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PLEASE SEE ATTACHED SIGNATURE PAGES

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~~REZ2023-00~~

~~November 16, RE: REZ-2023-100017,~~

~~January 11, 2024~~

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PROFFERS APPLICABLE TO THE ENTIRETY OF THE PROPERTY

The following proffers apply to the entirety of the Property:

1. **Building Setback.** Any building on the Property will be set back at least 100 feet from the specific boundary lines of the Property shown as “100’ BUFFER AND BUILDING SETBACK” and “100’ BUILDING SETBACK (TYP.)” on the plan entitled “WILLIAMSBURG ROAD TECHNOLOGY BOULEVARD REZONING EXHIBIT”, dated November 9, 2023, prepared by Timmons Group, and attached to these Proffers (the “Concept Plan”). The portion of the Property identified as “ATLANTIC CROSSING/VIENNA PROPERTIES” on the Concept Plan shall be defined as “Tract 1”. The portion of the Property identified as “HARMON PROPERTIES” on the Concept Plan shall be defined as “Tract 2”. The portion of the Property identified on the Concept Plan as “RICHMOND UNITED PROPERTIES” on the Concept Plan shall be defined as “Tract 3”, and together with Tract 1 and Tract 2, each a “Tract”.

- a. Any building on Tract 1 or Tract 2 will be set back at least 50 feet from the common boundary line of Tract 1 and Tract 2 as shown as “INTERNAL 50’ SETBACK” on the Concept Plan, unless Tract 1 and Tract 2 are under common ownership at the time of any Plan of Development on the Property.
- b. Any building on Tract 2 or Tract 3 will be set back at least 50 feet from the common boundary line of Tract 2 and Tract 3 as shown as “INTERNAL 50’ SETBACK” on the Concept Plan, unless Tract 2 and Tract 3 are under common ownership at the time of any Plan of Development on the Property.
- c. Nothing in this Proffer 1 shall impose building setbacks between internal Property lines, unless otherwise set forth in this Proffer 1. Landscaping, sidewalks, drainage facilities, utility lines (including fiber and telecommunication lines and related facilities) and connections, driveways, access ways, signs, flags, lighting, security fencing, parking areas, retaining walls and similar structures shall be permitted within any building setback area set forth in this Proffer 1.

2. Buffers and Landscaping.

- a. Any buffer within the Property required in this Proffer 2 will be natural and landscaped, including supplemental plantings, signage, berms and other purposes as approved at the time of landscape plan review. Roads, sidewalks, utility easements (including drainage facilities, and fiber and telecommunication lines and related facilities), fencing/walls adjacent to any roads or drives, and signage will be permitted within such buffer; provided, any such road or utility easements (other than electric power utility lines and easements) will be extended generally perpendicular through such buffer unless otherwise approved at the time of Plan of Development review. Fiber and telecommunication lines and related facilities may be extended parallel through a buffer so long as the total width of the buffer is ~~provided outside~~ increased by the width of the easement for, such fiber and telecommunication lines and related facilities.
- b. The areas shown on the Concept Plan as “VARIABLE WIDTH BUFFER AND BUILDING SETBACK (100’ MINIMUM FROM P/L)” will be a

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minimum one hundred (100) foot in width, natural and landscaped buffer, and planted, if permitted within the Resource Protection Area, at a minimum to the level of a transitional buffer 50.

- c. The areas shown on the Concept Plan as “50’ BUFFER” will be a minimum fifty (50) foot in width, natural and landscaped buffer and planted at a minimum to the level of a transitional buffer 50.
- d. The areas shown on the Concept Plan as “100’ BUFFER AND BUILDING SETBACK” will be a minimum one hundred (100) foot in width, natural and landscaped buffer and planted at a minimum to the level of a transitional buffer 50.
- e. Supplemental landscaping consisting of evergreen plantings will be provided along any parking areas adjoining residential areas existing at the time of plan of development review. Such landscaping will be placed along the edge of the clearing limits adjacent to such parking areas, as determined appropriate at the time of landscape plan review to provide screening effective to screen lights from vehicles driving on such parking areas.
- f. All buffer areas will be marked at the time construction begins as required at the time of plan of development review.
- g. Any fencing within fifty (50) feet of Williamsburg Road or Technology Boulevard will be decorative fencing, such as black cast aluminum decorative fence, security fencing, or as otherwise approved at the time of Plan of Development review.

3. Uses. Only the following uses will be permitted:

- ~~a. Data centers;~~
- a. Uses permitted in the Office Use Category, including, without limitation, data centers;
- b. Uses permitted in the Manufacturing and production Production Use Category;
- ~~e. Office;~~

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~~d.c.~~ Accessory uses, such as utilities, including, without limitation, electrical substations and switch stations; and

~~e.d.~~ Any other use permitted in the M-1 District if permitted by and ultimately approved with a Provisional Use Permit or Conditional Use Permit, as the case may be.

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4. ~~Building Materials and Architecture:~~

~~a.~~ Facades will not be constructed of unpainted concrete block, unfinished corrugated metal, or unfinished sheet metal.

~~b.4.~~ Use of different materials on different facades will be permitted. Exposed exterior wall surfaces (above finished grade) of all individual buildings (excluding rooftop screening materials for mechanical equipment) must be constructed with one or more of the following siding materials: decorative concrete block (including, without limitation, split face block, smooth face block, fluted block, and ground face block), tilt-up or pre-cast concrete, brick, brick veneer, glass, metal (other than corrugated metal), stone, cast stone, stone veneer, stucco, synthetic stucco, glass block, cementitious siding, insulated panels, concrete tile, or ceramic tile, unless other material is approved at the time of Plan of Development review. In no case will unpainted concrete block, unfinished corrugated metal, or unfinished sheet metal be permitted. For purposes of these proffers, "wall surfaces" will not be deemed to include columns, pilasters, trim, gutters, accent materials, architectural features, windows, doors, bay doors, piers, wall sections and headers near roll up doors and loading doors.

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5. Lighting. All parking lot lighting on the Property will use concealed sources of light (such as shoebox type fixtures) and be dark sky compliant. Parking lot lighting fixtures will utilize LED lamps or its equivalent. ~~located in the parking lots and within five hundred (500) feet of any existing single-family home must not exceed twenty-five (25) feet in height above grade level.~~ Parking lot lighting fixtures will utilize LED lamps or their equivalent. Lights located on the exterior of a building shall not face toward the boundary line of the Property adjoining any existing single-family home.

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6. Height. No building on the Property will exceed a height of seventy-five (75) feet.

7. No Burning. There must be no on-site open burning of stumps, limbs, trees or other debris during site work or the construction of any buildings on the Property.

6-8. BMPs/Retention Ponds. Any retention pond or BMP facilities on the Property will be maintained in accordance with all applicable laws, rules, and regulations and any wet pond will be aerated.

7-9. Utility Lines. Except for junction and access boxes, meters, ~~public and private~~ utility lines in wetlands areas, existing ~~and planned public~~ overhead utility lines, ~~public~~ electric power lines, and except as otherwise required by applicable laws, rules and regulations; all site-specific utility lines, including private electric, telephone, CATV or other similar lines, will be installed underground, unless otherwise approved at the time of Plan of Development review.

8-10. Detached Signage. Detached signage will be monument style, the base of which will be a material consistent with the building, and landscaped. No such detached signage will be internally lit. No digital changeable message signs will be permitted.

9-11. Conservation Areas. Notwithstanding the uses permitted and regulated by the zoning of the Property, such portion(s) of the Property which lie within a one hundred (100) year flood plain as determined by definitive engineering studies approved by the Department of Public Works, and such portion(s) of the Property which may be inundated by waters impounded to a maximum elevation determined in a controlled, regulated manner by a structure or structures approved by the Department of Public Works, may only be used for the following purposes:

- a. Stormwater management, retention areas, and stormwater outflows.
- b. Ponds, lakes and similar areas intended as aesthetic or recreational amenities or wildlife habitats.

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- c. Access drives, utility easements (including fiber and telecommunication lines and related facilities), signage, sidewalks, walkways, and recreational facilities installed in a manner to minimize their impacts.
- d. Such additional uses to the uses identified in A, B and C above as may be deemed compatible and of the same general character by the Director of Planning pursuant to the County Zoning Ordinance.

The developer will, prior to the last Plan of Development approval for the Property, make an application to rezone such portions of the Property described above to a C-1 Conservation District.

~~10.~~ 12. Hours of Construction. The hours of any land disturbance activities, including operation of bulldozers and other earthmoving equipment, within five hundred (500) feet of any existing single-family home, will be limited to between 7:00 a.m. and 7:00 p.m. (or dusk, whichever is earlier), except in emergencies or where unusual circumstances require extending the specific hours in order to complete work, such as concrete pours or utility connections. Signs, in both English and Spanish, stating the above referenced provisions will be posted and maintained at all construction entrances to the Property prior to any land disturbances activities thereon.

13. Construction Traffic. Except for Tract 3 (unless it is combined with Tract 2) construction vehicles will only be permitted to access the Property by way of Williamsburg Road or Technology Boulevard. Any construction entrance must have a mud wash for the washing of construction vehicle tires as necessary to prevent mud from getting on public roads when leaving the Property.

14. Loading Areas. All loading docks must be screened from public view at the public rights of way. Loading areas facing a residential or agriculturally zoned property being used for residential purposes will be screened using landscaping, an opaque fence, or wall, or as otherwise approved at the time of Plan of Development review.

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15. Protective Covenants. Prior to or concurrent with the final approval of the initial Plan of Development for each Tract a document setting forth covenants and restrictions (the "Covenants") will be recorded in the Clerk's Office of the Circuit Court of Henrico County, Virginia (the "County"), which will include Covenants relating to the development and maintenance of that Tract. Any Covenants will include, at a minimum, the following development standards to be enforced by the declarant or owner of a Tract:

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- a. Setback Requirements. Any parking areas will have a minimum setback of 50 feet from Technology Boulevard, Williamsburg Road, Old Williamsburg Road and Old Memorial Drive.
- b. Development Guidelines. Development guidelines will be applicable with respect to the following design standards:
 - i. All buildings will be subject to approval of an architectural review committee with respect to common architectural and design standards for new buildings.
 - ii. Signage requirements, including no rooftop signage.
 - iii. External lighting requirements, designed to minimize glare or light flow onto adjacent structures and property.
 - iv. Location of loading docks, service areas and truck maneuvering areas.
 - v. Landscaping to be installed on unimproved areas of any site on the Property.
 - vi. Location and screening of trash collection containers.
 - vii. Construction standards and requirements, including construction access, erosion control, grading standards, and construction trash.
 - viii. Site coverage and site circulation.

c. Design Review Board. The Covenants will provide for a development review board to review and approve or disapproval plans and specifications for improvements proposed to be installed or modified on the Property.

~~12~~.16. Severance. The unenforceability, elimination, revision or amendment of any proffer set forth herein, in whole or in part, will not affect the validity or enforceability of the other proffers or the unaffected part of any such proffer.

PROFFERS APPLICABLE TO TRACT 1

The following proffers apply only to that portion of the Property identified as Tract 1:

~~13~~.17. Traffic Improvements. At the time of each Plan of Development review on Tract 1, a cumulative average daily trip analysis will be provided to the County of all uses located on Tract 1 at that time together with the use proposed by such Plan of Development. If such analysis estimates more than 4,000 average daily trips as a result of all such uses on Tract 1, a traffic study as required by the County at the time of such Plan of Development review will be completed. Necessary road improvements must be made as identified in the approved traffic study and required at the time of such Plan of Development. Such traffic study must be updated in a cumulative fashion for each additional phase of development on Tract 1 as required by the County Traffic Engineer.

~~14~~.18. Access. Vehicular access to and from Tract 1 will be limited to Route 60 (Williamsburg Road), Technology Boulevard, Old Williamsburg Road, and through Tract 2 upon agreement of the owner of Tract 2. Vehicular access to and from Tract 1 from any other road will be limited to emergency access only, unless approved otherwise at the time of Plan of Development review. Construction access to the site will be permitted only from Route 60 (Williamsburg Road) and Technology Boulevard.

PROFFERS APPLICABLE TO TRACT 2

The following proffers apply only to that portion of the Property identified as Tract 2:

15.19. Traffic Improvements.

- a. No development may occur on Tract 2 until such time as the Virginia Department of Transportation approves access to Tract 2 at the location on Route 60 (Williamsburg Road) across from Technology Boulevard, extended.
- b. At the time of each Plan of Development review on Tract 2, a cumulative average daily trip analysis will be provided to the County of all uses located on Tract 2 at that time together with the use proposed by such Plan of Development. If such analysis estimates more than 4,000 average daily trips as a result of all such uses on Tract 2, a traffic study as required by the County at the time of such Plan of Development review will be completed. Necessary road improvements must be made as identified in the approved traffic study and required at the time of such Plan of Development. Such traffic study must be updated in a cumulative fashion for each additional phase of development on Tract 2 as required by the County Traffic Engineer.

16.20. Access. Vehicular access to and from Tract 2 will be limited to Route 60 (Williamsburg Road), Old Williamsburg Road, and through Tract 1 and Tract 3 upon agreement of the respective owner of each such Tracts. Vehicular access to and from Tract 2 from any other road will be limited to emergency access only, unless approved otherwise at the time of Plan of Development review. Construction access to the site will be permitted only from Route 60 (Williamsburg Road).

PROFFERS APPLICABLE TO TRACT 3

The following proffers apply only to that portion of the Property identified as Tract 3:

17.21. Traffic Improvements. As required at the time of any Plan of Development on Tract 3, a traffic study will be completed. Necessary road improvements must be made as identified in the approved traffic study and required at the time of such Plan of Development.

18.22. Access. Vehicular access to and from Tract 3 will be limited to Old Williamsburg Road and through Tract 2 upon agreement of the owner of Tract 2. Vehicular access to and from the Property from any other road will be limited to emergency access only, unless approved otherwise at the time of Plan of Development review.

With respect to Tract 1:

Vienna Finance Inc., a Virginia corporation

By: _____

Its: _____

Atlantic Crossing LLC, a Virginia limited liability company

By: _____

Its: _____

With respect to Tract 2:

Brian Jenkins, by power of attorney

With respect to Tract 3

Atlantic Crossing LLC, a Virginia limited liability company

By: _____

Its: _____