

INOVA FAIR OAKS HOSPITAL

PROFFERS

PCA 2000-SU-032-04

May 31, 2013

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

Amendment to Proffer 21; Reaffirmation of Remaining Proffers:

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

21. Child Care Center.

- a. Preference on the waiting list for the child care center shall be given to children of parents who work on the Application Property. The child care center shall be used exclusively by the children of employees of Inova Health Care Services and physicians and staff practicing on the Inova Fair Oaks Campus.
- b. The maximum number of children at any one time within the facility shall be 150 (with a maximum daily enrollment of 200) and there shall be a maximum of 40 total employees on-site at any one time.
- c. The hours of operation shall be limited to 6:00 a.m. to 8:00 p.m., Monday through Friday. The operator of the child care center shall not allow children to play in the outdoor area before 9:00 a.m.
- d. Access to the site shall only be provided through the adjacent hospital site with no direct access onto Ox Trail.

[SIGNATURE PAGES TO FOLLOW]

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

INOVA HEALTH CARE SERVICES

By: Inova Health System Foundation,
its Sole Member

By: 

Name: Richard C. Magenheimer

Title: Chief Financial Officer

[SIGNATURES CONTINUE NEXT PAGE]

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

SP FAIRFAX 3700 REIT I, LLC

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

By: Seavest Inc., its non-member manager

By: 

Name: Richard Segal

Title: Chairman

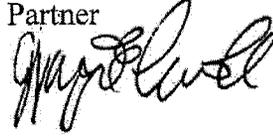
[SIGNATURES CONTINUE ON NEXT PAGE]

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

'FAIR OAKS PROFESSIONAL BUILDING, L.P.

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

Partner



By: _____

Name: Wayne E. Carroll

Title: President

[SIGNATURES CONTINUE ON NEXT PAGE]

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

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

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

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

By:  _____

Name: Delmar D. Taylor

Title: EVP, Healthcare

[SIGNATURES END]