

PROFFERS

GOODWIN HOUSE INCORPORATED

RZ 2005-MA-005

June 17, 2005

Pursuant to Section 15.2-2303(A), *Code of Virginia*, as amended, Goodwin House Incorporated, Applicant/Owner of the property subject to RZ 2005-MA-005, identified as Tax Map 62-1 ((1)) 16G (the "Property"), proffers for themselves, their successors and assigns, that the development of the Property shall be in accordance with the following conditions.

1. Development Plan. Subject to the provisions of Section 18-204 of the Zoning Ordinance, development of the Property shall be in conformance with the Generalized Development Plan/Special Exception Plat ("GDP/SE Plat") prepared by VIKA, Incorporated dated February 4, 2005 as revised through June 17, 2005.
2. Minor Deviations. Pursuant to Paragraph 5 of Section 18-204 of the Zoning Ordinance, minor modifications from the GDP/SE Plat may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on the GDP/SE Plat without requiring approval of an amended GDP/SE Plat provided such changes are in substantial conformance with the GDP/SE Plat, and neither increase the total gross floor area approved nor significantly decrease the amount of open space.
3. Uses. Up to 567,370 gross square feet of independent living facilities and medical care facilities may be developed on the Property. Notwithstanding what is shown on the GDP/SE Plat, a maximum of 359 independent living dwelling units, 60 assisted living units, and 73 skilled nursing beds may be provided. Residents of the independent living facilities shall be 62 years of age or older, or couples where either the husband or wife is at least 62 years or older.
4. South Jefferson Street. Subject to approval by the Virginia Department of Transportation (VDOT), the Applicant shall construct a new median break and left turn lane at its northern entrance on South Jefferson Street, as generally shown on the GDP/SE Plat.
5. Density Credit. The Applicant reserves density credit in accordance with provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance as it may apply to any street dedications as may be reasonably required by Fairfax County or the Virginia Department of Transportation (VDOT) at site plan approval.
6. Landscaping. Landscaping shall be provided in general as shown on the Landscape Plan on Sheet 5 of the GDP/SE Plat. The exact number, size and species of trees and other plant material shall be submitted at the time of final site plan review and shall be subject

to the review and approval of the Urban Forest Management Branch. If, at the time of final site plan review, conflicts exist between required easements and landscaping, the Applicant shall work with Fairfax County Urban Forest Management to relocate plantings and select alternative planting materials as may be necessary to ensure provision of adequate screening and landscaping in keeping with the intent of the landscaping shown on Sheet 5. Plantings within Dominion Resources easements shall be subject to review and approval of Dominion Resources.

7. Tree Preservation.

- A. The Applicant shall submit a tree preservation plan as part of the first and all subsequent subdivision/site plan submissions for the northeastern portion of the Property. The preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect and reviewed and approved by Urban Forest Management. The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees that are ten (10) inches or greater in diameter, and twenty (20) feet to either side of the limits of clearing and grading shown on the GDP/SE Plat in the northeast portion of the Property. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the *Guide for Plant Appraisal* published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survival of trees to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.
- B. The Applicant shall with a certified arborist or landscape architect have the limits of clearing and grading marked with a continuous line of flagging prior to the pre-construction meeting. Before or during the pre-construction meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with an Urban Forest Management representative to determine where minor adjustments to the clearing limits can be made to increase the survivability of trees at the edge of the limits of clearing and grading, and may result in an expansion of the limits of clearing and grading, and the limits shall be adjusted accordingly. Trees that are not likely to survive construction due to their species and/or their proximity to disturbance will also be identified at this time, and the Applicant may be given the option of removing them as part of the clearing operation. Any tree that is designated for removal at the edge of the limits of clearing and grading, or within the tree preservation area, shall be removed using a chain saw to avoid damage to surrounding trees. If a stump must be removed, this shall be done using a stump grinding machine in a manner causing as little disturbance as possible to the adjacent trees.
- C. All trees shown to be preserved on the tree preservation plan or identified in the field shall be protected by a tree protection fence. Tree protection fencing four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts

driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart, shall be erected at the limits of clearing and grading as shown on the Phase I and Phase II erosion and sedimentation control sheets for the entire site.

Methods to preserve existing trees may include, but not be limited to, the following: use of super silt fence, welded protection fence, root pruning and mulching. All tree protection fencing shall be installed prior to any clearing and grading activities. The installation of all tree protection fencing, except super silt fence, shall be performed under the supervision of a certified arborist. Three days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, Urban Forest Management shall be notified and given the opportunity to inspect the site to assure that all tree protection devices have been correctly installed and the project's certified arborist or landscape architect shall verify in writing that the tree protection fence has been properly installed.

- D. During any clearing or tree/vegetation/structure removal on the Application Property, a representative of the Applicant shall be present to monitor the process and ensure that the tree protection fencing remains in place and the trees protected by said fencing are preserved. The Applicant shall with a certified arborist or landscape architect monitor all construction work and tree preservation efforts in order to ensure conformance with all tree preservation proffers/conditions. The monitoring schedule shall be described and detailed in the tree preservation plan, and reviewed and approved by Urban Forest Management.
8. Architectural Design. The architectural design of the proposed new building shall generally conform to the character of the building elevation shown on Sheet 6. Building materials shall include one or more of the following: masonry, stone, pre-cast concrete, applied cementitious surface, and glass.
9. Bus Shelter. The Applicant shall provide a bus shelter along its South Jefferson Street frontage as generally shown on Sheet 5 of the GDP/SE Plat. The bus shelter shall be the typical open type and the installation shall be limited to the concrete pad, the shelter itself and a trash can. No bus turn outs or special lanes shall be provided by the Applicant. The shelter shall be in place or bonded prior to the first Residential Use Permit (RUP) for the new independent living facilities. The bus shelter and trash can shall be maintained by the Applicant.
10. Stormwater Management. Stormwater retention shall be provided in an existing facility in the northeast portion of the Property as generally shown on the GDP/SE Plat. This pond may be modified as approved by DPWES. The amount of tree preservation adjacent to the pond is approximate and subject to final engineering and DPWES approval.

In addition, Best Management Practices (BMPs) shall be provided in on-site storm filters subject to DPWES approval.

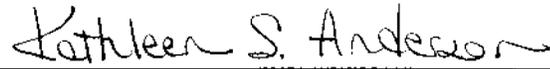
11. Transportation Demand Management. The use of mass transit, ride-sharing and other transportation demand management (TDM) strategies to reduce single occupant vehicular traffic generated by site development during peak periods shall be encouraged. The Applicant shall designate an individual to act as the Transportation Coordinator, whose responsibility shall be to develop and implement the TDM strategies. The Transportation Coordinator position may be part of other duties assigned to the individual. The strategies may include, but not be limited to:
 - A. Distribution of TDM materials to employees discussing available transit information, car/van pooling formation, alternative work schedules and the Metrocheck program;
 - B. Establishment of a voluntary car pool/van pool programs for employees of the Property, with the program under the direction of the Transportation Coordinator;
 - C. Designation of convenient parking in preferred locations for car pool/van pool use;
 - D. Distribution of TDM materials to residents discussing available transit alternatives and privately operated shuttles to various destinations;
 - E. Promotion of mass transit usage by the transportation director; and
 - F. Provision of a bus shelter as described in Proffer 9.
12. Lighting. All outdoor lighting fixtures shall be in accordance with the Performance Standards contained in Part 9 (Outdoor Lighting Standards) of Article 14 of the Zoning Ordinance. Fixtures used to illuminate streets, parking areas and walkways shall not exceed twenty (20) feet in height, shall be of low intensity design and shall utilize full cut-off fixtures which shall focus directly on the Property.
13. Streetscape/Entrance. The Applicant shall install new sidewalk and entry treatment along South Jefferson Street, from the proposed bus shelter south to the Property's southern boundary, as shown on Sheet 10. The specialty pavement shown on Sheet 10 shall be concrete pavers in a color compatible with the building materials used in construction of the new residential building.
14. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.

[SIGNATURE ON NEXT PAGE]

PROFFERS
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APPLICANT/TITLE OWNER

GOODWIN HOUSE INCORPORATED



By: Kathleen S. Anderson

Its: President and CEO

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