

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 31st 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.

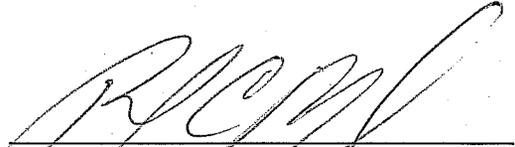
29. Advanced Density/Intensity Credit. Advanced density/intensity credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT pursuant to the PFM, at the time of site plan approval 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

A handwritten signature in black ink, appearing to read 'Richard C. Magenheimer', is written over a horizontal line.

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]