

MANORCARE HEALTH SERVICES, INC.  
RZ 96-M-015  
PROFFERS

June 17, 1998

RECEIVED  
OFFICE OF COMPREHENSIVE PLANNING  
JUN 17 1998  
ZONING EVALUATION DIVISION

Pursuant to Section 15.2-2303(A) Code of Virginia, 1950 as amended, the owners and ManorCare Health Services, Inc., the Applicant in RZ 96-M-015, filed for property identified as Tax Map 71-3((8))7, 7A, and 8 (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-3 District and approves companion Special Exception Application 96-M-029.

1. Development Plan. Development of the Application Property shall be in substantial conformance with the Generalized Development Plan/Special Exception Plat ("GDP") prepared by Paciulli Simmons and Associates, Ltd., dated February 13, 1998 and revised through June 17, 1998.
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 significantly 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 VDOT at time of subdivision plan approval.
4. Use. The primary use of the Application Property shall be limited to a medical care facility providing assisted living services for individuals with Alzheimers Disease and Related Disorders (ARD) 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.

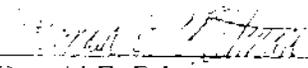
The Applicant shall construct frontage improvements on Braddock Road along the Application Property's frontage for a right turn lane into the site's entrance only as shown on the GDP.

6. Trails. Subject to approval by DEM, the Applicant shall construct or escrow funds for the cost of construction of trail of a width and materials to match the properties to the immediate west along the Application Property's Braddock Road frontage.
7. Stormwater Management. Unless waived or modified by DEM, the Applicant shall provide a stormwater management facility as generally shown on the GDP in accordance with Public Facility Manual regulations. The Applicant further reserves the right to utilize bio-retention facilities as a means of achieving Best Management Practices. Should the Applicant seek waivers or modifications of storm water management requirements other than those anticipated above, the Applicant shall notify the Wilburdale Civic Association in writing of such request(s).
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 DEM. Any disturbance shall be designed in the least disruptive manner reasonably possible.
9. 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.
10. Fencing. The Applicant shall construct a wooden fence 25 feet inside the northern property line as shown on the GDP.
11. Building Design. The proposed structure 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.
12. Successors and Assigns. These proffers will bind and inure to the benefit of the Applicant and his/her successors and assigns.
13. 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.

[SIGNATURES BEGIN ON NEXT PAGE]

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APPLICANT/CONTRACT PURCHASER  
MANORCARE HEALTH SERVICES, INC

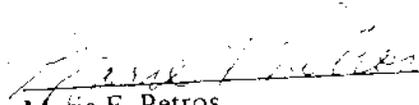
  
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Donald E. Feltman  
Vice President, Development

(SIGNATURES CONTINUE ON NEXT PAGE)

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TITLE OWNERS OF TAX MAP  
71-3 ((8)) 7, 7A and 8

\_\_\_\_\_  
Edward S. Petros

  
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Marie F. Petros

(SIGNATURES END)