

County of Loudoun
Department of Planning
MEMORANDUM

DATE: August 13, 2007

TO:	Building and Development, ERT	William Marsh	MS 60
	Building and Development, Zoning	Marilee Seigfried	MS 60
	Economic Development	Robyn Bailey	MS 63
	Fire, Rescue & Emergency Services	Maria Taylor (3)	MS 61
	Health Department—Environmental	Alan Brewer	MS 68
	Health Department – Community Health	David Goodfriend	MS 68
	Loudoun County Sanitation Authority	Julie Atwell	MS 00B
	Metropolitan Washington Airports Authority	Bill Lebegern	n/a
	Office of Transportation Services	Art Smith	MS 69
	Parks, Recreation and Community Services	Mark Novak	MS 78
	Planning, Community Information/Outreach	Heidi Siebentritt	MS 62
	Planning, Comprehensive	Cindy Keegan	MS 62
	Virginia Department of Transportation	Tom Van Poole (3)	MS 00
	Board of Supervisors	Stephen J. Snow	MS 01
	Planning Commission	Barbara Munsey	MS 62

FROM: Marchant Schneider, Project Manager

SUBJECT: SPEX-2007-0021 **Route 50 Medical Campus**

COMMENT

DUE DATE: **September 12, 2007** (Note: Please provide one paper copy to Project Manager by due date as well as one electronic copy of referral comments to Marchant.Schneider@loudoun.gov. If you have any questions, please contact me at 703-771-5669.)

Please find the enclosed information for your review:

1. Information Sheet (w/ Department of Conservation & Recreation correspondence)
2. Statement of Justification
3. Phase I Archeological Investigation dated January 2006 (CP, CIO, PRCS, PM & File)
4. Forest Management Plan dated February 12, 2006 (ERT, CP, CIO, PRCS, PM & File)
5. Traffic and Trip Generation Assessment dated May 25, 2007 (OTS, VDOT, PM & File)
6. Plat dated March 2007 and revised through 5-29-2007

SPEX-2007-0021 Route 50 Medical Campus

APPLICANT: Columbia LaGrange Hospital, Inc.
W. Mark Kimbrough
One Park Plaza
Nashville, TN 37203
781-871-6800

PROPERTY OWNER: Highway 50 Real Estate, LLC
W. Mark Kimbrough
One Park Plaza
Nashville, TN 37203

REPRESENTATIVES: Cooley Godward Kronish, LLP
Mark Looney, Esq.
11951 Freedom Drive, Suite 1500
Reston, Virginia 20190
(703) 456-8652

PROPOSAL: A Special Exception to permit a general hospital, outpatient medical care facilities, and an associated helistop which is contingent on the rezoning application ZMAP-2006-0007, Glascock Field at Stone Ridge which requests that the parcel be rezoned to PD-OP.

LOCATION: Northwest quadrant of John Mosby Highway (Route 50) and Gum Spring Road (Route 659).

TAX MAP/PARCEL: Tax Map—100////////65A MCPI—204-48-7841-000

PROPOSED RESIDENTIAL UNITS: n/a

PROPOSED NON-RESIDENTIAL USE: 247,000 Total Square Footage

SURROUNDING LAND USES/ZONING:

NORTH	RC/PD-GI	Commercial/Vacant/
SOUTH	CLI/PD-OP	Vacant
EAST	CLI/PD-GI	Light Industrial/Commercial
WEST	PD-GI	Vacant

ELECTION DISTRICT: Dulles

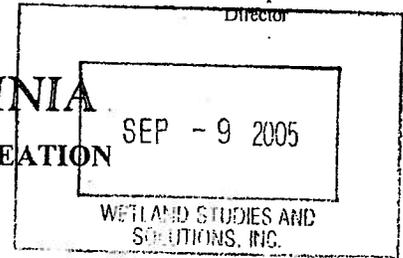
W. Tayloe Murphy, Jr.
Secretary of Natural
Resources



Joseph H. Maroon
Director

COMMONWEALTH of VIRGINIA
DEPARTMENT OF CONSERVATION AND RECREATION

217 Governor Street
Richmond, Virginia 23219-2010
Telephone (804) 786-7951 FAX (804) 371-2674 TDD (804) 786-2121



September 7, 2005

Christine Geist
Wetland Studies and Solutions, Inc.
14088-M Sullyfield Circle
Chantilly, Virginia 20151

Re: WSSI # 21217.01-Galscock

Dear Ms. Geist:



The Department of Conservation and Recreation's Division of Natural Heritage (DCR) has searched its Biotics Data System for occurrences of natural heritage resources from the area outlined on the submitted map. Natural heritage resources are defined as the habitat of rare, threatened, or endangered plant and animal species, unique or exemplary natural communities, and significant geologic formations.

According to information in our files, natural heritage resources have not been documented on site. However, several rare plants typically associated with prairie vegetation, and which inhabit semi-open diabase glades in Virginia may occur on this site if suitable habitat is present. Diabase glades are characterized by historically fire-dominated grassland vegetation on relatively nutrient-rich soils underlain by Triassic bedrock. Diabase flatrock, a hard, dark-colored volcanic rock, is found primarily in northern Virginia counties and is located within the geologic formation known as the Triassic Basin. Where the bedrock is exposed, a distinctive community type of drought-tolerant plants occurs. Diabase flatrocks are extremely rare natural communities that are threatened by activities such as quarrying and road construction (Rawinski, 1995).

In Northern Virginia, diabase supports occurrences of several global and state rare plant species: earleaf foxglove (*Agalinis auriculata*, G2/S1/SOC/NL), blue-hearts (*Buchnera americana*, G3G4/S1/NL/NL), downy phlox (*Phlox pilosa*, G5T5/S2/NL/NL), stiff goldenrod (*Oligoneuron rigidum* var. *rigidum*, G5/S2/NL/NL), and marsh hedgenettle (*Stachys pilosa* var. *arenicola*, G5/S1/NL/NL). Please note, earleaf foxglove is currently tracked as a species of concern by the United States Fish and Wildlife Service (USFWS); however this designation has no official legal status.

A field visit would be necessary to determine if these plants are present. With the survey results we could more accurately evaluate potential impacts to natural heritage resources and offer specific protection recommendations for minimizing impacts to any documented resources.

In addition, our files do not indicate the presence of any State Natural Area Preserves under DCR's jurisdiction in the project vicinity.

Under a Memorandum of Agreement established between the Virginia Department of Agriculture and Consumer Services (VDACS) and the Virginia Department of Conservation and Recreation (DCR), DCR represents VDACS in comments regarding potential impacts on state-listed threatened and endangered plant and insect species. The current activity will not affect any documented state-listed plants or insects.

New and updated information is continually added to Biotics. Please contact DCR for an update on this natural heritage information if a significant amount of time passes before it is utilized.

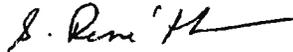
Due to an increasing number of requests and limiting staffing resources, effective July 1, 2003 DCR-DNH will require 30 days to comment on projects submitted for our review.

A fee of \$95.00 has been assessed for the service of providing this information. Please find enclosed an invoice for that amount. Please return one copy of the invoice along with your remittance made payable to the Treasurer of Virginia, Department of Conservation and Recreation, 203 Governor Street, Suite 414, Richmond, VA 23219, ATTN: Cashier. Payment is due within thirty days of the invoice date.

The Virginia Department of Game and Inland Fisheries maintains a database of wildlife locations, including threatened and endangered species, trout streams, and anadromous fish waters, that may contain information not documented in this letter. Their database may be accessed from http://www.dgif.virginia.gov/wildlife/info_map/index.html, or contact Shirl Dressler at (804) 367-6913.

Should you have any questions or concerns, feel free to contact me at 804-371-2708. Thank you for the opportunity to comment on this project.

Sincerely,



S. René Hypes
Project Review Coordinator

CC: Kim Marbain, USFWS

**ROUTE 50 MEDICAL CAMPUS
SPECIAL EXCEPTION APPLICATION**

**HIGHWAY 50 REAL ESTATE, LLC,
TAX MAP 100, PARCEL 65A (MCPI 204-48-7841)
24597 GUM SPRING ROAD**



STATEMENT OF JUSTIFICATION

I. INTRODUCTION

Highway 50 Real Estate, LLC (the "*Applicant*"), hereby requests approval of a special exception amendment application ("*SPEX*") to permit the establishment of certain medical uses on approximately 24 acres of land located on the north side of Route 50 currently identified as the Glascock Field airstrip (the "*Property*"). Specifically, the Applicant requests SPEX approval to construct a general hospital of up to 108 beds, outpatient medical care facilities, and an associated helistop. This proposal is in accordance with the Countywide Health Care Facilities Policies of the Revised General Plan to provide services in the Route 50 corridor, as well as the underlying land use designations for the Property.

The Route 50 Medical Campus will be located at a planned new intersection of Stone Spring Boulevard/Relocated Gum Spring Road (Stone Spring Boulevard Extended) and Route 50. Directly south across Route 50 from the Property is the planned community of Stone Ridge. The Property is located south and west of approved developments of Arcola Center (ZMAP 1998-0004) and Hazout North (ZMAP 1997-0004); it also is centrally-located to serve the growing health care needs of South Riding, Aldie, Middleburg and other existing and future communities along Route 50, all in conformance with the Revised General Plan.

II. CURRENT PENDING REZONING APPLICATION

The Property currently is zoned CLI and PD-GI but also is part of a rezoning application ZMAP 2006-0007, Glascock Field at Stone Ridge, to rezone approximately 98.56 acres of land currently zoned PD-GI (Planned Development General Industry) and CLI (Commercial Light Industry) to the R-16 (Residential) and PD-OP (Planned Development Office Park) zoning districts. The co-applicant for ZMAP 2006-0007, Glascock at Stone Ridge, LLC, proposes to create a mixed-use Business Community consisting of approximately 75.20 acres of PD-OP zoning (including the Property) and 23.36 acres of R-16 zoning. The intent of ZMAP 2006-0007 is to implement the land use recommendations of the Route 50 Task Force by creating zoning districts that will accommodate the types of employment, commercial and residential uses envisioned by the Route 50 Task Force.

The proposed rezoning application includes three land bays, with the Property being a portion of Land Bay 2 that is to be rezoned to PD-OP and developed in accordance with the standards and uses of the Revised 1993 Zoning Ordinance. As a co-applicant in ZMAP 2006-0007, the Applicant has proffered to construct road and other infrastructure improvements intended to mitigate the impacts of the proposed rezoning of the Property to PD-OP, including

relocated Gum Spring Road (Route 659) and new internal roads serving the entire Glascock development.

Upon the Property's rezoning to PD-OP, however, the Applicant's proposed use of the Property for a hospital, outpatient medical care facilities and associated helistop still requires approval of a SPEX by the Board of Supervisors. Accordingly, the Applicant is filing this SPEX so that the Applicant's use can be considered and reviewed in coordination with ZMAP 2006-0007.

III. COMPREHENSIVE PLAN COMPLIANCE

The Revised General Plan envisions Loudoun County having a variety of health care facilities in currently underserved areas that otherwise do not have direct access to emergency care or facilities. In particular, the Board of Supervisors, through the adoption of the Countywide Health Care Facilities Plan, recently placed an emphasis on the distribution of health care services in the County, with particular attention paid to the Dulles South area generally and the Route 50 corridor specifically. The Applicant's plans for the Route 50 Medical Campus acknowledge the Board's recent direction and offer the County the opportunity for phased development of much-desired healthcare services along the Route 50 corridor in accordance with the Revised General Plan's guidance.

Beyond the application's fulfillment of the Plan's health care components, the Applicant's SPEX also conforms to the underlying land use designation for the Property as set forth in the Revised General Plan. Indeed, unlike other recent proposals for health care facilities in the Route 50 Corridor, the Applicant's proposal is consistent with the Revised General Plan's direction for the development of Business uses of the type proposed by the Applicant. By implementing the Plan's vision for the Property, the Applicant will help the County enhance its tax base, add quality jobs and spur economic development, while also offering needed services to the growing population in the Dulles South Area.

IV. PROPOSED ROUTE 50 MEDICAL CAMPUS

As part of an initial phase for the Route 50 Medical Campus, the Applicant proposes to construct an approximately 200,000 square foot general acute care hospital containing up to 108 beds, along with outpatient medical care facilities and an accessory helistop on the Property. The total square footage of the outpatient medical care facilities on the Property will not exceed 55,500 square feet and will be located within the hospital itself or as part of office buildings developed in accordance with the PD-OP zoning proposed for the Property with ZMAP 2006-0007. The hospital is proposed up to five (5) stories in height. Parking will be provided in surface parking spaces, with the option for a structured parking facility in future phases. Substantial landscaping and buffers will be used to screen the planned uses in accordance with the standards of the Revised 1993 Zoning Ordinance.

A. SITE DESIGN AND ACCESS

The Property in which the hospital is to be built is bounded by Stone Spring Boulevard Extended to the west, proposed Road "B" of the Glascock rezoning to the north and east, and Route 50 to the south. Stone Spring Boulevard Extended and Road "B" will provide easy access to the hospital for residents along the Route 50 corridor. Stone Spring Boulevard Extended, coupled with the construction of the Route 50 North Collector Road north of the Property, creates a transportation axis with important connections that will accommodate population growth and associated traffic generated by the continued development along Route 50 as envisioned by the Revised General Plan.

Primary access to the proposed hospital site will be provided via full-movement intersections on Road "A" and Road "B", and its site entrances with Stone Spring Boulevard Extended and Road "B". Secondary access would be provided by two access points on Road "B". The northern most access point located on Road "B" will access the Medical Campus Emergency Department. The Applicant proposes a helistop located at the northwest corner of the hospital, across from the entrance of the Medical Campus Emergency Department. The helistop is only to be used for the transport of critical patients away from the hospital.

An extensive system of internal sidewalks, crosswalks, and external trails are proposed to assist in pedestrian circulation on the Property. A central green, oriented in the direction of Route 50, is proposed as the gateway or "front door" of the hospital and is to serve as an aesthetically pleasing civic amenity for employees, patients, and visitors.

The Applicant has included a unified landscaping program and unified treatment of setbacks to establish an aesthetically pleasing vista along Route 50, Stone Spring Boulevard Extended, Road "B", and Road "A". The recently-adopted Route 50 landscaping standards are included for the portion of the Property that fronts Route 50. As shown on the attached exhibits, the hospital will make use of architectural treatments to promote a sense of place and high-quality building design to attract potential health care related business users. Signage is to be designed consistent with the applicable Zoning Ordinance provisions.

B. POPULATION GROWTH AND THE NEED FOR A HOSPITAL IN THE DULLES AREA OF LOUDOUN COUNTY

According to the Loudoun County Department of Economic Development, Loudoun County's population will exceed 310,000 residents by 2010 and 415,000 residents by 2020. Under the Revised General Plan, the overwhelming majority of that population growth is to be channeled into the Suburban Policy Area, in which the Property is now located. Moreover, the number of employees working in Loudoun County is expected to nearly triple between 2000 and 2020, rising from approximately 87,000 to over 212,000. Thus, the location of this use on the Property will promote enhanced access to health care services as the County's population and employment base continues to grow, particularly along Route 50.

VI. CONCLUSION

The Route 50 Medical Campus will provide the Route 50 corridor with a critical healthcare infrastructure as identified as needed by the Health Care Facilities Policies of the Revised General Plan and the Board of Supervisors. The proposal implements the County's vision for a variety of medical facilities and programs to provide comprehensive care and treatment to a burgeoning population along the Route 50 corridor. The road linkages and improvements proposed will complement the Route 50 road network and provide better vehicular circulation to minimize adverse impacts that currently affect Route 50, the Dulles Corridor, and eastern Loudoun County. Therefore, the Applicant respectfully requests the support of the County Staff and Planning Commission and approval of the SPEX application by the Board of Supervisors.

SPECIAL EXCEPTION MATTERS FOR CONSIDERATION Revised 1993 Zoning Ordinance Section 6-1310

- (A) *Whether the proposed special exception is consistent with the Comprehensive Plan.*

The Planned Land Use Map designates the Property for Business Community. The proposed hospital and medical outpatient/office uses are identified as Institutional uses, which are consistent and complementary to the Business Community policies of the Revised General Plan ("RGP").

Hospital uses and medical outpatient care facilities are also subject to the Countywide Health Care Facilities policies of the RGP. The Countywide Health Care policies identify Route 50 as a suitable location for a hospital and associated health care services. The proposed hospital and outpatient medical care facility uses are consistent and compatible with the Countywide Health Care Facilities policies of the RGP.

- (B) *Whether the proposed special exception will adequately provide for safety from fire hazards and have effective measures of fire control.*

The proposed hospital and outpatient medical care facilities will provide effective measures of fire control that meet all state and local fire safety requirements and regulations.

- (C) *Whether the level and impact of any noise emanating from the site, including that generated by the proposed use, negatively impacts the uses in the immediate area.*

The proposed use for the Property will not generate noise that may negatively impact other uses in close proximity. The proposed hospital will be located approximately 800 feet away from the nearest residential unit. The proposed helistop is planned for an area abutting other nonresidential uses. Additionally,

the Applicant will provide a landscaping program to mitigate auditory impacts.

- (D) *Whether the glare or light that may be generated by the proposed use negatively impacts uses in the immediate area.*

All lighting for the proposed hospital and outpatient medical care facilities will be designed to minimize glare on adjacent uses. Lighting shall conform to the applicable sections of the Zoning Ordinance and Facilities Standards Manual.

- (E) *Whether the proposed use is compatible with other existing or proposed uses in the neighborhood, and adjacent parcels.*

The proposed uses will be compatible with permitted uses allowed/proposed on the adjacent properties, which will be zoned PD-OP subsequent to the Glascock rezoning approval.

- (F) *Whether sufficient existing or proposed landscaping, screening and buffering on the site and in the neighborhood adequately screen surrounding uses*

As recommended by the Route 50 Task Force, the Applicant will provide a unified landscape program, architectural treatments, and setbacks to mitigate the visual impacts of the hospital and medical outpatient/office care facilities from surrounding uses.

- (G) *Whether the proposed special exception will result in the preservation of any topographic or physical, natural, scenic, archeological or historic feature of significant importance.*

No archaeological, historic, topographic, physical, natural, and scenic features will be disturbed with the construction of this use.

- (H) *Whether the proposed special exception will damage existing animal habitat, vegetation, water quality (including groundwater) or air quality.*

The proposed hospital and medical outpatient/office uses are not anticipated to have any adverse impacts on the existing animal habitat, vegetation, water quality, and air quality.

- (I) *Whether the proposed special exception at the specified location will contribute to or promote the welfare or convenience of the public.*

The proposal promotes the welfare of the public by providing needed healthcare services, new employment opportunities and needed tax revenues to fund important county initiatives, while minimizing consumption of local services.

- (J) *Whether the traffic expected to be generated by the proposed use will be adequately and safely served by roads, pedestrian connections and other transportation services.*

The proposed hospital use will generate fewer peak hour vehicle trips than would occur through the establishment of certain by right uses upon approval of ZMAP 2006-0007, which includes proffered commitments to onsite and off-site road improvements necessary to facilitate development of the Property.

- (K) *Whether, in the case of existing structures proposed to be converted to uses requiring a special exception, the structures meet the code requirements of Loudoun County.*

Not applicable to this application.

- (L) *Whether the proposed special exception will be served adequately by essential public facilities and services.*

The hospital and medical outpatient/office care facilities will be served adequately by existing public utilities and essential public services.

- (M) *The effect of the proposed special exception on groundwater supply.*

No adverse impacts are anticipated on the County's groundwater supply. The hospital and medical outpatient/office care facilities will be served by public water.

- (N) *Whether the proposed use will affect the structural capacity of the soils.*

No adverse impacts are anticipated on the structural capacity of the soils.

- (O) *Whether the proposed use will negatively impact orderly and safe road development and transportation.*

Route 50 is a principal arterial road designed to accommodate substantial volumes of through and local traffic. As part of ZMAP 2006-0007, westbound Route 50 along the Property's frontage will be widened to three (3) lanes, including a reservation for future construction of a grade-separated interchange with relocated Gum Spring Road, to accommodate traffic generated by offsite development. Gum Spring Road is planned as a minor collector road used to provide access to developments such as the one proposed here. Also as part of ZMAP 2006-0007, Gum Springs Road will be relocated to the west to line up with existing Stone Springs Boulevard in order to improve vehicle and pedestrian safety and reduce conflicts along Route 50.

- (P) *Whether the proposed special exception use will provide desirable employment and enlarge the tax base by encouraging economic development activities consistent with the Comprehensive Plan.*

The proposed hospital and outpatient medical care facilities will provide desirable employment opportunities and pay much-needed local taxes to support important county initiatives. Therefore, a hospital on this Property will generate an

economic benefit to the County.

- (Q) *Whether the proposed special exception considers the needs of agriculture, industry and businesses in future growth.*

The hospital and medical outpatient/office care facilities address the demand of health care services in the underserved area of the Route 50 corridor.

- (R) *Whether adequate on and off-site infrastructure is available.*

All necessary public utilities are in place and proximate to the Property. Planned off-site road improvements to Route 50, Gum Spring Road, and the Route 50 North Collector Road will adequately serve the hospital and medical outpatient/office care facilities.

- (S) *Any anticipated odors which may be generated by the uses on site, and which may negatively impact adjacent uses.*

The hospital and outpatient medical care facilities are not anticipated to generate odors that would have any adverse impacts on adjacent uses.

- (T) *Whether the proposed special exception uses sufficient measure to mitigate the impact of construction traffic on existing neighborhoods and school areas.*

Construction traffic is not anticipated to travel through nearby residential neighborhoods or school areas.



MEMORANDUM

TO: George Phillips

Loudoun County

CC: Art Smith

Loudoun County

John Massey

CESP, Inc.

Mark Looney

Cooley Godward Kronish LLP

Jason Rogers

Cooley Godward Kronish LLP

FROM: Christopher Tacinelli

Cheryl Sharp

DATE: May 25, 2007

SUBJECT: *Route 50 Medical Campus – Traffic and Trip Generation Assessment*



INTRODUCTION

The purpose of this memorandum is to summarize a trip generation comparison between the approved and proposed conditions for the proposed Route 50 Medical Campus. The subject site is approximately 24 acres located along the north side of Route 50, west of the existing Gum Spring Road, and east of the future Stone Springs Boulevard (relocated Gum Spring Road), in Loudoun County Virginia. The application is a Special Exception for hospital use and is contingent on the rezoning application ZMAP 2006-0007 (Glascock Field at Stone Ridge), which requests that the parcel be rezoned to PD-OP. The proposed plan calls for a hospital, an associated helistop and outpatient medical care facilities. This use will generate less traffic than the by-right office use requested as part of the ZMAP 2006-0007. The project is scheduled to be complete with full build-out of the development anticipated between 2015 and 2020. A regional map showing the location of the site is shown in Figure 1.

At the transportation scoping meeting, it was decided that a full traffic study would not be necessary if the proposed development plan would generate fewer trips than the development plan proposed with ZMAP 2006-0007, since a traffic study is being performed for the rezoning application. The proposed special exception development will generate fewer vehicle trips, therefore the results from the rezoning application represent a worst-case scenario for improvements required for the roadway network to operate at acceptable levels. A copy of the agreed upon scope of the study is attached.

EXISTING CONDITIONS

Existing Roadway Network

Route 50 (John Mosby Highway) is an east-west highway that runs through Northern Virginia. It is generally a four to six lane median-divided minor arterial with variable design speed. In the vicinity of the proposed site, the road is four lanes with wide medians and turning lanes at intersections. The current posted speed limit on this road is 55 mph.

Route 659 (Gum Spring Road) is generally a two lane undivided local access road with variable design speed. In the vicinity of the site, the road is two lanes with 8 to 10-foot travel lanes. The current posted speed limit on this road is 35 mph north of Route 50.

Figure 1: Regional Map and Site Location



Hazardous Locations

A field inspection was conducted of the roadways and intersections in the vicinity of the site. No hazardous conditions were discovered as a result of the field inspection.

CURRENT REZONING

As mentioned previously, this Special Exception is contingent on the rezoning application ZMAP 2006-0007 (Glascok Field at Stone Ridge), which requests that the parcel be rezoned to PD-OP. Upon approval of the Rezoning application, the subject site will be allowed to develop with up to 464,000 square feet of general office use. Therefore, for the purposes of this study, the office use was assumed to be an approved use.

Table 1 below summarizes the total number of trips that could be generated by the approved development. The trips were calculated based on the Institute of Transportation Engineers' (ITE) Trip Generation, 7th Edition.

Table 1: Site Trip Generation for Approved Land Use

Land Use	ITE Code	Size	Units	Weekday						
				AM Peak Hour			PM Peak Hour			Daily
				In	Out	Total	In	Out	Total	Total
APPROVED										
General Office Building	710	464	kSF	565	76	641	102	497	599	4,350

PROPOSED DEVELOPMENT CONDITIONS

Future Roadway Network

According to the Loudoun County Countywide Transportation Plan, Route 50 will ultimately be six-lane limited access median-divided rural arterial, with consideration for bicycle accommodation. Grade separated interchanges will be constructed at Route 50 and relocated Gum Spring Road as well as neighboring Route 50 and Route 606.

Contingent with ZMAP 2006-0007, the intersection of Route 50 and Gum Spring Road will become a right-in/right-out access once the relocation of Gum Spring Road has occurred. Once Stone Springs Boulevard (Gum Spring Road Relocated) is constructed, it will become the continuous route upon the occurrence of certain future events. At that time, existing Gum Spring Road may be terminated. If this happens, the existing southern portion of Route 659 will "T" into Stone Springs Boulevard.

Access to the site will be provided along Route 50 at the existing Gum Spring Road and the proposed Stone Springs Boulevard (relocated Gum Spring Road). The Route 50 access may be removed once Route 50 becomes limited access.

Proposed Land Use

The proposed development plan for the Route 50 Medical Campus is to construct a 108-bed hospital with an associated helistop and outpatient medical care facilities.

Table 2 below summarizes the total number of trips that could be generated by the proposed development. The trips were calculated based on the Institute of Transportation Engineers' Trip Generation, 7th Edition.

Table 2: Site Trip Generation for Proposed Land Use

Land Use	ITE Code	Size	Units	Weekday						
				AM Peak Hour			PM Peak Hour			Daily
				In	Out	Total	In	Out	Total	Total
SPECIAL EXCEPTION										
Hospital	610	108	Beds	87	36	123	51	90	141	1,276

APPROVED VS. PROPOSED DEVELOPMENT CONDITIONS

Table 3 represents the difference between the current approved development plan and the proposed development plan for Route 50 Medical Campus in Loudoun County, Virginia.

Table 3: Approved Condition vs. Proposed Condition

Land Use	ITE Code	Size	Units	Weekday						
				AM Peak Hour			PM Peak Hour			Daily
				In	Out	Total	In	Out	Total	Total
APPROVED										
General Office Building	710	464	kSF	565	76	641	102	497	599	4,350
SPECIAL EXCEPTION										
Hospital	610	108	Beds	87	36	123	51	90	141	1,276
<i>Difference in Trips (Special Exception Minus Approved)</i>				-478	-40	-518	-51	-407	-458	-3,074
<i>% Difference</i>				-85%	-53%	-81%	-50%	-82%	-76%	-71%

*Trips based on ITE's Trip Generation, 7th Edition

As indicated in Table 3, the proposed development plan for the Route 50 Medical Campus will generate less traffic as compared to the currently approved land use. The proposed plan will generate approximately 81% fewer trips than the currently approved land use during the AM peak hour, 76% fewer trips during the PM peak hour, and 71% fewer trips throughout the day.

CONCLUSION

This memorandum presents the findings of a traffic impact brief for the proposed medical hospital, helistop and outpatient medical care facilities at Glascock Field at Stone Ridge in Loudoun County, Virginia. The analysis presented in this memorandum supports the following major conclusions:

- The proposed development plan will generate fewer trips than the approved development plan, thereby having less of an impact on the surrounding roadway network.
 - The proposed use will generate approximately **81% fewer trips** during the AM Peak Hour.
 - The proposed use will generate approximately **76% fewer trips** during the PM Peak Hour.
 - The proposed use will generate approximately **71% fewer trips** throughout a typical weekday.
- Access to and from the site will be via two entrances: Route 50 at the existing Gum Spring Road and the proposed Stone Springs Boulevard (relocated Gum Spring Road). The Route 50 entrance may be removed in the future when Route 50 becomes a limited access highway.

Appendix

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Figure 1: Area Map and Site Location

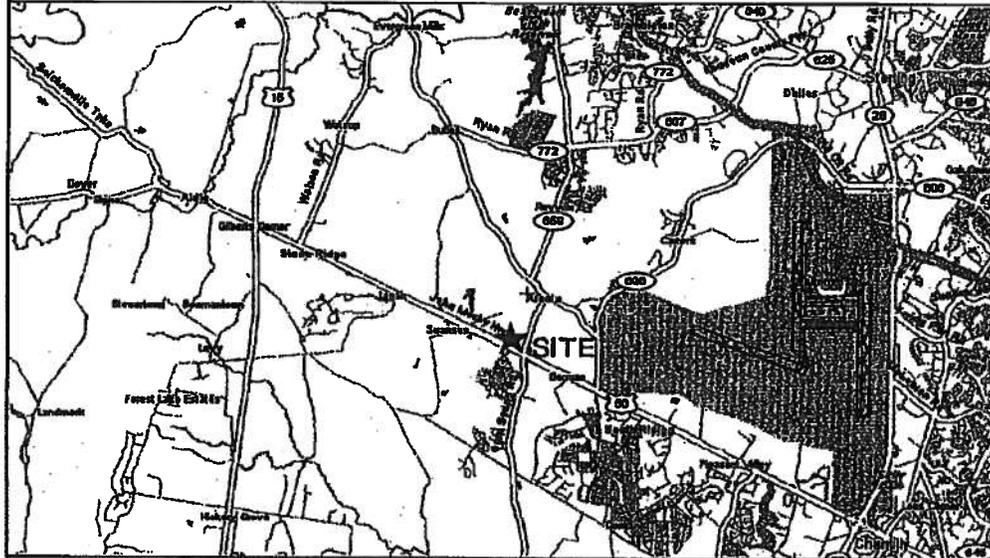


Table 1: Trip Generation Comparison

Land Use	ITE Code	Size	Units	Week day						
				AM Peak Hour			PM Peak Hour			Daily Total
				In	Out	Total	In	Out	Total	
REZONING (GENERAL OFFICE)										
General Office Building	710	464 kSF		685	76	841	102	497	599	4,360
SPECIAL EXCEPTION AFTER REZONING (HOSPITAL)										
Hospital	610	106 Beds		87	36	123	51	90	141	1,276
Difference in Trips (Special Exception Minus Rezoning)										
				-478	-40	-518	-61	-407	-458	-3,074
% Difference				-8%	-53%	-81%	-60%	-82%	-76%	-71%

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Site Access: Access to the proposed development will be provided via Route 50 at the existing Gum Spring Road and the proposed Stone Springs Boulevard (relocated Gum Spring Road). The detailed assessment will assume that Route 50 will become a limited access highway in the future.

Traffic Counts: As stated previously, the traffic generated by the hospital will be less than the amount of traffic generated by the allowed office use. As was discussed at the scoping meeting, a memorandum summarizing/ describing the trips generated by the proposed site, site access, and any particular notable items in the transportation network will address all of the County's Office of Transportation Service's issues for this Special Exception application in lieu of a full traffic study. Traffic counts will not be performed, but field observations of existing conditions will be documented for roads adjacent the site for roadway lane configurations, traffic controls, speed limits, general roadway design characteristics, and surrounding land uses.

Safety issues *JRP*

Recommendations: We will not be providing any additional recommendations through this memorandum. As the proposed hospital will be generating fewer trips than the office use allowed in the proposed PD-OP zone, the traffic study currently being performed for ZMAP 2006-0007, showing the recommendations with the office trips, would be a more intense scenario. This Special Exception application is subject to ZMAP 2006-0007 and all its proffers.

Please review the traffic assessment scope described above for the proposed development and sign for agreement and approval to continue with the study.

Loudoun County's Representative Signature/ Date: *[Signature]* 5/11/07

Traffic Consultant's Representative Signature/ Date: *[Signature]* 5/09/07

VDOT's Representative Signature/ Date: _____

**FOREST MANAGEMENT PLAN
&
COVER TYPE MAP**

For

**Glasscock
Dulles District
Loudoun County, Virginia**

February 12, 2006

Prepared for:

**Van Metre Companies
44675 Cape Court
Suite 171
Ashburn, VA. 20147**

Prepared by:

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Introduction

Zimar and Associates, Inc. (Z&A) was contracted to prepare this document in order to meet the requirements of The Loudoun County Facility Standards Manual Chapter 7.000 Environmental Design Standards Sub-Chapter 7.350 Forest Management Plan as required by the Loudoun County Zoning Ordinance. This section outlines the requirements for a Forest Management Plan (FMP) for sites going through the rezoning process.

Site Location

This, approximately, 128 acre site is located in Loudoun County and lies just north of John Mosby Highway (Rt. 50). This site is bisected by Gum Springs Rd (Rt. 659).

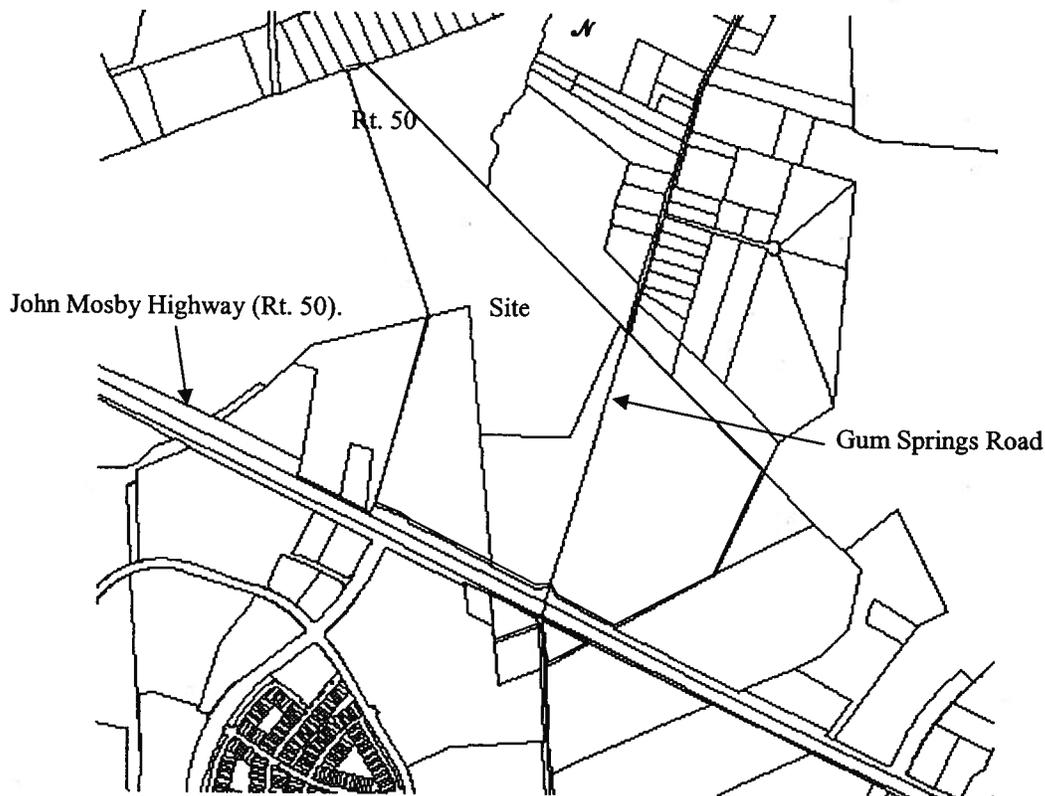


Figure 1: Vicinity Map

Loudoun County Office of Mapping and Geographic Information – January 2006

Procedures

Z&A prepared a forest cover type map and management plan for the identified property in January, 2006. The methods used to prepare this map are as follows:

- Cover Type lines were determined in the field using aerial photographs and traditional forestry methods for type mapping. Existing tree lines were determined using Loudoun County GIS maps, aerial photos, and existing condition maps that were provided. Existing features were field verified.
- Species composition was determined by identifying the predominant overstory species.
- Age classes were determined by estimating tree age from increment bore samples from a typical tree in a Cover Type and determining diameter ranges from tree measurement sample plots.
- Stand densities in young mature and mature forest stands were determined using randomly spaced basal area plots measured with a basal area factor (BAF) 10 prism. Trees tallied in basal area plots were a minimum of 6" DBH, alive and healthy. Densities of immature stands and understory regeneration were determined by counting the number of stems in randomly spaced 1/10th (37.2' radius) acre plots. These figures were used to determine per acre densities. Regeneration tallies are based on the number of stems of desirable hardwood overstory species.
- Topography was determined from Loudoun County Office of Mapping and Geographic Information maps as well as maps provided by Urban Engineering & Associates, Inc.
- Health, vigor, and quality were determined by growth rate, presence of diseases or insects, and tree form, size, and structure.

Observations

This section contains the descriptions of individual stands and contains recommendations specific to each stand. Please refer to the Cover Type Map included at the end of this report to identify location and extent of specific stands.

This site consists of a mixture upland hardwood, mixed hardwood, Virginia pine and immature, early successional forest. A small portion of the site consists of open and maintained fields which exist as a grass airstrip, a sanitary easement, and an abandoned homestead. The better stands on this property consist of mature upland hardwoods and are located within Cover Type 1.

Cover Type # 1

<u>GENERAL DESCRIPTION:</u>	Upland Hardwoods.
<u>SPECIES COMPOSITION:</u>	Primary overstory species include white oak (<i>Quercus alba</i>), hickory (<i>Carya sp.</i>), and southern red oak (<i>Quercus falcata</i>), red maple (<i>Acer rubrum</i>), Virginia pine (<i>Pinus virginiana</i>) scarlet oak (<i>Quercus coccinea</i>) and black oak (<i>Quercus velutina</i>). The understory contains hickory, blue beech (<i>Carpinus caroliniana</i>), eastern redcedar (<i>Juniperus virginiana</i>), blackhaw (<i>Viburnum prunifolium</i>) and flowering dogwood (<i>Cornus florida</i>). There is a significant amount of Japanese honeysuckle (<i>Lonicera japonica</i>) in the understory in many areas of this Cover Type.
<u>ACREAGE:</u>	25.4 acres.
<u>AGE/SIZE CLASS:</u>	Uneven-aged, young mature-mature (10"-28" DBH).
<u>AGE:</u>	50-80years.
<u>DENSITY:</u>	Moderately stocked (75 sq. ft. BA per acre).
<u>GROWTH RATE:</u>	Moderate.
<u>QUALITY:</u>	Fair-good.
<u>REGENERATION:</u>	Desirable hardwood overstory species regeneration is abundant in some areas (800 stems per acre) and sparse to non existent in other areas of this Cover Type.
<u>INSECTS / DISEASE:</u>	None.
<u># TREES 6" – 13" / ACRE:</u>	60.
<u># TREES > 14" / ACRE:</u>	30.
<u>SOILS:</u>	Manassas Silt Loam, Sycolin-Catlett Complex, Haymarket And Jackland Soils, Nestoria Gravelly Silt Loam, Severely Eroded, Dulles Silt Loam.
<u>TOPOGRAPHY:</u>	Topography varies across this Cover Type.

ASPECT: Aspect varies across this Cover Type.

STAND HISTORY: Previously used for agriculture.

Cover Type # 2

GENERAL DESCRIPTION: Mixed hardwoods. Portions of this Cover Type have been flooded by beaver dams resulting the death of many trees.

SPECIES COMPOSITION: Primary overstory species include green ash (*Fraxinus pennsylvanica*), red maple, swamp white oak (*Quercus bicolor*), white oak, hickory, American sycamore (*Platanus occidentalis*) and southern red oak. The understory contains slippery elm (*Ulmus rubra*), spicebush (*Lindera benzoin*), black cherry (*Prunus serotina*), coralberry (*Symphoricarpos orbiculatus*) and red maple. There is also significant herbaceous ground cover throughout portions of the understory as well as patches of greenbrier (*Smilax rotundifolia*) and honeysuckle (*Lonicera japonica*).

ACREAGE: 25.4 acres.

AGE/SIZE CLASS: Uneven-aged, young mature-mature (10"-20" DBH). Few larger trees remnant trees are present, primarily oaks up to 38" DBH..

AGE: 40-60 years.

DENSITY: Moderately stocked (60 sq. ft. BA per acre) in the majority of this Cover Type. Where trees have died as the result of flooding, density is lower

GROWTH RATE: Slow.

QUALITY: Fair

REGENERATION: Desirable hardwood overstory species regeneration is sparse.

INSECTS / DISEASE: None.

<u># TREES 6" – 13" / ACRE:</u>	60.
<u># TREES > 14" / ACRE:</u>	40.
<u>SOILS:</u>	Bowmansville Silt Loam, Occasional Flooding, Nestoria Gravelly Silt Loam, Severely Eroded, Albano Silt Loam Brief Ponding.
<u>TOPOGRAPHY:</u>	Level to gently sloping.
<u>ASPECT:</u>	Aspect varies across this Cover Type.
<u>STAND HISTORY:</u>	Previously used for agriculture and grazing.

Cover Type # 3

<u>GENERAL DESCRIPTION:</u>	Virginia Pine with some interspersed mixed hardwoods.
<u>SPECIES COMPOSITION:</u>	Overstory contains Virginia pine, hickory, pin oak (<i>Quercus palustris</i>), white ash (<i>Fraxinus americana</i>), and southern red oak. The understory contains hickory, southern red oak, red maple, eastern red cedar, and flowering dogwood. There is a significant amount of Japanese honeysuckle in the understory.
<u>ACREAGE:</u>	24.7 acres.
<u>AGE/SIZE CLASS:</u>	Even-aged, young mature-mature (10"-18" DBH), few larger.
<u>AGE:</u>	30-50 years.
<u>DENSITY:</u>	Well stocked (100 sq. ft. BA per acre).
<u>GROWTH RATE:</u>	Moderate.
<u>QUALITY:</u>	Poor.
<u>REGENERATION:</u>	There is a significant amount of desirable hardwood species regeneration in portions on this Cover Type (300-500 stems per acre) and sparse regeneration in

other parts of this Cover Type due to heavy deer browse and competition from undesirable vegetation.

<u>INSECTS / DISEASE:</u>	None.
<u># TREES 6" – 13" / ACRE:</u>	45.
<u># TREES > 14" / ACRE:</u>	50.
<u>SOILS:</u>	Sycolin-Catlett Complex, Kelly-Sycoline Complex, Nestoria Gravelly Silt Loam, Severely Eroded, Dulles Silt Loam.
<u>TOPOGRAPHY:</u>	Topography varies across this Cover Type.
<u>ASPECT:</u>	Aspect varies across this Cover Type..
<u>STAND HISTORY:</u>	Previously used for agriculture and grazing.

Cover Type # 4

<u>GENERAL DESCRIPTION:</u>	Early successional pioneer forest containing primarily eastern redcedar and Virginia pine. Some portions of this Cover Type contain early successional hardwoods.
<u>SPECIES COMPOSITION:</u>	Overstory contains eastern red cedar, Virginia pine, southern red oak, pin oak, white ash and black cherry. Understory contains blackberry (<i>Rubus allegheniensis</i>), greenbrier (<i>Smilax rotundifolia</i>), and Japanese honeysuckle.
<u>ACREAGE:</u>	28.4 acres.
<u>AGE/SIZE CLASS:</u>	Even-aged, immature-young mature up to 6", few larger
<u>AGE:</u>	15-30 years.
<u>DENSITY:</u>	Well stocked (600 stems per acre).
<u>GROWTH RATE:</u>	Slow-moderate.

<u>QUALITY:</u>	Good.
<u>REGENERATION:</u>	Desirable hardwood overstory species regeneration is sparse due to heavy deer browse, and competition from less desirable vegetation.
<u>INSECTS / DISEASE:</u>	None.
<u># TREES 6" – 13" / ACRE:</u>	30
<u># TREES > 14" / ACRE:</u>	0
<u>SOILS:</u>	Kelly Silt Loam, Kelly-Sycoline Complex Haymarket and Jackland Soils, Elbert Silty Clay Loam.
<u>TOPOGRAPHY:</u>	Level.
<u>ASPECT:</u>	Aspect varies across this Cover Type.
<u>STAND HISTORY:</u>	Previously used for agriculture and grazing.

Cover Type # 5

<u>GENERAL DESCRIPTION:</u>	Open area consisting of abandoned field, grass airstrip, sanitary easement and abandoned homestead.
<u>ACREAGE:</u>	22.6 acres.
<u>SOILS:</u>	Kelly Silt Loam, Kelly-Sycoline Complex, Haymarket And Jackland Soils, Nestoria Gravelly Silt Loam, Severely Eroded Nestoria Gravelly Silt Loam, Severely Eroded, Dulles Silt Loam, Albano Silt Loam Brief Ponding.
<u>TOPOGRAPHY:</u>	Level to gently sloping.
<u>ASPECT:</u>	Aspect varies across this Cover Type.
<u>STAND HISTORY:</u>	Previously used for agriculture and grazing.

Forest Management Recommendations

Cover Type 1: This Cover Type is of a higher priority for forest management considerations relative to others due to the quality and size class of the trees it contains. The trees in this Cover Type are mature and could be harvested immediately or it could be left to further mature and inspected periodically to monitor growth rate and overall stand health. If the opportunity exists, portions of this Cover Type may be considered for preservation as Tree Conservation Areas (TCAs) during the development planning process.

Cover Type 2: This Cover Type is of medium priority for forest management considerations. There are high quality, merchantable trees within this Cover Type that may be harvested. Due to wet soil conditions and its proximity to streams, any forest management that occurs within this Cover Type should be done carefully to minimize soil erosion. If the opportunity presents itself, portions of this Cover Type may be considered for preservation as Tree Conservation Areas (TCAs) during the development planning process.

Cover Type 3: Virginia pine is not a desirable timber species and lacks structural integrity, thus it is prone to wind throw during windy and icy conditions and can pose a hazard. Currently, this stand is of a lower priority for preservation.

As the preservation of the Virginia pine in the overstory is not a priority, many of these trees may be removed. This will allow for the release of more desirable hardwoods such as oak and hickory which are present in the overstory and understory. The removal of overstory Virginia pine will also improve safety.

Cover Type 4: This Cover Type is also of a lower priority for forest management and preservation due to the poorer timber value and size of the trees it contains. There are many tree present within this Cover Type may be considered for transplanting for use as visual buffers or in landscaped settings.

Cover Type 5: No forest management recommendations.

General Recommendations

GUIDELINES FOR TREE CONSERVATION AREAS (TCA'S)

The following general guidelines should be implemented for all Cover Types throughout the development process and as part of the future maintenance of the TCA. These guidelines provide for the maintenance and overall health and sustainability of the TCAs.

1. Develop and implement a Tree Conservation Plan (TCP) for all areas to be preserved during site development. The TCP should start with the establishment of limits of clearing and grading. It should identify the location of fencing, (welded wire or super silt fence) to be used to protect these areas from encroachment during development and specify when they are to be installed and removed. It should identify the trees adjacent to these limits that may be affected by the development activity as specified in Chapter 7 of the Facility Standards Manual (FSM) and prescribe activities aimed at mitigating those affects, such as root pruning, mulching, fertilizing, etc.
2. Trees along the proposed limits of disturbance or in other areas of the TCA that pose potential hazard should be identified and removed during the development process.
3. Invasive species should be identified and treated during the development process and as part of the long-term management program. Control techniques may include mechanical removal, herbicide, or cultural control methods based on the species, severity of invasion, and location relative to sensitive plants or areas.
4. The site should be monitored throughout development and as part of the long-term management for outbreaks of potentially serious insects an disease including gypsy moth, canker worm, wood boring insects, and other potentially devastating outbreaks. Frequent monitoring that identifies populations at low levels can prevent the need for large scale treatments.
5. Any hazardous trees should be treated to improve safety in high use areas. These include home sites, recreation facilities and trails, or other areas frequented by people. This may include the removal, pruning, or cabling of trees with a high potential for failure.
6. Disturbed edges should be mulched to reduce the potential for invasion by undesirable species.
7. Thinning and removal of poor quality trees may be necessary to improve the overall health. This item should be a part of the long-term management for any Cover Type.

8. Pest monitoring and control is important to prevent secondary and tertiary stress factors.

FORESTRY BEST MANAGEMENT PRACTICES

All forest management activities shall comply with Virginia Best Management Practices (BMP's). BMP's are methods, measures, or practices to meet non-point pollution control needs. These practices include stabilization of all exposed soil on skid trails, haul roads, and log decks, crossing streams using bridges or culverts, locating trails and roads on minimal grades, installation of water diversion structures, and leaving buffer strips along perennial streams. All BMP's shall be done in accordance with those outlined by the Virginia Department of Forestry.

In addition to the state BMPs, the following guidelines shall apply to all forestry operations according to Loudoun County requirements where timber harvesting is implemented.

1. The Loudoun County Urban Forester shall be notified at least 24 hours prior to commencement of any timber harvesting.
2. The Loudoun County Urban Forester shall be notified upon installation of all BMP's.
3. Forest management activities shall comply with the Virginia Debris in Stream Law.
4. The property shall be protected from wildfire. Any outdoor burning shall be done carefully and in compliance with all Virginia Forest Laws. The Loudoun County Sheriff's Office shall be notified immediately of any escaped fire.
5. Locations of log decks, skid trails, and haul roads shall be identified prior to any logging activity.
6. A grading permit will be required for road construction exceeding 10,000 square feet.
7. Any forest management activities shall be done in accordance with accepted silvicultural practices and methods.

APPENDIX A—FOREST COVER TYPE SUMMARY TABLE

FOREST COVER TYPE SUMMARY TABLE							
Cover Type	Composition	Primary Species	Quality	Density	Age Class	Soils	Acres
1	UH	white oak, hickory, southern red oak, red maple, scarlet oak, Virginia pine, black oak	F-G	MS	YM-M	14B, 60C, 67B, 69A, 77C3, 78A	25.4
2	MH	green ash, red maple, white oak, swamp white oak, hickory, American sycamore, southern red oak	F	MS	YM-M	06A, 77D3, 79A	25.4
3	VP	Virginia pine, hickory, southern red oak, white ash, pin oak	P	WS	YM-M	60C, 62B, 77D3, 78A	24.7
4	P	eastern red cedar, Virginia pine, southern red oak, white ash, black cherry, pin oak	G	WS	IM-YM	62B, 63A, 67B	28.4
5	OP	N/A	N/A	N/A	N/A	62B, 63A, 69A, 78A	22.6
<i>Total acreage</i>							124.7

APPENDIX B—CODE DESCRIPTIONS

SPECIES COMPOSITION:

BH—BOTTOMLAND HARDWOODS
 MH—MIXED HARDWOODS
 VP—VIRGINIA PINE
 C—EASTERN RED CEDAR
 P—EARLY SUCCESSIONAL PIONEER SPECIES
 OP—OPEN (PASTURE, FIELD, LAWN AREA)

QUALITY:

P—POOR
 F—FAIR
 G—GOOD

DENSITY:

REPRODUCTION TO IMMATURE STANDS:
 PS—POORLY STOCKED (< 200 STEMS PER ACRE)
 MS—MEDIUM STOCKED (200 – 500 STEMS PER ACRE)
 WS—WELL STOCKED (> 500 – 700 STEMS PER ACRE)

YOUNG MATURE TO OVERMATURE STANDS
 PS—POORLY STOCKED (< 50 SQ. FT. BA*)
 MS—MODERATELY STOCKED (50 TO 70 SQ. FT. BA)
 WS—WELL STOCKED (70 TO 100 SQ. FT. BA)
 OS—OVER STOCKED (> 110 SQ. FT. BA)

AGE CLASS:

RE—REPRODUCTION (SEEDLINGS AND SAPLINGS < 2" DBH**)
 IM—IMMATURE (SAPLING AND POLE-SIZE < 6" DBH)
 YM—YOUNG MATURE (6 TO 12" DBH)
 M—MATURE (> 12" DBH)
 OM—OVERMATURE (LARGE TREES DOMINATE WITH EVIDENCE OF DECAY AND DEATH)

SOILS:

06A—BOWMANVILLE SILT LOAM, (0-3%), OCCASIONAL FLOODING
 14B—MANASSAS SILT LOAM, (1-8%)
 60C—SYCOLIN-CATLETT COMPLEX, (7-15%)
 63A—KELLY SILT LOAM, (0-3%)
 62B—KELLY-SYCOLINE COMPLEX, (3-8%)
 67B—HAYMARKET AND JACKLAND SOILS, (2-8%)
 69A—ELBERT SILTY CLAY LOAM, (0-3%)
 77C3—NESTORIA GRAVELLY SILT LOAM, SEVERELY ERODED (8-15%)
 77D3—NESTORIA GRAVELLY SILT LOAM, SEVERELY ERODED (15-25%)
 78A—DULLES SILT LOAM (0-3%)
 79A—ALBANO SILT LOAM (0-3%) BRIEF PONDING

* BA = SQUARE FEET OF BASAL AREA PER ACRE
 ** DBH = DIAMETER MEASURED 4.5 FEET ABOVE GROUND

Appendix C—Bibliography

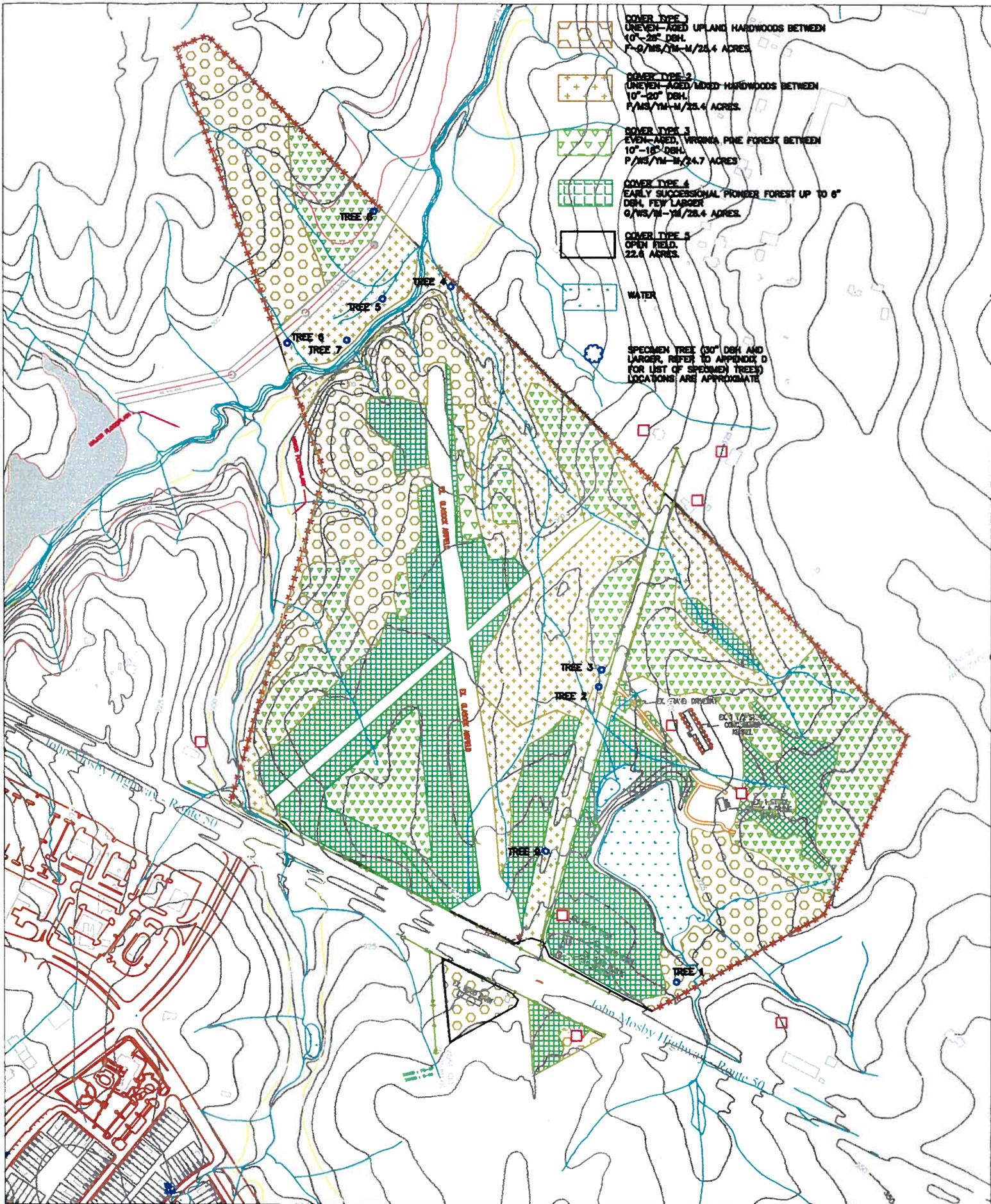
- Avery, Thomas E. and Burkhardt, Harold E. 1994. Forest Measurements. McGraw-Hill, Inc. ISBN 0-07-002556-8
- Davis, Lawrence S. and Johnson, K. Norman 1987. Forest Management. McGraw-Hill, Inc. ISBN 0-07-032635-8
- Eyre, E.F. 1980. Forest Cover Types of the United States and Canada. Society of American Foresters. Library of Congress Catalog Card No. 80-54185
- Ford-Robertson F.C. 1983. Terminology of Forest Science Technology Practice and Products. Society of American Foresters. ISBN 0-939970-16-3
- Fowells H.A. 1965. Silvics of Forest Trees of the Eastern United States. USDA Forest Service. Library of Congress Catalog Card No. Agr 65-273
- Smith, David M. 1986. The Practice of Silviculture. John Wiley and Sons, Inc. ISBN 0-471-80020-1
- Simmons Fred C. 1979. Handbook for Eastern Timber Harvesting. USDA Forest Service
- Smith, David M. 1986. The Practice of Silviculture. John Wiley and Sons, Inc. ISBN 0

Appendix D—Specimen Trees

Tree #	Species	Size	Condition	Canopy Position	Crown Density	Average Crown Spread	Problems
		*dbh(in.)	**%		%	D(ft.)	
1	white oak	42	60	Dominant	70	65	trunk decay, large deadwood
2	southern red oak	36	50	Dominant	65	45	trunk decay, basal decay, large deadwood
3	ash	38	45	Dominant	70	60	weak codominant union, large deadwood, trunk decay, poor form
4	ash	35	65	Dominant	60	60	weak codominant union, large deadwood, dieback
5	yellow-poplar	38	70	Dominant	70	60	weak codominant union, large deadwood
6	pin oak	30	75	Dominant	70	60	large deadwood, heavy vines
7	pin oak	30	70	Dominant	75	60	heavy vines, large deadwood
8	yellow-poplar	30	75	Dominant	75	65	heavy vines, broken limbs, large deadwood, dead tree leaning into crown
9	white oak	37	50	Dominant	75	70	trunk decay, weak codominant union

*DBH = Diameter at Breast Height (measured 4.5 feet above ground)

**Condition ratings are provided as percentages based on methods outlined in the 9th edition of the *Guide for Plant Appraisal* published by the International Society of Arboriculture.



SCALE: 1"=500'

DATE: 02-12-06

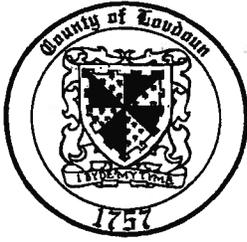
DRAWN BY:MSK

COVER TYPE MAP

GLASSCOCK

LOUDOUN COUNTY, VIRGINIA

Zimar & Associates, Inc.
ARBORICULTURE FORESTRY CONSULTING
10105 Residency Road, Suite 207
Manassas, Virginia 20110
Tel (703) 331-3731 Fax (703) 331-1359



Loudoun County, Virginia

Department of Planning

1 Harrison Street, S.E., 3rd Floor, P.O. Box 7000, Leesburg, VA 20177-7000

Telephone (703) 777-0246 • Fax (703) 777-0441

August 13, 2007

Mr. Mark Looney, Esq.
Cooley Godward Kronish , LLP
11951 Freedom Drive
Reston, Virginia 20190

RE: SPEX-2007-0021 Route 50 Medical Campus

Dear Mr. Looney:

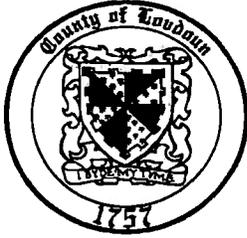
This letter serves to inform you that the above referenced land development application has been officially accepted for processing as of August 13, 2007. I have been asked to serve as the Project Manager and look forward to working with your team. Should you wish to review the file, it is available in the file room located in the Department of Building and Development. If you have any further questions regarding the review and processing of this application, please feel free to contact me.

Sincerely,

Marchant Schneider /us

Marchant Schneider
Project Manager

cc: Jason Rogers, Cooley Godward Kronish , LLP
Van Armstrong, Land Use Review Program Manager, Department of Planning



Loudoun County, Virginia

Department of Planning

1 Harrison Street, S.E., 3rd Floor, P.O. Box 7000, Leesburg, VA 20177-7000

Telephone (703) 777-0246 • Fax (703) 777-0441

August 13, 2007

RE: SPEX-2007-0021 Route 50 Medical Campus

Dear Adjacent Property Owner:

This letter serves to inform you that the above referenced land development application has been officially accepted for processing as of August 13, 2007. The application will be sent to the appropriate referral agencies for review. Should you wish to review the file, it is available in the file room located in the Department of Building and Development. If you have any further questions regarding the review and processing of this application, please feel free to contact me.

Sincerely

Marchant Schneider
Project Manager

cc: Mark Looney, Esq., Cooley Godward Kronish , LLP
 Van Armstrong, Land Use Review Program Manager, Department of Planning

Attachment

SPEX-2007-0021 Route 50 Medical Campus

APPLICANT: Columbia LaGrange Hospital, Inc.
W. Mark Kimbrough
One Park Plaza
Nashville, TN 37203
781-871-6800

PROPERTY OWNER: Highway 50 Real Estate, LLC
W. Mark Kimbrough
One Park Plaza
Nashville, TN 37203

REPRESENTATIVES: Cooley Godward Kronish, LLP
Mark Looney, Esq.
11951 Freedom Drive, Suite 1500
Reston, Virginia 20190
(703) 456-8652

PROPOSAL: A Special Exception to permit a general hospital, outpatient medical care facilities, and an associated helistop which is contingent on the rezoning application ZMAP-2006-0007, Glascock Field at Stone Ridge which requests that the parcel be rezoned to PD-OP.

LOCATION: Northwest quadrant of John Mosby Highway (Route 50) and Gum Spring Road (Route 659).

TAX MAP/PARCEL: Tax Map—100////////65A MCPI—204-48-7841-000

PROPOSED RESIDENTIAL UNITS: n/a

PROPOSED NON-RESIDENTIAL USE: 247,000 Total Square Footage

SURROUNDING LAND USES/ZONING:

NORTH	RC/PD-GI	Commercial/Vacant/
SOUTH	CL/PD-OP	Vacant
EAST	CL/PD-GI	Light Industrial/Commercial
WEST	PD-GI	Vacant

ELECTION DISTRICT: Dulles

Wini Polis - Fwd: RE: Route 50 Medical Campus RE: Epic Properties, Inc. and Columbia SDH Holdings, Inc. Ownership

From: John Merrithew
To: Polis, Wini
Date: 6/6/2007 2:36 PM
Subject: Fwd: RE: Route 50 Medical Campus RE: Epic Properties, Inc. and Columbia SDH Holdings, Inc. Ownership

>>> "Rogers, Jason" <jason.rogers@cooley.com> 6/6/2007 2:26 PM >>>
John,

We will go ahead and attach the chart to the Disclosure Affidavit. Additionally, we will be submitting a new Affidavit that reflects Columbia LaGrange Hospital, Inc. as the sole member and owner of Highway 50 Real Estate, LLC. Scenic Acquisition, Inc. no longer has an interest in the project, and will be removed from the Affidavit.

Thanks,

Jason

Jason R. Rogers

Urban Planner

Cooley Godward Kronish LLP • One Freedom Square • Reston Town Center

11951 Freedom Drive • Reston, VA 20190-5656

Direct: 703/456-8077 • Fax: 703/456-8100

Email: jason.rogers@cooley.com • www.cooley.com

From: John Merrithew [mailto:John.Merrithew@loudoun.gov]
Sent: Wednesday, June 06, 2007 2:16 PM
To: Rogers, Jason
Subject: Route 50 Medical Campus RE: Epic Properties, Inc. and Columbia SDH Holdings, Inc. Ownership Breakdow

Jason, thanks for the table. I think we should simply attach it to the disclosure. Will you be submitting a new disclosure with the other changes?

>>> "Rogers, Jason" <jason.rogers@cooley.com> 6/5/2007 9:58 AM >>>

John,

Please find the attached breakdown for Epic Properties, Inc and Columbia SDH Holdings, Inc.

Thanks,

Jason

<<Disclosure of Ownership.xls>>

Jason R. Rogers

Urban Planner

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Wini Polis - RE: Rt 50 Medical Campus Disclosure

From: "Looney, Mark"
To: "John Merrithew"
Date: 6/4/2007 6:16 PM
Subject: RE: Rt 50 Medical Campus Disclosure
CC: "Wini Polis"

John - we will review this information again and get back to you with any questions or comments. Thanks.

From: John Merrithew [mailto:John.Merrithew@loudoun.gov]
Sent: Monday, June 04, 2007 2:15 PM
To: Looney, Mark
Cc: Wini Polis
Subject: Rt 50 Medical Campus Disclosure

Mark, I have gone over the Disclosure of Real Parties In Interest and have several questions/comments:

What interest does Scenic Acquisitions have in the project? Applicant, owner, agent...?

You need to disclose the ownership of the corporations, and partnerships that have a share of Hercules Holding II, LLC (those that do not have more than 500 shareholders).

I could not find the ownership of Epic Properties, Inc. and Columbia SDH Holdings, Inc.

You should also affirmatively state "None" on the voluntary disclosure.

I also recommend you get an updated copy of the disclosure form from the internet. We have added the 500 shareholder exemption.

John

This email message is for the sole use of the intended recipient(s) and may contain
IRS Circular 230 disclosure: To ensure compliance with requirements imposed by the

Wini Polis - Rt 50 Medical Campus Disclosure

From: John Merrithew
To: mlooney@cooley.com
Date: 6/4/2007 2:14 PM
Subject: Rt 50 Medical Campus Disclosure
CC: Polis, Wini

Mark, I have gone over the Disclosure of Real Parties In Interest and have several questions/comments:

What interest does Scenic Acquisitions have in the project? Applicant, owner, agent...?

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I also recommend you get an updated copy of the disclosure form from the internet. We have added the 500 shareholder exemption.

John

Mark C. Looney
(703) 456-8652
mlooney@cooley.com

May 29, 2007

Wini Polis
Planner
Department of Planning
1 Harrison Street., SE., 3rd Floor
Leesburg, VA 20177-7000



**RE: Route 50 Medical Campus
SPEX 2007-0021**

Dear Wini:

Thank you for your May 25th checklist review comment letter (copy attached). In response to your review comments, the special exception plat set and statement of justification has been revised as follows:

1. Sheet 2 has been revised to identify the floodplain boundaries and the limits of the Airport Impact Overlay District (AI). (Checklist Items K.2, K.16, and K.17)
2. The "General Notes" and "Zoning Tabulation" sections on Sheet 1 have been revised to identify the correct Loudoun County Tax Map number. The Statement of Justification has been revised to include the Loudoun County Tax Map number.
3. Sheet 3 has been revised to identify the proposed PD-OP and R-16 zoning districts pursuant to ZMAP 2006-0007. As ZMAP 2006-0007 is separate from this application, any future development on the adjacent properties must be in substantial conformance with the Zoning Ordinance and ZMAP 2006-0007. (Checklist Item K.8.b)
4. "Section B" of the Statement of Justification has been revised to identify the date "2020" and not "202".
5. The Land Development Application has been revised to identify the proposed non-residential square footage as "247,000", as reflected on the special exception plat.

The following application documents are enclosed to complete and address the application acceptance requirements:

1. Three (3) copies of the "Route 50 Traffic and Trip Generation Assessment" prepared by Gorove Slade Associates, Inc. At the Transportation Scoping Meeting on April 25, 2007, it was determined that a full traffic study would not be warranted since the use will generate fewer trips than the proposed by-right use proposed with ZMAP 2006-0007.

Wini Polis
May 29, 2007
Page Two

2. Fifteen copies of the revised Statement of Justification.
3. Fifteen copies of the revised special exception plat prepared by Urban, Ltd.
4. A revised page 1 of the Land Development Application.

Please let me know the official acceptance date for this application and the name of the project manager. Thank you for your attention to this matter. Please do not hesitate to contact me if you should have any questions or require any additional information.

Sincerely,

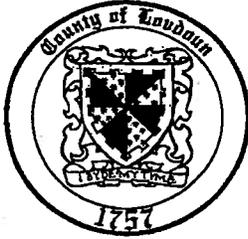


Mark C. Looney

Enclosures

cc: Robin Moroz, Highway 50 Real Estate, LLC
John Massey, Highway 50 Real Estate, LLC
Ryan David, Urban Ltd.
Jason Rogers, Cooley Godward Kronish LLP

326738 v2/RE



Loudoun County, Virginia

Department of Planning

1 Harrison Street, S.E., 3rd Floor, P.O. Box 7000, Leesburg, VA 20177-7000

Telephone (703) 777-0246 • Fax (703) 777-0441

May 25, 2007

Mr. Mark C. Looney, Esq.
Cooley Godward, LLP
11951 Freedom Drive
Reston, Virginia 20190-5601

RE: SPEX-2007-0021 Route 50 Medical Campus

Dear Mr. Looney:

This letter serves to inform you that the above referenced application has been reviewed for minimum checklist submission compliance. The following material has not been provided or needs to be clarified before the application can be officially accepted for processing:

1. Thank you for providing the Soils and Existing Condition plat. Please revise the plat to show the boundary of the property showing the bearings and distances and limits of overlay districts. Specifically, please show the floodplain boundaries (FOD) utilizing and identify the source as the Floodplain Map of Loudoun County and limits of Airport Impact Overlay District (AI). (Checklist Items K2, K16, and K17).
2. Please revise the plat to reflect the correct Loudoun County Tax Map number for the subject parcel in the General Notes and Zoning Tabulation sections. The correct Loudoun County Tax Map number is 100////////65A and MCPI number 204-48-7841-000. Please also include these references in the Statement of Justification.
3. Please revise the plat to show the existing and proposed land uses of adjacent properties. (Checklist Item K.8.b.).
4. Please revise the Statement of Justification, Section B. for the year to which the number of employee working Loudoun County is to nearly triple. The current dates shown are between 2000 and 202.
5. The Land Development Application form shows the proposed non-residential square footage total for this application as 733,036. It is difficult to discern on the plat and in the Statement of Justification as to what proposed category and use is included in this total square footage. Please revise the plat and Statement of Justification to reflect this total square footage or submit a new land development application form with the total square footage proposed.

6. Please provide a traffic analysis indicating the relationship of the proposed development to traffic, road and transit use and plans according to FSM Section 4-200B. George Phillips, Senior Transportation Planner, in our Office of Transportation Services reviews the Traffic Study for all legislative applications prior to acceptance. This application will not be accepted for review until Mr. Phillips has cleared it for acceptance. Please contact George Phillips at 703.777.0122 to discuss any questions you may have regarding traffic issues. (Checklist Item L)

Once this information is received, the application will again be reviewed for compliance with the minimum submission checklist. Should you have any questions regarding the review and processing of your application, please feel free to contact me at 703-737-8446 or by email wpolis@loudoun.gov.

Sincerely,



Wini Polis
Planner

cc: Van Armstrong, Land Use Review Program Manager, Department of Planning

April 20, 2007

Ginny Van Horn
Planner
Department of Planning
1 Harrison Street., S.E., 3rd Floor
Leesburg, VA 20177

**RE: Route 50 Medical Campus
Special Exception Application**



Dear Ginni:

On behalf of Highway 50 Real Estate, LLC (the "Applicant/Owner"), we are pleased to submit the enclosed Special Exception Application for the Route 50 Medical Campus. The Submission package includes the following application documents:

1. A completed and signed Special Exception Application Checklist of Minimum Requirements.
2. A completed and signed Land Development Application Form.
3. A Certificate of Payment of Taxes for the property subject to the application.
4. A Use Value Assessment Program statement for the property subject to the application.
5. A completed, signed and notarized Disclosure of Real Parties in Interest Affidavit for the property subject to the application.
6. One copy of the Pre-Application Conference Record.
7. Three (3) check copies of the Statement of Justification of the Special Exception Application.
8. Three (3) check copies of the Special Exception Plat prepared by Urban Ltd.
9. Two (2) check copies of the Forest Management Plan & Cover Type Map prepared by Zimar & Associates, Inc.
10. Two (2) check copies of the Department of Conservation and Recreation's Division of Natural Heritage (DCR) Letter regarding rare, threatened, or endangered plant and animal species.
11. Two (2) check copies of the Phase 1 Archeological Study prepared by Thunderbird Archeology – Wetland Studies and Solutions, Inc.

Ginny VanHorn
April 20, 2007
Page Two

12. One (1) copy of a statement regarding community meetings.
13. Two (2) set of pre-printed address/mailing labels for all adjacent property owners
14. The application fee check for the Special Exception Application in the amount of \$4,830.

As discussed at the Pre-Application Conference, the scheduling of a scoping meeting with OTS is underway and a subsequent Traffic Assessment, if required, will be provided based on discussions at that meeting.

Please let me know the official acceptance date for this application, and we will provide you with the appropriate number of plans and other documents for the Staff review at that time. Thank you for your attention to this matter. Please do not hesitate to contact me if I can provide additional materials or answer any questions.

Sincerely,


Mark C. Looney

Enclosures

cc: John Massey, Highway 50 Real Estate, LLC
Robin L. Moroz, Highway 50 Real Estate, LLC
Nina Hobcroft, HCA Capital Division
Tracey White, HCA Capital Division
Ryan David, Urban Ltd.
Eric Seigel, Urban Ltd.
Jason Rogers, Cooley Godward Kronish LLP

321827 v1/RE

LOUDOUN COUNTY DEPARTMENT OF PLANNING Metro 478-8416
1 Harrison Street, S.E., 3rd Floor, P.O. Box 7000, Leesburg, VA 20177 Local (703) 777-0246

MINIMUM SUBMISSION REQUIREMENTS FOR SPECIAL EXCEPTION APPLICATION

Application No. _____

TO BE COMPLETED BY THE APPLICANT



Project Name: Route 50 Medical Campus

Proposed Use: Hospital, helistop, and outpatient medical care facilities.

Project Location: North side of Route 50, west side of Gum Spring Road (Route 659).

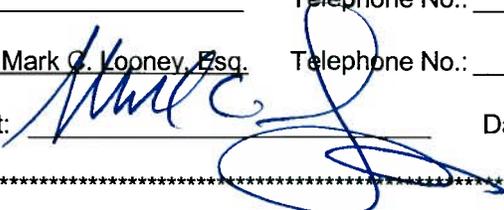
Tax Map #(s): 100 Parcel #(s): 65A

Parcel Owner(s): Highway 50 Real Estate, LLC Telephone No.: _____

Applicant/Authorized Agent: Same as Owner Telephone No.: _____

Engineer/Surveyor: Urban Ltd. Telephone No.: _____

Attorney: Cooley Godward Kronish, LLP, Mark C. Looney, Esq. Telephone No.: _____

Signature of Person Completing Checklist:  Date: 4/20/2007

TO BE COMPLETED BY THE PLANNING OFFICE PERSONNEL

Date Received: _____ Date Reviewed: _____

Reviewed by: _____ Date Accepted/Not Accepted: _____

Reason(s) For Not Accepting: _____

MCPI Number(s): _____

A. APPLICANT RESPONSIBILITIES. The applicant must complete all of the Special Exception information contained in this checklist, or present written approval for any deviation therefrom. Written approval from the designated department for any deviation from mandatory requirements must be obtained prior to application submission.

Where proposed project information is requested in this checklist for adjacent property to the proposal, this information may be limited to projects on file with the County or with an adjacent incorporated town or surrounding jurisdiction.

All plats or plans submitted with this application shall be folded to a size of approximately 8½" x 11" with the title block visible.

If the application is judged incomplete, the staff will identify in writing the deficiencies that must be corrected. The application will not be accepted for processing. The fee and materials will be returned to the applicant.

All required forms are available in the Department of Planning.

Approved Deviations:

B. <u>LAND DEVELOPMENT APPLICATION FORM.</u> Submit a completed land development application form, including the following:	SUBMITTED		
	YES	NO	N/A
1. Name of the applicant(s).	X		
2. Applicant(s) address: city/state/zip.	X		
3. Applicant(s) telephone number(s).	X		
4. Authorized representative.	X		
5. Representative's address: city/state/zip code.	X		
6. Representative's telephone number(s).	X		
7. Property owner(s).	X		
8. Property owner(s) address: city/state/zip code.	X		
9. Property owner(s) telephone number(s).	X		
10. Present zoning classification(s). ²	X		
11. Project location.	X		
12. Tax map & parcel number(s); MCPI number(s).	X		
13. Proposed name of the subdivision, development or business.	X		
14. Election district(s) in which the proposed special exception is located.	X		

1. Information available from the Office of Mapping
2. Information available from the Department of Building and Development
3. Information available from the Clerk of the Circuit Court
4. Information available from the Department of Planning

	SUBMITTED		
	YES	NO	N/A
15. Signature of the applicant.	X		
16. Signature of the owner.	X		
C. <u>CERTIFICATE OF PAYMENT OF TAXES.</u> Provide a certificate verifying that real estate taxes have been paid for all property included in the application. (A certificate of payment of taxes is available from the Treasurer's Office.)	X		
D. <u>USE VALUE ASSESSMENT PROGRAM.</u> Provide a statement which identifies any parcel(s) currently subject to the County's Use Value Assessment that are included as part of this application. (A Land Use certificate is available from the Department of Financial Services.)	X		
E. <u>DISCLOSURE OF REAL PARTIES IN INTEREST.</u> Provide completed disclosure form(s).	X		
F. <u>FEES.</u> Provide a check made payable to the County of Loudoun.	X		
G. <u>BUILDING DESIGN.</u> Provide 15 copies of floor plans and elevations for the front, sides, and rear of any on-site structures proposed.	X (3 check copies provided – see plan set)		
H. <u>RECORD OF PRE-APPLICATION CONFERENCE.</u> Provide a copy of the documentation provided at the conference.	X		
I. <u>STATEMENT OF JUSTIFICATION.</u> Provide 15 copies of a written Statement of Justification describing the project and detailing the reason(s) why the granting of a special exception is appropriate. The statement must address the issues for consideration in Section 6-1310 of the Zoning Ordinance including a description of the proposed development's compliance with the environmental, cultural, land use, economic and fiscal, and design goals and policies of the Comprehensive Plan.	X (3 check copies provided)		
J. <u>VICINITY MAP.</u> Provide 15 copies of a map labeled "Vicinity Map" at a scale of 1" = 1000', 8½" x 11" in size with approximate Virginia coordinate grid information with the proposal's property centered on the map. ¹ Include the following information on the map:	X (3 check copies provided- see plan set)		
1. Approximate location of arterial and collector streets and any local streets connecting to the proposed project and street names or numbers; major streams or rivers; the Potomac River; the W&OD Trail. ¹	X		
2. Project boundaries and all existing lot boundaries (as shown on the County parcel maps) within the project and surrounding the project within the vicinity map area.	X		
3. For adjacent property within 200 feet including property across the road from project, include the following: a. Approved and proposed projects or subdivision names, lot lines, section and lot numbers ¹ and zoning ² . b. Existing and proposed land uses at time of submission; lots; existing structures within 200 feet of the proposed project. ¹ c. Adjacent open space easements, park and recreation land.	X		
4. Jurisdictional boundaries ¹			X

1. Information available from the Office of Mapping

2. Information available from the Department of Building and Development

3. Information available from the Clerk of the Circuit Court
4. Information available from the Department of Planning

	SUBMITTED		
	YES	NO	N/A
<p>K. SPECIAL EXCEPTION PLAT. Submit 15 copies of the plan at a scale of 1 inch = 200 feet.¹ If the proposed plan is not submitted at 1" = 200', a deviation to a more meaningful scale may be requested. At least three (3) plans must be provided at 1" = 200'. Four (4) copies are required when floodplain or mountainside exists on a site. To facilitate review of issues for consideration in Section 6-1310 of the Zoning Ordinance, the special exception plat shall include the following information:</p>			
1. The scale, north point and date. ¹	X		
2. The boundary of the property showing bearings and distances. ¹	X		
3. Owner's names and zoning of adjacent property. ²	X		
4. Signature of the property owner or applicant.	X		
5. Archaeological or historical features included in the State or National Register of Historic Places. <ol style="list-style-type: none"> a. Existing and proposed buildings; structures, walls, and fences on site.¹ For buildings and structures, indicate their date of construction, as determined by record search and visual survey, and whether it is planned that they be retained or demolished. b. The applicant must also conduct a survey of historic architecture, known and potential historic and archaeological sites. Identify any known grave, object, or structure marking a place of burial, as determined by record search and visual survey. 	X (2 check copy provided)		
6. a. Show location and area footprint, height of proposed use and identify use. Dimensions must be drawn to scale. b. Parking/loading areas: building and parking setbacks (front, side and rear). ² Dimensions must be drawn to scale.	X		
7. The proposed location, lighting and type of sign.			X
8. Adjacent property information including property across the road from project: <ol style="list-style-type: none"> a. Approved and proposed projects or subdivision names, lot lines, section and lot numbers and zoning.¹ b. Existing and proposed land uses at time of submission; lots; existing structures within 200' of the proposed project.¹ c. Existing and proposed abutting roads and their right-of-way widths.¹ d. Existing nonresidential access points, existing and proposed roadway intersections and median breaks.¹ f. Major roads identified in the County Transportation Plan and roads identified in the current Loudoun County/VDOT six-year plan.⁴ 	X		
9. Location of proposed/existing well and septic system. Provision of evidence that application has been made to the County Health Department for proposed project's sewer and water systems if Loudoun County Sanitation Authority service is not available.	X		

1. Information available from the Office of Mapping
2. Information available from the Department of Building and Development

3. Information available from the Clerk of the Circuit Court
4. Information available from the Department of Planning

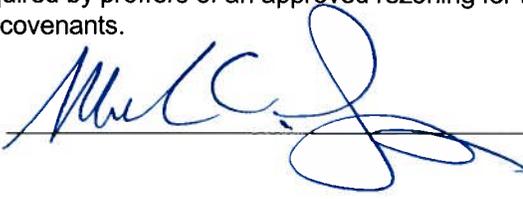
	SUBMITTED		
	YES	NO	N/A
10. On-site roadway information including: ¹ a. Existing and proposed access points to existing state road system including roadway entrance widths. b. Existing and proposed locations of internal through public street network and right-of-way widths; access points with adjacent parcels.	X		
11. Include parking/loading areas.	X		
12. The location and general description of vegetation and existing tree cover including: a. A description of type and extent of tree cover that identifies canopy, understory growth and other flora; b. An inventory of evergreen trees with calipers of 14 inches or larger and deciduous trees with calipers of 22 inches or larger (measured 4.5 feet above the ground); and c. Endangered species habitat ⁵ . d. The nature and extent of existing and/or proposed landscaping, screening or buffering on the site.	X (2 check copy provide)		
13. Topography at contours not more than five (5) feet. <i>Note: The Director may request a two (2) foot contour.</i>	X		
14. The location of any steep slopes.	X		
15. The location and type of any fuel and fuel storage and a listing, if known, of all hazardous or toxic substances as set forth in Title 40, Code of Federal Regulations Parts 116.4, 302.4 and 355; all hazardous waste as set forth in Commonwealth of Virginia Department of Waste Management.	X		
16. Where applicable, the limits of floodplain boundaries are to be delineated. The plan shall utilize and identify the source as the Floodplain Map of Loudoun County.	X		
17. Limits of any overlay districts on the property (HCC, AI, FOD, MDOD). ²	X		
18. If requested by the Planning Director the applicant shall provide: a. A minimum of two cross-sections where a grade change of 3 feet or more is proposed or where buildings are proposed. The cross-sections shall illustrate existing and proposed topography, height and density of vegetation and the dimensions of proposed buildings. b. For projects adjacent to existing residentially zoned or used property, three-dimensional sketches providing a "bird's eye" (45°) view and at least two eye-level perspectives (30°) of the project illustrating the relationship between the proposed development and the surrounding community. <i>Note: The cross-sections and/or sketches shall be provided no later than the applicant's response to the initial agency comments (referrals).</i>			X

1. Information available from the Office of Planning and Economic Development
2. Information available from the Department of Building and Development
3. Information available from the Clerk of the Circuit Court

- 4. Information available from the Department of Planning
- 5. Information available from the State Department of Natural Resources

	SUBMITTED		
	YES	NO	N/A
19. Identification of any Federal or State permits or conditions that directly limit development on the subject property.	X		
L. <u>TRAFFIC STUDY</u> . Provide 6 copies of a traffic analysis indicating the relationship of the proposed development to traffic, road and transit use and plans according to FSM Section 4-200B including the following elements:		X (Traffic Assessment underway, if necessary – see submission letter.)	
1. Study area.			
2. Traffic count locations.			
3. Trip generation.			
4. Traffic volume projections.			
5. Level of service analysis.			
6. Minimum roadway/intersection level of service standards.			
7. Background traffic assumptions.			
8. Traffic/trip distribution.			
9. Level of service calculation assumptions.			
10. Mode choice.			
11. Safety locations.			
12. Traffic mitigation measures.			

- M. COMMUNITY MEETINGS. The applicant must submit a list or schedule of meetings between the applicant and the surrounding communities either held or scheduled to be held.
- N. MAILING LABELS. The applicant must submit two (2) sets of pre-printed address/ mailing labels with addresses of all adjacent property owners.
- O. CERTIFICATION OF APPLICATION SUBMISSION. I hereby certify that the above stated information is included in the attached special exception application and accompanying materials. Further, I have included on the site plan any conditions required by proffers of an approved rezoning for this site, or required by a variance approval, special agreements or covenants.

APPLICANT SIGNATURE 

DATE 4/20/2007

Application: _____ Accepted _____ Rejected

Checklist Reviewer

LAND DEVELOPMENT APPLICATION

This application form must be filled out in its entirety. An incomplete application form will result in rejection of the application prior to checklist review. If additional space is needed to complete any section of this application, attach a separate sheet containing all the required information and refer to such where appropriate on the form. Do not write in shaded areas. See attached instructions for completing the Land Development Application.

PLEASE PRINT IN INK OR USE TYPEWRITER

TYPE OF APPLICATION 1972 Zoning Ordinance _____ X 1983 Zoning Ordinance _____		Application Number Assigned _____ Date of Official Acceptance _____ Fee Amount Paid _____ Receipt Number _____
Project Name: Route 50 Medical Campus Subdivision Name (if different from project name): _____ Subdivision Section: _____ Lot Numbers: _____		
Description of Proposed Project: Description of Proposed Project: The Applicant respectfully request a special exception to permit a general hospital, outpatient medical care facilities, and an associated helistop.		
Number and Types of Proposed Lots: Residential _____ Non-Residential 1 Open Space _____ Conservancy _____ Other (specify type) _____ Total Lots 1		PROPOSED RESIDENTIAL UNITS (This section is to be completed for all residential applications): Total Quantity _____ Units Affordable _____ Elderly _____ Detached _____ Semi-detached _____ Townhouse _____ Multi-family _____ Other (specify) _____ Total N/A
PROPOSED NON-RESIDENTIAL SQUARE FOOTAGE (This section must be completed for all non-residential applications and non-residential components of residential applications. Describe the type(s) in the appropriate category and the total square footage for the category):		
Category Ag-Residential _____ Sales & Service _____ Office _____ Industrial _____ Gov't, Utilities and Public Service _____	Description of Use _____ _____ _____ _____ _____	Category Recreation & special interests _____ Transportation & communications _____ Education & Training _____ Other (specify) _____ Hospital, Helistop, & Outpatient Medical Care Facilities _____ Total Square Footage 247,000
PROJECT LOCATION		
PROPERTY ADDRESS: 24597 Gum Spring Road, Sterling, VA 20186 PROPERTY LOCATION: Northwest quadrant of Route 50 and Gum Spring Road (Rt. 659).		
ADJACENT ROADS: Route 50 to the south and Gum Spring Road to the west.		
ELECTION DISTRICT(S) Dulles		MAGISTERIAL DISTRICT(S) N/A

PROPERTY TAX MAP, ACREAGE AND ZONING INFORMATION

TAX MAP NUMBER (S), ACREAGE AND ZONING: ZONING DISTRICT(S) ACREAGE ZONING STATUS
 TAX MAP REFERENCE 100 65A / C L I P D G I 42.07 Existing Proposed
 "pending ZMAP 2006-0007"
 PIN NUMBER REFERENCE 204 48 7841

SURROUNDING LAND USES AND ZONING
 List all surrounding land uses and zoning districts adjacent to the property, including those across roads.
 LAND USE _____ ZONING _____
 North: Commercial/Vacant _____ RC/PD-GI _____
 South: Vacant _____ PD-OP/CL _____
 East: Commercial _____ CL _____
 West: Vacant _____ PD-GI _____

APPLICANT(S)
 Company Name: Columbia LaGrange Hospital, Inc.
 Name of Person: W. Mark Kimbrough
 Mailing Address: One Park Plaza
 City, State, Zip Code: Nashville, TN 37203
 Daytime Telephone: (781) 871-6800
 Correspondent? Yes ___ No ___

PROPERTY OWNER(S)
 Company Name: Highway 50 Real Estate, LLC
 Name of Person: W. Mark Kimbrough
 Mailing Address: One Park Plaza
 City, State, Zip Code: Nashville, TN 37203
 Daytime Telephone: _____
 Correspondent? Yes ___ No ___

REPRESENTATIVE(S)
 Company Name: Cooley Godward Kronish, LLP
 Name of Person: Mark Looney, Esq.
 Mailing Address: 11951 Freedom Drive, Suite 1500
 City, State, Zip Code: Reston, VA 20190
 Daytime Telephone: (703) 456-8652
 Correspondent? x Yes ___ No ___

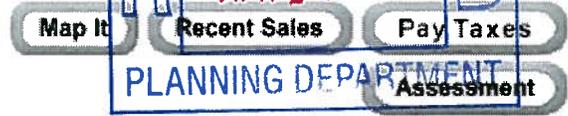
CERTIFICATIONS
 APPLICANT(S):
 The information provided is accurate to the best of my knowledge. I acknowledge that any percolation tests, topographic studies, or other requirements of the Health Official, Director of Building and Development, or Zoning Administrator will be carried out at my expense. I understand that the County may deny, approve, or conditionally approve that for which I am applying. I certify that all property corners have been clearly staked and flagged.

Signature of Applicant W. Mark Kimbrough Date 6-7-07
 Signature of Applicant _____ Date _____
 PROPERTY OWNER(S) (to be signed by all property owners):
 I have read this completed application, understand its intent, and freely consent to its filing. Furthermore, I grant permission to the Department of Building and Development and/or Planning and other authorized government agents to enter the property and make such investigations and tests as they deem necessary.

Signature of Property Owner W. Mark Kimbrough Date 6-7-07
 Signature of Property Owner _____ Date _____

Loudoun County Real Estate Tax, Assessment & Parcel Database

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Real Estate Tax - 2006

Owner and Legal

PIN: 204-48-7841-000	Tax Map: 100////////65A
Current Owner Name& Address: HIGHWAY 50 REAL ESTATE LLC 1001 HINGHAM ST SUITE 300 ROCKLAND MA 02370-1617	Jan 1 Owner Name& Address:: STONE RIDGE COMMUNITY DEVELOPMENT 5252 LYGATE CT BURKE VA 22015
Legal Description: L R PIKE 200512090138523 (3)	Acreage: 20.40 Land Use: NO
Annual Taxable Assessment: \$ 3,060,000	

District: Regular		Supplement:		Tax Rate: \$0.89 per \$100 assessed value	
1st Half		Original Due Date: 2006-06-05		Date Levied: 2006-04-06	
Taxable Assessment: \$ 1,530,000		Waiver Date:		Date Last Paid: 2006-06-05	
	Tax Amount	Late Penalty	Interest Amount	Fees	Total Amount
Levied:	\$ 13,617.00				\$ 13,617.00
Paid:	\$ 13,617.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 13,617.00
Refunded:	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Due:	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00

District: Regular		Supplement:		Tax Rate: \$0.89 per \$100 assessed value	
2nd Half		Original Due Date: 2006-12-05		Date Levied: 2006-04-06	
Taxable Assessment: \$ 1,530,000		Waiver Date:		Date Last Paid: 2006-11-28	
	Tax Amount	Late Penalty	Interest Amount	Fees	Total Amount
Levied:	\$ 13,617.00				\$ 13,617.00
Paid:	\$ 13,617.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 13,617.00
Refunded:	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Due:	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00

Loudoun County Real Estate Tax, Assessment & Parcel Database

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**Real Estate Tax - 2006
Owner and Legal**

PIN: 204-48-7841-000	Tax Map: 100////////65A
Current Owner Name& Address: HIGHWAY 50 REAL ESTATE LLC 1001 HINGHAM ST SUITE 300 ROCKLAND MA 02370-1617	Jan 1 Owner Name& Address:: STONE RIDGE COMMUNITY DEVELOPMENT 5252 LYGATE CT BURKE VA 22015
Legal Description: L R PIKE 200512090138523 (3)	Acreage: 20.40 Land Use: NO
Annual Taxable Assessment: \$ 3,060,000	

District: Regular		Supplement:		Tax Rate: \$0.89 per \$100 assessed value	
1st Half		Original Due Date: 2006-06-05		Date Levied: 2006-04-06	
Taxable Assessment: \$ 1,530,000		Waiver Date:		Date Last Paid: 2006-06-05	
	Tax Amount	Late Penalty	Interest Amount	Fees	Total Amount
Levied:	\$ 13,617.00				\$ 13,617.00
Paid:	\$ 13,617.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 13,617.00
Refunded:	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Due:	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00

District: Regular		Supplement:		Tax Rate: \$0.89 per \$100 assessed value	
2nd Half		Original Due Date: 2006-12-05		Date Levied: 2006-04-06	
Taxable Assessment: \$ 1,530,000		Waiver Date:		Date Last Paid: 2006-11-28	
	Tax Amount	Late Penalty	Interest Amount	Fees	Total Amount
Levied:	\$ 13,617.00				\$ 13,617.00
Paid:	\$ 13,617.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 13,617.00
Refunded:	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Due:	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00



MARK C. LOONEY
(703) 456-8652
mlooney@cooley.com

July 27, 2007

John Merrithew
Assistant Director of Planning
Loudoun Department of Planning
1 Harrison Street
3rd Floor
Leesburg, VA 20177

RE: SPEX 2007-0021, Route 50 Medical Campus – Ownership Disclosure

Dear John:

On behalf of Columbia LaGrange Hospital, Inc., the applicant ("**Applicant**") in the above-referenced Special Exception application ("**SPEX**" or "**Application**"), I write to supplement and explain the enclosed Disclosure of Real Parties in Interest Affidavit (the "**Disclosure Affidavit**") that accompanies the SPEX application. As we have discussed, this explanation is offered, in part, to facilitate the County's review of the Disclosure Affidavit and because some of the information provided is not in the exact form or detail contemplated by the County's form. We hope and trust this explanation will address your questions satisfactorily.

Most of the Applicant's ownership structure is straight-forward. The owner ("Owner") of the property is Highway 50 Real Estate, LLC. The Applicant (Columbia LaGrange Hospital Inc.) is also the sole member of the Owner. Columbia LaGrange Hospital, Inc., has a single shareholder, Galen HoldCo, LLC. Galen HoldCo, LLC is owned entirely by Healthtrust, Inc.

Healthtrust, Inc. is owned by three (3) shareholder entities: (a) HCA Inc.; (b) EPIC Properties, Inc.; and (c) Columbia-SDH Holdings, Inc. Only HCA Inc., however, owns 1% or more of the Applicant/Owner and, therefore, requires further disclosure under the County's disclosure requirements. Per your request, we are providing a chart (attached to this letter as Exhibit A) that details the ownership structure of both EPIC Properties, Inc. and Columbia-SDH Holdings, Inc. As you will see, both of these companies are owned by numerous other hospital entities that, ultimately, also are owned by Healthtrust, Inc. In short, Healthtrust Inc., is owned by HCA Inc., through various subsidiaries arranged in a "circular" ownership structure. As such, we are unable to break these entities down further than what is shown.

Ownership of the third shareholder of Healthtrust, Inc, HCA Inc., presents its own challenges. As you probably know, HCA Inc. was, until recently, a public company whose stock was traded on a national stock exchange. Within the past year, the outstanding stock of HCA Inc. was purchased by a group of private investors in a "going private" transaction. Only one shareholder of HCA Inc., Hercules Holding II, LLC ("**Hercules**"), owns more than 1% of the Owner/Applicant through its 97.5% interest in HCA Inc.

Hercules is comprised, for the most part, of groups of private equity funds. Private equity funds, in general, are "pools" of money collected from numerous sources and investors, typically private companies, financial institutions, pension funds, endowments, etc. who aggregate their resources and agree to invest in companies. Oftentimes, private equity funds will invest in 15 to 25 companies over the life of a fund. As you might expect, part of what attracts investors to private equity funds is the opportunity to own a diverse portfolio of companies without the reporting requirements of a public company.

As the Applicant's Disclosure Affidavit indicates, there are 112 investors in Hercules, of which only 13 own one percent or more of Hercules Holding II, LLC. Of those 13 investors, 9 are private equity funds. Although the Applicant has requested further information on the pool of investors in each private equity fund, the Applicant has not been provided any information on those funds other than the general descriptions contained in the Applicant's Disclosure Affidavit. Accordingly, the Applicant has provided the County with as much information as it reasonably could be expected to provide for these 9 private equity funds, as the Applicant is not in a position to require a broader release of information. Ownership information for the remaining 4 owners of Hercules is provided in the Disclosure Affidavit.

Importantly, to the best of the Applicant's knowledge, none of the private equity funds have financial relationships with any members of the Planning Commission or Board of Supervisors beyond those relationships otherwise available to a member of the general public. Thus, we contend that the Applicant has satisfactorily fulfilled its obligations under the Board's disclosure policies.

Thank you for your consideration of this matter. If you wish to discuss this Disclosure Affidavit in further detail, please feel free to contact me at (703) 456-8652.

Sincerely,

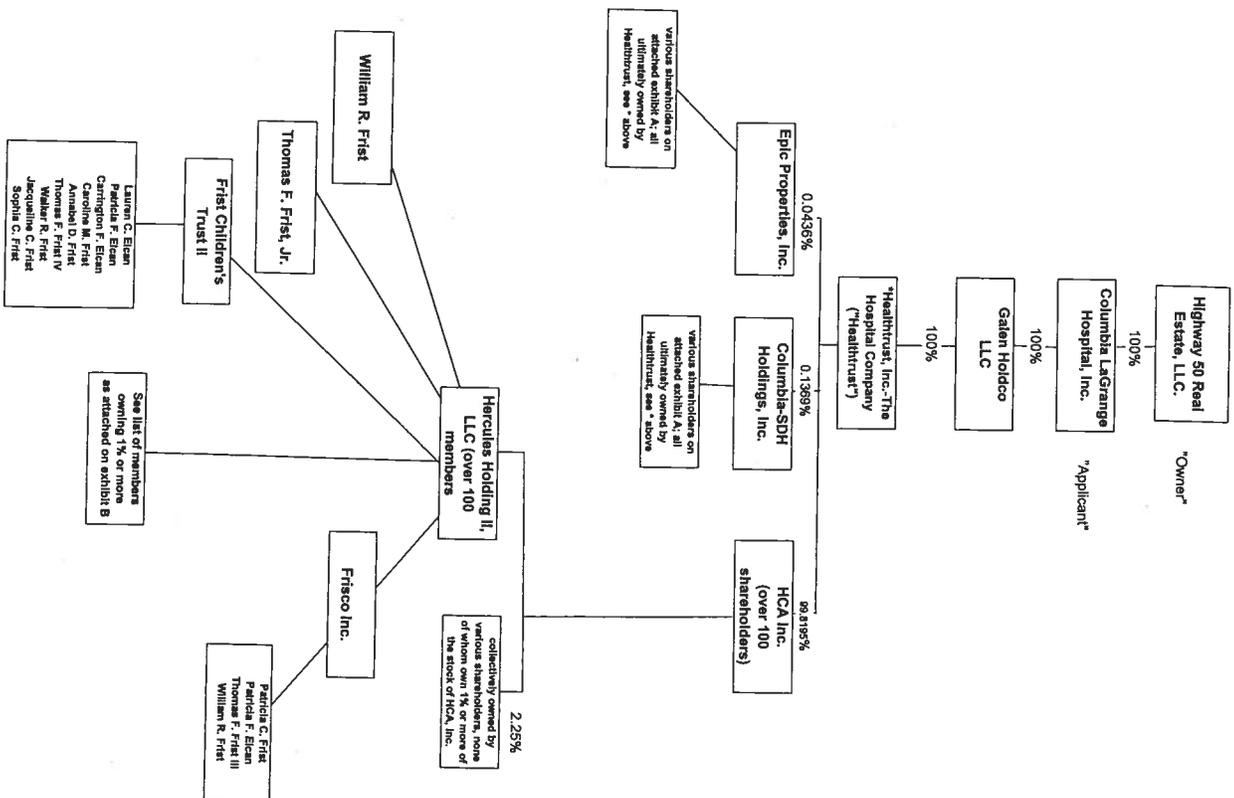


Mark C. Looney

Enclosures

cc: John Massey, CESP, Inc.
Jason Rogers, Cooley Godward Kronish LLP

331286 v5/RE



Shareholders of Columbia-SDH Holdings, Inc.
 Austin Medical Center, Inc.
 Bailey Square Outpatient Surgical Center, Inc.
 Brownsville-Valley Regional Medical Center, Inc.
 C/HCA Development, Inc.
 Columbia Specialty Hospitals, Inc.
 HCA Health Services of Texas, Inc.
 Health Services (Delaware), Inc.
 Healthtrust, Inc. - The Hospital Company
 Hospital Corp., LLC
 Laredo Medco, LLC
 Medical City Dallas Hospital, Inc.
 Navarro Memorial Hospital, Inc.
 Notco, LLC
 NTMC Venture, Inc.
 Parkway Hospital, Inc.
 Round Rock Hospital, Inc.
 S.A. Medical Center, Inc.
 WHG Medical, LLC

100% Owned by
 HTI Hospital Holding, Inc.
 Surgico, LLC
 HTI Hospital Holding, Inc.
 Hospital Corp., LLC
 Heath Services (Delaware), Inc.
 Healthserv Acquisition, LLC
 Hospital Corp., LLC
 (see above)
 Healthtrust, Inc. - The Hospital Company
 Healthtrust, Inc. - The Hospital Company
 GaTex, LLC
 Hospital Corp., LLC
 Healthtrust, Inc. - The Hospital Company
 North Texas Medical Center, Inc.
 Heath Services (Delaware), Inc.
 Notco, LLC
 HCA Health Services of Texas, Inc.
 Healthtrust, Inc. - The Hospital Company

100% Owned by
 Healthtrust, Inc. - The Hospital Company
 Hospital Corp., LLC
 Healthtrust, Inc. - The Hospital Company
 Healthtrust, Inc. - The Hospital Company

100% Owned by
 Healthtrust, Inc. - The Hospital Company

100% Owned by
 Healthtrust, Inc. - The Hospital Company
 Hospital Corp., LLC
 Healthtrust, Inc. - The Hospital Company
 Healthtrust, Inc. - The Hospital Company
 Healthtrust, Inc. - The Hospital Company

Shareholders of EPIC Properties, Inc.
 Ami-Point GA, LLC
 Arkansas Medical Park, LLC
 Brookwood Medical Center of Gulfport, Inc.
 Healthtrust, Inc. - The Hospital Company
 Medical Centers of Oklahoma, LLC
 Notami Hospitals of Florida, Inc.
 Notami Hospitals of Louisiana, Inc.
 Notami Hospitals, LLC

Owner
 Healthtrust, Inc. - The Hospital Company
 Healthtrust, Inc. - The Hospital Company
 EP Health, LLC
 (see above)
 Healthtrust, Inc. - The Hospital Company
 Notco, LLC
 Notco, LLC
 Healthtrust, Inc. - The Hospital Company

Owner
 Healthtrust, Inc. - The Hospital Company
 Healthtrust, Inc. - The Hospital Company
 Healthtrust, Inc. - The Hospital Company
 Healthtrust, Inc. - The Hospital Company



**Members holding >1% of Hercules Holding II,
LLC**

BAIN CAPITAL INTEGRAL INVESTORS 2006, LLC
BAIN CAPITAL HERCULES INVESTORS, LLC
KKR MILLENNIUM FUND L.P.
KKR 2006 Fund L.P.
KKR PEI INVESTMENTS, L.P.
ML GLOBAL PRIVATE EQUITY FUND, L.P.
MERRILL LYNCH VENTURES L.P. 2001
CITIGROUP CAPITAL PARTNERS II 2006
CITIGROUP INVESTMENT, L.P.
CITIGROUP CAPITAL PARTNERS II EMPLOYEE
MASTER FUND, L.P.

APPLICATION NUMBER: SPEX 2007-0021

LOUDOUN COUNTY
DISCLOSURE OF REAL PARTIES IN INTEREST

A. DIRECTIONS

1. Mandatory disclosures shall include PARTNERSHIPS, CORPORATIONS, or TRUSTS, to include the names of beneficiaries, broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 100 shareholders, that has no shareholder owning 1% or more of any class of stock. In the case of an applicant, title owner, contract purchaser, or lessee of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all its partners (general and limited), of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 1% or more of the applicant, title owner, contract purchaser, or lessee of the land.
2. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.
3. All applicants for zoning map amendment petitions, special exceptions, commission permits, certificates of appropriateness and variances are requested, but not required, to complete Section C of this form entitled *Voluntary Disclosures*. No application will be rejected for applicant's failure to complete Section C.
4. Prior to each and every public hearing on a Zoning Map Amendment, Zoning Concept Plan Amendment, Zoning Ordinance Modification, Special Exception, Commission Permit, Certificate of Appropriateness or Variance, and prior to Board action, the applicant shall review the affidavit and provide any changed or supplemental information including business or financial relationships of the type described above, that arise on or after the date of this application. A "Reaffirmation of Affidavit" form is available for your use online at: http://inetdocs.loudoun.gov/planning/docs/documentsandfor_/index.htm
5. These adopted Disclosure of Real Parties in Interest Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted
6. As used in this section "real parties in interest" shall include all sole or joint property owners, parties who have legal interest in the protection of the property such as a trustee or executor, parties who have an equitable or beneficial interest in the property, such as beneficiaries of a trust, and, in the case of corporations, all stockholders, officers, and directors. Pursuant to Section 15.2-2289, the requirement of listing names of stockholders, officers, and directors shall not apply to a corporation whose stock is traded on a national or local stock exchange and having more than 500 shareholders. In the case of a condominium, the requirement shall apply only to the title owner, contract purchaser, or lessee if they own 10% or more of the units in the condominium.

APPLICATION NUMBER: SPEX 2007-0021

I, Mark C. Looney, do hereby state that I am an

applicant

applicant's authorized agent listed in Section B.1. below

in application Number(s): SPEX 2007-0021

and that to the best of my knowledge and belief, the following information is true:

B. MANDATORY DISCLOSURES

1. NAMES AND ADDRESSES OF REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application. Multiple relationships may be listed together. For multiple parcels, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (listed in bold , above)
	Gorove/Slade Associates, Inc. - Christopher M. Tacinelli - Cheryl L. Sharp	3914 Centreville Road Suite 330 Chantilly, VA 20151	Traffic Engineer/Agent
	Cooley Godward Kronish LLP - Antonio J. Calabrese - Mark C. Looney - Colleen P. Gillis Snow - Jill D. Switkin - Jeffrey A. Nein - Meaghan P. Murray - Ben I Wales - Katherine D. Youngbluth - Jason R. Rogers	11951 Freedom Drive Suite 1500 Reston, VA 20190-5656	Agent

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

Real Parties of Interest information is continued on an additional copy of *page B-1*

APPLICATION NUMBER: SPEX 2007-0021

I, Mark C. Looney, do hereby state that I am an
 ___ applicant

X applicant's authorized agent listed in Section B.1. below

in application Number(s): SPEX 2007-0021

and that to the best of my knowledge and belief, the following information is true:

B. MANDATORY DISCLOSURES

1. NAMES AND ADDRESSES OF REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application. Multiple relationships may be listed together. For multiple parcels, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (listed in bold , above)
	Highway 50 Real Estate, LLC - W. Mark Kimbrough	One Park Plaza Nashville, TN 37203	Owner
	Columbia LaGrange Hospital, Inc. - W. Mark Kimbrough	One Park Plaza Nashville, TN 37203	Lessee/Applicant
	Urban, Ltd. - Eric S. Siegel - Ryan G. David	7712 Little River Turnpike Annandale, VA 22003	Engineer
	CESP, Inc. - John (nmi) Massey	1673 Third Street South Naples, FL 34102	Consultant

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

___ Real Parties of Interest information is continued on an additional copy of page B-1

APPLICATION NUMBER: SPEX 2007-0021

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Gorove/Slade Associates, Inc., 3914 Centreville Road, Suite 330, Chantilly, VA 20151

Description of Corporation:

There are 100 or fewer shareholders and all shareholders are listed below.

There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Christopher M. Tacinelli	
Chad A. Baird	
Daniel B. VanPelt	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Christopher M. Tacinelli	President
Chad A. Baird	Vice President
Daniel B. VanPelt	Vice President

Check if applicable:

Additional shareholder information is continued on an additional copy of *page* B-2

If multiple copies of this page are provided please indicate Page 1 of 21 pages.

APPLICATION NUMBER: SPEX 2007-0021

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Urban, Ltd., 7712 Little River Turnpike, Annandale, VA 22003

Description of Corporation:

There are 100 or fewer shareholders and all shareholders are listed below.

There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
J. Edgar Sears, Jr.	
Brian A. Sears	
Barry B. Smith	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
J. Edgar Sears, Jr.	President, Treasurer
Barry B. Smith	Vice President, Secretary

Check if applicable:

Additional shareholder information is continued on an additional copy of *page B-2*

APPLICATION NUMBER: SPEX 2007-0021

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

CESP, Inc., 1673 Third Street South, Naples, FL 34102

Description of Corporation:

There are 100 or fewer shareholders and all shareholders are listed below.

There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
John (nmi) Massey	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
John (nmi) Massey	President

Check if applicable:

Additional shareholder information is continued on an additional copy of *page* B-2

APPLICATION NUMBER: SPEX 2007-0021

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Highway 50 Real Estate, LLC, 1001 Hingham Street, Rockland, MA 02370

Description of Corporation:

There are 100 or fewer shareholders and all shareholders are listed below.

There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Columbia LaGrange Hospital, Inc.	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
N/A	

Check if applicable:

Additional shareholder information is continued on an additional copy of *page B-2*

If multiple copies of this page are provided please indicate Page 4 of 21 pages.

APPLICATION NUMBER: SPEX 2007-0021

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Columbia LaGrange Hospital, Inc., One Park Plaza, Nashville, TN 37203

Description of Corporation:

There are 100 or fewer shareholders and all shareholders are listed below.

There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Galen Holdco, LLC	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Please see attachment 1	

Check if applicable:

Additional shareholder information is continued on an additional copy of *page B-2*

If multiple copies of this page are provided please indicate Page 5 of 21 pages.

ATTACHMENT 1

March 15, 2007

OFFICERS AND DIRECTORS
OF
COLUMBIA LAGRANGE HOSPITAL, INC.

Chuck Hall	President	One Park Plaza Nashville, TN 37203
Steve Royal	Senior Vice President	301 East Las Olas Blvd., 4th Fl. Ft. Lauderdale, FL 33301
Robert A. Waterman	Senior Vice President	One Park Plaza Nashville, TN 37203
David G. Anderson	Vice President and Treasurer	One Park Plaza Nashville, TN 37203
Dora A. Blackwood	Vice President and Secretary	One Park Plaza Nashville, TN 37203
Mike T. Bray	Vice President	One Park Plaza Nashville, TN 37203
Steven E. Clifton	Vice President and Assistant Secretary	One Park Plaza Nashville, TN 37203
David L. Denson	Vice President and Assistant Secretary	One Park Plaza Nashville, TN 37203
Rosalyn S. Elton	Vice President	One Park Plaza Nashville, TN 37203
* John M. Franck II	Vice President and Assistant Secretary	One Park Plaza Nashville, TN 37203
V. Carl George	Vice President	One Park Plaza Nashville, TN 37203
Ronald Lee Grubbs, Jr.	Vice President	One Park Plaza Nashville, TN 37203
Jim D. Hinton	Vice President	One Park Plaza Nashville, TN 37203
Michael Houston	Vice President	301 East Las Olas Blvd., 4th Fl. Ft. Lauderdale, FL 33301
* R. Milton Johnson	Vice President	One Park Plaza Nashville, TN 37203
W. Mark Kimbrough	Vice President	One Park Plaza Nashville, TN 37203
Dwight E. Long	Vice President	One Park Plaza Nashville, TN 37203
Sara Margraf	Vice President	One Park Plaza

ATTACHMENT 1 (continued)

		Nashville, TN 37203
* A. Bruce Moore, Jr.	Vice President	One Park Plaza Nashville, TN 37203
Don Stinnett	Vice President	One Park Plaza Nashville, TN 37203
Christopher Gentile	Assistant Secretary	One Park Plaza Nashville, TN 37203
Dianne Johnson	Assistant Secretary	One Park Plaza Nashville, TN 37203
Lisa Marie Meister	Assistant Secretary	One Park Plaza Nashville, TN 37203
Robert Jerome Nevens	Assistant Secretary	One Park Plaza Nashville, TN 37203
Kenneth Kurt Roth	Assistant Secretary	One Park Plaza Nashville, TN 37203

***Directors**

Persons employed in the capacity of Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Administrator and Assistant Administrator of facilities owned and/or operated by this Company or by a partnership for which this Company acts as general partner, are hereby authorized to, subject to the Company's policies and procedures, (a) manage the facilities and all employees and agents of the Company at such facilities, and take such other acts as are necessary or appropriate for the proper functioning of the facilities, and (b) negotiate and enter into contracts and agreements necessary to the conduct of the day-to-day business of such facility, including, but not limited to, physician contracts, personal property leases, purchase agreements, cost reports, and similar documents (but specifically excluding any contracts or leases relating to real estate, except for leases to tenants in buildings owned by or leased to the Company entered into pursuant to the Company's policies and procedures) which with the advice of legal counsel shall be deemed appropriate and advisable, and to execute and deliver Certificates of Resolution required in connection with such contracts and agreements.

318369 v1/RE

APPLICATION NUMBER: SPEX 2007-0021**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Galen Holdco, LLC, One Park Plaza, Nashville, TN 37203

Description of Corporation:

 There are 100 or fewer shareholders and all shareholders are listed below. *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.* *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.* *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Healthtrust, Inc. – The Hospital Company	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
N/A	

Check if applicable:

 Additional shareholder information is continued on an additional copy of *page B-2*If multiple copies of this page are provided please indicate Page 6 of 21 pages.

APPLICATION NUMBER: SPEX 2007-0021

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Healthtrust, Inc. – The Hospital Company, One Park Plaza, Nashville, TN 37203

Description of Corporation:

There are 100 or fewer shareholders and all shareholders are listed below.

There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
HCA, Inc. (99.8195%)	Columbia-SDH Holdings, Inc. (.1369%)
EPIC Properties, Inc. (.0436%)	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Please see attachment 2 for list of officers and directors of Healthtrust, Inc. – The Hospital Company	

Check if applicable:

Additional shareholder information is continued on an additional copy of *page B-2*

If multiple copies of this page are provided please indicate Page 9 of 21 pages.

ATTACHMENT 2

December 18, 2006

**OFFICERS AND DIRECTORS
OF
HEALTHTRUST, INC. - THE HOSPITAL COMPANY**

* A. Bruce Moore, Jr.	President	One Park Plaza Nashville, TN 37203
Robert Waterman	Senior Vice President	One Park Plaza Nashville, TN 37203
David G. Anderson	Vice President and Treasurer	One Park Plaza Nashville, TN 37203
* Dora A. Blackwood	Vice President and Secretary	One Park Plaza Nashville, TN 37203
Mike T. Bray	Vice President	One Park Plaza Nashville, TN 37203
Steven E. Clifton	Vice President and Assistant Secretary	One Park Plaza Nashville, TN 37203
David L. Denson	Vice President and Assistant Secretary	One Park Plaza Nashville, TN 37203
Rosalyn S. Elton	Vice President	One Park Plaza Nashville, TN 37203
* John M. Franck II	Vice President and Assistant Secretary	One Park Plaza Nashville, TN 37203
V. Carl George	Vice President	One Park Plaza Nashville, TN 37203
* Ronald Lee Grubbs, Jr.	Vice President	One Park Plaza Nashville, TN 37203
* Robert Samuel Hankins, Jr.	Vice President	One Park Plaza Nashville, TN 37203
James D. Hinton	Vice President	One Park Plaza Nashville, TN 37203
* R. Milton Johnson	Vice President	One Park Plaza Nashville, TN 37203
W. Mark Kimbrough	Vice President	One Park Plaza Nashville, TN 37203
Dwight E. Long	Vice President	One Park Plaza Nashville, TN 37203
Sara Margraf	Vice President	One Park Plaza Nashville, TN 37203
Christopher Gentile	Assistant Secretary	One Park Plaza Nashville, TN 37203

ATTACHMENT 2 (continued)

Dianne Johnson	Assistant Secretary	One Park Plaza Nashville, TN 37203
Lisa Marie Meister	Assistant Secretary	One Park Plaza Nashville, TN 37203
Robert Jerome Nevens	Assistant Secretary	One Park Plaza Nashville, TN 37203
Kenneth Kurt Roth	Assistant Secretary	One Park Plaza Nashville, TN 37203

***Directors**

Persons employed in the capacity of Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Administrator and Assistant Administrator of facilities owned and/or operated by this Company or by a partnership for which this Company acts as general partner, are hereby authorized to, subject to the Company's policies and procedures, (a) manage the facilities and all employees and agents of the Company at such facilities, and take such other acts as are necessary or appropriate for the proper functioning of the facilities, and (b) negotiate and enter into contracts and agreements necessary to the conduct of the day-to-day business of such facility, including, but not limited to, physician contracts, personal property leases, purchase agreements, cost reports, and similar documents (but specifically excluding any contracts or leases relating to real estate, except for leases to tenants in buildings owned by or leased to the Company entered into pursuant to the Company's policies and procedures) which with the advice of legal counsel shall be deemed appropriate and advisable, and to execute and deliver Certificates of Resolution required in connection with such contracts and agreements.

APPLICATION NUMBER: SPEX 2007-0021

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

HCA, Inc., One Park Plaza, Nashville, TN 37203

Description of Corporation:

There are 100 or fewer shareholders and all shareholders are listed below.

There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Hercules Holding II, LLC	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Please see attachment 3 for list of officers of HCA Inc.	

Check if applicable:

Additional shareholder information is continued on an additional copy of *page B-2*

If multiple copies of this page are provided please indicate Page 12 of 21 pages.

**OFFICERS
OF
HCA INC.**

As of April 23, 2007

Jack O. Bovender, Jr.*	Chief Executive Officer
Richard M. Bracken*	President and Chief Operating Officer
R. Milton Johnson*	Executive Vice President and Chief Financial Officer
David G. Anderson*	Senior Vice President - Finance and Treasurer
Victor L. Campbell*	Senior Vice President
Rosalyn S. Elton*	Senior Vice President - Operations Finance
V. Carl George*	Senior Vice President - Development
Jonathan B. Perlin, M.D.*	Chief Medical Officer and Senior Vice President - Quality
Patricia T. Lindler*	Senior Vice President - Government Programs
A. Bruce Moore, Jr.*	President - Outpatient Services Group
Joseph N. Steakley*	Senior Vice President - Internal Audit & Consulting Services
John M. Steele*	Senior Vice President - Human Resources
Robert A. Waterman*	Senior Vice President and General Counsel
Noel Brown Williams*	Senior Vice President and Chief Information Officer
Alan R. Yuspeh*	Senior Vice President - Ethics, Compliance and Corporate Responsibility
Charles J. Hall*	President - Eastern Group
Samuel N. Hazen*	President - Western Group
W. Paul Rutledge*	President - Central Group
Beverly B. Wallace*	President - Shared Services Group
R. Samuel Hankins, Jr.*	Chief Financial Officer - Outpatient Services Group

* Designates an Executive Officer.

ATTACHMENT 3 (continued)

Donald W. Stinnett*	Chief Financial Officer - Eastern Group
Richard J. Shallcross*	Chief Financial Officer - Western Group
Russell K. Harms*	Chief Financial Officer - Central Group
Frederick L. Adams	Vice President - IT&S Infrastructure
Phillip G. Billington	Vice President - Corporate Internal Audit
Larry Burkhardt	Vice President - Group Human Resources
Yolanda D. Chesley	Vice President - Human Resources
Steven E. Clifton	Vice President - Legal Operations
Paul Connelly	Vice President and Chief Security Officer - IT&S
Samuel J. Coulter	Vice President - Employee Relations
Jana Joustra Davis	Vice President - Communications
Thomas A. Doyle	Vice President - IT&S
Mark J. Eddy	Vice President - Internal Audit
Mark E. Edwards	Vice President and Chief Labor/Employment Counsel
Jane D. Englebright	Vice President - Education Services
Jill Fainter	Vice President - Quality Standards
James A. Fitzgerald, Jr.	Vice President - Supply Chain Operations
Barbara J. Fotopoulos	Vice President - EPMO
William L. Francis	Vice President - Supply Chain Standardization
John M. Franck II	Vice President - Legal and Corporate Secretary
Gregg A. Gerken	Vice President - Development
Keith M. Giger	Vice President - Finance
James T. Glasscock	Vice President - Investments
Connie Glover	Vice President - Internal Audit

* Designates an Executive Officer.

ATTACHMENT 3 (continued)

Joseph D. Green	Vice President - Financial and Employee Services
R. Lee Grubbs	Vice President - Tax
Ann Hatcher	Vice President - Human Resources
Roger S. Hendry	Vice President - Management Engineering
J.D. Hickey	Vice President - Outpatient Services
James D. Hinton	Vice President - Risk & Insurance
Edward Jones	Vice President - Supply Chain
W. Mark Kimbrough	Vice President - Investor Relations/Real Estate
Dwight E. Long	Vice President - Accounting
Sara H. Margraf	Vice President - Operations Finance
Cheryl White Mason	Vice President - Litigation
Sandra J. Metzler	Vice President - Governmental Operations Support
Mary Mirabelli	Vice President - RCOM Project Management
Timothy W. Partlow	Vice President and Chief Financial Officer - IT&S
Paul Martin Paslick	Vice President - IT&S Field Operations
John M. Paul	Vice President and Chief Financial Officer - Financial Operations
Susan N. Postal	Vice President - Health Information Management Services
Bonnie S. Reid	Vice President - Regulatory Reimbursement Operations
Paul Rein	Vice President and Chief Financial Officer – IT&S
Helga E. Rippen	Vice President - Quality Assurance
Sabrina S. Ruderer	Vice President - Benefits
Danny C. Schunk	Vice President - IT&S Product Development
Kimberly K. Sharp	Vice President - Diversity & HR Communications

* Designates an Executive Officer.

ATTACHMENT 3 (continued)

Mary Silva-Doctor	Vice President - IT&S Strategy & Planning
Kathy Smeykal	Vice President - Financial & Employee Services
W. Greg Stein	Vice President - Construction and Equipment Planning
Susan Claudia K. Stengel	Vice President - Facilities Planning
Sissy Stevinson	Vice President - Group Human Resources
Jeffrey D. Stone	Vice President - Development
Donald Street, Jr.	Vice President - Financial Reporting
Douglas Swanson	Vice President - GPO Operations
Juan Vallarino	Vice President - Managed Care
E. Blake Watt	Vice President - Legal Development
David S. Welch	Vice President - Supply Chain
Brian Weldy	Vice President - Facility Management
Shelly Fedoruk Workman	Vice President - Clinical Operations
Lisa M. Meister	Assistant Secretary
Robert Jerome Nevens	Assistant Secretary
Kenneth Kurt Roth	Assistant Secretary

* Designates an Executive Officer.

APPLICATION NUMBER: SPEX 2007-0021**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Hercules Holding II, LLC:

1. c/o Bain Capital Partners, LLC, 111 Huntington Avenue, Boston, MA 02199
2. c/o Kohlberg Kravis Roberts & Co, L.P., 2800 Sand Hill Road, Suite 200, Menlo Park, CA 94025
3. c/o Merrill Lynch Global Private Equity, 4 World Financial Center, Floor 23, New York, NY 10080

Description of Corporation:

There are 100 or fewer shareholders and all shareholders are listed below.

There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Bain Capital Integral Investors 2006, LLC	Bain Capital Hercules Investors, LLC
KKR 2006 Fund L.P.	KKR Millennium Fund L.P.
KKR PEI Investments, L.P.	ML Global Private Equity Fund, L.P.
Merrill Lynch Ventures L.P. 2001	Citigroup Capital Partners II Employee Master Fund, L.P.
Citigroup Investment, L.P.	Frisco, Inc.
Thomas F. Frist, Jr.	Frist Children's Trust II
William R. Frist	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
N/A	

Check if applicable:

Additional shareholder information is continued on an additional copy of page B-2

If multiple copies of this page are provided please indicate Page 17 of 21 pages.

APPLICATION NUMBER: SPEX 2007-0021

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Frisco, Inc., 3100 West End Ave., Suite 500, Nashville, TN 37203

Description of Corporation:

There are 100 or fewer shareholders and all shareholders are listed below.

There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Patricia C. Frist	
Patricia F. Elcan	
Thomas F. Frist III	
William R. Frist	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
N/A	

Check if applicable:

Additional shareholder information is continued on an additional copy of *page B-2*

If multiple copies of this page are provided, please indicate Page 18 of 21 pages.

APPLICATION NUMBER: SPEX 2007-0021

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Frist Children's Trust II, 3100 West End Ave., Suite 500, Nashville, TN 37203

Description of Corporation:

There are 100 or fewer shareholders and all shareholders are listed below.

There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Lauren C. Elcan	
Patricia C. Elcan	
Carrington F. Elcan	
Caroline M. Frist	
Annabel D. Frist	
Thomas F. Frist IV	
Walker R. Frist	
Jacqueline C. Frist	
Sophia C. Frist	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
N/A	

Check if applicable:

Additional shareholder information is continued on an additional copy of *page B-2*

If multiple copies of this page are provided please indicate Page 19 of 21 pages.

APPLICATION NUMBER: SPEX 2007-0021**2. NAMES OF CORPORATION SHAREHOLDERS**

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Bain Capital Integral Investors 2006, LLC, 111 Huntington Avenue, Boston, MA 02199

Description of Corporation:

 There are 100 or fewer shareholders and all shareholders are listed below. *There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.* *There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.* *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
The partners of the entities that own Bain Capital Integral Investors 2006, LLC are principally university endowments, foundations, retirement systems and high net worth individuals.	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

 Additional shareholder information is continued on an additional copy of *page B-2*If multiple copies of this page are provided please indicate Page 20 of 21 pages.

APPLICATION NUMBER: SPEX 2007-0021

2. NAMES OF CORPORATION SHAREHOLDERS

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 1% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation (complete name, street address, city, state, zip)

Bain Capital Hercules Investors, LLC, 111 Huntington Avenue, Boston, MA 02199

Description of Corporation:

There are 100 or fewer shareholders and all shareholders are listed below.

There are more than 100 shareholders, and all shareholders owning 1% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 1% or more of any class of stock issued by said corporation, and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of shareholders (first name, middle initial and last name)

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
The partners of the entities that own Bain Capital Hercules Investors, LLC are principally university endowments, foundations, retirement systems and high net worth individuals.	

Names of Officers and Directors (first name, middle initial and last name & title, e.g. President, Secretary, Treasurer, etc.)

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

Additional shareholder information is continued on an additional copy of *page* B-2

If multiple copies of this page are provided please indicate Page 21 of 21 pages.

APPLICATION NUMBER: SPEX 2007-0021

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

ML Global Private Equity Fund, L.P., 4 World Financial Center, Floor 23, New York, NY 10080

(check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
The partners of ML Global Private Equity Fund, L.P. are wholly owned or controlled subsidiaries of Merrill Lynch & Co., Inc., the global financial services firm, which is publicly traded on the New York Stock Exchange (as well as other exchanges).	

Check if applicable:

Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must be checked**

In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

Additional information for Item B. 3. is included on an additional copy of page B-3.

If multiple copies of this page are provided please indicate Page 1 of 12 pages.

APPLICATION NUMBER: SPEX 2007-0021

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

Merrill Lynch Ventures L.P. 2001, 4 World Financial Center, Floor 23, New York, NY 10080

(check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
The partners of Merrill Lynch Ventures L.P. 2001 are wholly owned or controlled subsidiaries and current and former employees of Merrill Lynch & Co., Inc., the global financial services firm, which is publicly traded on the New York Stock Exchange (as well as other exchanges).	

Check if applicable:

Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must be checked**

In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

Additional information for Item B. 3. is included on an additional copy of page B-3.

If multiple copies of this page are provided please include Page 2 of 12 pages.

APPLICATION NUMBER: SPEX 2007-0021

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

KKR 2006 Fund L.P., 2800 Sand Hill Road, Suite 200, Menlo Park, CA 94025

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
The partners of KKR 2006 Fund L.P. are principally US state retirement systems, non-US governmental plans and agencies, major financial institutions, insurance companies, corporate pension plans and university endowments.	

Check if applicable:

 Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must be checked**

 In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

 Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

 Additional information for Item B. 3. is included on an additional copy of page B-3.

~~If multiple copies of this page are provided please indicate page 3 of 12 pages.~~

APPLICATION NUMBER: SPEX 2007-0021

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

KKR Millennium Fund L.P., 2800 Sand Hill Road, Suite 200, Menlo Park, CA 94025

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
The partners of KKR Millennium Fund L.P. are principally US state retirement systems, non-US governmental plans and agencies, major financial institutions, insurance companies, corporate pension plans and university endowments.	

Check if applicable:

 Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must be checked**

 In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

 Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

 Additional information for Item B. 3. is included on an additional copy of page B-3.

If multiple copies of this page are provided please indicate Page 4 of 12 pages.

APPLICATION NUMBER: SPEX 2007-0021

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

KKR PEI Investments, L.P., P.O. Box 255, Trafalgar Court, Les Banques, St. Peter Port, Guernsey GY1 3QL, Channel Islands

(check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
KKR PEI Investments, L.P. is the investment vehicle through which KKR Private Equity Investors, L.P. makes its investments. KKR Private Equity Investors, L.P. is listed on Euronext Amsterdam under the symbol "KPE".	

Check if applicable:

Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must be checked**

In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

Additional information for Item B. 3. is included on an additional copy of page B-3.

If multiple copies of this page are provided please indicate Page 5 of 12 pages.

APPLICATION NUMBER: SPEX 2007-0021

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

KKR Private Equity Investors, L.P., P.O. Box 255, Trafalgar Court, Les Banques, St. Peter Port, Guernsey GY1 3QL, Channel Islands

(check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
KKR Private Equity Investors, L.P. is listed on Euronext Amsterdam under the symbol "KPE".	

Check if applicable:

Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must be checked**

In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

Additional information for Item B. 3. is included on an additional copy of page B-3.

If multiple copies of this page are provided, please indicate Page 6 of 12 pages.

APPLICATION NUMBER: SPEX-2007-0021***PARTNERSHIP INFORMATION***

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address (complete name, street address, city, state, zip)

Cooley Godward Kronish LLP, 11951 Freedom Drive, Reston, VA 20190

(check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Gian-Michele a Marca	Partner
Jane K. Adams	Partner
Maureen P. Alger	Partner
Gordon C. Atkinson	Partner
Michael A. Attanasio	Partner
Jonathan P. Bach	Partner
Celia Goldway Barenholtz	Partner
Frederick D. Baron	Partner
James A. Beldner	Partner
Keith J. Berets	Partner
Laura A. Berezin	Partner
Russell S. Berman	Partner
Barbara L. Borden	Partner
Jodie M. Bourdet	Partner
Lance W. Bridges	Partner
Matthew J. Brigham	Partner
Robert J. Brigham	Partner
John P. Brockland	Partner
James P. Brogan	Partner
Nicole C. Brookshire	Partner
Matthew D. Brown	Partner
Matthew T. Browne	Partner
Robert T. Cahill	Partner
Antonio J. Calabrese	Partner
Linda F. Callison	Partner
William Lesse Castleberry	Partner
Lynda K. Chandler	Partner
Dennis (nmi) Childs	Partner

Check if applicable:

Additional Partnership information is included on an additional copy of page B-3.

If multiple copies of this page are provided please indicate Page 7 of 12 pages.

APPLICATION NUMBER: SPEX-2007-0021

Ethan E. Christensen	Partner
Richard E. Climan	Partner
Alan S. Cohen	Partner
Thomas A. Coll	Partner
Joseph W. Conroy	Partner
Carolyn L. Craig	Partner
John W. Crittenden	Partner
Janet L. Cullum	Partner
Nathan K. Cummings	Partner
John A. Dado	Partner
Craig E. Dauchy	Partner
Darren K. DeStefano	Partner
Scott D. Devereaux	Partner
Jennifer Fonner Di Nucci	Partner
James J. Donato	Partner
Michelle C. Doolin	Partner
John C. Dwyer	Partner
Robert L. Eisenbach, III	Partner
Brent D. Fassett	Partner
M. Wainwright Fishburn, Jr.	Partner
Keith A. Flaum	Partner
Grant P. Fondo	Partner
Daniel W. Frank	Partner
Richard H. Frank	Partner
William S. Freeman	Partner
Steven L. Friedlander	Partner
Thomas J. Friel, Jr.	Partner
Koji F. Fukumura	Partner
James F. Fulton, Jr.	Partner
Phillip J. Gall	Partner
William S. Galliani	Partner
Stephen D. Gardner	Partner
John M. Geschke	Partner
Kathleen A. Goodhart	Partner
Lawrence C. Gottlieb	Partner
Shane L. Goudey	Partner
William E. Grauer	Partner
Jonathan G. Graves	Partner
Paul E. Gross	Partner
Kenneth L. Guernsey	Partner
Patrick P. Gunn	Partner
Zvi (nmi) Hahn	Partner

Check if applicable:

 Additional Partnership information is included on an additional copy of page B-3.If multiple copies of this page are provided please indicate Page 8 of 12 pages.

APPLICATION NUMBER: SPEX 2007-0021

John B. Hale	Partner
Andrew (nmi) Hartman	Partner
Amy (nmi) Hartman	Partner
Bernard L. Hatcher	Partner
Matthew B. Hemington	Partner
Cathy Rae Hershcopf	Partner
Gordon (nmi) Ho	Partner
Suzanne Sawochka Hooper	Partner
Tami J. Howie	Partner
Mark M. Hrenya	Partner
Christopher R. Hutter	Partner
Jay R. Indyke	Partner
Craig D. Jacoby	Partner
Eric C. Jensen	Partner
Robert L. Jones	Partner
Barclay J. Kamb	Partner
Richard S. Kanowitz	Partner
Jeffrey S. Karr	Partner
Scott L. Kaufman	Partner
Margaret H. Kavalaris	Partner
J. Michael Kelly	Partner
Jason L. Kent	Partner
James C. Kitch	Partner
Michael J. Klisch	Partner
Barbara A. Kosacz	Partner
Gary M. Kravetz	Partner
Kenneth J. Krisko	Partner
Shira Nadich Levin	Partner
Alan (nmi) Levine	Partner
Michael S. Levinson	Partner
Elizabeth L. Lewis	Partner
Michael R. Lincoln	Partner
James C. T. Linfield	Partner
David A. Lipkin	Partner
Chet F. Lipton	Partner
Samuel M. Livermore	Partner
Douglas P. Lobel	Partner
Mark C. Looney	Partner
Michael X. Marinelli	Partner
John T. McKenna	Partner
Daniel P. Meehan	Partner
Robert H. Miller	Partner
Brian E. Mitchell	Partner
Ann M. Mooney	Partner

Check if applicable:

 Additional Partnership information is included on an additional copy of page B-3.If multiple copies of this page are provided please indicate Page 9 of 12 pages.

APPLICATION NUMBER: SPEX 2007-0021

Gary H. Moore	Partner
Timothy J. Moore	Partner
Webb B. Morrow, III	Partner
Kevin P. Mullen	Partner
Frederick T. Muto	Partner
Ross W. Nadel	Partner
Ryan (nmi) Naftulin	Partner
Stephen C. Neal	Partner
James E. Nesland	Partner
Alison (nmi) Newman	Partner
William H. O'Brien	Partner
Thomas D. O'Connor	Partner
Vincent P. Pangrazio	Partner
Timothy G. Patterson	Partner
Anne H. Peck	Partner
D. Bradley Peck	Partner
Susan Cooper Philpot	Partner
Benjamin D. Pierson	Partner
Frank V. Pietrantonio	Partner
Mark B. Pitchford	Partner
Michael L. Platt	Partner
Christian E. Plaza	Partner
Lori R. E. Ploeger	Partner
Thomas F. Poche	Partner
Anna B. Pope	Partner
Marya A. Postner	Partner
Steve M. Przesmicki	Partner
Seth A. Rafkin	Partner
Frank F. Rahmani	Partner
Thomas Z. Reicher	Partner
Eric M. Reifschneider	Partner
Michael G. Rhodes	Partner
Michelle S. Rhyu	Partner
Paul M. Ritter	Partner
Julie M. Robinson	Partner
Ricardo (nmi) Rodriquez	Partner
Adam C. Rogoff	Partner
Jane (nmi) Ross	Partner
Richard S. Rothberg	Partner
Adam J. Ruttenberg	Partner
Adam (nmi) Salassi	Partner
Thomas R. Salley III	Partner
Glen Y. Sato	Partner

Check if applicable:

 Additional Partnership information is included on an additional copy of page B-3.If multiple copies of this page are provided please indicate Page 10 of 12 pages.

APPLICATION NUMBER: SPEX 2007-0021

Martin S. Schenker	Partner
Joseph A. Scherer	Partner
Paul H. Schwartz	Partner
Gregory A. Smith	Partner
Whitty (nmi) Somvichian	Partner
Mark D. Spoto	Partner
Wayne O. Stacy	Partner
Neal J. Stephens	Partner
Michael D. Stern	Partner
Anthony M. Stiegler	Partner
Steven M. Strauss	Partner
Myron G. Sugarman	Partner
Christopher J. Sundermeier	Partner
Ronald R. Sussman	Partner
C. Scott Talbot	Partner
Mark P. Tanoury	Partner
Philip C. Tencer	Partner
Gregory C. Tenhoff	Partner
Timothy S. Teter	Partner
John H. Toole	Partner
Michael S. Tuscan	Partner
Edward Van Gieson	Partner
Erich Veitenheimer	Partner
Aaron J. Velli	Partner
Robert R. Vieth	Partner
Lois K. Voelz	Partner
Craig A. Waldman	Partner
Kent M. Walker	Partner
David A. Walch	Partner
David (nmi) Warren	Partner
Steven K. Weinberg	Partner
Thomas S. Welk	Partner
Christopher A. Westover	Partner
Francis R. Wheeler	Partner
Brett D. White	Partner
Peter J. Willsey	Partner
Nancy H. Wojtas	Partner
Nan (nmi) Wu	Partner
John F. Young	Partner
Kevin J. Zimmer	Partner

Check if applicable:

 Additional Partnership information is included on an additional copy of page B-3.If multiple copies of this page are provided please indicate Page 11 of 12 pages.

APPLICATION NUMBER: SPEX 2007-0021

M. Manuel Fishman	Partner
John (nmi) Hession	Partner
Lester J. Fagen	Partner
Alfred L. Browne III	Partner
Miguel J. Vega	Partner
Patrick J. Mitchell	Partner
Marc (nmi) Recht	Partner
Thomas C. Meyers	Partner
Robert J. Tosti	Partner
Richard S. Sanders	Partner
Robert B. Lovett	Partner

Check if applicable:

Additional Partnership information is included on an additional copy of page B-3.

4. One of the following options **must be checked**

In addition to the names listed in paragraphs B. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Other than the names listed in B. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, and beneficiary of a trust) 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

Additional information for Item B. 3. is included on an additional copy of page B-3.

If multiple copies of this page are provided please indicate Page 12 of 12 pages.

APPLICATION NUMBER: SPEX 2007-0021

C. VOLUNTARY DISCLOSURE

1. That no member of the Loudoun County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or though an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (If none, so state).

2. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household and family, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent or attorney or holds 1% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of \$100 or more, singularly or in the aggregate with any of those listed in Section B, above.

EXCEPT AS FOLLOWS: (If none, so state).

3. The following constitutes a listing of names and addresses of all real parties in interest in the real estate which is the subject of this application, including the names and addresses of all persons who hold a beneficial interest in the subject property, who have, within five years of the application date, contributed, by gift or donation, more than one hundred dollars to any current member of the Board of Supervisors:

NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)

___ Additional County-Official information for Item C is included on an additional page C-1.

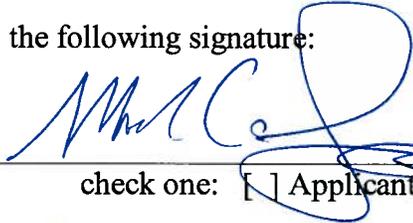
If multiple copies of this page are provided please indicate Page 1 of 1 pages.

APPLICATION NUMBER: SPEX 2007-0021

D.

That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 1% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Section C. above, that arise on or after the date of this application.

WITNESS the following signature:



check one: Applicant or Applicant's Authorized Agent

Mark C. Looney

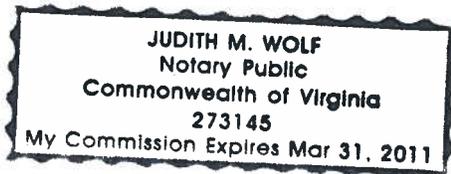
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 1st day of August 2007, in the State/Commonwealth of Virginia, in the County/City of Fairfax.



Notary Public

My Commission Expires: _____





Loudoun County, Virginia

Department of Planning

1 Harrison Street, S.E., 3rd Floor, P.O. Box 7000, Leesburg, VA 20177-7000

Telephone (703) 777-0246 • Fax (703) 777-0441

RECORD OF PRE-APPLICATION CONFERENCE

PRE-APPLICATION CASE NUMBER/NAME/CASE TYPE	PRAP 2007-0037 Highway 50 Real Estate, LLC (hospital, med bldg.) Rte 50/Gum Spring	SPEX
DATE OF CONFERENCE		4/10/07 10:00am

ATTENDANCE LISTING

NAME	AFFILIATION
Art Smith	Loudoun OTS
VAN ARMSTRONG	Loudoun Co. Planning DEPT.
Melanie Wellman	Planning (Community Planning)
Mike HENGEMUECE	BOS / DULLES DIST
CHRIS TACINELLI	GOVERN/SLDGE
Eric S Siegel	Urban
Jessie HARROVER	Van Metre
Mark Looney	Cooley Godward Kronish LLP
Tracy White	ITCA
Jesse MASSAY	HCS / CESP
JASON ROGERS	COOLEY GODWARD KRONISH LLP

Sophia Fisher
I verify that a pre-application conference on the above-referenced proposal has been conducted in accordance with Article VI of the Loudoun County Zoning Ordinance. No matters discussed shall be binding on either the applicant or the County. A copy of this form shall be submitted by the applicant with the official application for checklist review. A summary of issues discussed is not required to be submitted with the official application.

Director, Department of Planning or Designee:

Van Art

Date:

4/10/07

Application Fee: SPEX USES: \$4,830

G:\LCG\Planning Services\jennyg\Record of PRAP Conference Form.doc





Loudoun County, Virginia

Department of Planning

1 Harrison Street, S.E., 3rd Floor, P.O. Box 7000, Leesburg, VA 20177-7000

Telephone (703) 777-0246 • Fax (703) 777-0441

SYNOPSIS OF PRE-APPLICATION CONFERENCE ISSUES DISCUSSED

<p>PRE-APPLICATION CASE NUMBER/NAME/CASE TYPE</p>	<p>PRAP 2007-0037 SPEX Highway 50 Real Estate, LLC (hospital, med bldg.)</p>
<p>DATE OF CONFERENCE</p>	<p>Rte 50/Gum Spring 4/10/07 10:00am</p>

1. ISSUES RAISED BY THE APPLICANT

PROPOSAL ON GLASCOCK AIRFIELD, ZONED PD-4I/CLI DISTRICTS. PENDING ZMAP TO REZONE PROPOSED AREA TO PD-0P, R-16 TO EAST. PROPOSAL BORDERED BY RT 659, 659 RELOCATED AND RT. 50. SPEX AREA TO COMPRISE ~24 ACRES FOR A HOSPITAL USE (w/ HELISTOP, OUTPATIENT MED. CARE). ACCESS FROM RT 659 RELOCATED & RT. 659. HOSPITAL 200 KSF w/108 BEDS. ADJACENT MEDICAL OFFICE ON SITE. SPEX WILL TRACK ON OWN TIMELINE, ^{BUT POSSIBLY w/ ZMAP.} ~~SEPARATE FROM ZMAP PROPOSAL~~. HOSPITAL DESIGN ~ 4 STORIES, LAYOUT.

2. COMPREHENSIVE PLANNING ISSUES DISCUSSED

REVISED GEN'L PLAN & HEALTHCARE FACILITIES POLICIES, RT. 50 CORRIDOR POLICIES. [SEE ATTACHED COMMENTS.] USE APPROPRIATE IN AREA. CONSIDER COMPATIBILITY, FUTURE EXPANSION POTENTIAL. LDN 60 - NOISE SENSITIVE USE.

3. ZONING ISSUES DISCUSSED 1972 1993 Revised 1993 Zoning Ordinance

SEE ATTACHED NOTES.

4. TRANSPORTATION ISSUES DISCUSSED

MANY TRANSPORTATION CHANGES OCCURRING IN AREA. RT. 606
RELOCATED PLANNED TO EAST W/ SIGNALS AT RT. 50. STONE RIDGE
ACCESS / EXTENSION TO NORTH CONFIRMED. RT. 659 ACCESS TO RT. 50
NOT SUPPORTED AS A RIGHT IN/OUT (MAYBE EMERGENCY ACCESS ONLY).
PLAN CALLS TO CUL-DE-SAC RT. 659 @ NORTH. ABANDONMENT
OF RT. 659 COORDINATION W/ REPLACEMENT ROAD. 3RD WESTBOUND LANE
To scope traffic study, contact George Phillips, Office of Transportation Services 703-737-8624.

NEEDED
ALONG
RT. 50.

5. OTHER ISSUES DISCUSSED

6. REVIEW AND PROCESSING PROCEDURES DISCUSSED

SPEX PROCESS ~ 120-180 DAYS W/ 2 PUBLIC HEARINGS
TO P.C. & B.O.S.

Conference Coordinator:

Van Oet

Date:

4/10/07

PRAP 2007-0037
Highway 50 Real Estate, LLC
SPEX for hospital, helistop, medical office bldg.

Plans

- **Revised General Plan**
 - Countywide Health Care Facilities Policies
 - Arcola Area/Route 50 Corridor Plan (Route 50 Plan)

Land Use

- Business Planned Land Use (per Route 50 Plan)
- Countywide Health care policies call for, “development of a new hospital in Dulles South area of the County which is experiencing rapid population growth and which presently has poor access to any hospital” and “the Route 50 corridor should be given special consideration for the next full-service hospital” (Plan, p. 2-24, 2-25)
- Policy 3, p. 2-24: Health care facilities in the County should also take into consideration State regulations concerning location of health care facilities and the following criteria:
 - The area, population, topography, highway facilities, and availability of the services to be provided by the project in the particular part of the health service area in which the project is proposed, the distinct and unique geographic, socioeconomic, cultural, and transportation characteristics of the area to be served, and barriers to access to care;
(goal is to have health services available to all County residents within 20 minutes driving time during peak periods of travel demand)
 - Compatibility of any proposed large-scale hospital facility with other uses in the vicinity, particularly the impact on existing, stable residential neighborhoods; and,
 - Availability of sufficient acreage to permit the development and future expansion of the proposed health care facility and healthcare-related businesses on the site as well as the potential adverse impact such expansion would have upon existing or planned neighborhoods adjacent to the areas of potential expansion.

Applications for location of health care facilities should substantially meet State requirements for approval (Policy 4, p. 2-24).

Route 50 Policies

- All developments will conform to the Route 50 Entrance Gateway Design Guidelines.
- All developments will be developed with unified landscaping & setbacks. ZOAM 2006-0002, Route 50 Landscaping – calls for Type 5 buffer.

Airport Noise Contours

- Ldn 60 & Ldn 65 on property.
- For areas between the Ldn 60 – 65 noise contours the County will require acoustical treatment for all new dwelling units to insure that interior noise levels within living spaces do not exceed a sound level of 45 db(A). Intent of policy to protect all noise-sensitive uses. Noise sensitive uses are listed in Noise Abatement Criteria (NAC), p. 5-45 of the Plan.

Potential Heliport Noise

- Consideration should be given to surrounding residential uses.

April 10, 2007

PRAP-2007-0037
Highway 50 Real Estate LLC

Tax Map 100////////65A
MCPI 204-48-7841

Currently zoned CLI and PD-GI under the Revised 1993 Loudoun County Zoning Ordinance

Overlays = Ldn 65 and Ldn 60 Airport Overlay
Portions of Minor Floodplain on the property

Requested special exceptions for hospital, helistop and medical office building

Section 4-303(E) permits the medical office as a by right use

Section 4-304(A) permits heliport by special exception

Section 4-304(B) permits hospital by special exception pursuant to Section 5-610

Section 4-304(E) permits medical care facility, outpatient only by special exception

Active land development applications = ZMAP-2006-0007 to rezone the property to PD-OP (Planned Development – Office Park) and PD-CC-RC (Planned Development Commercial Center Regional Center) under the Revised 1993 Loudoun County Zoning Ordinance. These proposed uses would be located within the portion zoned PD-OP and will be pursuant to Section 4-300.

This request for SPEX can be added to the active rezoning application (ZMAP-2006-0007). Please follow Section 6-1300 for special exception justification guidelines.

These notes have been prepared for an informal pre-application conference and do not constitute a formal evaluation by the Zoning Administrator.

**ROUTE 50 MEDICAL CAMPUS
SPECIAL EXCEPTION APPLICATION
STATEMENT REGARDING COMMUNITY MEETINGS**



The Applicant has met with the Stone Ridge Home Owners Association in February 2007 and has scheduled meetings with the Families for Dulles South and Gum Springs Regional Citizens Network for April 26, 2007. The Applicant's intent is to continue contact with adjacent property owners, communities, and organizations prior to any scheduled Planning Commission and Board of Supervisors Public Hearing to present information about the application. Notice of any such meetings will be provided to the County's project manager, and to Planning Commissioner and Supervisor for the Dulles District, as requested.

321837 v1/RE

204-48-7841, 204-40-4123
Highway Route 50 Real Estate LLC
1001 Hingham Street
Suite 300
Rockland, MA 02370-1617

205-36-2224, 204-38-4096, 204-38-1479
Stone Ridge Community Development LLC
Attn: Acquisition-Planning Dev LLC
5252 Lyngate Court
Burke, VA 22015

204-48-1974
Lakhvinder S. Virk Et al J/T
12824 Pinecrest Rd.
Herndon, VA 20171-2604

204-48-2535
Show-me Development Group LLC
P.O. Box 7623
Arlington, VA 22207-0623

204-39-8271
Kim & MacPherson LLC
6523 Hubbarton Way
Springfield, VA 22158

203-29-5737
James Beverly Cross
39246 Lime Kiln Rd.
Leesburg, VA 20175-6614

203-10-3331, 204-40-8678
Raymond Allen & Sara Virginia Case
24402 Gum Springs Rd.
Sterling, VA 20166-2203

163-45-1911, 163-35-3746
Section 101 Lots 38 and 39 Corp
c/o Donald Lind, Pres.
8900 Woodland Dr.
Silver Spring, MD 20910

203-10-3948
Robert De Leon & J. Al Varenga
R/S
24388 Gum Springs Rd.
Sterling, VA 20166-2205

203-39-0320
Jay D. Cecca
14205 Milltown Rd.
Lovettsville, VA 20180-3315

163-36-7830
Hazout SA
c/o H. George Schweitzer, Esq.
8300 Boone Blvd., 5th Floor
Vienna, VA 22182

205-36-2224
Stone Ridge Community Dev LLC
24605 Nettle Mill Sq.
Stone Ridge, VA 20105-2991

203-37-9642
Thomas D. Harmon
42112 Hiddenwood Ln.
Aldie, VA 20105-2464

STONE RIDGE COMMUNITY DEV LLC
ATTN: ACQUISITION-PLANNING-DEV
24301 MILLSTREAM DR
STONE RIDGE VA 20105-3035

Receipt of Payment

Receipt Number : 070007180
Transaction Number : A000000003185
Payment Method: CHECK
Check Number: 00070275



Date: 2007-05-01
Amount: \$4,830.00
Check Escrow Flag: N
Check Writer: HCA INC.

Detail Information

4,830.00 SPEX-2007-0021 TOTAL FEE