

INOVA FAIRFAX HOSPITAL

PROFFERS

PCA 2008-PR-009-02

July 16, 2013

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), INOVA HEALTH CARE SERVICES ("Inova"), for themselves, the property owners and their successors and/or assigns (hereinafter collectively referred to as the "Applicant"), hereby proffer that the development of the parcels under consideration and shown on the 2013 Fairfax County tax maps as 59-2 ((1)) 1A1 and 1D1; and 49-3 ((39)) 4B, 5B, 6, 7 and 7L (the "Application Property") shall be in accordance with the following conditions:

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

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

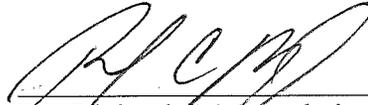
4.C. ~~Child Care Centers, to be used exclusively by the children of Inova Fairfax Hospital employees and provided that~~ (i) the maximum attendance shall be limited to 200 children at any one time, (ii) ~~and that the hours of operation shall be limited to 6:00 a.m. to 8:00 p.m., Monday through Friday,~~ (iii) preference on the waiting list for such centers shall be given to children of parents who work on the Application Property, and (iv) such centers shall be marketed to, among others, employees of the Fairfax-Falls Church Community Services Board's "Merrifield Center", located at 8221 Willow Oaks Corporate Drive (2013 Fairfax County tax map 49-3 ((3)) 1).

[SIGNATURES BEGIN ON THE NEXT PAGE]

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

INOVA HEALTH CARE SERVICES

By: Inova Health System Foundation, its Sole Member

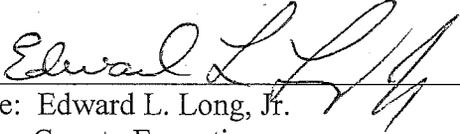


By: Richard C. Magenheimer
Its: Chief Financial Officer

[SIGNATURES CONTINUE]

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

FAIRFAX COUNTY BOARD OF SUPERVISORS

By: 
Name: Edward L. Long, Jr.
Its: County Executive

[SIGNATURES END]