

October 12, 2018

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Tracy D. Strunk, Director
Zoning Evaluation Division
Fairfax County Department of
Planning & Zoning
12055 Government Center Parkway, 8th Floor
Fairfax, Virginia 22035

Re: Statement of Justification for Proffered Condition Amendment and Conceptual Development Plan Amendment / Final Development Plan Amendment Application

**Inova Center for Personalized Health
Address: 8081, 8095 and 8100 Innovation Park Drive (formerly 3225 Gallows Road)
Tax Map: 49-4 ((1)) 57 (the “Property”)
Applicant: Inova Health Care Services**

Dear Ms. Strunk,

Please accept this letter as a statement of justification in support of a Proffered Condition Amendment and Conceptual Development Plan Amendment / Final Development Plan Amendment application filed on behalf of Inova Health Care Services (“Inova”), with respect to the above-referenced Property.

I. Background

Inova is the ground lessee of the Property under a 99-year ground lease from the fee title owner, ExxonMobil Foundation, effective in February 2015. Since that time, Inova has been working on plans to adaptively reuse and re-occupy the former ExxonMobil facilities as the Inova Center for Personalized Health (“ICPH”).

The Property is zoned to the Planned Development Commercial (“PDC”) District and is subject, most recently, to proffered conditions associated with PCA 74-7-047-2-02, approved by the Board of Supervisors on January 24, 2017. The Board of Supervisors concurrently approved a Conceptual Development Plan Amendment and Final Development Plan Amendment (the

“Approved CDPA/FDPA”), the latter having been approved by the Planning Commission on December 8, 2016.

The Property has zoning approval for a total of 1,700,000 square feet of gross floor area (“GFA”). The Approved CDPA/FDPA depicts six, eight-story buildings linked together in a series by corresponding tower elements, all constructed over a four-level parking garage. The buildings are referred to alphabetically, sequentially from “A” to “F”, with “A” being the northernmost building. Four of the six buildings (Buildings A – D) were built by ExxonMobil Corporation in the late 1970s / early 1980s timeframe, as was the “Central Facilities Building” (“CFB”) located across the internal service drive from Buildings C and D.

Inova recently completed construction of the Building A Expansion and the Proton Therapy Expansion both as shown on the Approved CDPA/FDPA. Buildings E and F, and a detached “employee recreation center” remain unbuilt. Inova is nearing completion of construction on the North Garage Expansion and the expanded areas of surface parking shown on the Approved CDPA/FDPA. The Approved CDPA/FDPA also depicts internal vehicle and pedestrian circulation. Access is currently provided to and from Gallows Road at two locations.

The Property is the subject of two zoning interpretation requests made following the approval of PCA 74-7-047-2-02. The first interpretation request was approved on July 24, 2018 and provides for modifications to the internal road network on the northern portion of the Property as well as an approximately 3,000 square foot improvement to existing Tower 4. The second interpretation request was submitted on July 19, 2018, proposes modifications to the internal road network on the southern portion of the Property, and is pending at this time.

The Property is located in Land Unit K of the Merrifield Suburban Center, within Area I of the Fairfax County Comprehensive Plan (the “Comprehensive Plan”). The Property is currently planned for office use (and accessory uses thereto) up to 1.75 million square feet of GFA. The maximum planned building height is currently 180 feet. On July 31, 2018 the Board of Supervisors authorized SSPA 2018-I-1MS to evaluate, among other things, Inova’s nomination to amend the current recommendations of the Comprehensive Plan for the Property.

II. Inova’s Near Term Use of the Property – The Adaptive Reuse Phase

Inova anticipates fully re-occupying the Property through 2019 and early 2020 with the uses described in this Section II. Doing so will complete Inova’s adaptive reuse phase of the Property by which Inova will have retrofit and, in places, expanded and enhanced, the facilities ExxonMobil Corporation constructed on the Property nearly 40 years ago. This adaptive reuse phase encompasses approximately 1,206,000 square feet of existing GFA.

More specifically, Inova is retrofitting Building A primarily for ambulatory (i.e., out-patient) physician practices and medical offices with a focus on personalized health. Current plans include Inova physician offices comprising a Neurosciences and Orthopedic medical office, a Cardiovascular medical office, a multi-disciplinary medical office, and an International Medicine

medical office. Specific users and disciplines may vary at the outset and over time. For zoning ordinance purposes, these proposed uses of Building A are “office” uses (a principal use shown on the Approved CDPA/FDPA).

In addition, Inova is retrofitting two floors of Building A (approximately 46,000 square feet of GFA) to house 25 inpatient medical rehabilitation beds. In connection with medical services provided at the Inova Fairfax Medical Center (“IFMC”), Inova will provide inpatient rehabilitation care in Building A to patients who have complicated disabilities that require specialized rehabilitation services. Patients suffering from brain, stroke, spinal cord, orthopedic and neurological illnesses, injuries and conditions will be treated under formal programs tailored to their specific condition. IFMC patients who receive acute inpatient care will thus have the option to remain nearby, within the greater medical center, reducing the risk and expense associated with patient transfers and the need for patients and their families to familiarize themselves with a new health care facility and new providers. Inova has obtained Certificate of Public Need approval for this use, which is a “medical care facility” use for zoning purposes (and a secondary use shown on the Approved CDPA/FDPA).

Inova anticipates it will occupy Building A by the second quarter of 2019.

Inova has retrofit Building B, and constructed the Building A Expansion and the Proton Therapy Expansion, as the Inova Schar Cancer Institute (the “Cancer Center”). For zoning ordinance purposes, the Cancer Center is an “office” use (a principal use shown on the Approved CDPA/FDPA). Inova anticipates it will occupy the Cancer Center by the second quarter of 2019.

Building C will be the home of a new research collaborative between Inova, The University of Virginia (“UVA”), George Mason University, the Commonwealth of Virginia (and potentially other academic institutions), known as the Global Genomics and Bioinformatics Research Institute. The Institute is envisioned to attract world-class researchers to a collaborative setting, and it is expected to incubate both a greater presence for UVA on the Property and broader economic development for Fairfax County. For zoning purposes, this use is an “establishment for scientific research, development and training” use (and is a principal use shown on the Approved CDPA/FDPA). Inova anticipates it will fully occupy Building C by the third quarter of 2020.

Building D is and will be used primarily as general office space occupied by Inova executives and staff. Building D also houses the Inova Accelerator which supports emerging businesses in the fields of bioinformatics, engineering, data analytics, and others, all in connection with the specialized work undertaken on the Property. For zoning purposes, these uses of Building D are “office” uses (a principal use shown on the Approved CDPA/FDPA).

In addition, approximately 50,000 square feet of Building D is programmed for academic uses. Shenandoah University currently occupies one floor (approximately 25,000 square feet of GFA) in Building D, in which it provides instructional space for its nursing and pharmacology schools.

This use includes faculty office space, student meeting space, conference room space, student offices and classrooms. For zoning purposes this is a “College/University” use (and is a secondary use shown on the Approved CDPA/FDPA).

Building D is partially occupied at present and will continue to fill up on an on-going basis.

The CFB is a multi-use building containing approximately 104,000 square feet of GFA. Inova has renovated the existing approximately 1,450 seat conference space on the concourse level of the CFB and currently uses it for internal purposes as well as for community organizations to use for conferences and meetings. Other space in the CFB will be used for additional medical office uses. Current plans include a Sports & Performance Medicine Practice and Physical Therapy office. Specific users and disciplines may vary at the outset and over time. For zoning ordinance purposes, the proposed use of the CFB is “office” use (a principal use shown on the Approved CDPA/FDPA). The CFB is substantially occupied at present.

There is an existing (but non-operational) Heliport located atop Building C, the approvals for which Inova intends to maintain as a permitted secondary use.

Parking is provided in a combination of structures (above and below grade) and surface lots as shown on the Approved CDPA/FDPA.

III. Future Development

The larger vision for the Inova Center for Personalized Health represents a collaborative effort among Inova, the University of Virginia, the Commonwealth of Virginia, Fairfax County, other of Virginia’s leading research universities, and other partners. ICPH represents a once-in-a-generation opportunity for Inova and Fairfax County to create a destination for health innovation and discovery that will improve the quality of life for all residents, as well as attract new economic development.

Inova’s efforts are laying the foundation for a world-class biomedical research, academic, and clinical campus. Having clinicians working next to and collaborating with researchers, scholars, and innovators, will help drive the transformation of healthcare from a more reactive model to one of prediction and prevention. It also will mean Fairfax County residents will not have to travel to access the latest treatments.

As described above, however, the adaptive reuse phase of ICPH will conclude over the next year to 18 months. Inova’s efforts have sown an opportunity that is growing beyond the bounds the Property’s current zoning approvals will allow. This Application proposes to amend the approved proffers and the Approved CDPA/FDPA to allow Inova to further meet the ever-expanding opportunity the Inova Center for Personalized Health presents.

The Conceptual Development Plan Amendment and Final Development Plan Amendment proposed with this Application (the “Proposed CDPA/FDPA”) depicts the next phase of Inova’s

effort in detail. Summarily, Inova proposes to increase the maximum allowable GFA on the Property to 5,000,000 square feet, resulting in a floor area ratio (“FAR”) of just under 1.0. This is well below the maximum base FAR allowable in the PDC District.

Inova proposes to maintain the existing 1,206,000 square feet of GFA described in Section II above, and the Proposed CDPA/FDPA depicts the existing and approved development as it is shown on the Approved CDPA/FDPA and as modified by the later zoning interpretation requests. To this, Inova proposes to add approximately 3,794,000 square feet of GFA to the western portion of the Property, in the locations shown on the Proposed CDPA/FDPA. Inova proposes to eliminate approved Buildings E and F as well as the approved employee recreation center from the Proposed CDPA/FDPA.

The Proposed CDPA/FDPA depicts a new internal grid of streets and the blocks and open space areas the grid creates. The Proposed CDPA/FDPA depicts new vehicular access points to Gallows Road and new ramp connections to and from the existing Route 50 / I-495 ramp system. The Proposed CDPA/FDPA also depicts a robust pedestrian and bicycle circulation system as well as series of urban park spaces. Notably, the Proposed CDPA/FDPA does not depict a pedestrian/bicycle bridge crossing of I-495 as is conceptualized by the County’s Bicycle Plan. Inova continues to study opportunities for such a crossing, and will continue to work with Staff and others to explore that possibility. Parking will be provided as described in the tabulations shown on the Proposed CDPA/FDPA substantially within parking structures (both above and below grade). Stormwater management will be provided among a variety of facilities described on the Proposed CDPA/FDPA, including a potential new Level 2 wet pond on the southern portion of the Property. (This would be in addition to the approved Level 1 wet pond on the northern portion of the Property).

Inova has surveyed existing trees along the Gallows Road frontage of the Property, and the Proposed CDPA/FDPA depicts substantial areas for possible tree save along Gallows Road to preserve portions of the existing buffer in balance with a more urban design for the Property and the need to interface Gallows Road. The Proposed CDPA/FDPA also depicts vast areas for possible tree save on the eastern portion of the Property. Inova cannot commit to preserve in perpetuity the full extent of possible tree save shown on the eastern portion of the Property, recognizing that future long-term expansion of the ICPH campus may require building in those areas. However, Inova is committed to preserve existing trees on the Property while it can, and the Proposed CDPA/FDPA depicts a compact footprint for near-term expansion that allows large portions of the Property to remain undisturbed during that time.

Of the 3,794,000 square feet of newly proposed GFA, all but 15,000 square feet is proposed to be located within the portions of the Property identified as Blocks I – VII on the Proposed CDPA/FDPA. The remaining 15,000 square feet of GFA is proposed as ground floor infill space on the western side of existing Buildings C and D. This 15,000 square feet of space is currently built and used as parking. Inova proposes to convert the use of that 15,000 square feet to office or retail use to provide a greater level of activity in those portions of the ground floors of Buildings C and D.

This Application requests CDPA approval (but not FDPA approval) for development within Blocks I – VII and for Park # 2 as shown on the Proposed CDPA/FDPA. This Application requests CDPA and FDPA approval for the rest of the Property, primarily to reflect existing development on the Property as it is currently approved. The new development for which Inova proposes FDPA approval includes the proposed southern stormwater management pond, the ramp improvements to and from the existing Route 50 and I-495 ramps, and the internal street grid (and streetscape) creating the new Blocks.

With respect to development within the Blocks, Inova's vision is to further the creation of the world-class academic, research, and clinical campus that ICPH has now begun to represent. Toward this end, Inova's primary planning focus for the Property emphasizes a substantial presence for the University of Virginia. As such, the overarching planning concept is for an urban academic campus. This is not the next town-center, mixed-use development project.

Of the 3,794,000 square feet of newly proposed GFA, Inova's current program allocates one-half (1,897,000 square feet) for UVA uses. This allocation includes 850,000 square feet for academic uses, 481,000 square feet for research, 220,000 square feet for office, 46,000 square feet for retail, and 300,000 square feet for residential use. Inova's current program allocates the other half of the newly proposed GFA (1,897,000 square feet) to support future Inova uses on the Property. This includes 650,000 square feet for research, 229,000 square feet for office (including the 15,000 square feet that Inova proposes to convert from parking in Buildings C and D), 355,000 square feet for hotel uses, 52,000 square feet for retail, and 611,000 square feet for residential use.

As noted on the Proposed CDPA/FDPA, Inova requests approval to allow for a modest reallocation of GFA among the uses proposed. Specifically, Inova requests approval to convert up to 54,000 square feet of office or research use to medical care facility use without requiring PCA approval. Inova also requests approval to reallocate a limited amount of GFA among office, research, and academic uses without requiring PCA approval. Also, as noted on the Proposed CDPA/FDPA, Inova requests approval to reallocate GFA and uses among the Blocks and the buildings so long as the maximum GFA by use is not exceeded and the sum of all existing and proposed GFA does not exceed 5,000,000.

Again, Inova requests only CDPA approval at this time for new development within the Blocks, and the Proposed CDPA/FDPA depicts CDPA-level building footprints, open space concepts, use and GFA allocations and an overall maximum building height of 230 feet for new development. FDPA approval will be requested subsequently for the new buildings shown on the Proposed CDPA/FDPA, at which time additional details of specific buildings, and their surroundings, will be provided.

With respect to the Principal / Secondary Use dichotomy in the PDC District, the program proposes the following:

- Principal Uses (under PDC District) – Total 3,143,000 square feet
 - Research – 1,410,000 square feet
 - Office (including out-patient “medical office”) – 1,280,000 square feet
 - Hotel – 355,000 square feet
 - Retail – 98,000 square feet
- Secondary uses (under PDC District) – Total 1,857,000 square feet
 - Academic – 900,000 square feet
 - Medical Care Facility – 46,000 square feet
 - Residential – 911,000 square feet

In sum, Inova proposes a total of 3,143,000 square feet of Principal Uses. The proposed residential uses amount to approximately 29% of the total area of Principal Uses. The total Academic and Medical Care Facility uses proposed amounts to approximately 30% of the total area of Principal Uses. Accordingly, Inova requests that the Board of Supervisors approve a modification of Section 6-206(5) of the Zoning Ordinance to allow the total “other” Secondary Uses to exceed 25% of the GFA of all Principal Uses in the development. In addition to the uses described above, other potential Principal and Secondary uses are presented on the Proposed CDPA/FDPA. Inova intends that it may provide these additional uses on the Property in support of those described as the primary uses of the various buildings without requiring further zoning approvals.

Inova anticipates that future development will be phased over time and that the sequence of phasing will be highly dependent on the needs and requirements of UVA. Proposed infrastructure improvements, including the grid of streets, new intersections with Gallows Road, the new ramp connections to and from the Route 50 / I-495 ramps, and stormwater infrastructure will be phased as required in connection with new construction. In particular, for example, Inova’s traffic impact study will identify development thresholds that trigger new improvements to the road network.

As described above, the current Comprehensive Plan recommends only 1,750,000 square feet of GFA for the Property, a limit that falls far short of allowing Inova, together with UVA and others, to accomplish the vision for the Property. As you know, the concurrent review of SSPA 2018-I-1MS, through which Inova has proposed changes to the Comprehensive Plan with which this Application would conform, is underway at this time. Inova believes the information this Application presents will better inform the review of SSPA 2018-I-1MS, which will in turn inform the review of this Application. The concurrent review of the two efforts is critical from a timing perspective, and Inova appreciates the collaborative effort that will be required among DPZ staff to process both requests concurrently.

IV. Waivers and Modifications

The Application requests the following waivers/modifications:

1. As described above, Inova requests a modification of Section 6-206(5) of the Zoning Ordinance to allow the total “other” Secondary Uses to exceed 25% of the GFA of all Principal Uses in the development. The “other” Secondary Uses are comprised mostly of Academic and Medical Care Facility uses which are foundational elements of, and well-justified by, the vision for ICPH.
2. The County trails plan recommends a paved trail along the Gallows Road frontage of the Property and a portion of the “I-495 Trail” along the I-495 frontage. The Applicant is unaware of any other portion of the I-495 Trail existing, or reasonably likely to exist in the future, to which a trail on the Property could connect. Accordingly, Inova requests a waiver of the I-495 trail recommendation. Also, Inova proposes new and highly articulated streetscape for the Gallows Road frontage of the Property and which includes pedestrian and bicycle circulation. Accordingly, Inova requests a modification of the Gallows Road trail recommendation in favor of the proposed condition. Inova is committed to providing, and we believe the Proposed CDPA/FDPA depicts, an appropriate network of pedestrian and bicycle circulation to justify the waiver/modification of existing, alternative recommendations.
3. Inova also requests a waiver of the Merrifield Streetscape Recommendations along the Gallows Road frontage of the Property to the extent Inova’s proposal is determined to deviate from those recommendations. Again, Inova is committed to providing appropriate streetscape along Gallows Road (and throughout the Property), and we believe the Proposed CDPA/FDPA depicts a preferred alternative to justify the modification of the existing recommendations.
4. Transitional screening and a barrier is required for portions of the Property as shown on the Proposed CDPA/FDPA. Inova requests a waiver of the barrier requirement and a modification / reaffirmation of modification of the transitional screening requirement in favor of the streetscape and tree save areas shown on the Proposed CDPA/FDPA along Gallows Road and in favor of the first 35 feet of tree save area shown on the Proposed CDPA/FDPA along the applicable portion of the south-eastern boundary. The condition shown on the Proposed CDPA/FDPA will meet the intention of the existing requirements while allowing the Gallows Road frontage of the Property to be developed in a consistent pattern and more consistent with its surroundings.
5. Inova requests a waiver of section 17-201(7) of the zoning ordinance requiring “no parking” signs to avoid sign clutter.
6. Inova requests a modification of section 11-102(12) of the zoning ordinance to allow for tandem spaces and valet spaces controlled by building management to count toward required parking. Parking demand on the Property will likely vary rather widely by use and by time of day, and this request will allow Inova to manage parking supply most efficiently to meet that demand.
7. Inova requests modification (to the extent required) of the loading space requirements of the zoning ordinance in order to allow the number and location of existing and proposed loading spaces to meet the requirement for the Property. Inova believes that the proposed loading space supply will adequate meet the demand of the Property.
8. Inova requests a waiver of PFM Section 10-0102.5A(6) (52-96-PFM) to allow proposed sanitary sewer lines to cross the natural drainage divide on the Property. The Property is

located at the break of two sanitary divides, with Gallows Road forming the boundary between the Accotink Creek sanitary shed to the west, and the Cameron Run sanitary shed to the east. The Cameron Run sanitary shed flows ultimately to the City of Alexandria's treatment facility (AlexRenew). The Accotink Creek sanitary shed flows ultimately to the Fairfax County treatment facility (Noman Cole Pollution Control Plant). The Fairfax County treatment facility has greater available capacity to support development on the Property, thus justifying the request to cross the natural sanitary divide.

In summary, this Application will allow Inova to continue to fulfill the vision and opportunity that ICPH represents. ICPH is truly a once a generation (if not longer) opportunity to further health science, academics, and the delivery of healthcare services to the residents of Fairfax County while also furthering economic development in the region. Inova looks forward to working with County Staff in the continuing effort to move from vision to reality.

As always, thank you for your attention to this matter. Please do not hesitate to contact me if you have questions or would like additional information.

Sincerely,

DOWNS RACHLIN MARTIN PLLC



Timothy S. Sampson

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