet 8 of the GDP; and a bicycle rack to accommodate a minimum of 5 bicycles (to be included within the total 140 bicycle spaces to be provided by Proffer 10). In addition, the Applicant shall install with such facilities a free standing lighted information kiosk to be provided by FCDOT and additional conduit for future IT applications as recommended by FCDOT. The number and location of bus bays may be modified on a temporary basis as required for construction staging so long as at least two bus bays are provided during such temporary periods.
- (ii) The Applicant shall also install at least one trash receptacle at the new bus facilities described herein, and the Applicant shall be responsible to ensure the receptacle(s) are emptied on a regular basis.
- (iii) The Applicant shall install a concrete pad at the bus stop along the Gallows Road frontage of the IFH Site in a location to be established with the Gallows Road improvements set forth in Proffer 6.B. above. The Applicant shall also install a concrete pad at the bus stop on the east side

of Gallows Road in connection with the construction of the sidewalk as provided in Proffer 8.E.

- (iv) These bus facility improvements shall be constructed prior to issuance of the first Non-RUP, excluding core and shell, for the WHPT; provided, however, that the Zoning Administrator may approve a later date for completion of the improvements without requiring a PCA upon demonstration by the Applicant that despite diligent efforts and due to factors beyond the Applicant's control, the required improvements have been delayed.
12. Taxi Stand. The Applicant shall establish an on-site taxi waiting area for approximately 10 standard taxis, in a location as shown on the GDP/SEA Plat or at such other location(s) as may be approved by FCDOT prior to issuance of the first Non-RUP, excluding core and shell, for any Initial Phase expansion (as provided in Proffer 3.C.).
13. Merrifield Shuttle. The Applicant shall continue to provide its existing shuttle service between the Dunn Loring Metro Station and Inova Fairfax Hospital (and in the future the Inova Willow Oaks Site as described in Proffer 14.A.(ii)(a)). In addition, the Applicant shall reasonably cooperate with others who are working to establish a Merrifield Area shuttle service and shall encourage and support the location of a shuttle stop for that service on the IFH Site. Following the time that a Merrifield Area shuttle service is in operation, the Applicant may terminate its existing shuttle service if it is determined, in coordination with FCDOT, that the two shuttle services are redundant. Upon such time, if any, that the Applicant's independent service is eliminated, the Applicant shall contribute annually to the Merrifield Area shuttle on a pro rata basis as determined by agreement with FCDOT. The Applicant shall not terminate its shuttle service until such time, if any, that such an agreement is reached.

#### TRANSPORTATION DEMAND MANAGEMENT

14. Transportation Demand Management.
- A. IFH Site. Inova has implemented a transportation demand management ("TDM") program at the IFH Site for many years and has achieved a Level 4 (PLATINUM) participant status through the Metropolitan Washington Council of Governments Regional Commuter Connections Employer Outreach Program. This Proffer 14.A. shall apply only to the IFH Site and, except as may otherwise be provided herein, shall apply upon zoning approval to all current and future development on the IFH Site.
    - (i) Employee Mode Split Goal. Mass transit, ride-sharing and other transportation strategies for the employees of Inova Fairfax Hospital shall be utilized to achieve a minimum 15% mode split for employee trips to and from the IFH Site under existing conditions during workday hours (generally between the hours of 6:00 am to 7:30 pm). Upon final

occupancy of any Initial Phase expansion (as provided in Proffer 3.C.), the Employee Mode Split Goal shall increase to 18%. Upon final occupancy of the WHPT, the Employee Mode Split Goal shall increase to 20%.

- (ii) TDM Components. In order to meet the applicable Employee Mode Split Goal, the Applicant shall implement a program of TDM strategies in coordination with FCDOT to include, without limitation, those items listed below. Such items may be adjusted from time to time as approved by FCDOT, without requiring a PCA, to reflect the ever-changing dynamic of transportation opportunities and constraints within the greater community.
- (a) Provide shuttle service between the Dunn Loring Metro Station and Inova Fairfax Hospital (See Proffer 13 above) and include a stop at the Inova Willow Oaks Site that is subject to PCA 87-P-038-04 upon such time as, and for so long as, Inova occupies any of the office buildings there;
  - (b) Provide 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 an independent contractor to the Applicant. The PM position may be part of other duties assigned to the individual;
  - (c) Participate 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;
  - (d) Display in the Inova Fairfax Hospital common areas transportation-related information for employees, volunteers, patients, and visitors;
  - (e) Distribute an employee benefits package to all new employees, including site-specific transit-related information referencing the nearest Metro station and bus routes, and encouraging all employees to use Metrorail, bus service, shuttle service, carpool/vanpool, bicycling, or walking;
  - (f) Maintain normal hospital shifts outside of the current AM and PM peak hours of Gallows Road, and encourage telecommuting and flextime for administrative employees as appropriate;
  - (g) Provide reserved spaces for employee carpoolers and vanpoolers located proximate to building entrances;
  - (h) Provide on-site bus services (See Proffer 11 above);

- (i) Provide for on-site bicycle storage, showers and changing facilities (See Proffer 10 above);
  - (j) Hold an annual, on-site Bike-to-Work event conducted in coordination with FCDOT;
  - (k) Provide a sidewalk system designed to encourage/facilitate pedestrian circulation (See Proffer 8 above);
  - (l) Provide an on-campus child care center(s) and eating establishment(s) and other possible accessory service uses;
  - (m) Provide information to new employees about housing opportunities within the Merrifield area; and
  - (n) Coordinate with any TDM programs in place on the Inova Willow Oaks Site that is subject to PCA 87-P-038-04.
- (iii) Employee Surveys. Between September and November of each calendar year starting in 2009, the PM shall conduct a survey of hospital employees on shift during the workday hours (generally between 6:00 am and 7:30 pm) (the "Employee Survey") designed to evaluate the effectiveness of the TDM measures in meeting the applicable Employee Mode Split Goal and to evaluate the need, if any, for changes to the TDM measures then in place. The PM shall coordinate the draft Employee Survey materials and the methodology for validating survey results with FCDOT at least thirty (30) days prior to each year's Employee Survey. The PM shall submit as part of each County Report (defined below) an analysis of the Employee Survey to FCDOT. Such analysis shall include at a minimum:
- (1) A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;
  - (2) The number of people surveyed and the number of people who responded;
  - (3) The results of the surveys taken during the survey period measured in terms of daily mode split, mode splits during shift changes and mode splits during the street peak hours;
  - (4) The number of employees participating in the TDM programs, displayed by category and mode of use;
  - (5) An evaluation of the effectiveness of the TDM program elements in place, including their effectiveness at achieving the applicable Employee Mode Split Goal, and, if necessary, proposed modifications; and
  - (6) A description of the uses constructed and occupied on the IFH Site at the time the survey was conducted.

- (iv) Report to County. The PM shall report annually to FCDOT on the TDM measures (the "County Report") no later than January 31<sup>st</sup> of each calendar year (beginning in 2010) after completion of the Employee Survey. The County Report shall include (a) a description of the prior year's TDM strategic efforts, including, as applicable, sample marketing materials; (b) a financial statement that includes the budget for the TDM measures and an accounting of TDM revenues and expenditures for the preceding year; (c) an analysis of the Employee Survey for the preceding year, (d) discussion of any changes to the TDM measures for the upcoming year; and (e) the budget for TDM implementation for the upcoming year.
- (v) Adjustments to Calendar and Due Dates. Upon mutual agreement between FCDOT and the PM, the due dates for the Employee Survey and/or delivery of the County Report may be extended by up to sixty (60) days.
- (vi) Meetings with FCDOT. The PM shall meet with FCDOT annually, as applicable, or as mutually agreed, to discuss the results of the Employee Survey, the County Report and the TDM measures.
- (vii) Trip Counts. If the Employee Survey reveals either: (a) an Employee Mode Split that is two (2) or more percentage points lower than the then applicable Employee Mode Split Goal; or (b) a survey response rate that is less than 20%, then the PM shall conduct an Employee Trip Count to further evaluate the effectiveness of the TDM program. Such Employee Trip Counts shall be measured on three (3) days over a maximum two-week period (but not including a week containing a county/state/federal holiday or when area public schools are not in session), generally between the hours of 6:00 am and 7:30 pm to measure daily mode split; mode splits during shift changes and mode splits during the street peak hours. At least thirty (30) days prior to conducting the Employee Trip Counts, the PM shall meet with FCDOT to review and reach agreement on the dates and methodology for the Employee Trip Counts and the analyses to be done after the Employee Trip Counts are complete. The Employee Trip Counts shall include traffic counts at employee parking areas, employee vehicle occupancy counts, shuttle bus passenger counts, on-site Metro bus boarding and alighting counts, and pedestrian and bicycle counts. The Employee Trip Counts shall be conducted so that only trips generated by the employees on the IFH Site shall be accounted for (i.e. visitor and cut-through trips, etc., shall be excluded).
- (viii) Evaluation/Revisions to TDM Measures. In the event Employee Surveys and/or Trip Counts reveal that the applicable Employee Mode Split Goal is met, then the Applicant shall continue to administer the TDM measures in accordance with this Proffer. In the event Employee Surveys and Trip Counts reveal that the applicable Employee Mode Split Goal is not met, then the PM shall convene a meeting with FCDOT within thirty (30) days

of the completion of the Employee Surveys and Trip Count to review the results of the Employee Surveys and Trip Count and the TDM measures then in place and to develop modifications to the TDM measures and/or additional TDM measures that may be implemented. Examples of such additional strategies may include, but are not limited to, the following:

- (a) Provide one-time transit/vanpool/bike-to-work subsidies to employees through SmartBenefits or otherwise;
- (b) Establish a program for individualized employee TDM marketing to educate and encourage employees with respect to commuting alternatives;
- (c) Purchase a pool of bicycles to make available for employee use and/or increase the amount of on site bicycle facilities as an analysis of demand for such facilities may warrant;
- (d) Coordinate with an independent provider for car-sharing services to be located on the IFH Site.

In addition, an evaluation shall be made and credit given toward TDM compliance for any health care services being provided via remote technology such that vehicle trips are being reduced to the IFH Site. If and when health care services delivery through information technology is developed, the Applicant, in coordination with FCDOT, shall develop a system for identifying and recording instances where health care service delivery through information technology results in the elimination of a vehicle trip to the IFH Site. Each such identified "virtual trip" shall be credited toward the achievement of the Employee Mode Split Goal.

The PM shall submit any such revisions to FCDOT within thirty (30) days following this meeting and request in writing FCDOT's review and concurrence. If no written response is provided by FCDOT within sixty (60) days, the PM's revisions shall be deemed approved. Following approval of the revisions, the PM shall implement the TDM provisions as developed in consultation with FCDOT.

- (ix) Financial Incentives. In the event Employee Surveys and/or Trip Counts conducted following full occupancy of the WHPT (deemed to be the time upon which Non-RUPs have been issued for 80% or more of the floor area within the WHPT) reveal that the applicable Employee Mode Split Goal is not met for two consecutive years, then the Applicant shall contribute according to the following schedule:
  - (a) \$1,000 for each one-tenth (1/10) of a percentage point less than the applicable Employee Mode Split Goal (which would be 20% at such time) but greater than or equal to a 15% mode split. For

example a mode split of 16.3% would result in a contribution of \$37,000.  $(20.0 - 16.3 \times 10 \times \$1,000)$ ; plus

- (b) \$1,500 for each one-tenth (1/10) of a percentage point less than a 15% mode split but greater than or equal to a 10% mode split. For example a mode split of 12.5% would result in a contribution of \$87,500.  $[(20.0 - 15.0 \times 10 \times \$1,000) + (15.0 - 12.5 \times 10 \times \$1,500)]$ ; plus
- (c) \$2,000 for each one-tenth (1/10) of a percentage point less than a 10% mode split. For example a mode split of 7.5% would result in a contribution of \$175,000.  $[(20.0 - 15.0 \times 10 \times \$1,000) + (15.0 - 10.0 \times 10 \times \$1,500) + (10.0 - 7.5 \times 10 \times \$2,000)]$ .

This provision for financial incentives shall remain in effect for so long as Proffer 14.A.(x) requires the Survey and Reporting Requirements to be met; provided, however, that there shall be a cap of \$200,000 on the aggregate of all contributions required to be paid hereunder. Any contribution payments made pursuant to this Proffer 14.A.(ix) shall be utilized as follows: one-half (1/2) of any contribution payment shall be used by the Applicant to provide additional TDM measures on the IFH Site such as those described in Proffer 14.A.(viii); and the other one-half (1/2) of any contribution payment shall be paid to Fairfax County for use in supporting TDM/transportation enhancements in the Merrifield area.

- (x) Continuation of Survey and Reporting Requirements. The PM shall continue the Employee Surveys, County Reports and, if applicable, the Trip Counts on an annual basis until such time as two (2) consecutive Employee Surveys conducted starting at least one (1) full calendar year after the WHPT has been fully occupied show that the applicable Employee Mode Split Goal has been met. Following such time, the PM shall conduct additional Employee Surveys and make County Reports at three (3) year intervals. If it is reasonably determined through any of the tri-annual surveys/reports that the applicable Employee Mode Split Goal is no longer being met, the Applicant shall revert to the process of annual Employee Surveys and County Reports, as well as implementation of additional strategies and penalties if applicable, until such time as two (2) consecutive Employee Surveys show that the applicable Employee Mode Split Goal has been met, whereupon the process of tri-annual surveys/reports shall be resumed. Upon such time that three (3) consecutive tri-annual surveys/reports show that the applicable Employee Mode Split Goal continues to be met, no additional survey/report shall be required. Beyond such time, however, if FCDOT has reason to believe there are problems with the TDM program, the Applicant shall cooperate with FCDOT to review and reasonably address the concerns.

- (xi) Enforcement. If the PM fails to timely submit the County Report for the Application Property to FCDOT as required by this Proffer, or as the requirement may be extended, the County may thereafter issue the PM a notice stating that the PM has violated the terms of this Proffer and providing the PM sixty (60) days within which to cure such violation. If after such sixty (60) day period the PM has not submitted the delinquent County Report, then the Applicant shall be subject to a penalty of \$100 per day payable to Fairfax County to be used for transit or transportation related improvements in the vicinity of the Application Property until such time as the report is submitted to FCDOT.
  
- B. Woodburn Site. This Proffer 14.B. shall apply only to the Woodburn Site and only in the event of Proposed Development Option 2. In the event Option 2 is necessary, the owner will negotiate a separate agreement with FCDOT on the specific terms and responsibilities regarding TDM for the Woodburn Site.

#### SITE DESIGN

- 15. Limits of Clearing and Grading. The Applicant shall conform to the limits of clearing and grading as shown on the GDP/SEA Plat, subject to allowances for the installation of fences, utilities, and/or trails, which shall be located 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, subject to approval by UFMD, for any areas protected by the limits of clearing and grading that must be disturbed.
  
- 16. Tree Preservation.
  - A. The Applicant shall submit a tree preservation plan as part of the site plan(s) and/or demolition plan(s) for development that includes the area(s) of “tree save” as shown on the GDP/SEA Plat.
  
  - B. 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 8 inches in diameter and greater, located on the Application Property that are located up to 25 feet to either side of the limits of clearing and grading in the area(s) of the “tree save” shown on the GDPA. 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.

- C. All tree preservation-related work occurring in or adjacent to the tree preservation areas shall be accomplished in a manner that minimizes damage to vegetation to be preserved, including any woody, herbaceous or vine plant species that occurs in the lower canopy environment, and to the existing top soil and leaf litter layers that provide nourishment and protection to that vegetation. Removal of any vegetation, if any, or soil disturbance in tree preservation areas, including the removal of plant species that may be perceived as noxious or invasive, such as poison ivy, greenbrier, multi-floral rose, etc. shall be subject to the review and approval of UFMD.
- D. The Applicant shall retain the services of a certified arborist or landscape architect, 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 certified arborist or landscape architect 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 improvements shown on the GDP/SEA Plat 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.
- E. 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 described in Proffer 16.D. above 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.

- F. 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 public improvement/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.
- G. 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.
- H. The Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees that are 8 inches in diameter or greater, that are located on the Application Property that are shown to be saved on the Tree Preservation Plan. These trees and their value shall be identified on the Tree Preservation Plan at the time of the first submission of the respective site plan(s). The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called "Trunk Formula Method" contained in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture, subject to review and approval by UFM.
- I. At the time of the respective site plan approvals, the Applicant shall post a cash bond or a letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined in accordance with subparagraph H. above (the "Bonded Trees") that die or are dying due to unauthorized construction activities. The letter of credit or cash deposit shall be equal to 50% of the replacement value of the Bonded Trees. At any time prior to final bond release for the improvements on the Application Property constructed adjacent to the respective tree save areas, should any Bonded Trees die, be removed, or are determined to be dying by UFMD due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent size (at full growth),

species and/or canopy cover as approved by UFMD. In addition to this replacement obligation, the Applicant shall also make a payment equal to the value (as defined in accordance with subparagraph H above) of any Bonded Tree that is dead or dying or improperly removed due to unauthorized construction activity. This payment shall be made to a fund established by the County for furtherance of tree preservation objectives in the Providence District. Upon release of the bond for the improvements on the Application Property constructed adjacent to the respective tree save areas, any amount remaining in the tree bonds required by this proffer shall be returned/released to the Applicant.

17. Landscaping. Landscaping shall be provided as shown on the GDP/SEA Plat and shall be installed prior to issuance of the first Non-RUP, exclusive of core and shell, for the WHPT. Adjustments to the type and location of vegetation and the landscape design shall be permitted as may be approved by UFMD.
  - A. Streetscape shall be provided as shown on the GDP/SEA Plat, with minimum three (3) inch caliper deciduous trees and eight (8) foot tall evergreen trees at the time of planting provided as screening for the cooling towers. Street furnishings and lighting shall be in conformance with the Merrifield Streetscape Design Manual.
  - B. The existing trees and landscaping located south and west of the existing access travelway between the Application Property and the Woodburn Village Condominiums identified on the GDP/SEA Plat as “tree save to be supplemented” shall not be disturbed by clearing and grading and shall be retained as a buffer between the Application Property and the Woodburn Village Condominiums, except as necessary to allow for the bus bays/shelters and related travelway improvements as shown on the GDP/SEA Plat. The limited clearing and grading in this area shall not include the removal of any trees on the Woodburn Village Condominiums property. Following clearing and grading activities in this area, the Applicant shall install a 6 foot high solid wall and provide additional landscaping on each side of the wall to provide effective year-round screening, as recommended by the UFMD. The Applicant shall coordinate the final design and location of the wall and supplemental planting with UFMD in order to minimize disturbance to existing trees and promote effective screening. Any existing trees located in this area which are damaged or destroyed by construction activity shall be replaced, as determined by UFMD.
  - C. The existing trees and landscaping located north of the “Existing Staff Parking Garage”, the existing “Blue Garage” and existing “Building # 5”, identified on the GDP/SEA Plat as “tree save to be supplemented”, shall not be disturbed by clearing and grading and shall be retained as a buffer between the Application Property and the Amberleigh Apartments. Additional landscaping shall be planted in this area where needed to provide effective year-round screening, as recommended by the UFMD. Any existing trees located in this area which are damaged or destroyed by construction activity shall be replaced, as determined by UFMD.

- D. As part of each site plan submission, the Applicant shall submit to UFMD for review and approval a detailed landscape and tree cover plan, which shall include, among other things:
- (i) Design details for tree wells and other similar planting areas above structures and along streets;
  - (ii) Composition of the planting materials and/or structural soils used where plantings are to be located within or on top of structures and other methods to be used to ensure the viability of the proposed plantings;
  - (iii) Other information that may be requested by the UFMD.
18. Building Setback. Buildings shall be located as shown on the GDP/SEA Plat. With the exception of the Child Care Center, buildings shall be located no closer than 120 feet from the western property line of Parcel 136C.
19. Screening Fences. The grounds storage yard shall be enclosed by a solid fence or wall that is a minimum of 6 feet in height to screen it from the rest of the IFH Site. The gas tank area located adjacent to the mechanical building shall be completely enclosed by an 8-foot high fence which shall be either chain link with solid inserts or board-on-board to provide screening of the tanks and accessory equipment.
20. Lighting. Outdoor lighting shall comply with the Outdoor Lighting Standards of Part 9 of Article 14 of the Zoning Ordinance. 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. All outdoor lighting fixtures associated with the "Existing Staff Parking Garage", 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 structure shall be of low intensity and recessed design in order to mitigate the impact on adjacent residences. Lighting within the stair towers of such garage shall be fully shielded with full cut-off fixtures in order to mitigate the impact on adjacent residences. Parapet walls on each level of such parking garage shall be a minimum of 42 inches in height to provide adequate shielding of vehicle headlights.
21. Signage. Signage 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. 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 Approval in accordance with the provision set forth in Par. 7 of Sect. 9-308 of the Zoning Ordinance. The Applicant shall develop a comprehensive exterior wayfinding signage plan for the Application Property to address conditions (a) during construction; (b) upon completion of any Initial Phase expansion (Proffer 3.C.); and (c) upon completion of the WHPT. The Applicant shall provide copies of such signage plan to both DPZ and the Providence District Supervisor.

ARCHITECTURAL DESIGN AND BUILDING MATERIALS

22. Building Design.

- A. Architecture and Materials. Building materials and final design of new buildings shall be compatible with and of comparable quality to the existing buildings.
- B. Building Height. Building heights shall be limited to the maximum heights as shown 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. The Applicant reserves the right to construct the WHPT up to a height of 165 feet under Option 2 provided the maximum GFA limitations of Proffer 3 above are not exceeded. In accordance with the provisions set forth in Section 2-506 of the Zoning Ordinance, the Applicant reserves the right to install solar panels having a maximum height of fifteen (15) feet on top of any of the buildings and/or parking garages in excess of the maximum building heights proffered herein and/or shown on the GDP/SEA Plat.
- C. Alternate Energy. The WHPT and the County Building shall be designed so as not to preclude the installation of solar panels or other alternate energy sources either on the buildings' exterior walls, rooftop or elsewhere on the respective sites. The Applicant shall identify a target alternate energy source and demonstrate the buildings' respective design capacity not to preclude the alternate energy source at the time of building permit approval. The Applicant shall either install such an alternate energy technology concurrent with the construction of the building, or, at the Applicant's discretion, the Applicant shall, at the time of building permit submission, submit to Environment and Development Review Branch of DPZ a return on investment (ROI) analysis of the alternate energy technology. Subsequently, the Applicant shall prepare and submit to Environment and Development Review Branch of DPZ an updated ROI on an annual basis starting on July 1 of each year following the first full year after the initial ROI is submitted and continuing for a period of three (3) years. With each ROI submission, the Applicant shall include an analysis of external sources of funds, if any, that may be available to implement the alternate energy technology. If and when the ROI shows that implementation of the alternate energy technology is economically viable but the Applicant elects, at its discretion, not to implement the alternate energy technology, the Applicant shall issue a report to the Environment and Development Review Branch of DPZ explaining its reasoning. In the event the Applicant proceeds, at its discretion, to implement alternate energy technology, the Applicant shall report annually to Environment and Development Review Branch of DPZ for a period of three (3) years on the impact of the alternate energy source on the level of energy consumption at the building and provide an estimate of green house gas reductions resulting from the technology.
- D. Smart Building. The Applicant shall design the WHPT to include conduit to provide for the installation of information and communications technology that

can operate throughout the WHPT and that can connect to remote locations and networks in order to allow the Applicant, at its discretion, to equip the WHPT to provide for applications such as electronic medical records, security protocols, patient communication and virtual medical consultations. The Applicant shall demonstrate compliance with the design requirements of this Proffer prior to building permit approval for the WHPT. This proffer shall not require the Applicant to equip the WHPT with any particular application.

E. Green Building Practices – WHPT and Initial Phase Expansion to ETB.

- (i) The Applicant will include, as part of both the WHPT and any Initial Phase expansion to the Existing Tower Building (as described in Proffer 3.C.ii.) site plan submission and building plan submission, 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 respective 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 respective 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 respective 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 respective 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 respective 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 for the respective building, execute a separate agreement and post a "green building escrow," in the form of cash or a letter of credit from a financial institute 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 respective building. The provision to the Environment and Development Review Branch of DPZ of documentation from the U.S. Green Building Council that the respective building has attained LEED certification will be sufficient to satisfy this commitment. If the applicant fails to provide documentation to the Environment and Development 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 respective 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.

F. Green Building Practices – IHVI Expansion.

In the event of an Initial Phase expansion to the Inova Heart and Vascular Institute (as described in Proffer 3.C.), the Applicant shall incorporate green building practices in the expansion, such as improved exterior wall performance and mechanical systems performance to improve energy efficiency; use of recycled materials; and sustainable practices during construction, and shall coordinate such efforts with the Environment and Development Review Branch of DPZ.

G. Green Building Practices – County Building.

In accordance with the Fairfax County policy for sustainable public facilities greater than 10,000 square feet, the County Building will be designed and built with green building measures to attain at a minimum the U.S. Green Building Council Leadership in Energy and Environmental Design (LEED) Silver certification rating.

H. Green Garage.

- (i) Development Options. As shown on the GDP/SEA Plat, the Green Garage may be constructed only as part of Proposed Development Option 1 and not as part of Proposed Development Option 2. The Applicant shall construct the "Possible Enclosed Pedestrian Bridge" as shown on the GDP/SEA Plat prior to issuance of the first Non-RUP for the next phase of hospital development on the Application Property (i.e. subsequent to the WHPT and in excess of 0.80 FAR).
- (ii) Location. As shown on the GDP/SEA Plat, the western face of the proposed Green Garage shall be located a minimum of 100 feet from the shared property line of the Woodburn Village Condominiums to the west.
- (iii) Building Materials – Western Elevation. As shown on the GDP/SEA Plat, the building materials on the western elevation of the Green Garage shall include pre-cast panels, brick, glass and aluminum materials, and the garage shall be compatible with and of comparable quality to the existing Grey Garage on the Application Property. The Applicant shall install metal grills on the upper levels of the western garage elevation as generally shown on the GDP/SEA Plat. The grills shall be constructed or otherwise treated with a non-reflective material or coating. Landscaping shall be provided at the base of the western elevation of the Green Garage in the areas as generally shown on the GDP/SEA Plat.
- (iv) Lighting. All outdoor lighting fixtures associated with the Green Garage 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 structure shall be of low intensity and recessed design in order to mitigate the impact on adjacent residences. Lighting within the stair towers of such garage shall be fully shielded with full cut-off fixtures in order to mitigate the impact on adjacent residences. Parapet walls on each level of such parking garage shall be a minimum of 42 inches in height to provide adequate shielding of vehicle headlights. In addition, the Applicant shall engage a lighting consultant to (a) evaluate the line(s) of site from the point source of lighting within and atop the Green Garage to ground level at the eastern side of the Woodburn Village Condominium buildings on the adjacent property to the west; and (b) recommend lighting placement and/or shielding measures in order to reduce glare on such adjacent property. The recommendations of the lighting consultant shall be incorporated into the building plans for the Green Garage.
- (v) Smart Technology. In order to maximize the efficient utilization of parking on the Application Property, the Applicant shall install signs at a minimum of two locations along the private travelways within the Application Property providing real time information to motorists as to whether there is available parking supply within the Green Garage or

whether the Green Garage is full. The Applicant shall demonstrate to the reasonable satisfaction of DPZ that such measures have been (or will imminently be) provided prior to issuance of a Non-RUP, exclusive of shell and core, for the Green Garage.

- (vi) Green Infrastructure. The final design of the Green Garage shall provide electrical capacity to enable the installation, if and when determined by the Applicant, of an electrical panel, transformer, wiring and other infrastructure to support approximately 20 charging stations for electric cars.

## ENVIRONMENT

### 23. Stormwater Management Facilities.

- A. WHPT. Stormwater detention shall be provided for the WHPT within an underground vault as represented on the GDP/SEA Plat. Subject to approval by DPWES, BMPs for the WHPT may be provided in the Willow Oaks SWM/BMP Pond (See Proffer 28), and the requirement for BMPs for the WHPT may be deferred, subject to the time limitations and/or other conditions as may be imposed by DPWES, until such time as the Willow Oaks SWM/BMP Pond is constructed. Alternatively, at the Applicant's option, the Applicant may elect to provide an on-site sand filter, or other allowable measures, to provide BMPs for the WHPT, as may be approved by DPWES. Prior to initial site plan approval, if necessary the Applicant shall execute an agreement with Fairfax County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of the underground vault. The SWM Agreement shall address the following issues to the satisfaction of DPWES: (a) future replacement of the facility, when and as warranted; (b) requirement for liability insurance in an amount reasonably acceptable to DPWES; (c) agreement by owners and successors not to petition the County to take future maintenance responsibility or replace the underground facility; and (d) establishment of procedures to facilitate County inspection.

B. Initial Phase.

- (i) Inova Heart and Vascular Institute. In the event of construction of an Initial Phase expansion to the Inova Heart and Vascular Institute (as described in Proffer 3.C.i.), the Applicant shall provide for BMPs for such Initial Phase as may be approved/waived by DPWES.
- (ii) Existing Tower Building. In the event of construction of an Initial Phase expansion to the Existing Tower Building (as described in Proffer 3.C.ii.), the Applicant shall provide for stormwater detention and/or BMPs for such Initial Phase as may be approved/waived by DPWES.

- C. County Building. In the event of Option 2, stormwater detention shall be provided for the County Building within an underground vault as represented on the GDP/SEA Plat. Subject to approval by DPWES, BMPs for the County Building may be provided in the Willow Oaks SWM/BMP Pond, and the requirement for BMPs for the County Building may be deferred until such time as the Willow Oaks SWM/BMP Pond is constructed. Alternatively, at the Applicant's option, the Applicant may elect to provide an on-site sand filter, or other allowable measures, to provide BMPs for the County Building, as may be approved by DPWES.
24. Low Impact Development. The Applicant shall install Fairfax County accepted Low Impact Development (LID) facilities, on the Application Property in at least two of the locations shown on the GDP/SEA Plat as "Possible LID Location". The LID facilities (pervious pavement or other) shall treat a total of 20,000 square feet of impervious surface and shall have a minimum phosphorous removal efficiency of 40 percent. The LID facilities will be designed in accordance with the PFM. These LID facilities are intended as demonstration facilities and shall not factor into the requisite calculations for stormwater management and BMPs. Such facilities shall be installed prior to issuance of the first Non-RUP, exclusive of core and shell, for the WHPT.
25. Erosion and Sedimentation Control. At a minimum, erosion and sedimentation control shall be provided in accordance with the Public Facilities Manual ("PFM"). If determined by DPWES at the time of site plan review that additional erosion and sedimentation control measures beyond PFM standards are needed, such additional measures shall be provided as approved by DPWES.

#### PUBLIC FACILITIES

26. Parks and Public Schools. The Applicant shall make a contribution to the Board of Supervisors to be used for improvements in Pine Ridge Park, and also for athletic facilities and/or fields in the general vicinity of the Application Property as determined by the Providence District Supervisor in consultation with the Providence District Athletic Fields Task Force. Such contribution shall be calculated at a rate of \$0.11 per square foot of GFA of new development proposed for any Initial Phase expansion (as provided in Proffer 3.C.) and for the WHPT and shall be paid at the time of site plan approval for the respective phases.

#### WILLOW OAKS DEVELOPMENT COORDINATION

27. Connector Travelway. The GDP/SEA Plat depicts a portion of a Proposed Connector Travelway and bicycle/pedestrian trail (collectively, the "Connector Travelway") over Parcel 136C that will connect the Application Property to 2008 Tax Map Parcel 49-3 ((1)) 141 (the "Inova Willow Oaks Site") to the north. Construction of the Connector Travelway is a requirement of development on the Inova Willow Oaks Site and is addressed in PCA 87-P-038-04 (pending concurrently with this application). The

Applicant reserves the right to construct the Connector Travelway, or portions thereof, in a final or temporary condition to facilitate construction on the Application Property prior to any development on the Inova Willow Oaks Site. However, these proffers do not require the Applicant to construct the Connector Travelway as a condition to the development, occupancy or use of the Application Property. Prior to construction of the Connector Travelway, the Applicant shall enter an agreement with the owners of the Inova Willow Oaks Site concerning the cost of constructing the Connector Travelway. The Applicant shall allow the owners of the Inova Willow Oaks Site to construct, maintain and repair the portion of the Connector Travelway that is shown on the Application Property. The Applicant shall grant ingress and egress easements for public access and for public emergency and maintenance vehicles over the portion of the Connector Travelway that is shown on the Application Property.

28. Willow Oaks SWM/BMP Pond. The GDP/SEA Plat depicts a portion of a Willow Oaks SWM/BMP Pond on Parcel 136C that will serve the Inova Willow Oaks Site, among others. Construction of the Willow Oaks SWM/BMP Pond is a requirement of development on the Inova Willow Oaks Site and is addressed in PCA 87-P-038-04 (pending concurrently with this application). The Applicant reserves the right to commence construction on the Willow Oaks SWM/BMP Pond in connection with development on the Application Property in advance of development on the Inova Willow Oaks Site. However, these proffers do not require the Applicant to construct the Willow Oaks SWM/BMP Pond as a condition to the development, occupancy or use of the Application Property. The Applicant shall allow the owners of the Inova Willow Oaks Site to construct, maintain and repair the Willow Oaks SWM/BMP Pond shown on the Application Property, and the Applicant shall execute necessary deeds and plats to allow for the construction, maintenance and repair of the Willow Oaks SWM/BMP Pond. In the event the Applicant elects, at the Applicant's discretion, to commence construction on the Willow Oaks SWM/BMP Pond in connection with development on the Application Property in advance of development on the Inova Willow Oaks Site, then the Applicant shall provide for the private maintenance (by the Applicant or others) of the Willow Oaks SWM/BMP Pond as well as that portion of on-site storm sewer running generally eastward from the south end of Williams Drive to the western side of the Willow Oaks SWM/BMP pond. If required, prior to initial site plan approval, the Applicant shall provide for the execution of an agreement with Fairfax County in a form satisfactory to the County Attorney (the "SWM Agreement") providing for the perpetual maintenance of the Willow Oaks SWM/BMP pond. The SWM Agreement shall address the following issues to the satisfaction of DPWES: (a) future maintenance/repair of the facility, when and as warranted; (b) requirement for liability insurance in an amount reasonably acceptable to DPWES; (c) agreement by owners and successors not to petition the County to take future maintenance responsibility for the facility; and (d) establishment of procedures to facilitate County inspection. Notwithstanding anything in Note 21 on the GDP/SEA Plat to the contrary, the Applicant shall not construct a gazebo on any portion of the Willow Oaks SWM/BMP Pond or its related facilities.

29. Advanced Density/Intensity Credit. Advanced density/intensity credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the PFM, at the time of site plan approval for the Application Property.
30. Additional Notification Requirements. The Applicant shall provide copies of the site plan(s) to the Prosperity Heights Homeowners Association and the Pine Ridge Civic Association for review and comment at such time as such plans are submitted to Fairfax County. In addition to the requirements of Par. 4 of Sect. 18-110 of the Zoning Ordinance, the Applicant shall provide the Pine Ridge Civic Association, the Prosperity Heights Association and Strathmeade Square Homeowners Association with written notification of the submission of any future Rezoning and/or Special Exception Amendment applications for the Application Property within sixty (60) days of filing such applications with Fairfax County.
31. Site Plan Copies to Supervisor and Planning Commissioner. The Applicant shall deliver copies of public improvement plans, site plans, landscape plans and tree preservation plans to the Providence District Supervisor and Planning Commissioner for review and comment upon submission of such plans to DPWES.
32. No-Smoking Policy Impacts. The Applicant agrees to cooperate with the Providence District Supervisor to respond to and reasonably address complaints of surrounding property owners relating to the Applicant's "no smoking" policy at Inova Fairfax Hospital.
33. 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.
34. 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.
35. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant, the owners and their successors and assigns.
36. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute one and the same instrument.

[SIGNATURES BEGIN ON THE NEXT PAGE]

APPLICANT/LESSEE (TITLE OWNER FOR ZONING PURPOSES BY VIRTUE OF A GROUND LEASE IN EXCESS OF 30 YEARS) OF TAX MAP 59-2 ((1)) 1A1; TITLE OWNER OF TAX MAP 59-2 ((1)) 1B1 AND 49-3 ((1)) 136C AND 136C1; CONTRACT PURCHASER OF TAX MAP 59-2 ((1)) 1C1.

**INOVA HEALTH CARE SERVICES**

**By: Inova Health System Foundation, its Sole Member**

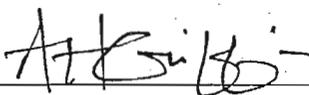


**By: Richard C. Magenheimer**  
**Its: Chief Financial Officer**

[SIGNATURES CONTINUE]

TITLE OWNER OF TAX MAP 59-2 ((1)) 1A1 AND 1C1/  
LESSEE OF TAX MAP 59-2 ((1)) 1B1 PT.

**FAIRFAX COUNTY BOARD OF SUPERVISORS**

By: 

Name: ANTHONY H. GRIFFIN

Its: COUNTY EXECUTIVE

[SIGNATURES END]

**Sub-Unit M1:**

Sub-Unit M1 is located west of Gallows Road, north of Woodburn Road, and south of Sub-Unit M2. This sub-unit is planned for and developed with Medical Care Facility, Public Facility and institutional uses, including the Inova Fairfax Hospital, the Northern Virginia Mental Health Institute, the Woodburn Mental Health Center, Woodburn Place (formerly known as the Fairfax House), and related uses as described below.

The approximately 66-acre area comprised of the Inova Fairfax Hospital, the Woodburn Mental Health Center, and Woodburn Place is planned for up to .8 FAR (or approximately 2.3 million square feet) of medical care facility and public facility uses. In order to provide a transition between the more intense medical care facility uses and single-family neighborhoods, the portion of the medical care facility property on Parcel 136C is planned to develop up to .25 FAR (or a maximum of 152,400 square feet) for ancillary medical care facility uses such as childcare facilities, a patient/family support center, and medical resident student housing. Any remaining development potential not used on Parcel 136C (up to .8 FAR) may occur on the remainder of the medical care facility property. The Northern Virginia Mental Health Institute, which is also adjacent to single-family neighborhoods, is planned for institutional use up to .25 FAR.

Any development of Parcel 136C should include on-site stormwater detention facilities, which may include improvements to existing Regional Pond B that address flooding problems in the adjacent Pine Ridge neighborhood. To achieve that objective, it may be necessary to design such facilities to meet standards in excess of those normally required under Fairfax County ordinances and the Public Facilities Manual. Landscaped buffers and screening should be provided with development on this site to protect the integrity of the adjacent Prosperity Heights Subdivision. Vehicular access should not be provided via Sub-Unit M2, Prosperity Heights or Pine Ridge under any development option.

Option: As an option, development in the 66-acre area may include additional medical care facility and related uses up to 1.0 FAR (or approximately 2.9 million square feet) as described below. This option may be implemented only if the County and Inova Fairfax Hospital have reached an agreement whereby the Woodburn Mental Health services would be relocated to a site outside of this sub-unit. Development proposals under this option should provide for all applicable sub-unit and Area-Wide guidelines as well as for the following:

- The 577,780 gross square feet of additional development allowed by this Option should be limited to a maximum of 327,780 gross square feet of ambulatory care buildings. It is assumed that cellar space will not be developed with uses that generate additional vehicle trips. Ambulatory care use includes office space for physicians whose primary practice is associated with the hospital facilities. By co-locating these offices with the adjacent hospital facilities, efficiency and convenience of patient care is improved, and impacts to the transportation network can be minimized.
- Medical care facility and related uses developed under this option should be coordinated with any County human service facilities which remain in this sub-unit. Enhanced landscaping should be provided to mitigate visual impacts to Woodburn Place. If relocation of Woodburn Place is required to accommodate provision of future medical care facility or related uses, the Hospital should participate with the County in providing for this facility's relocation.
- Buildings and parking structures should be located to provide convenient access and use of the site by patients and visitors. The site design should provide an improved streetscape experience along Woodburn Road. Architectural treatments should be provided for buildings to minimize height impacts on adjacent properties.

- Innovative energy efficiency and conservation strategies should be incorporated into the new buildings. At a minimum, buildings should achieve LEED certification, or equivalent. Examples of efforts that could be investigated include: on-site renewable energy generation, or the provision of building designs that will facilitate future retrofits for on-site energy generation if/when such efforts become cost effective; orientation of buildings for solar access; energy-conscious and water efficient landscape design; the use of energy efficient heating, ventilation, air conditioning and lighting systems; enhanced building commissioning to provide early and ongoing verification of system performance; the use of energy conserving building materials; the provision of vegetated and/or highly reflective roofs; the use of community energy distribution systems; the use of water-conserving plumbing fixtures; the use of harvested stormwater runoff for irrigation; the use of grey water where consistent with building codes; and the use of information and communications technology to improve the efficiency and economy of building operations, or the design of buildings to include conduits supporting the future installation of such measures if/when such efforts become cost effective.
- The design and materials of parking structures should be integrated with that of the buildings they serve. Architectural treatments should be provided for the parking structures and landscaping should be provided on the structures and/or adjacent to them to soften their appearance. A parking management plan should be provided. The plan should encourage the use of “smart” technology to maximize utilization of parking onsite. Efforts to accommodate green infrastructure to support environmentally-friendly vehicles are encouraged. Light emissions from parking structures should be minimized.
- Along the western boundary with the Woodburn Village Condominiums, a minimum 100-foot building setback area from the property line should be provided. The existing north-south access road should remain in its existing location. Any widening of the road should occur toward the east in order to preserve the existing vegetation to the west. The existing setback and buffer area between the Inova Heart and Vascular Institute and the Grey Parking Garage and the southern property boundary with Woodburn Village should remain.
- Publicly accessible urban park features should be integrated within the site to serve employees, patients and visitors to the campus.
- A traffic impact analysis should be completed to determine any additional improvements required to mitigate the impacts of additional development, including further roadway improvements to Gallows Road in the vicinity of the Inova Fairfax Hospital site and the provision for dual left turn lanes from eastbound Gallows Road to the I-495 mainline inner loop on ramp. Any expansion should include continued operation of the existing Inova shuttle service, or if such service is terminated, a contribution should be made to an internal Merrifield Suburban Center shuttle system.
- The new connector roadway that connects the Inova Fairfax Hospital site with the Willow Oaks site should be built to accommodate full-sized buses. Access agreements should also be granted for transit vehicles along the connector roadway. In the longer term, consideration should be given to the accommodation of full-sized buses from the new connector road to Woodburn Road. This will allow flexibility in the provision of a convenient transit link between the hospital campus, Merrifield, and the Dunn Loring Metro Station in order to maximize the use of transit by those traveling to and from the hospital campus.
- Conflicting movements at the Fairfax Hospital site entrance immediately east of the Woodburn Village Condominiums should be discouraged. Subsequent traffic impact analysis should evaluate the design and construction of a right-in and right-out configuration limiting access to and from this site entrance.

- Transportation improvements proffered for the Inova Fairfax Hospital site and for the Willow Oaks site should be in place prior to construction of the additional development provided for by this Option.
- Other transportation improvements that should be in place include roadway and intersection improvements associated with the extension of Eskridge Road to Williams Drive, and the construction of the Merrilee Drive/Eskridge Road/Lee Highway intersection. As an alternative to these two improvements being in place prior to construction of the additional development provided for in this Option, future traffic impact analysis can assume these links are not in place, but adjust traffic volumes accordingly with approval by the FCDOT, and determine additional mitigation measures.
- A contribution should be made towards a transportation improvement in the general vicinity of the site that will be impacted by the additional development. Such an improvement should be identified as part of future traffic impact analysis. An improvement that can be considered is the addition of a left turn lane on the northbound approach of Woodburn Road to the intersection of Woodburn Road and Tobin Road.
- Pedestrian and bicycle connections should be provided to improve internal circulation and connections to the surrounding area.
- Transportation Demand Management programs should build on previous commitments and include carpooling and improving access to transit and Metro. The use of information and communications technology for remote appointments, teleconferencing, and other opportunities to minimize vehicular trips to the site is encouraged.
- In addition, with the acceptance of a special exception amendment application to implement this option, the Department of Planning and Zoning should notify the Health Care Advisory Board, the Fairfax-Falls Church Community Services Board, and the Fairfax County Health Department and staff to afford the opportunity for such entities to provide an updated community needs assessment that may include demand for safety net services, care for the growing senior population, acute mental health and substance abuse facilities among others. This assessment may inform future development review processes for additional density on the site and provide these county agencies with the opportunity to review and comment on potential impacts to the quality, availability, and /or access to medical care facility services.

Height Limit: The maximum building height in this sub-unit is 165 feet. In order to provide a transition in height away from residential development, Parcel 136C and the Northern Virginia Mental Health Institute, which are adjacent to single-family residential use, have a maximum building height of 50 feet. Heights should then transition to 75 feet abutting the Northern Virginia Mental Health Institute and Sub-Unit M2. Garage structures adjacent to the Woodburn Village Condominiums should not exceed 70 feet in height. See the Building Heights Map, Figure 16, and the Building Height Guidelines under the Area-Wide Urban Design section.



# 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 *MAD for AKR*  
Site Analysis Section  
Department of Transportation

**FILE:** 3-4 (RZ 2008-PR-009)  
3-5 (SE 80-P-078)

**SUBJECT:** Transportation Impact

**REFERENCE:** PCA 2008-PR-009-02; INOVA Health Care Services- Fairfax  
Hospital  
Traffic Zone: 1522  
Land Identification Map: 59-2 ((01)) 1A1, 1D1;  
49-3 ((39)) 4B, 5B, 6, 7 and 7L

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 60 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		