GENERAL

1. These properties are known as Section 91 and Section 87, blocks 2 and 3, Reston.

2. The property which is the subject of this application shall be developed in accordance with the Town Center Conceptual Plan, dated May 5, 1994 (consisting of 5 sheets), prepared by Davis & Carter; subject, however, to these notes and provided that minor modifications may be permitted when necessary by sound engineering or which may become necessary as part of final site engineering, as determined by the Department of Environmental Management ("DEM").

3. The Tax Map reference for these parcels is 17-1 ((1)), part of parcel 3.

4. The square footage for the project shall not be less than 240,000 square feet nor exceed 310,000 square feet, except as qualified by notes #34 and #35.

5. Individual building square feet are illustrative only and subject to change in accordance with these notes. Individual Tenant spaces within buildings (as generally depicted) are illustrative only; the number of Tenants within each building, the Tenant spaces, sizes and configurations are subject to modification by the Applicant.

6. The total acreage for the site is approximately as follows:

Section 91 (southern parcel)	- 9 acres
Section 87 (northern parcel)	- 15.6 acres
Total	- 24.6 acres

7. The maximum FAR for the entire site shall not exceed .30. Either parcel (Section 87 or 91) may exceed .30, so long as the total cap is not exceeded; except as qualified by notes #34 and #35.

8. The minimum open space for the entire site shall be 20%. Either parcel (Section 87 or 91) may have a lesser open space percentage, so long as the overall minimum open space is maintained; except as qualified by notes #34 and #35.

9. The minimum height of the buildings shall be twenty five (25′). The minimum height of the highest point of the architectural "towers" of Buildings A, B and C shall be thirty five feet (35′).

10. There are no scenic or natural features on the site deserving of protection.

11. Parking lot and building lighting shall be directed inward and/or downward to avoid glare onto adjacent properties.

12. Applicant reserves the right to vary the number of proposed parking and loading spaces. Applicant shall meet the minimum zoning ordinance requirements for the number of parking spaces.

PHASING

13. Construction of this development is proposed to begin during the fall of 1994. Construction is anticipated to be completed during the summer of 1995, with the project opening in the fall of 1995. The project may be developed in phases and this schedule is subject to market and financing conditions.

LANDSCAPING

14. Applicant shall implement a landscaping plan generally consistent with the Landscaping Plan submitted as part of this Town Center Conceptual Plan (Sheet CP-2).

PEDESTRIAN CIRCULATION, TRAILS AND SIDEWALKS

15. The external and internal pedestrian circulation system shall be provided as generally shown on this Town Center Conceptual Plan.

16. The Applicant is hereby modifying the Reston Town Center Master Conceptual Plan (a) to remove a walkway paralleling Baron Cameron Avenue (which removal has been approved by Reston Land Corporation for safety purposes), and (b) to remove the sidewalk requirement along the western edge of Fountain Drive, from Bowman Town Drive to Baron Cameron Avenue; instead, Applicant shall construct and/or reconstruct those portions of the County trail system leading from Baron Cameron Avenue to Bowman Town Drive.

17. The Applicant shall construct (a) a sidewalk along the east side of Fountain Drive from New Dominion Parkway to Baron Cameron Avenue, and (b) a sidewalk on the west side of Fountain Drive from New Dominion Parkway to Bowman Town Drive.

TRANSPORTATION

18. The Applicant shall construct Fountain Drive from New Dominion Parkway to Baron Cameron Avenue.

19. The Applicant shall construct traffic signal(s), including pedestrian walkway signal(s), where warranted and/or required by the Virginia Department of Transportation ("VDOT").

20. Applicant shall, if requested by the Office of Transportation and VDOT, construct two (2) on-site and two (2) off-site bus shelters (open, typical type) at appropriate locations within or near to the project. The locations of said shelters shall be determined prior to final site plan approval and coordinated with the Office of Transportation and VDOT.

LAND USES

21. It is expected that retail sales establishments will be the predominate use on this site. In addition to retail sales establishments, the Applicant reserves the right to include the following uses, including accessory uses, which are hereby approved as part of this Conceptual Plan:

a. Commercial uses of special impact (Category 5), limited to eating establishments, fast food restaurants (no drive-thru or stand-alone fast food restaurants), drive-in banks, and quick service food stores (but excluding stand-alone quick service food stores, 24-hour type quick service food stores and establishments with a principal use of delivery of prepared foods).

b. Commercial recreation uses (Group 5), limited to health clubs, similar commercial recreation uses, and indoor recreational uses.

c. Institutional uses (Group 3), limited to child care center and/or nursery schools which have an enrollment of less than 100 students daily.

d. Quasi-public uses (Category 3), limited to child care centers and/or nursery schools which have an enrollment of 100 or more students daily.

e. Community uses (Group 4), such as community clubs or any other recreational or social use, operated by non-profit organizations where membership thereto is limited to residents of nearby residential areas.

f. Eating establishments, financial institutions, offices, personal service establishments, business service and supply service establishments (as qualified by subparagraph a), public uses, repair service establishments, and retail sales establishments (including food supermarkets).

g. Applicant also reserves the right to apply in the future for any special permit and special exception uses not specifically enumerated above, but otherwise permissible by the Town Center Proffers and/or the Zoning Ordinance.

22. Applicant may only include up to three (3) drive-thru facilities in the project, and only within Buildings G, H, I or L, as shown on the Conceptual Plan. Applicant may pursue Town Center Conceptual Plan Amendment(s) or Special Exception(s) to achieve more drive-thrus or to locate said use in Buildings other than G, H, I or L.

SITE DESIGN

23. Landscaping and architectural details are subject to final approval by the Reston Town Center Design Review Board ("DRB"). Loading spaces shall be finally located and configured in order to accommodate Tenant needs, so long as otherwise in substantial compliance with the Conceptual Plan and these notes.

24. Building G shall be physically connected to and architecturally integrated with Building F. Building L shall be physically connected to and architecturally integrated with Building K. Applicant reserves the right to include individual tenants within Buildings G and L (which may include drive-thrus) or to consolidate all of Building G into Building F and/or Building L into Building K.

25. In order to provide a unified architectural treatment to the project and simultaneously provide flexibility for individual Tenant needs, the Applicant shall construct the project architectural components as follows:

    a. Building Design. The buildings (front, side and rear) shall be designed in substantial conformance with the conceptual elevations, subject to final approval by the Reston Town Center Design Review Board.

    b. Outdoor Cafe(s). Applicant reserves the right to incorporate outdoor cafe(s) into the project.

    c. Tenant Entrances. Applicant has delineated several typical and potential building entrances and lettering styles. Applicant may design its entrance features (i) as permitted by the Zoning Ordinance, (ii) in order to accommodate Tenant needs, and (iii) as approved by the Reston Town Center Design Review Board.

    d. Comprehensive Sign Plan. The Applicant shall design and submit a Comprehensive Sign Plan (subject to Planning Commission review and approval) to ensure that all project identification and Tenant signs (entrance, directional, traffic and building mounted signs) are coordinated and consistent with the quality of the architecture of the development.

e. Reston Town Center Sign. Reston Land Corporation may place Reston Town Center entrance sign(s) and associated landscaping and sign treatments at the intersections of Reston Parkway with Bowman Town Drive and Baron Cameron Avenue. The design of said feature(s) shall be submitted concurrently with The Spectrum's Comprehensive Sign Plan (which is subject to review and approval by the Planning Commission), or Reston Land shall separately submit the sign(s) for review and administrative approval by the Planning Commission.

26. Applicant to construct a series of landscaped berms and decorative screening walls along its frontage of Reston Parkway (as generally depicted in this Town Center Conceptual Plan and as finally approved by the Reston Town Center Design Review Board) in order to reasonably screen the Reston Parkway street-level view of surface parking areas.

27. Applicant shall fully screen the loading areas of Buildings D and K, so that these facilities will not be visible from the street level of Bowman Towne Drive or Baron Cameron Avenue, with any or all of the following measures: truck enclosures, roll-up doors, berms, landscaping and/or screening walls. Applicant shall employ these same measures to reasonably screen the Bowman Towne Drive and Baron Cameron Avenue street-level views of surface parking areas. Applicant may incorporate and shall implement such screening measures as are required by the Town Center Design Review Board.

28. Applicant shall not include any loading docks along the east side on any building located adjacent to Reston Parkway, except for Building H. Applicant shall fully screen the loading area, if any, of Building H, so that these facilities will not be visible from the street level of Reston Parkway, with any or all of the following measures: truck enclosures, roll-up doors, berms, landscaping and/or screening walls. Applicant may incorporate and shall implement such screening measures as are required by the Town Center Design Review Board.

29. Applicant shall enclose trash receptacles and screen transformers, as required by the Town Center Design Review Board.

30. Acknowledging the prominence of the intersections of Reston Parkway with Bowman Towne Drive and Baron Cameron Avenue, Applicant shall ensure that attractive architectural treatment(s) are included on the north-east corners of Buildings D and K, as approved by the Reston Town Center Design Review Board.

31. The Applicant shall construct and install rooftop parapet screens, walls or similar features designed to screen rooftop equipment from the adjoining parcels, at street level.

32. Applicant shall construct those portions of Building C as noted on the Conceptual Plan up to two (2) stories, so long as Fairfax County approves a parking reduction on Section 91 which allows the Applicant to lease and occupy the second level of Building C without having to provide parking spaces for the second floor, by the earlier of four (4) months from approval of this Conceptual Plan or by final site plan approval for Section 91.

    a. Within ten (10) business days of approval of the Town Center Conceptual Plan, Applicant shall submit a written request that the County review and process said parking reduction.

    b. Assuming approval of the parking reduction within the noted four (4) month time-frame, Applicant shall construct a second story to Building C, but shall not be required to build the floor or tenant improvements to the second level until individual spaces are leased.

    c. Approval (or denial) by the County of the parking reduction shall not delay approval of any site plan or permit.

STORM WATER MANAGEMENT

33. Storm water management for this site is anticipated to be provided in the "Town Center Parkway" and "Reston Section 43" Storm Water Management Facilities (Site Plan Numbers 5734-PI-01 and 5978-PI-01), which is consistent with the approved development of the Reston Town Center. On-site drainage shall be conveyed in accordance with the Public Facilities Manual.

TOWN CENTER CONCEPTUAL PLAN AMENDMENTS

34. By securing approval of this Town Center Conceptual Plan, Applicant is not limiting or waiving any of its rights pursuant to the approved Town Center proffers. Specifically, Applicant reserves the right to subsequently pursue Town Center Conceptual Plan Amendment(s) (on the whole or any portion of the site) to revise uses, increase heights and density and to pursue any and all modifications as permitted by the Town Center rezonings, proffers and Fairfax County Zoning Ordinance.

35. Any portion of the site may be the subject of a Town Center Conceptual Plan Amendment application without joinder and/or consent of the owners of the other land areas, provided that such Amendment 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 Amendment shall otherwise remain in full force and effect.

RESTON COMMUNITY

36. All site, landscaping and final architectural treatment plans shall be submitted to the Hunter Mill District Planning Commissioner for review and comment.

37. All site, landscaping and final architectural treatment plans shall be submitted to the Reston Citizen Association's Planning & Zoning Committee for review and comment.

38. Applicant shall lease approximately 5,000 square feet of office space within the project (Buildings E or F) for use by Reston community, non-profit organization(s), rent-free for five (5) years, commencing upon completion of Applicant's Work, as defined herein.

    a. The Applicant shall construct a separate entrance and space for the Reston community association(s).

    b. Applicant shall provide a finished space (i.e., dry walls, drop ceiling and lighting, building-standard carpet, standard electrical plugs, and bathroom(s), per code requirements)("Applicant's Work"). The community organization(s) shall pay for utilities, other interior improvements and associated costs.

    c. At the conclusion of the initial five year term, Applicant shall negotiate in good faith with said organization(s) and offer the leased space at the then fair market value (as negotiated by the parties or determined by a mutually agreed upon appraiser) for one additional five (5) year term. Thereafter, the parties may negotiate for such additional term(s) as they mutually deem appropriate or desirable.

39. Applicant shall contribute $15,000 at final site plan approval to the Reston Street Light Fund.

FOUNTAIN DRIVE

40. In order to enhance the "urban" streetscaping treatment along Fountain Drive, the Applicant shall request that VDOT permit the placement of the major street trees between the sidewalk and the roadway along Fountain Drive. Where not permitted, then the area(s) between the street and sidewalk shall be maintained as open/green space, as shown on the Plan.