PROFFER STATEMENT
BROADLANDS SECTIONS 100/102
ZONING CONCEPT PLAN AMENDMENT
ZCPA 2008-0001

April 2, 2008
Revised August 6, 2008
Revised September 4, 2008
Revised October 7, 2008
Revised October 24, 2008
Revised November 5, 2008

This application is filed pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and the Loudoun County Zoning Ordinance. Women's Hospital Indianapolis, L.P., a Delaware limited partnership, is the owner (the "Owner") of Loudoun County Tax Map 78, Parcel 49 (PIN 154-19-9491), a portion of which, as shown on Exhibit B attached hereto, is subject to this Zoning Concept Plan Amendment 2008-0001 (the "Property"). The Owner, by Women's Hospital Indianapolis GP, Inc., a Delaware corporation and its General Partner, and Northern Virginia Community Hospital, L.L.C., a Virginia limited liability company and the applicant (the "Applicant") for ZCPA 2008-0001, on behalf of themselves and their successors in interest (the Owner and the Applicant hereinafter jointly referred to as the "Developer") hereby voluntarily proffer that the Property shall be developed in substantial conformance with the proffers set forth below. Exhibits referenced are attached hereto and hereby incorporated by reference.

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All proffers made herein are contingent upon the approval of ZCPA 2008-0001. These proffers, if accepted, amend only those proffers referenced below and only for those portions of Broadlands subject to this ZCPA 2008-0001; the remainder of the previously approved Proffer Statement, Broadlands and Broadlands South, ZCPA 1994-0005 and ZMAP 1995-0003, dated July 20, 1995, and the approved First Amendment to Proffer Statement, Broadlands and Broadlands South, ZCPA 1997-0004, dated January 4, 1999, and the Letter of Clarification, Broadlands and Broadlands South, dated January 14, 1999, shall remain in full force and effect, except to the extent modified herein.

BROADLANDS

I. LAND USE CONCEPT PLAN

1. The Property shall be developed in substantial conformance with these proffers, the Zoning Ordinance Modifications ("Modifications") attached hereto as Exhibit A, and the Zoning Concept Plan Amendment plat ZCPA 2008-0001 prepared by Urban Ltd., dated March 2008, revised through ~~October 22,~~November 5, 2008, attached hereto as Exhibit B. The previously-approved Zoning Modification (Exhibit D to ZCPA 1997-0004) requiring a 50-foot buffer yard (Figure 1) adjacent to single family or agricultural-residential districts shall not apply to that portion of the Property that abuts the former Fallen Willow Farm property that comprises the balance of the acreage comprising Loudoun County Tax Map 78, Parcel 49 (PIN 154-19-

9491), as the former Fallen Willow Farm property subsequently has been rezoned from residential uses to PD-OP, negating the need for a buffer along its boundary.

A. Proposed Uses. Permitted uses for the Property shall include all permitted PD-OP uses and, upon separate approved application, all special exception PD-OP uses.

B. Integration with Fallen Willow Farm. The Property subject to this ZCPA 2008-0001 is part of a concurrent special exception application, SPEX 2008-0028, filed by the Developer to permit the establishment of a hospital and associated medical care facilities (outpatient only) on a single lot of approximately 57.7343 acres of land ("Medical Campus") that includes the Property and portions of the adjacent Fallen Willow Farm property, which also is subject to a companion Zoning Concept Plan Amendment, ZCPA 2008-0002. The Medical Campus proposed in SPEX 2008-0028 includes special exception uses that are to be developed in conjunction with by right uses under a unified plan of development, subject to the Modifications listed in Exhibit A attached hereto. Accordingly, the Developer hereby agrees as follows:

i. In the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus under SPEX 2008-0028, then the Property shall be developed in substantial conformance with SPEX 2008-0028 (as the same may be amended from time to time); provided, however, that the Developer shall be permitted to establish additional permitted PD-OP uses and structures on the Property, in addition to those uses and structures identified on SPEX 2008-0028, without a requirement to amend this ZCPA 2008-0001 or SPEX 2008-0028. Further, the Developer shall combine the maximum permitted Gross Floor Area for the Property subject to this ZCPA 2008-0001 with the maximum permitted Gross Floor Area on the property subject to ZCPA 2008-0002, provided the total floor area ratio ("FAR") for the Medical Campus shall not exceed 0.40 FAR.

ii. In the event (i) companion applications ZCPA 2008-0002 and SPEX 2008-0028 are not approved, or (ii) the Developer elects not to establish the Medical Campus pursuant to SPEX 2008-0028, then the Property shall be designed and developed in accordance with applicable zoning ordinance regulations and standards, subject to the attached Modifications and these proffers.

C. Private Streets. Access to and from the Property shall be along Broadlands Boulevard and via private streets within the Broadlands commercial land bays of Sections 100 and 102. Internal private streets established on the Property shall be designed according to Facilities Standards Manual requirements and may be connected with other internal private streets serving Broadlands Sections 100/102 and the land area subject to ZMAP 1999-0009 and ZCPA 2008-0002 to provide primary and secondary access to Broadlands Boulevard from the Property. Access to Broadlands Boulevard from the Property via such internal private streets shall be constructed or bonded for construction prior to approval of the first record subdivision or site plan for the Property, whichever shall occur first.

D. Parking. In the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects

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to pursue development of the Medical Campus approved under SPEX 2008-0028, then the Developer shall provide parking for the Medical Campus as follows:

i. In satisfaction of the parking requirements for the hospital and first medical office building (or medical care facilities, outpatient only) labeled "Medical Office/Outpatient Medical Care Facility Bldg. Phase 1," the Developer shall include on the site plan for such buildings and construct the structured parking facility labeled "Parking Deck (2 levels)" on the south side of the hospital Main Entrance, all as shown on the special exception plat approved with SPEX 2008-0028.

ii. In satisfaction of the parking requirements for the medical office building (or medical care facilities, outpatient only) labeled "Medical Office/Outpatient Medical Care Facility Bldg. Phase 2," the Developer shall include on the site plan for such building and construct the structured parking facility labeled "Proposed Parking Structure Phase 2" to be located on the east side of the property, all as shown on the special exception plat approved with SPEX 2008-0028. The Proposed Parking Structure Phase 2 shall be constructed prior to issuance of the first occupancy permit for the Medical Office/Outpatient Medical Care Facility Bldg. Phase 2.

E. Community Uses. In the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then, concurrent with the initial site plan approval for the proposed hospital use, the Developer shall execute an easement agreement or equivalent restriction benefiting the Broadlands Homeowner Association and providing that no structures or buildings that may be considered "gross floor area" (as defined in the Revised 1993 Zoning Ordinance) shall be constructed on the approximately 3.8676 acre portion of the Property, identified as MCPI: 154-19-9491-000 on the special exception plat approved as part of SPEX 2008-0028 and located north of Broadlands Boulevard and east of the existing private roadway. As part of the easement agreement described in this Proffer I.E., the Broadlands Homeowners Association shall be provided the option to establish on such parcel, subject to the Developer's review and approval, reasonable community-oriented uses (such as a park or similar active or passive recreation facilities) and/or to install supplemental landscaping; provided, however, that such easement agreement also shall provide that (a) the Developer shall retain the right to use the gross floor area available to the 3.8676 acre portion of the Property as part of the proposed Medical Campus to be constructed on the balance of the Property, and (b) the Developer may require, as a condition to establishing any community-oriented uses on the parcel, that the Broadlands Homeowners Association insure or indemnify the Developer and/or the owner of the Property for the use of the parcel by Broadlands residents. The Developer shall, prior to the approval of the first site plan for the Property, contribute to the Broadlands Homeowners Association (or, at the request of the Broadlands Homeowner Association, provide services equivalent to) $30,000.00 toward such community use or landscaping. The amount of the contribution to the Broadlands Homeowners Association shall escalate annually from the base year of 2008 and change effective each January 1st thereafter, based on the Consumer Price Index (CPI).

F. Emergency Access Road. Subject to approval of companion applications ZCPA 2008-0002 and SPEX 2008-0028, and in the event the Developer elects to establish the

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Medical Campus pursuant to SPEX 2008-0028, the Developer shall construct, if approved by the Virginia Department of Transportation ("VDOT"), a private vehicular connection from the Property onto Virginia State Route 659/Belmont Ridge Road ("Route 659") generally in the location shown on the Concept Development Plan ("Emergency Access Road"). The exact location and dimension of the Emergency Access Road shall be in substantial conformance with SPEX 2008-0028, and its use shall be restricted to emergency vehicles only and only for the primary purpose of ingress and/or egress to and from the emergency department and related facilities of any hospital or similar emergency care facility, whether inpatient or outpatient, constructed as part of the Medical Campus. As part of site plan approval for the Emergency Access Road, the Developer shall grant and convey to the County, at no cost to the County, ingress/egress easements to permit emergency vehicles to access the Property for the purposes set forth herein. In the event the Developer elects not to develop the Medical Campus pursuant to SPEX 2008-0028, then the Emergency Access Road shall not be established. Once the Medical Campus and the Emergency Access Road have been established pursuant to SPEX 2008-0028 and this proffer, should the Developer (or its successors) later fail to maintain an emergency department or related facilities on the Property for a period exceeding two (2) continuous years, then use of the Emergency Access Road shall be discontinued and shall only be re-established upon appropriate amendment to this proffer.

G. Affordable Housing Trust Fund. Subject to approval of companion applications ZCPA 2008-0002 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, then, at the time of issuance of the first zoning permit for development of the Property with a hospital use, the Developer shall contribute $100,000 to the County's affordable housing trust fund to be used for purposes consistent with the mission of the fund.

H. Security Fund. Subject to approval of companion applications ZCPA 2008-0002 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, then, at the time of issuance of the first zoning permit for development of the Property with a hospital use, the Developer shall contribute $5,000 to the Broadlands Homeowners Association to be used by the association to retain the services of a private security firm to supplement the services of the Loudoun County Sheriffs Department in Broadlands and Broadlands South. On or before each January 1 thereafter for an additional nine (9) successive years (for a total ten (10) contributions), the Developer shall contribute $5,000 to the association for such purpose, after which the Developer shall be relieved of the obligation to make such payments.

I. Health Education Classes. In an effort to improve the health and welfare of residents of Broadlands and Broadlands South, the Developer shall conduct at least two (2) medical/health education classes each calendar year in the Broadlands community as part of the Developer's community outreach efforts. The classes shall be free to residents of Broadlands and Broadlands South and shall be held on the Property or at another location within the Broadlands community. The first class shall occur no later than one (1) year following the opening of the Medical Campus pursuant to SPEX 2008-0028. For the first two (2) years that the Developer conducts such classes, the Developer shall deliver copies of the invitation for each class to the Dulles District Supervisor to evidence compliance with this proffer. Thereafter, such invitations shall be made available to the County or the Supervisor's office upon request.

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V. TRANSPORTATION

D. Transportation Improvement Fund

49. Construction of Improvements to Route 659.

a. In accordance with Section V.A. herein, in the event (i) this ZCPA 2008-0001 and companion applications ZCPA 2008-0002 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus under SPEX 2008-0028, then the Developer shall construct, in accordance with VDOT standards, one-half of a four-lane, divided section of southbound Route 659 south of the Property between Broadlands Boulevard and the location at the northern end of the Brambleton development at which Route 659 is relocated through (and constructed by) the Brambleton community (also known as Northstar Boulevard), including, if warranted and approved by VDOT, a traffic signal with four-sided pedestrian countdown signals at the intersection of Truro Parish Drive and Route 659. A similar proffer under which the Developer is to construct one-half of a four-lane divided section of northbound Route 659 from the beginning point of Route 659 relocated (Northstar Boulevard) to the intersection of Route 659 with Broadlands Boulevard is included in the proffers for ZCPA 2008-0002. The intent of the Developer, subject to approval of this ZCPA 2008-0001 and ZCPA 2008-0002, is to construct a four-lane, divided section of Route 659 between Broadlands Boulevard and the beginning of Route 659 relocated (Northstar Boulevard) south of the Property. The improvements to Route 659 shall be constructed prior to the issuance of the first occupancy permit or its equivalent for the first building constructed on the Property. The Developer estimates the cost of constructing these improvements (northbound and southbound) is approximately $11 million - $15 million. The Developer shall be reimbursed from the Route 659 Transportation Improvement Fund for all costs associated with constructing the improvements to Route 659 set forth in this proffer to the extent such funds currently exist in the Route 659 Transportation Improvement Fund or that may be deposited into the fund in the future by the County and/or other developments pursuant to the following zoning applications, as the same may be amended from time to time: ZMAP 2002-0009, Goose Creek Preserve; ZMAP 2002-0012, Corro Property; ZMAP 2004-0006, Rouse Property; ZMAP 2004-0013, Alexanders Chase; SPEX 2001-0029, Broadlands Clydes Restaurant; ZMAP 1995-0003, ZCPA 1994-0005, ZCPA 1997-0004, Broadlands Sections 100 and 102; ZMAP 1999-0009 Fallen Willow Farm; ZCPA 2008-~~0002, Fallen Willow Farms~~0001, Broadlands Sections 100 and 102; SPEX 2008-0028, Broadlands Regional Medical Center. Further, the Developer may request reimbursement of the cost to construct the improvements to Route 659 set forth in this proffer from funds proffered and collected, or that may be proffered and collected in the future, by other developments for these improvements~~ or to improvements to Route 659 generally~~. The Developer acknowledges and agrees that the County has no obligation to request additional proffers or contributions for improvements to Route 659 beyond those already proffered and listed above.

b. In the event (i) companion applications ZCPA 2008-0002 and SPEX 2008-0028 are not approved, or (ii) the Developer elects not to establish the Medical Campus pursuant to SPEX 2008-0028, then the Developer or its successors or assigns shall contribute to the Route 659 Transportation Improvement Fund the amount of $0.55 for each square foot of permitted space in all office and commercial development at such time as zoning

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permits are issued for each building of the office or commercial development. Pursuant to Proffer 33 herein, the base year for the dollar figure expressed within this Proffer 49 (b) shall be 1993, with adjustments made each January 1 thereafter based on the CCI.

These proffers shall be binding on the heirs, executors, administrators, assigns, and successors in interest of the Developer. The undersigned hereby warrants that all of the owners of legal interest in the Property have signed this proffer statement, that he/she has full authority to bind the Property to these conditions, and that the proffers are entered into voluntarily.

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WOMEN'S HOSPITAL INDIANAPOLIS, L.P.,
a Delaware general partnership

By: Women's Hospital Indianapolis GP, Inc.,
its General Partner

By: _____(SEAL)
Name:_____
Title:_____

COMMONWEATH OF VIRGINIA
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that _____ as _____ of Women's Hospital Indianapolis GP, Inc., a Delaware corporation, the General Partner of Women's Hospital Indianapolis, L.P., a Delaware general partnership, whose name is signed to the foregoing instrument, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this ___ day of _____, 2008.

_____
Notary Public

My commission expires: _____

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A157

NORTHERN VIRGINIA COMMUNITY
HOSPITAL, L.L.C.
a Virginia limited liability company

By: _____ (SEAL)
Name: _____
Title: _____

STATE OF:
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that _____ as _____ of Northern Virginia Community Hospital, L.L.C., whose name is signed to the foregoing instrument, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this ___ day of _____, 2008.

_____
Notary Public

My commission expires: _____

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EXHIBIT A

BROADLANDS SECTIONS 100/102
ZONING CONCEPT PLAN AMENDMENT
ZCPA 2008-0001

ZONING ORDINANCE MODIFICATION REQUEST

I. Revised 1993 Zoning Ordinance Modifications

A. Modify Section 4-306(A) Lot Coverage. Section 4-306(A) of the Revised 1993 Zoning Ordinance permits a maximum lot coverage of 0.40. *Accordingly, the Developer requests a modification of Section 4-306(A) to permit the lot coverage for the Property to be measured based on the overall lot coverage of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries separating the PDH (PD-OP) and PD-OP zoning districts, provided the overall lot coverage for the larger, 57.7343-acre parcel does not exceed a ratio of 0.40.*

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Justification: Because the Property is now part of a single, subdivided 57.7343-acre lot, the zoning district boundaries separating the Broadlands and Fallen Willow Farm properties have become much less relevant for purposes of mitigating impacts on adjacent uses and ensuring high quality development. Indeed, the Developer proposes to develop the Property either under a unified plan of development for a medical campus or as part of an integrated development with the adjacent Fallen Willow Farm. Under the medical campus proposal, the Fallen Willow Farm property will contain the hospital and outpatient medical care facilities, with parking and accessory buildings located on the Broadlands portion of the 57.7343-acre lot. The location of the structures and parking in the middle of the unified parcel provides substantial buffers and distance from neighboring uses. This concentration of development, rather than a more dispersed pattern, reduces potential impacts on neighboring property owners while achieving efficiency of design desirable on a medical campus.

But even if the Property is not developed as part of a unified medical campus, the fact that it is part of a larger, subdivided parcel, proffered to develop in an integrated fashion, militates that the land coverage be measured based on the larger parcel's lot lines. Otherwise, it will be difficult to achieve the integrated and concentrated design envisioned by the existing Broadlands and Fallen Willow Farm proffers.

Accordingly, the Developer requests that Section 4-306(A) be modified to permit calculation of lot coverage based on the lot lines of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries, which are effectively obsolete due to the consolidation of parcels. The Developer contends that this modification will permit a more integrated and compatible design of the Property for all concerned and represents an improvement on the existing regulations. Otherwise, the lot coverage calculations, by design and implementation, would result in a more sprawling campus environment.

B. Modify Sections 4-109(E) and 4-306(B) Building Height. Section 4-109(E) states that the maximum height at the boundaries of a PD-H district may not exceed 45 feet. Section 4-

306(B) states that the maximum building height in a PD-OP district is 45 feet, including the requirement for accessory structures to comply with the 45-foot maximum building height. *The Developer proposes to modify Sections 4-109(E) and 4-306(B) to permit measurement of the maximum height from the exterior lot lines of which the Property is a part, rather than the zoning district boundaries separating the PD-H (PD-OP) and PD-OP zoning districts of the Property. Per Section 4-305(B) governing minimum yard widths for buildings taller than 45 feet, the Developer will comply with the appropriate yard requirements.*

Justification: The maximum building height is normally measured from the zoning district boundaries of a property, which are usually the same as the exterior lot lines. The intent of this section is to ensure buildings are set back an appropriate distance so as not to adversely affect the adjacent and neighboring uses. Height limitations, therefore, are most appropriately measured from the exterior lot lines, rather than interior zoning district lines.

The Property subject to ZCPA 2008-0001 has been consolidated with the former Fallen Willow Farm (ZCPA 2008-0002) into a single, larger parcel containing 57.7343 acres, although the original zoning district boundaries, separating Fallen Willow Farm from Broadlands Sections 100/102, remained. Because the Property is now part of a single, subdivided parcel, the zoning district boundaries separating the Broadlands and Fallen Willow Farm properties have become much less relevant for purposes of mitigating impacts on adjacent uses and ensuring high quality development.

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Indeed, the Developer proposes to develop the Property either under a unified plan of development for a medical campus or as part of an integrated development with the adjacent Fallen Willow Farm tract. Under the medical campus proposal, the Fallen Willow Farm property will contain the hospital and outpatient medical care facilities, with parking and accessory buildings located on the Broadlands portion of the 57.7343-acre lot. The location of the structures and parking in the middle of the unified parcel provides substantial buffers and distance from neighboring uses. This concentration of development, rather than a more dispersed pattern, reduces potential impacts on neighboring property owners while achieving efficiency of design desirable on a medical campus.

But even if the Property is not developed as part of a unified medical campus, the fact that it is part of a larger, subdivided parcel militates that the maximum building height be measured based on the larger parcel's lot lines, rather than the now-obsolete zoning district boundaries. Otherwise, it will be extremely difficult to achieve the integrated and concentrated design envisioned by the existing Fallen Willow Farm proffers.

The Developer's proposed modification would permit the hospital and associated buildings, proposed under SPEX 2008-0028, or any other integrated development, to develop up to a maximum height of 100' under the Revised 1993 Zoning Ordinance. Measuring the building height from the peripheral lot lines, rather than the zoning district lines internal to the site, satisfies the public purpose and the intent of the Ordinance to limit building heights in the PDH District adjacent to incompatible uses.

The Developer will comply with the larger yard requirements set forth in the Revised 1993 Zoning Ordinance. Combined with the substantial amount of landscaping and berming, the

increased minimum yard requirements sufficiently mitigate the 100-foot height of the proposed hospital building.

C. Modify Section 4-110(B) Access to Public Streets. Section 4-110(B) states that "[a]ll arterial and collector streets serving a PD-H District, and all streets of any size serving residential (except townhouse and multifamily), commercial, office, institutional and industrial uses within a PD-H district, shall be designed and constructed to VDOT standards for inclusion in the state highway system." *The Developer proposes to modify Section 4-110(B) to permit secondary access to the Property from Education Court, a private street serving multiple parcels in the commercial land bays 100, 102 and 104 of Broadlands and Fallen Willow Farm (ZCPA 2008-0002.*

Justification: Principal access to the Property will be from Broadlands Boulevard, a four-lane-divided public roadway connecting Route 659 with the Ashburn Farm community east of Broadlands. Thus, access to the subject Property complies with the Zoning Ordinance's requirements that the street serving the zoning district be designed and constructed to VDOT standards for acceptance into the state system for maintenance.

As part of its unified development with the Fallen Willow Farm area, however, the Developer also proposes to construct a secondary access point to the Property via Education Court, an existing, four-lane-undivided roadway that serves as an internal connector among three separate developments within the Broadlands commercial land bay, including the Loudoun County Public Schools' Administration Building. Education Court was designed and constructed in general conformance with County's FSM standards, but remains a private street. By providing this secondary access point, the Developer will ensure that vehicle trips generated by the proposed development are better distributed across the Property and surrounding roads, which has the benefit of reducing potential congestion were all of the vehicle trips concentrated at a single point of access to a public street.

Moreover, because Education Court is owned and maintained by the Broadlands Commercial Owners Association, the Developer, alone, does not control its use and cannot dictate that the road be transferred to the state system for maintenance. Thus, absent the requested modification, no development of the subject Property can be achieved.

D. Modify Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) Regarding Buffer Along Route 659. Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) require the use of a Type 3 buffer along Route 659 to screen nonresidential development adjacent to residential land bays and arterial roads. *The Developer proposes to modify Sections 4-109(D), 4-305(B)(2) and 5-1406(E)(2) to substitute the buffer proffered as part of ZCPA 1997-0004 in lieu of the Type 3 buffer required along Route 659/Belmont Ridge Road. The proffered buffer may be achieved using existing vegetation supplemented with new plantings.*

Justification: As part of the Property's rezoning to PD-H, the Board of Supervisors approved a zoning modification to substitute a specific landscape buffer in lieu of the 150-foot-wide open space requirement along the perimeter of a PD-H district. A similar proffered buffer was approved by the Board as part of it approval of ZMAP 1999-0009 for the adjacent Fallen Willow

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Farm development. The modified buffer approved with ZCPA 1997-0004 applicable to the Property is attached as Exhibit C to these Proffers.

In June 2008, the 1972 Zoning Ordinance, under which the Property was rezoned and the modified buffer was approved, expired. Moreover, in 2007 the Board of Supervisors approved a series of zoning ordinance amendments to the Revised 1993 Zoning Ordinance that, among other things, modified the type of buffer required along the Property's frontage on Route 659 and also modified the planting schedule for such buffer. The new Type 3 buffer requires three canopy trees, three understory trees and 20 shrubs within a maximum 30-foot-wide planting area.

In contrast, the proffered buffer approved with ZCPA 1997-0004 requires three large deciduous trees, two smaller flowering trees, 12 eastern redcedars, and ten large shrubs planted within a 50-foot-wide planting area. By introducing a substantial number of redcedars, the proffered buffer results in a more effective screen of the Property than would the new Type 3 buffer. It also ensures that the screening provided on the Property matches that approved for and used elsewhere in Broadlands, ensuring a consistent "look" throughout the community.

The Developer contends that the use of the proffered buffer exceeds the benefits offered by the Type 3 buffer and improves the screening of the Property's development. By incorporating existing vegetation to create the buffer, the Developer also will reduce the need for clearing along the Property's edges and promote healthy reforestation.

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PROFFER STATEMENT
FALLEN WILLOW FARM
ZONING CONCEPT PLAN AMENDMENT
ZCPA 2008-0002

April 2, 2008
Revised August 6, 2008
Revised September 4, 2008
Revised October 7, 2008
Revised October 24, 2008
Revised November 5, 2008

This application is filed pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and Sections 6-1200 and 6-1500 of the Loudoun County Revised 1993 Zoning Ordinance. Women's Hospital Indianapolis, L.P., a Delaware limited partnership, is the owner (the "Owner") of Loudoun County Tax Map 78, Parcel 49 (PIN 154-19-9491), a portion of which, as shown on Exhibit B attached hereto, is subject to this Zoning Concept Plan Amendment 2008-0002 (the "Property"). The Owner, by Women's Hospital Indianapolis GP, Inc., a Delaware corporation and its General Partner, and Northern Virginia Community Hospital, L.L.C., a Virginia limited liability company and the applicant (the "Applicant") for ZCPA 2008-0002, on behalf of themselves and their successors in interest (the Owner and the Applicant hereinafter jointly referred to as the "Developer") hereby voluntarily proffer that the Property shall be developed in substantial conformance with the proffers set forth below. Exhibits referenced are attached hereto and hereby incorporated by reference.

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All proffers made herein are contingent upon the approval of ZCPA 2008-0002. These proffers, if accepted, amend only those proffers referenced below; the remainder of the previously approved Proffer Statement, Broadlands/Fallen Willow Farm, ZMAP 1999-0009, dated July 18, 2000, shall remain in full force and effect.

I. LAND USE CONCEPT PLAN AND SITE DESIGN

1. Concept Development Plan. The Property shall be developed in substantial conformance with these proffers, the Zoning Ordinance Modifications ("Modifications") attached hereto as Exhibit A, and the Zoning Concept Plan Amendment plat ZCPA 2008-0002 prepared by Urban Ltd., dated March 2008, revised through October 22, 2008, attached hereto as Exhibit B.

A. Proposed Uses. Uses permitted on the Property shall include all permitted PD-OP uses and, upon separate approved application, all special exception PD-OP uses.

2. Integration with Broadlands Commercial Office Land Bays. The Property subject to this ZCPA 2008-0002 is part of a concurrent special exception application, SPEX 2008-0028, filed by the Developer to permit the establishment of a hospital and associated medical care facilities (outpatient only) on a single lot of approximately 57.7343 acres of land ("Medical Campus") that includes the Property and portions of the adjacent Broadlands commercial land

bay, known as Broadlands Sections 100 and 102, which portions also are subject to a companion Zoning Concept Plan Amendment, ZCPA 2008-0001. The Medical Campus proposed in SPEX 2008-0028 includes special exception uses that are to be developed in conjunction with by right uses under a unified plan of development, subject to the Modifications listed in Exhibit A attached hereto. Accordingly, the Developer hereby agrees as follows:

A. In the event (i) this ZCPA 2008-0002 and companion applications ZCPA 2008-0001 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then the Property shall be developed in substantial conformance with SPEX 2008-0028 (as the same may be amended from time to time); provided, however, that the Developer shall be permitted to establish additional permitted PD-OP uses and structures on the Property, in addition to those uses and structures identified on SPEX 2008-0028, without a requirement to amend this ZCPA 2008-0002 or SPEX 2008-0028. To develop the Medical Campus pursuant to SPEX 2008-0028, the Developer shall combine the maximum permitted Gross Floor Area for the Property subject to this ZCPA 2008-0002 with the maximum permitted Gross Floor Area on the property subject to ZCPA 2008-0001, provided the total floor area ratio of development for the 57.7343–acre lot on which the Medical Campus is located shall not exceed 0.40 FAR.

B. In the event (i) companion applications ZCPA 2008-0001 and SPEX 2008-0028 are not approved, or (ii) the Developer elects not to establish the Medical Campus pursuant to SPEX 2008-0028, then the Property shall be designed and developed in accordance with applicable PD-OP zoning ordinance standards and as an integral part of the adjacent Broadlands commercial land bays Sections 100 and 102, subject to the attached Modifications and these proffers.

C. In the event (i) this ZCPA 2008-0002 and companion applications ZCPA 2008-0001 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus approved under SPEX 2008-0028, then the Developer shall provide parking for the Medical Campus as follows:

i. In satisfaction of the parking requirements for the hospital and first medical office building (or medical care facilities, outpatient only) labeled "Medical Office/Outpatient Medical Care Facility Bldg. Phase 1," the Developer shall include on the site plan for such buildings and construct the structured parking facility labeled "Parking Deck (2 levels)" on the south side of the hospital Main Entrance, all as shown on the special exception plat approved with SPEX 2008-0028.

ii. In satisfaction of the parking requirements for the medical office building (or medical care facilities, outpatient only) labeled "Medical Office/Outpatient Medical Care Facility Bldg. Phase 2," the Developer shall include on the site plan for such building and construct the structured parking facility labeled "Proposed Parking Structure Phase 2" to be located on the east side of the property, all as shown on the special exception plat approved with SPEX 2008-0028. The Proposed Parking Structure Phase 2 shall be constructed prior to issuance of the first occupancy permit for the Medical Office/Outpatient Medical Care Facility Bldg. Phase 2.

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D. Subject to approval of companion applications ZCPA 2008-0001 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, then, at the time of issuance of the first zoning permit for development of the Property with a hospital use, the Developer shall contribute $100,000 to the County's affordable housing trust fund to be used for purposes consistent with the mission of the fund.

3. Internal Private Streets. Internal private streets established on the Property shall be designed according to Facilities Standards Manual requirements and may be connected with other internal private streets serving the portions of Broadlands Sections 100 and 102 that are subject to ZCPA 2008-0001 to provide primary and secondary access to Broadlands Boulevard from the Property. Access to Broadlands Boulevard from the Property via such internal private streets shall be constructed or bonded for construction prior to approval of the first record subdivision or site plan for the Property, whichever shall occur first.

A. Emergency Access Road. Subject to approval of companion applications ZCPA 2008-0001 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, the Developer shall construct, if approved by the Virginia Department of Transportation ("VDOT"), a private vehicular connection from the Property onto Virginia State Route 659/Belmont Ridge Road ("Route 659") generally in the location shown on the Concept Development Plan ("Emergency Access Road"). The exact location and dimension of the Emergency Access Road shall be in substantial conformance with SPEX 2008-0028, and its use shall be restricted to emergency vehicles only and only for the primary purpose of ingress and/or egress to and from the emergency department and related facilities of any hospital or similar emergency care facility, whether inpatient or outpatient, constructed as part of the Medical Campus. As part of site plan approval for the Emergency Access Road, the Developer shall grant and convey to the County, at no cost to the County, ingress/egress easements to permit emergency vehicles to access the Property for the purposes set forth herein. In the event the Developer elects not to develop the Medical Campus pursuant to SPEX 2008-0028, then the Emergency Access Road shall not be established. Once the Medical Campus and the Emergency Access Road have been established pursuant to SPEX 2008-0028 and this proffer, should the Developer (or its successors) later fail to maintain an emergency department or related facilities on the Property for a period exceeding two (2) continuous years, then use of the Emergency Access Road shall be discontinued and shall only be re-established upon appropriate amendment to this proffer.

9. Accessory Uses. Proffer Hereby Deleted (See Proffer No. 2 above).

III. OWNERS ASSOCIATION

14. Annual Fire and Rescue Contribution. *Proffer Hereby* ~~Deleted.~~*Substituted with the following:*

14. Security Fund. Subject to approval of companion applications ZCPA 2008-0001 and SPEX 2008-0028, and in the event the Developer elects to establish the Medical Campus pursuant to SPEX 2008-0028, then, at the time of issuance of the first zoning permit for development of the Property with a hospital use, the Developer shall contribute $5,000 to the

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Broadlands Homeowners Association to be used by the association to retain the services of a private security firm to supplement the services of the Loudoun County Sheriffs Department in Broadlands and Broadlands South. On or before each January 1 thereafter for an additional nine (9) successive years (for a total ten (10) contributions), the Developer shall contribute $5,000 to the association for such purpose, after the which the Developer shall be relieved of the obligation to make such payments.

A. Health Education Classes. In an effort to improve the health and welfare of residents of Broadlands and Broadlands South, the Developer shall conduct at least two (2) medical/health education classes each calendar year in the Broadlands community as part of the Developer's community outreach efforts. The classes shall be free to residents of Broadlands and Broadlands South and shall be held on the Property or at another location within the Broadlands community. The first class shall occur no later than one (1) year following the opening of the Medical Campus pursuant to SPEX 2008-0028. For the first two (2) years that the Developer conducts such classes, the Developer shall deliver copies of the invitation for each class to the Dulles District Supervisor to evidence compliance with this proffer. Thereafter, such invitations shall be made available to the County or the Supervisor's office upon request.

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IV. TRANSPORTATION

16. Route 659 Improvements Funded and Constructed by Developer

(b) Improvements to Route 659 South of Broadlands Boulevard

i. In the event (i) this ZCPA 2008-0002 and companion applications ZCPA 2008-0001 and SPEX 2008-0028 are approved, and (ii) the Developer elects to pursue development of the Medical Campus under SPEX 2008-0028, then the Developer shall construct, in accordance with VDOT standards, one-half of a four-lane, divided section of northbound Route 659 between the northern end of the Brambleton development at which Route 659 is relocated through (and constructed by) the Brambleton community (also known as Northstar Boulevard) to its intersection with Broadlands Boulevard south of the Property, including, if warranted and approved by VDOT, a traffic signal with four-sided pedestrian countdown signals at the intersection of Truro Parish Drive and Route 659. A similar proffer under which the Developer is to construct one-half of a four-lane divided section of southbound Route 659 between Broadlands Boulevard and Route 659 relocated (Northstar Boulevard) is included in the proffers for ZCPA 2008-0001. The intent of the Developer, subject to approval of this ZCPA 2008-0002 and companion ZCPA 2008-0001, is to construct a four-lane, divided section of Route 659 between Broadlands Boulevard and the beginning of Route 659 relocated (Northstar Boulevard) south of the Property. The improvements to Route 659 shall be constructed prior to the issuance of the first occupancy permit or its equivalent for the first building constructed on the Property. The Developer estimates the cost of constructing these improvements (northbound and southbound) is approximately $11 million - $15 million. The Developer shall be reimbursed from the Route 659 Transportation Improvement Fund for all costs associated with constructing the improvements to Route 659 set forth in this proffer to the extent such funds currently exist in the Route 659 Transportation Improvement Fund or that may be deposited into the fund in the future by the County and/or other developments pursuant to the following zoning applications, as the same may be amended from time to time: ZMAP 2002-

0009, Goose Creek Preserve; ZMAP 2002-0012, Corro Property; ZMAP 2004-0006, Rouse Property; ZMAP 2004-0013, Alexanders Chase; SPEX 2001-0029, Broadlands Clydes Restaurant; ZMAP 1995-0003, ZCPA 1994-0005, ZCPA 1997-0004, Broadlands Sections 100 and 102; ZMAP 1999-0009 Fallen Willow Farm; ZCPA 2008-0002, Fallen Willow Farm; SPEX 2008-0028, Broadlands Regional Medical Center. Further, the Developer may request reimbursement of the cost to construct the improvements to Route 659 set forth in this proffer from funds proffered and collected, or that may be proffered and collected in the future, by other developments for these improvements ~~or to improvements to Route 659 generally~~. The Developer acknowledges and agrees that the County has no obligation to request additional proffers or contributions for improvements to Route 659 beyond those already proffered and listed above.

a. The Developer shall attempt to acquire and, if successful, shall dedicate in fee simple to the Board of Supervisors such off-site right-of-way and easements as are necessary to construct the improvements to Route 659 described in this proffer. The Developer shall use its good faith efforts and offer a reasonable fair market value for such rights-of-way and easements. If the Developer is unable to bring about the dedication by others of the necessary rights-of-way and easements, or to acquire by purchase the rights-of-way or easements at fair market value, as determined by an MAI (Member of the Appraisal Institute) appraisal, then the Applicant shall request the Board of Supervisors to condemn the necessary land and/or easements. In the event the Board of Supervisors elects not to exercise its right of eminent domain for such purpose, then the Developer shall be released from its obligation to construct the widening of Route 659 as contemplated herein. In the event the County elects to defer its exercise of eminent domain, then the Developer's proffer requiring such acquisition shall likewise be deferred.

ii. In the event (a) companion applications ZCPA 2008-0001 and SPEX 2008-0028 are not approved, or (b) the Developer elects not to establish the Medical Campus pursuant to SPEX 2008-0028, then the Developer or its successors or assigns shall contribute to the Route 659 Transportation Improvement Fund the amount of $0.55 for each square foot of permitted space in all office and commercial development at such time as zoning permits are issued for each building of the office or commercial development. The base year for the dollar figure expressed within this Proffer (16(b)(ii) shall be 1993, with adjustments made each January 1 thereafter based on the CCI.

V. PUBLIC HEALTH

21. Abandonment of Wells and Septic Tanks. The Developer shall abandon all existing wells and septic tanks in accordance with Health Department requirements prior to the issuance of a grading permit for any land area that includes such an existing well or septic tank. Evidence of such abandonment shall be submitted with the grading permit application. Notwithstanding the foregoing, the Developer shall coordinate with the Engineering Division of the Loudoun County Department of Building and Development to determine whether one (1) or more existing wells on the Property may be suitable for use by the County as part of a network of groundwater monitoring wells. Such determination shall be made prior to approval of the first record subdivision or site plan for the Property, whichever shall occur first. Upon the joint determination that a well is suitable for the County's groundwater monitoring system, the

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Developer shall, as part of the record subdivision or site plan approval covering the area of the well's location, convey, at no cost to the County, an appropriate license(s) or easement(s) permitting (a) the reasonable installation by the County of well monitoring equipment and (b) periodic access to such equipment for purposes of testing, maintenance and repair. In the event either the Developer or the County determines that an existing well(s) is not suited for purposes of a Countywide program to monitor groundwater quality, thereafter the Developer shall pursue abandonment of the well(s) in accordance with the above provisions.

These proffers shall be binding on the heirs, executors, administrators, assigns, and successors in interest of the Developer. The undersigned hereby warrants that all of the owners of legal interest in the Property have signed this proffer statement, that he/she has full authority to bind the Property to these conditions and that the proffers are entered into voluntarily.

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WOMEN'S HOSPITAL INDIANAPOLIS, L.P.,
a Delaware general partnership

By: Women's Hospital Indianapolis GP, Inc.,
its General Partner

By: _____(SEAL)
Name:_____
Title:_____

STATE OF:
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that _____ as _____ of Women's Hospital Indianapolis GP, Inc., a Delaware corporation, the General Partner of Women's Hospital Indianapolis, L.P., a Delaware general partnership, whose name is signed to the foregoing instrument, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this ___ day of _____, 2008.

_____
Notary Public

My commission expires: _____

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NORTHERN VIRGINIA COMMUNITY
HOSPITAL, L.L.C.
a Virginia limited liability company

By: _____ (SEAL)
Name: _____
Title: _____

STATE OF:
COUNTY OF _____, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that _____ as _____ of Northern Virginia Community Hospital, L.L.C., whose name is signed to the foregoing instrument, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this ___ day of _____, 2008.

_____
Notary Public

My commission expires: _____

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EXHIBIT A

FALLEN WILLOW FARM
ZONING CONCEPT PLAN AMENDMENT
ZCPA 2008-0002

ZONING ORDINANCE MODIFICATION REQUEST

I. REVISED 1993 ZONING ORDINANCE MODIFICATIONS

A. Modify Section 4-306(A) Lot Coverage. Section 4-306(A) of the Revised 1993 Zoning Ordinance permits a maximum lot coverage of 0.40. *Accordingly, the Developer requests a modification of Section 4-306(A) to permit the lot coverage for the Property to be measured based on the overall lot coverage of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries separating the PDH (PD-OP) and PD-OP zoning districts, provided the overall lot coverage for the larger, 57.7343-acre parcel does not exceed a ratio of 0.40.*

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Justification: The Property subject to ZCPA 2008-0002 originally was an outparcel that was rezoned to permit it to develop in coordination with the land that surrounds it. The Property was later consolidated into a single, larger parcel containing 57.7343 acres, although the original zoning district boundaries, separating Fallen Willow Farm from Broadlands Sections 100/102, remained. Because the Property is now part of a single, larger, subdivided parcel, the zoning district boundaries separating the Broadlands and Fallen Willow Farm properties have become much less relevant for purposes of mitigating impacts on adjacent uses and ensuring high quality development.

Indeed, the Developer proposes to develop the Property either under a unified plan of development for a medical campus or as part of an integrated development with the adjacent Sections 100/102 of Broadlands. Under the medical campus proposal, the Fallen Willow Farm property will contain the hospital and outpatient medical care facilities, with parking and accessory buildings located on the Broadlands portion of the 57.7343-acre lot. The location of the structures and parking in the middle of the unified parcel provides substantial buffers and distance from neighboring uses. This concentration of development, rather than a more dispersed pattern, reduces potential impacts on neighboring property owners while achieving efficiency of design desirable on a medical campus.

But even if the Property is not developed as part of a unified medical campus, the fact that it is part of a larger, subdivided parcel, proffered to develop in an integrated fashion, militates that the effective lot coverage be measured based on the larger parcel's lot lines, rather than the now-obsolete zoning district boundaries of the former outparcel. Otherwise, it will be extremely difficult to achieve the integrated and concentrated design envisioned by the existing Fallen Willow Farm proffers.

Accordingly, the Developer requests that Section 4-306(A) be modified to permit calculation of lot coverage based on the lot lines of the larger, subdivided parcel of which the Property is a part, rather than the zoning district boundaries of the Fallen Willow Farm rezoning, which are

effectively obsolete due to the consolidation of parcels and the proffered requirement to develop the Property as an integral part of Broadlands Sections 100/102.

The Developer contends that this modification will permit a more integrated and compatible design of the Property for all concerned and represents an improvement on the existing regulations. Otherwise, the lot coverage calculations, by design and implementation, would result in a more sprawling campus environment.

B. Modify Section 4-306(B) Building Height. Section 4-306(B) states that the maximum building height in PD-OP zoning is 45 feet, including the requirement for accessory structures to comply with the 45-foot maximum building height. *The Developer proposes to modify Section 4-306(B) to permit measurement of the maximum height from the exterior lot lines of which the Property is a part, rather than the zoning district boundaries separating the PD-H (PD-OP) and PD-OP zoning districts of the Property. Per Section 4-305(B) governing minimum yard widths for buildings taller than 45 feet, the Developer will comply with the appropriate yard requirements.*

Justification: The maximum building height is normally measured from the zoning district boundaries of a property, which are usually the same as the exterior lot lines. The intent of this section is to ensure buildings are set back an appropriate distance so as not to adversely affect the adjacent and neighboring uses. Height limitations, therefore, are most appropriately measured from the exterior lot lines, rather than interior zoning district lines.

The Property subject to ZCPA 2008-0002 originally was an outparcel that was rezoned to permit it to develop in coordination with the land that surrounds it. The Property was later consolidated into a single, larger parcel containing 57.7343 acres, although the original zoning district boundaries, separating Fallen Willow Farm from Broadlands Sections 100/102, remained. Because the Property is now part of a single, subdivided parcel, the zoning district boundaries separating the Broadlands and Fallen Willow Farm properties have become much less relevant for purposes of mitigating impacts on adjacent uses and ensuring high quality development.

Indeed, the Developer proposes to develop the Property either under a unified plan of development for a medical campus or as part of an integrated development with the adjacent Sections 100/102 of Broadlands. Under the medical campus proposal, the Fallen Willow Farm property will contain the hospital and outpatient medical care facilities, with parking and accessory buildings located on the Broadlands portion of the 57.7343-acre lot. The location of the structures and parking in the middle of the unified parcel provides substantial buffers and distance from neighboring uses. This concentration of development, rather than a more dispersed pattern, reduces potential impacts on neighboring property owners while achieving efficiency of design desirable on a medical campus.

But even if the Property is not developed as part of a unified medical campus, the fact that it is part of a larger, subdivided parcel, proffered to develop in an integrated fashion, militates that the maximum building height be measured based on the larger parcel's lot lines, rather than the now-obsolete zoning district boundaries for the former outparcel. Otherwise, it will be extremely difficult to achieve the integrated and concentrated design envisioned by the existing Fallen Willow Farm proffers.

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The Developer's proposed modification would permit the hospital and associated buildings, proposed under SPEX 2008-0028, or any other integrated development, to develop up to a maximum height of 100' under the Revised 1993 Zoning Ordinance. Measuring the building height from the peripheral lot lines, rather than the zoning district lines internal to the site, satisfies the public purpose and the intent of the Ordinance to limit building heights in the PDH District adjacent to incompatible uses.

The Developer will comply with the larger yard requirements set forth in the Revised 1993 Zoning Ordinance. Combined with the substantial amount of landscaping and berming, the increased minimum yard requirements sufficiently mitigate the 100-foot height of the proposed hospital building.

C. Modify Sections 4-305(B)(2) and 5-1406(E)(2) Regarding Buffer Along Route 659. Sections 4-305(B)(2) and 5-1406(E)(2) require the use of a Type 3 buffer along Route 659 to screen nonresidential development adjacent to residential land bays and arterial roads. *The Developer proposes to modify Sections 4-305(B)(2) and 5-1406(E)(2) to substitute the buffer proffered as part of ZMAP 1999-0009 in lieu of the Type 3 buffer required along Route 659/Belmont Ridge Road. The proffered buffer may be achieved using existing vegetation supplemented with new plantings.*

Justification: As part of the Property's rezoning to PD-OP, the Board of Supervisors approved a zoning modification to substitute a specific landscape buffer in lieu of the Type 2 buffer then-required along the Property's frontage on Route 659. The proffered buffer matched a similar modified buffer approved by the Board as part of it approval of ZCPA 1997-0004 for the adjacent Broadlands PD-H3 development. The modified buffer approved with ZMAP 1999-0009 applicable to the Property is attached as Exhibit C to these Proffers.

In 2007, the Board of Supervisors approved a series of zoning ordinance amendments that, among other things, modified the type of buffer required along the Property's frontage on Route 659 (moving from a Type 2 buffer to a Type 3 buffer) and also modified the planting schedule for such buffer. The new Type 3 buffer requires three canopy trees, three understory trees and 20 shrubs within a maximum 30-foot-wide planting area.

In contrast, the proffered buffer approved with ZMAP 1999-0009 requires three large deciduous trees, two smaller flowering trees, 12 eastern redcedars, and ten large shrubs planted within a 50-foot-wide planting area. By introducing a substantial number of redcedars, the proffered buffer results in a more effective screen of the Property than would the new Type 3 buffer. It also ensures that the screening provided on the Property matches that approved for and used elsewhere in Broadlands, ensuring a consistent "look" throughout the community.

The Developer contends that the use of the proffered buffer exceeds the benefits offered by the Type 3 buffer and improves the screening of the Property's development. By incorporating existing vegetation to create the buffer, the Developer also will reduce the need for clearing along the Property's edges and promote healthy reforestation.

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