RESTON TOWN CENTER CONCEPT PLAN
ORACLE - SECTION 95, BLOCK 2
February 14, 1997

GENERAL

1. The area subject to this Town Center Concept Plan is known as Section 95, Block 2, Reston. The Tax Map references for the parcels are 17-3-((1)), part of parcel 5, parcels 6 and 15, and 17-4-((1)), part of parcel 7.

2. The properties which are the subject of this application shall be developed in accordance with this Town Center Concept Plan, dated November 1, 1996 and revised through February 3, 1997, prepared by Davis-Carter-Scott; subject, however, to these notes and provided that minor modifications may be permitted when necessitated by sound engineering and/or which may become necessary as part of final site engineering, as determined by the Department of Environmental Management ("DEM").

3. The application property consists of approximately 22.68 acres. Westerra Reston, L.L.C. ("Westerra") is the owner of the property. Oracle is the contract purchaser of the site. Westerra and Oracle shall hereinafter be referred to as the "Applicant."

4. The proposed office buildings shall consist of a maximum of 725,000 gross square feet, as approved by the Town Center rezonings (RZ 86-C-121 and subsequent PCAs).

5. The external and internal pedestrian circulation system (including trails and sidewalks) shall be provided as generally shown on this Town Center Concept Plan.

6. Upon build out, a minimum of 20% open space shall be provided.

7. Upon build out, a minimum of 10% tree cover shall be provided.

PHASING

8. As depicted, the Applicant is proposing up to four (4) office buildings. The Applicant will construct this project, its office buildings and the associated parking in phases. The Applicant currently anticipates a phasing schedule as follows:

Phase	Square Feet	Opening
Building I	220,000	August, 1998
Building II	165,000	August, 2001
Building III	165,000	August, 2004
Building IV	175,000	August, 2007
	725,000	

9. The Applicant reserves the right to modify the final size, order and timing of the opening of each building, as dictated by Oracle and its business needs. Applicant reserves the right to vary the timing and implementation of structured parking, as needed. Applicant reserves the right to place surface parking in the areas designated on this plan for structured parking and buildings, unless and until structured parking is required or buildings are constructed.

10. Clearing and grading of the site during each individual phase of development shall adhere to the ultimate limits of clearing and tree save areas as shown on the Town Center Concept Plan. Subject to engineering, the site will be disturbed to the minimum extent possible with each phase of development.

LANDSCAPING

11. The Applicant shall implement a landscaping plan generally consistent with the landscaping reflected on this Town Center Concept Plan. Said landscaping plan, including the delineated tree save areas, shall be coordinated with and subject to final review and approval by DEM. The Applicant has attached a more detailed Landscape Plan (prepared by EDAW Inc.) which is representative of the quality and quantity of Applicant's final landscaping plan and is subject to final review, modification and approval by the Reston Town Center Design Review Board.

12. All tree save areas and supplemental landscaping located within or contiguous to Virginia Department of Transportation ("VDOT") rights-of-way shall be provided, subject to VDOT approval. If VDOT does not permit the noted plantings within or contiguous to its rights-of-way, the Applicant shall relocate the supplemental landscaping within the application property, subject to review and approval by DEM.

13. Certain tree save areas are shown within the VDOT Dulles Toll Road right-of-way. Should said trees be cleared, the Applicant shall, subject to VDOT approval, provide reasonable, supplemental landscaping in the affected area(s) (within the VDOT right-of-way and/or, if feasible, on the Applicant's site).

14. All supplemental landscaping located within or adjacent to easements shall be provided, subject to appropriate approval(s). If not permitted, the Applicant shall relocate said supplemental landscaping to other portions of the site, subject to review and approval by DEM.

15. The Applicant will adhere to the limits of clearing and grading as shown. During site plan review, if it is determined necessary by DEM to remove any trees previously designated to be preserved in order to locate additional necessary utility lines or trails, then an area of additional tree save of equivalent value as determined by DEM shall be substituted at an alternate location on the Property. If a suitable alternate location cannot be identified on site, the Applicant shall plant supplemental trees according to the directions of DEM, pursuant to the PFM.

16. In order to help screen its proposed dry pond from the contiguous Plaza America site located to the east, the Applicant shall include additional plantings. Due to PFM constraints, said landscaping may be placed on the Plaza America site, subject to said landowner's permission.

TRANSPORTATION

The Applicant shall improve Sunset Hills Road and Reston Parkway as depicted on the Town Center Concept Plan and in accordance with VDOT standards, as follows:

17. The Applicant shall dedicate to the County the land necessary (on the south side of Sunset Hills Road) to widen Sunset Hills Road to a six-lane divided facility, consistent with the Public Improvement Plans submitted by Westerra. Said dedication shall occur upon approval of said Public Improvement Plan or upon earlier written demand by the County or VDOT.

18. The Applicant shall widen Sunset Hills Road across the front of the Oracle site to provide for a six-lane divided configuration (on the south side of Sunset Hills Road), including a right turn lane into

the Oracle entrance.

19. The Applicant shall construct dual left-turn lanes on westbound Sunset Hills Road at its intersection with Reston Parkway, as depicted on the Plan.

20. The Applicant shall construct a right turn lane on northbound Reston Parkway to eastbound Sunset Hills Road.

21. The Applicant shall construct two through lanes on westbound Sunset Hills Road at its intersection with Reston Parkway.

22. If required by VDOT, the Applicant shall replace/improve the traffic signal at the intersection of Sunset Hills Road and Old Reston Avenue to correspond to the noted roadway improvements. Subject to timely approval by VDOT, the Applicant shall complete installation of said traffic signal prior to the issuance of a non-RUP for the first office building.

23. The Applicant reserves the right to process separately its Sunset Hills Road improvement plan(s). Applicant anticipates review and approval of the Oracle site plan and/or RGP (rough grading plan) prior to final approval of the Sunset Hills Road improvement plan.

24. The Applicant shall have the noted Sunset Hills Road and Reston Parkway improvements substantially completed (such that the improved and widened roads are available for use by the traveling public) by the issuance of the first non-Residential Use Permit for occupancy of the first office building.

25. The Applicant shall have completed the Sunset Hills Road/Reston Parkway intersection improvements (as shown on the Town Center Concept Plan) (such that the improved and widened intersection is available for use by the traveling public) by August 1, 1999.

TRANSPORTATION MANAGEMENT PROGRAM

26. The Applicant will appoint a Transportation System Management ("TSM") program coordinator for its development. Said TSM manager will be responsible for coordinating with LINK and the Reston Town Center TSM programs. Said TSM's will be designed to reduce single occupancy vehicle trips and encourage ride-sharing, the use of mass transit and reduced reliance on single occupancy vehicle travel, all pursuant to the Town Center Proffers.

27. As part of said TSM program, the TSM coordinator will provide for parking management programs that encourage and provide preferential parking for ride shares.

28. As part of said TSM program, the TSM coordinator will also promote mass transit services via transit information centers, coordination of services and employee information initiatives.

29. The TSM coordinator will provide staggered work hour programs, flex time and ensure the provision of bicycle storage capabilities for their employees.

30. The TSM coordinator will work with LINK, the Office of Transportation and the Virginia Department of Transportation to accommodate public bus services for their employees.

LAND USES

31. Office uses shall be the predominate use on the site. The Applicant reserves the right to include within the office buildings any and all accessory uses and accessory service uses as defined in Article 10 of the Zoning Ordinance.

SITE DESIGN

32. Landscaping, site design, pedestrian access, lighting, signage and architectural details are subject to final review and approval by the Reston Town Center Design Review Board ("DRB").

33. The four buildings' architecture generally will be consistent in design and materials used and will complement one another.

34. The plaza area will be landscaped and incorporate such features as walkways, seating areas and special planting. Development and implementation of these features will be phased subject to engineering and other design considerations.

35. The parking structures will incorporate architectural treatments to visually break up the horizontal expanses and will include materials compatible with the buildings.

36. The top parking levels will incorporate planting(s) to visually soften the structure's appearance and to break-up the top levels of parking.

37. The maximum height of the parking structures will be five (5) levels. The parking structures shall be constructed both above and below grade, as generally depicted on this Town Center Concept Plan (Sheets 3 and 4).

38. The loading areas for each building will be screened from street-level view of any public right-of-way, using techniques such as landscaping, berming and fencing or walls.

39. Signage will be provided in accordance with Article 12 of the Zoning Ordinance.

40. Should future mass transit/rail stations become available in the Dulles Toll Road, the Applicant shall provide for at-grade pedestrian walkway connections(s) on its site to said mass transit facilities.

TOWN CENTER CONCEPT PLAN AMENDMENTS

41. By securing approval of this Town Center Concept Plan, the Applicant is not limiting or waiving any of its rights pursuant to the approved Town Center rezoning and approved Development Plan. The Applicant reserves the right to subsequently pursue Town Center Concept Plan Amendment(s), Special Exception(s) and/or Special Permit(s) (on the whole or any portion of the site) as permitted by the Town Center rezonings and the Fairfax County Zoning Ordinance.

42. Any portion of the site may be the subject of a Town Center Concept Plan Amendment, Special Exception or Special Permit without joinder and\or consent of the owners of the other land areas, provided that such application does not affect the other land areas. Previously approved proffered conditions or development conditions applicable to a particular portion of the site which are not the subject of such an application shall otherwise remain in full force and effect.