

LEEWOOD INVESTMENTS AND ASSOCIATES, L.L.C.
RZ 1999-MA-051
PROFFERS

September 21, 2000

Pursuant to Section 15.2-2303(A) *Code of Virginia*, 1950 as amended, the owners and Leewood Investments and Associates, L.L.C., the Applicant in RZ 1999-MA-051, filed for property identified as Tax Map 71-3 ((8)) 9, 9A and 10A (hereinafter referred to as the "Application Property"), for themselves, their successors and assigns proffer the following, provided that the Board of Supervisors (hereinafter referred to as the "Board") approves a rezoning of the Application Property to the R-5 District and approves companion Special Exception Application 99-M-038.

1. Development Plan. Development of the Application Property shall be in substantial conformance with the Generalized Development Plan/Special Exception Plat ("GDP") prepared by Patton Harris Rust & Associates, P.C., dated February 1999 and revised through November 3, 1999.
2. Minor Deviations. Pursuant to Paragraph 5 of Section 18-204 of the Zoning Ordinance, minor modifications from the GDP may be permitted as determined by the Zoning Administrator. The Applicant shall have the flexibility to modify the layout shown on the GDP without requiring approval of an amended GDP provided such changes are in substantial conformance with the GDP, and neither increase the total gross floor area approved nor decrease the amount of open space.
3. Density Credit. Advanced density credit shall be reserved as may be permitted by the provisions of Paragraph 5 of Section 2-308 of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or the Virginia Department of Transportation (VDOT) at time of subdivision plan approval.
4. Use. The primary use of the Application Property shall be limited to a nursing home with an adult day care and assisted living facility and a medical care facility providing assisted living services for individuals with Alzheimers Disease and Related Disorders (ADRD) and related rehabilitative needs.
5. Braddock Road. At the time of site plan approval or upon demand by VDOT, whichever occurs first, the Applicant shall dedicate and convey in fee simple to the Board the right-of-way along the Application Property's Braddock Road frontage measuring 55 feet from the existing centerline as shown on the GDP.

A right turn taper or wedge shall be constructed into the site at the eastern entrance to allow for the deceleration of traffic entering the site from westbound Braddock Road, subject to VDOT approval. In the event that a taper/wedge is not approved, the entrance radius shall be improved to facilitate easier site access, as determined by DPWES.

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6. Trails. The Applicant shall construct a six-foot wide concrete sidewalk/trail along the Application Property's Braddock Road frontage as shown on the GDP. In order to accommodate the deceleration taper/wedge described in Proffer 5, the trail located east of the eastern entrance may be relocated from within the right-of-way to the front modified transitional screen yard. Should this occur, a public access easement shall be provided for that portion of the trail outside of the right-of-way.
7. Stormwater Management. Unless waived or modified by DPWES, the Applicant shall provide a stormwater management facility with Best Management Practices (BMPs) as generally shown on the GDP, in accordance with Public Facility Manual regulations and the Drainage Study prepared by Patton, Harris, Rust and Associates, PC dated December 1, 1999. Should the Applicant seek waivers or modifications of storm water management requirements, the Applicant shall notify the Wilburdale Civic Association in writing of such request(s) at the time of such a request.

In addition to the stormwater management facility described above serving the new Alzheimer's care facility, the Applicant shall install a Stormceptor (Model STC-1200) or equivalent, behind the existing nursing home to be located on line with the existing storm sewer system between the rear parking lot and the northern property line. Trash racks shall also be added to the existing yard inlet located approximately 15 feet from the northern property line.

8. Limits of Clearing and Grading. The Applicant shall substantially conform to the limits of clearing and grading shown on the GDP, subject to installation of utility lines, if necessary, as approved by DPWES. Any disturbance shall be designed in the least disruptive manner reasonably possible.
9. Tree Preservation. The Applicant shall perform the following measures relating to tree preservation on the property.
 - a. Perform a preconstruction evaluation of the existing vegetation to determine the condition of the trees designated to be saved on the GDP. Said evaluation shall be reviewed and approved by the Urban Forester. Prior to construction, the Applicant shall walk the limits of clearing and grading with a certified arborist and an Urban Forestry branch representative to determine where minor adjustments to the line may be made to ensure the preservation of designated trees.
 - b. The trees designated to be saved shall be protected by chain link fencing, a minimum of four (4) feet in height, placed at the dripline of the trees. The fencing shall be

installed prior to any work being conducted on the site, including demolition of existing structures and shall remain at all times during construction.

- c. If, as a result of final engineering, trees designated to be preserved on the GDP cannot be preserved as determined by the Urban Forester, equivalent landscaping shall be substituted on the site as determined by the Urban Forester.
10. Landscape Plan. A landscape plan shall be submitted as part of the site plan and shall be coordinated with and approved by the Urban Forester. The landscape plan shall generally conform with the landscape and screening shown on the GDP. In addition, the Applicant shall install foundation plantings along the eastern facade of the Alzheimer's care facility, provided such plantings do not interfere with underground utilities and associated easements.
 11. Fencing. The Applicant shall construct a wooden fence 25 feet inside the northern property line behind the proposed Alzheimer's care facility as shown on the GDP. The Applicant shall also replace the fence behind the existing nursing home facility with a new six (6) foot high, natural wood fence, and supplement the existing trees north of the fence to ensure adequate screening, as determined by the Urban Forester.
 12. Building Design. The new structure on the eastern portion of the Application Property shall be one (1) story in height, shall include a pitched roof, and shall be designed to project a residential look. The building design is conceptually illustrated on Sheet 2 of the GDP.
 13. Noise Mitigation.
 - a. In order to reduce the maximum interior noise to a level of approximately 45 dBA Ldn for units within a highway noise impact zone of 65-70 dBA Ldn (within 265 feet from centerline of Braddock Road), the following measures shall be employed:
 - Exterior walls shall have a laboratory Sound Transmission Class (STC) rating of at least 39.
 - Doors and windows shall have a laboratory STC rating of at least 28. If windows constitute more than 20 percent of any facade, they should have the same laboratory STC as walls.
 - Measures to seal and caulk between surfaces shall follow methods approved by the American Society for Testing and Materials to minimize the sound transmission.
 - b. In order to reduce the maximum exterior noise to a level of approximately 65 dBA Ldn in the outdoor courtyard located within the noise impact zone of 65-70 dBA Ldn, the Applicant shall utilize the proposed building as a noise barrier.

- c. As an alternative, the Applicant may, at its sole discretion, have a refined acoustical analysis performed in coordination with the County planning staff to determine whether the building may have sufficient shielding to permit a reduction in the mitigation measures prescribed above, subject to approval by the Department of Public Works and Environmental Services.
14. Lighting. Outdoor lighting fixtures used to illuminate the parking area and walkways of the new structure on the eastern portion of the Application Property shall not exceed 16 feet in height, shall be of low density design and shall utilize full cut off fixtures which shall focus directly on the Application Property.
15. Signs. Signage shall be installed at the eastern entrance to the Subject Property, identifying it as the main entrance to the nursing home, adult day care and Alzheimer's care facilities. Additional directional signs shall be installed on the Subject Property directing westbound traffic to utilize the eastern entrance/exit. All signs shall conform with Article 12 of the Zoning Ordinance.
16. Reporting. The policy and procedure for responding to and reporting resident falls, including the phone number of the appropriate reporting agency, shall be prominently posted at the nurses' stations throughout the nursing home and assisted living facilities.
17. Advisory Board. To ensure that the proffers are implemented and that there is a forum for ongoing discussion about operational issues, the appropriate nursing home/assisting living administration and staff shall meet with an Advisory Board, comprised of representatives of residents and resident families, representatives of nearby homeowner or civic associations, and other local community members, four times per year or at the Advisory Board's discretion. Records of these meetings shall be kept and made available for review.
18. The Applicant shall maintain all required licenses for the operation of their health care facilities and services, which require the Applicant's compliance with all Federal, State and local regulations.
19. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.
20. Counterparts. These proffers may be executed in one or more counterparts, each of one when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one in same instrument.

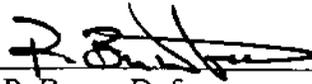
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APPLICANT/TITLE OWNER OF TAX MAP
71-3 ((8)) 9A, 10A

LEEWOOD INVESTMENTS AND ASSOCIATES
L.L.C.

By: Sunland Associates, Inc., its Managing Member

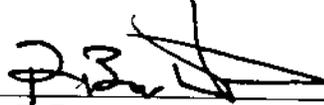


By: P. Byron Defoor
Its: President

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TITLE OWNER OF TAX MAP 71-3 ((8)) 9
SUNLAND ASSOCIATES, INC.



By: P. Byron Defoor
Its: President

[SIGNATURES END]