

MEDICORP PROPERTIES, INC.

PROFFER STATEMENT

September 29, 2017

Pursuant to Section 15.2-2298 of the Code of Virginia, as amended, and subject to the Stafford County Board of Supervisors' (the "Board") approval of reclassification (proffer amendment) application _____, as proposed, MediCorp Properties, Inc. (the "Applicant"), for itself and its successors and assigns, hereby proffers that development of: (i) Tax Map Parcels 39-P-1 and 39-P-1A (collectively, the "Hospital Property"), (ii) Tax Map Parcels 39-R-A, 39-R-B, 39-R-C, 39-R-1, 39-R-2, 39-R-3, 39-R-4, 39-R-5, 39-R-6, 39-R-7, 39-R-8, 39-R-9, 39-R-10, and approximately 1.492 acres of property identified as George Washington Avenue and an associated Turn Lane, each identified as such and dedicated for public street purposes pursuant to a "Plat of Subdivision – East Campus Stafford Hospital Center" by Mark D. Goodpasture dated October 23, 2012 and recorded as Instrument No. 130026573 (such 1.492 acres, "George Washington Avenue") (collectively, the "Facility Property"), and (iii) 39-P-A, 39-P-B, and 39-P-C (collectively, the "Residue Property") (the Hospital Property, Facility Property, and Residue Property collectively, the "Property"), shall be in accordance with the following proffered conditions. These proffered conditions shall replace any and all existing proffered conditions pertaining to the Property:

1. Planned Development. The planned development of the Property allows for all hospital, healthcare, medical, clinical, and other health related uses, along with ancillary and support services related to any such uses. If the federal government does not award to CRA Associates, Inc. ("CRA"), the entity which is ground leasing a portion of the Facility Property from Applicant, a contract to operate an outpatient healthcare facility for active duty and retired military personnel and their families (the "Facility") on the Facility Property by no later than September 30, 2019, then:

the Facility Property may be developed in accordance with the previously-approved Generalized Development Plan for the Property or the planned use described in this paragraph.

2. Route 630 Traffic Signal.

If the federal government awards to CRA a contract to operate the Facility on the Facility Property, and all award contingencies (including without limitation all appeal periods) have been satisfied and such contract award has been finalized (the "Contract Award") all by no later than September 30, 2019, then:

within thirty (30) days after site plan approval for the Facility, the Applicant and CRA shall contribute up to \$300,000 to the County for the County to apply to the direct costs of designing and installing a traffic signal at the intersection of Route 630 (Courthouse Road) and Hospital Center Boulevard, which would be designed and installed by the County when warranted.

However, if there has been no Contract Award by September 30, 2019, then:

within thirty (30) days after Stafford County has approved a site plan to develop the Facility Property, the Applicant shall prepare a signal warrant analysis for the installation of a traffic signal at the intersection of Route 630 (Courthouse Road) and Hospital Center Boulevard. Pursuant to such signal warrant analysis, and if warranted by VDOT, the Applicant shall design and install such traffic signal. In the event a signal is not

warranted by VDOT when the Applicant desires to proceed with development of the Facility Property, the Applicant shall make a cash contribution to the County for the future cost of the design and installation of such traffic signal. Such cash contribution shall be made prior to issuance of the first occupancy permit for a use on the Facility Property. The amount of the cash contribution shall be based on an estimate provided to the County by a certified engineer; however, in no case shall the contribution exceed One Hundred Sixty Thousand and 00/100 Dollars (\$160,000.00). This maximum limit on this contribution shall escalate annually, from January 6, 2009 until tender of payment, by a percentage equal to the annual rate of inflation, as calculated by referring to the Marshall and Swift Building Cost Index.

3. Lighting. Lighting on the Property shall be designed and constructed to minimize light trespass and the view of lighting from off-site, specifically:
 - a. Spillover light onto adjacent properties shall be minimized.
 - b. All exterior light fixtures shall be “full cut-off outdoor lighting fixtures” as defined by the Illuminating Engineering Society of North America (IESNA). Light will be directed inward and downward toward the interior of the Property, away from the public streets and the adjacent properties.
4. Fire Protection. The Applicant shall install fire protection sprinkler systems in all buildings constructed on the Property.
5. Architecture. The facade of the Hospital building shall be generally consistent with the level of quality, style and visual interest represented on the architectural illustratives prepared by Ellerbe Becket, dated March 17, 2006, referenced as Exhibit A. Building facade materials utilized for the Hospital building may include brick, split-faced block, fluted block, tile, concrete tile, stone, real or simulated wood, glass and/or metal, or similar quality materials. The facade of the Facility building shall be generally consistent with the level of quality, style and visual interest represented on the architectural illustratives prepared by Tactic, Inc., referenced as Exhibit B, as the same may hereafter be amended or revised. Building facade materials utilized for the Facility building may include the materials listed above for the Hospital building, along with precast concrete and similar quality materials. Standard concrete masonry block shall not be used for the facade of the Hospital or Facility buildings. The facade of the Hospital building shall be "broken-up" through the use of fenestration and continuous, homogeneous surfaces shall be minimized. Roof-lines of the Hospital building shall be articulated. Roof-top mechanical equipment on the Hospital and Facility building shall be screened from view to the maximum extent practicable. Exterior building materials used in construction of the other buildings located on the Property shall be compatible with the exterior building materials used in construction of the Hospital and Facility buildings.
6. Loading Areas and Dumpsters. Service and delivery loading areas will be oriented to reduce their visibility from public road frontages. If such facilities are not substantially blocked from view from the public roadways, they will be treated with architectural elements and/or decorative fencing and/or landscaping to minimize their visibility from the public roadways. All freestanding dumpsters on site shall be enclosed. Dumpster enclosures shall be constructed of building materials compatible with or similar to the adjacent building(s) on site.
7. Wetlands/Nature Preserve. No land development activities shall be located and/or maintained within the portion of the Property identified on the Concept Plan as Wetlands/Nature Preserve, except for construction of (i) stormwater management/BMP facilities, (ii) utilities, (iii) telecommunications, fiber optic cable and similar facilities, (iv) roadways, and (v) trails. Disturbances permitted within the Wetlands/Nature Preserve shall (i) comply with all applicable laws and regulations, (ii) be designed to minimize the area of disturbance and retain

existing vegetation to the extent possible, and (iii) be designed and constructed in a manner to protect water quality.

8. Water and Sanitary Sewer. The Property shall be developed using public central water and sewer facilities, which shall be provided to the Property at no cost to the County. Water and sewer lines, pumping stations and related utility equipment shall be extended to the Property in accordance with applicable Stafford County standards and in general conformance with the County's Master Plan. A temporary sanitary sewer pump station may be constructed as part of this project. The temporary pump station may be located within the Resource Protection Area of the site. Notwithstanding that trees can be removed from the Wetlands/Nature Preserve area for installation of necessary utilities, the Applicant shall submit to the Planning Department a vegetation restoration plan consistent with Chesapeake Bay Act revegetation guidelines, and shall replant in accordance with such plan, to the extent permitted by the County, those portions of the Resource Protection Area which were disturbed due to the construction of the temporary pump station. This restoration plan will be implemented upon the removal of the temporary pump station from the Wetlands/Nature Preserve area. All utility facilities located in the Wetlands/Nature Preserve area shall be set back as far as possible from the existing streambed. Trails located within the Wetlands/Nature Preserve area will utilize the utility easements to the extent practicable to avoid unnecessary clearing and disturbance, but may be placed elsewhere in the Wetlands/Nature Preserve area in accordance with paragraph 8 above.
9. Water Quality Monitoring. Access for surface water quality monitoring will be permitted by the Applicant within the vicinity of the stream located on the Property. This access will allow County designated persons to enter the site in order to monitor the quality of water within the stream bisecting the site.
10. Parking Structure. The parking structure shall be designed to incorporate architectural treatments to visually break up the horizontal expanse of the structure and shall include materials compatible with the associated buildings. The Applicant shall provide landscaping, to the extent reasonably practicable, around the parking structure to visually break up the appearance of the facade of the parking garage as viewed from the public right-of-way through such means as planting of fast growing evergreen trees at 25-30 foot intervals. Lighting within the parking structure shall be of a low intensity design to minimize glare from projecting beyond the parking structure, consistent with providing adequate security lighting.
11. Existing Structures. Prior to demolition of the existing structures on the Property, the Applicant shall grant permission to Stafford County Cemetery Committee to conduct pedestrian surveys of these buildings, which surveys will consist of taking photographs of the structures and writing architectural descriptions. Such information and photographs will be retained by Stafford County, or an entity designated by Stafford County, for future reference and study of the Stafford County built environment.
12. Existing Vegetation. The Applicant shall attempt to preserve, to the extent practicable, the existing vegetation along the southern boundary of the Property and along the Route 630 frontage of the Property, removing only the vegetation necessary to construct the improvements as shown on the Concept Plan. Where the existing vegetation along the southern boundary of the Property and/or along the Route 630 frontage of the Property, after construction of the improvements, does not provide the equivalent plantings of the buffer required by the DCSL, the Applicant shall plant supplemental, fast growing evergreen trees within and adjacent to such portions of the southern boundary and/or the Route 630 frontage. These supplemental evergreen trees shall be interspersed among the existing deciduous trees to replicate a natural landscape pattern and are not intended to create a continuous screen or hedge appearance.

13. Drive-Through Facility. If the Contract Award has occurred by no later than September 30, 2019, then:

a drive-through facility shall be permitted on the Facility Property for the Facility in the general location as shown on the approved General Development Plan for the Property (the "GDP"). The drive-through may include pneumatic tubes for pharmacy prescription pickups by customers in vehicles. The facade and canopy of such drive-through facility shall be generally consistent with the renderings referenced as Exhibit B and shall be compatible with the exterior building materials used in construction of the Hospital and Facility buildings.
14. Connector Road Easement. Upon the vacation of the public right-of-way over George Washington Avenue, the Applicant shall grant Stafford County an easement of right-of-way over the area shown on the GDP between Tax Map Parcels 30-70A and 30-58 (collectively, the "County Property") and Hospital Center Boulevard for use by County officials, employees, agents, and visitors to the County Property. Such easement shall allow the County to design, construct and maintain, at no cost to Applicant, an internal connector road (the "Connector Road") between the County Property and Care Lane on the Hospital Property as shown on the GDP, and allow for ingress and egress between the County Property and Hospital Center Boulevard over that portion of Care Lane on the Hospital Property between the County Property and Hospital Center Boulevard. However, notwithstanding the foregoing: (i) the Applicant shall have no obligation or responsibility to construct, maintain, or replace the Connector Road, which such duties shall belong to Stafford County, and (ii) such easement shall only include ingress and egress rights over the Connector Road and that portion of Care Lane between the Connector Road and Hospital Center Boulevard, and shall not include any rights to any other portions of Care Lane. Nothing in this paragraph obligates Applicant to make any improvements or modifications to Care Lane whatsoever. Upon the mutual agreement between Stafford County, the Applicant, and other affected property owners, the Connector Road may be relocated and realigned from the location shown on the GDP.
15. Medical Clinic Activities Square Footage. No more than 270,000 square feet shall be devoted to medical clinic activities on the Property. This paragraph shall not apply to the Hospital.
16. Medication Storage. Storage of all medications within the medical clinics shall be in secured containers, cabinets or rooms.
17. Medical Clinic Surgeries. Minor surgery may be permitted within the medical clinics; however, there shall be no use of blood products associated with performing any surgical procedure in the medical clinics except as necessary in extreme circumstances. This paragraph shall not apply to the Hospital.
18. Deliveries. There shall be no deliveries on-site to any buildings other than the Hospital before 7:00 A.M. or after 9:00 P.M once such buildings are operational.
19. Operating Hours. The Facility shall operate normally consistent with weekday hours from 6:00 am to 9:00 pm and on Saturday and Sunday from 6:00 am to 3:00 pm.
20. Wastes. Storage and disposal of infectious or medical wastes or hazardous materials shall be conducted in accordance with federal, state and local guidelines.
21. Contract Award Notice. The Applicant shall promptly deliver written notice to Stafford County if the Contract Award has occurred or has been denied. If the Contract Award has not occurred or been denied by September 30, 2019, then no such written notice shall be required, and the Contract Award shall be deemed to have not so occurred without requiring any further action by

any party.

- 22. Successors and Assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning, and shall be binding upon, Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.

MediCorp Properties, Inc.
 Applicant and Title Owner of Property

By: _____
 Sean Barden,
 Executive Vice President & Chief Financial Officer

COMMONWEALTH OF VIRGINIA
 CITY/COUNTY OF _____, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction personally appeared Sean Barden, as Executive Vice President & Chief Financial Officer of MediCorp Properties, Inc., who acknowledged that he executed the foregoing Proffer Statement with the full power and authority to do so, as the act of such company.

IN WITNESS WHEREOF, I have affixed my hand and seal this ____ day of _____, 2017.

 Notary Public

My Commission Expires _____

Notary Registration No. _____

Exhibit A

[Attached Architectural Drawings from Ellerbe Becket dated March 17, 2006] – Hospital Building

[NEED TO OBTAIN]

Exhibit B

Attached Architectural Drawings from Tactic, Inc. – Facility Building