

PLEASE SEE ATTACHED SIGNATURE PAGES

RE: REZ-2023-100017
~~February 28~~ March 21, 2024

1. Development and Building Plan. The Property will be developed in general conformance with the plan attached hereto entitled "WHITE OAK TECHNOLOGY PARK 2 – OVERALL DEVELOPABLE AREA", prepared by Timmons Group, and dated February 27, 2024 (see case file) (the "Development and Building Plan"), which is conceptual in nature and may vary in design, layout, final density, and other details shown therein, provided, however, any minimum building setbacks shown on the Development and Building Plan must be complied with and cannot be reduced. Those areas shown as "DEVELOPABLE AREA" on the Development and Building Plan are permitted for development of the Property, which includes parking, access drives, roads, grading areas, utility installation and stormwater facilities, fencing and walls, including retaining walls, signage and other development. Those areas shown as "BUILDABLE AREA" on the Development and Building Plan will be those general areas of the Property which are permitted for development of the Property as Developable Areas, and further on which buildings and structures, including utility infrastructure such as utility substations and pump stations, may be located. Otherwise, the specific design, general layout, and other details may vary from the Development and Building Plan as required for final plan approval, engineering reasons, design or compliance with governmental regulations, or as

{01611685;v1}1

otherwise approved during any Plan of Development review, so long as in no instance will any building be setback from the boundary of the Property less than what is shown on the Development and Building Plan.

2. 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”, “VARIABLE WIDTH BUFFER AND BUILDING SETBACK (100’ MINIMUM FROM P/L)” and “100’ BUILDING SETBACK (TYP.)” on the plan entitled “WHITE OAK TECHNOLOGY PARK 2 – OVERALL BUFFER PLAN”, dated February 27, 2023, prepared by Timmons Group, and attached hereto (see case file) (the “Buffer and Setback Plan”). 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 will be permitted within any building setback area set forth in this Proffer 2.
3. Buffers and Landscaping.
 - a. Any buffer within the Property required in this Proffer 3 will be retained as natural to the greatest extent possible, provided, however, any buffer may include supplemental landscaping, berms and other purposes as approved at the time of landscape plan review. Roads and access drives (including any sight lines), 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 any such buffer; provided, any such road, drive 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 increased by the width of the easement for such fiber and telecommunication lines and related facilities. Any buffer required herein will include supplemental evergreen plantings necessary to provide additional screening for existing single-family dwellings adjoining such buffer as

determined at the time of landscape plan review. A minimum of fifty percent (50%) of all plantings installed must be native species.

- b. The areas shown on the Buffer and Setback Plan as “VARIABLE WIDTH BUFFER AND BUILDING SETBACK (100’ MINIMUM FROM P/L)” will be a 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 Buffer and Setback 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 Buffer and Setback 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 one hundred (100) feet of any boundary line of the Property (including 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.

4. Uses. Only the following uses will be permitted:
- a. Uses permitted in the Office Use Category, which include and are limited to the following:
 - i. Business and sales;
 - ii. Business schools;
 - iii. Business training and conference facilities;
 - iv. Data centers; and
 - v. Professional services.
 - b. Uses permitted in the Manufacturing and Production Use Category, which include and are limited to the following:
 - i. Manufacturing, artisan; and
 - ii. Manufacturing, light.
 - c. Utility, minor;
 - d. Accessory uses, such as utilities, including, without limitation, electrical substations and switch stations, water and sewer facilities (including lift stations); and
 - e. 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, provided, in no case will any Manufacturing, Heavy uses be permitted.
5. Building Materials. 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.

6. Elevations. Buildings constructed on the Property will generally be in conformance with the renderings attached hereto as Exhibit B and dated January 30, 2024 (2 pages, see case file), with respect to quality of design, massing and architecture, and the variety of features, unless otherwise approved at the time of Plan of Development review.
7. 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 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 and any exterior building light fixtures will utilize LED lamps or their equivalent. Lights located on the exterior of a building will not face toward the boundary line of the Property adjoining any existing single-family home.
8. Height. No building on the Property will exceed a height of ninety-three (93) feet, provided as measured, including exceptions, as set forth in Section 24-8310 of the County Zoning Ordinance.
9. 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.
10. 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.
11. Impervious Surface. No more than sixty-five percent (65%) of the Property will contain impervious surface consisting of buildings, structures, parking areas and drive aisles.
12. Utility Lines. Except for junction and access boxes, meters, utility lines in wetlands areas, existing overhead utility lines, 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.

13. 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.
14. 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.
 - 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.

15. 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 (which such area must be identified

on any Plan of Development, as applicable), will be limited to between 7:00 a.m. and 7:00 p.m. (or dusk, whichever is earlier) on Monday through Saturday, and between 9:00 a.m. and 6:00 p.m. on Sunday, except in ~~any case for~~ 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.

16. Construction Traffic. 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.
17. 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.
18. Emergency Diesel Generators. Emergency diesel generators located on the Property may be tested only as approved under the Virginia Department of Environmental Quality (“DEQ”) issued permit. Such testing will be conducted pursuant to National Fire Protection Association (NFPA) (or its successor) standards, as may be applicable at that time. All such generators must be installed pursuant to the applicable DEQ permit and operated pursuant to DEQ requirements and guidelines, including any necessary reporting. Any such generator must be located behind a building or screened from any public right-of-way or single-family home existing at the time of a Plan of Development by a wall, fence, landscaping, or other means as deemed necessary and approved at the time of Plan of Development review. No diesel generators may be used for production of electrical power to serve any use off the Property. The hours of generator testing will be limited to between 7:00 a.m. and 7:00 p.m., Monday through Friday, with no testing on Saturdays or Sundays, provided that these limits will not apply to the testing of any generator(s) during time of

commissioning (i.e., installation and start-up), and except in emergencies or where unusual circumstances require extending the specific hours in order to complete work.

19. Archeological Study. The applicant must conduct a Phase 1 Archeological and Cultural Resource Study on the Property, in compliance with Section 106 of the National Historic Preservation Act of 1966, prior to the first Plan of Development approval on such portion of the Property subject to the Plan of Development. The applicant of such Plan of Development will provide a copy of the study to the Director of Planning of the County for review. Any culturally significant artifacts found as a result of such study or construction on any portion of the Property will be offered for donation to the County or its assigns.
20. Land Dedication. Prior to issuance of development permits on the portion of the Property with a current County Parcel ID of 840-713-3163 and a current address of 2801 Old Williamsburg Road (the "Old Williamsburg Road Parcel"), upon request of the County, a minimum of .25 of an acre of the Old Williamsburg Road Parcel, such portion of Old Williamsburg Road Parcel to be north of Old Williamsburg Road, in the general area as shown as "0.25 ACRES OF DEDICATION AREA" on the Development and Building Plan, will be dedicated to the County or its assigns for use to place an historic marker and other improvements by the County or its assigns. Should any of the dedicated area not be used by the County within fifteen (15) years of the date of the dedication, title to the dedicated property will revert to the applicant or its successors in interest.
- ~~21. —~~ Protective Covenants. Prior to or concurrent with the final approval of the initial Plan of Development for any portion of the Property a document setting forth covenants and restrictions (the "Covenants") will be recorded in the Clerk's Office of the Circuit Court of the County, which will include Covenants relating to the development and maintenance of that portion of the Property. ~~Any Covenants will include, at a minimum, the following development standards, which may be met by becoming, and by which that portion of the Property will become~~ subject to the Declaration of Covenants, Restrictions, and Easements For White Oak Technology Park, as may be restated and amended at that time (the "White Oaks Declarations"), other than requirements related to side and rear yard setbacks not

adjoining a public street and reservation of easements by the Declarant under Section 8.01 of the White Oaks ~~Declaration:~~

~~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.~~

~~e-21. 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. Declarations.~~

22. Exterior Alarms. No exterior alarms or speaker systems will be permitted, provided alarms or beepers located on vehicles and emergency alarms will be permitted.

Formatted

23. Trash Enclosures. Any proposed enclosure area for dumpsters on the Property that can be seen from a public right-of-way, if provided, must be constructed of masonry, tilt, or other cementitious product on three (3) sides that is complementary to the buildings. The fourth side must be gated with an opaque material. Trash enclosures will be additionally screened from view with landscaping or other screening materials.
24. Best Practices. All buildings on the Property must be constructed and operated using best practices or better in the industry with respect to building construction, noise attenuation, and cooling technologies. All data center buildings will be constructed to LEED (Leadership in Energy and Environmental Design) “Silver” standards for Building Design and Construction or a recognized industry equivalent such as EnergyStar (the “Building Standards”). Prior to the issuance of the permanent certificate of occupancy for such building, a licensed engineer or architect shall provide the Planning Department with certification that such building was constructed according to the Building Standards. The design, construction, operation, and maintenance of all data center buildings will be consistent with generally recognized industry energy efficiency standards and guidelines for data centers (i.e. ASHRAE Standard 90.4), to the extent commercially practicable.
25. Data Center Uses. Any project or building specifically used as a data center will be designed and constructed implementing measures and techniques incorporating the following measures, unless otherwise approved at the time of Plan of Development review:
 - i. Minimize impervious areas and provide enhanced landscaping within the development areas;
 - ii. Use a minimum of fifty percent (50%) of solar power for aeration of stormwater management facilities;
 - iii. Use stormwater runoff from on-site detention facilities to irrigate landscape, lawn or buffer areas;

- iv. Provide a minimum of 4 EV parking spaces per building within the data center employee parking area, with at least 1 universal EV charger for each 2 EV parking spaces;
- v. Use LED fixtures for a minimum of eighty-five percent (85%) of all building interior lighting;
- vi. Use LED fixtures for a minimum of eighty-five percent (85%) of all building exterior lighting;
- vii. Recycle construction material waste; ~~and~~
- viii. Incorporate heat reflective roofing on a minimum of sixty percent (60%) of the data center building roof;

~~ix.~~ Buildings will be constructed using best practice sustainability measures; ~~and~~

~~ix.~~ Noise Attenuation Standards. When adjacent to any parcel with a residential dwelling in existence at the time of plan of development review, noise levels at any exterior property line caused by sounds emanating from the Property will not exceed 70 dBA between the hours of 7:00 a.m. and 10:00 p.m. weekdays and from 9:00 a.m. to 10:00 p.m. on Saturdays, Sundays, and legal holidays, and 55 dBA between 10:00 p.m. and 7:00 a.m. weekdays and from 10:00 p.m. to 9:00 a.m. on Saturdays, Sundays and legal holidays. The foregoing standards will not apply to the operation of construction equipment, mandatory safety measures (such as back up beepers on vehicles), emergency operations or noise resulting from work on public projects and/or on private or public utilities. For the purposes of this proffer, the term "emergency" means any situation arising from sudden and reasonably unforeseen events beyond the control of the data center operator, which requires the immediate use of the emergency generators to restore normal operation(s). Emergency operations will adhere to DEQ provisions and/or other relevant federal regulation. A baseline sound study of ambient noise will be conducted prior to land disturbing for any portion of the Property subject to an approved Plan

of Development and the results of such study will be submitted to the County.

26. Sidewalks. Sidewalks will be constructed to County or VDOT standards along Technology Boulevard and Williamsburg Road as required at the time of Plan of Development review for any portion of the Property adjoining Technology Boulevard or Williamsburg Road, as the case may be.
27. 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.

~~28. Traffic Improvements:~~

- ~~a. South of Williamsburg Road. At the time of each Plan of Development review on that portion of the Property located south of Williamsburg Road (the "Southern Portion of the Property"), a cumulative average daily trip analysis will be provided to the County of all uses located on the Southern Portion of the Property 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 the Southern Portion of the Property, 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 any portion of the Southern Portion of the Property, as required by the County Traffic Engineer.~~
- ~~b. North of Williamsburg Road. At the time of each Plan of Development review on that portion of the Property located north of Williamsburg Road (the "Northern Portion of the Property"), a cumulative average daily trip analysis will be provided to the County of all uses located on the Northern Portion of the Property 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 the Northern Portion of the Property,~~

~~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 any portion of the Northern Portion of the Property, as required by the County Traffic Engineer.~~

~~e.28. Cumulative Traffic Impact.~~ At the time of each Plan of Development review on any portion of the Property, a cumulative average daily trip analysis will be provided to the County of all uses located on the Property 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 determined by the 11th Edition of the Institute of Traffic Engineers (ITE) Code and/or based on actual traffic information submitted to and approved by the County Department of Public Works) as a result of all such uses on the Property, 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 in accordance with the time of phasing plan accompanying such Plan of Development at that time. Such traffic study must be updated in a cumulative fashion for each additional phase of development on any portion of the Property, as required by the County Traffic Engineer.

Formatted

29. Access. Vehicular access to any portion of the Property will be limited to Williamsburg Road and Technology Boulevard, and as an emergency access only via Old Williamsburg Road and Old Memorial Drive, unless approved otherwise at the time of Plan of Development review. Vehicular access to Williamsburg Road must be provided for that portion of the Property currently designated with GPIN 840-713-3163 (the "Old Williamsburg Road Parcel) prior to final approval of a Plan of Development on that portion of the Property designated with GPIN 841-712-4360, unless otherwise waived in writing by the then existing owner of the Old Williamsburg Road Parcel. Access for the Old Williamsburg Road Parcel will be permitted on Old Williamsburg Road for any such portion of the Old Williamsburg Road Parcel used for open space, public or recreation purposes.

30. Concept Road 80. Development of the southern portion of Parcel GPIN 841-710-2304 shall/will accommodate a future connection from Technology Boulevard to Old Memorial Drive, in the general location of “Proposed Concept Road 80”, as identified on the Development and Building Plan, or as otherwise approved at the time of Plan of Development review. At the request of the County, right-of-way, a minimum of fifty (50) feet in width, shall/will be dedicated to the County for construction of “Proposed Concept Road 80”, provided that the developer shall/will not be responsible for the construction of Concept Road 80, other than access improvements otherwise required at the time of Plan of Development review.

|
Vienna Finance Inc., a Virginia corporation

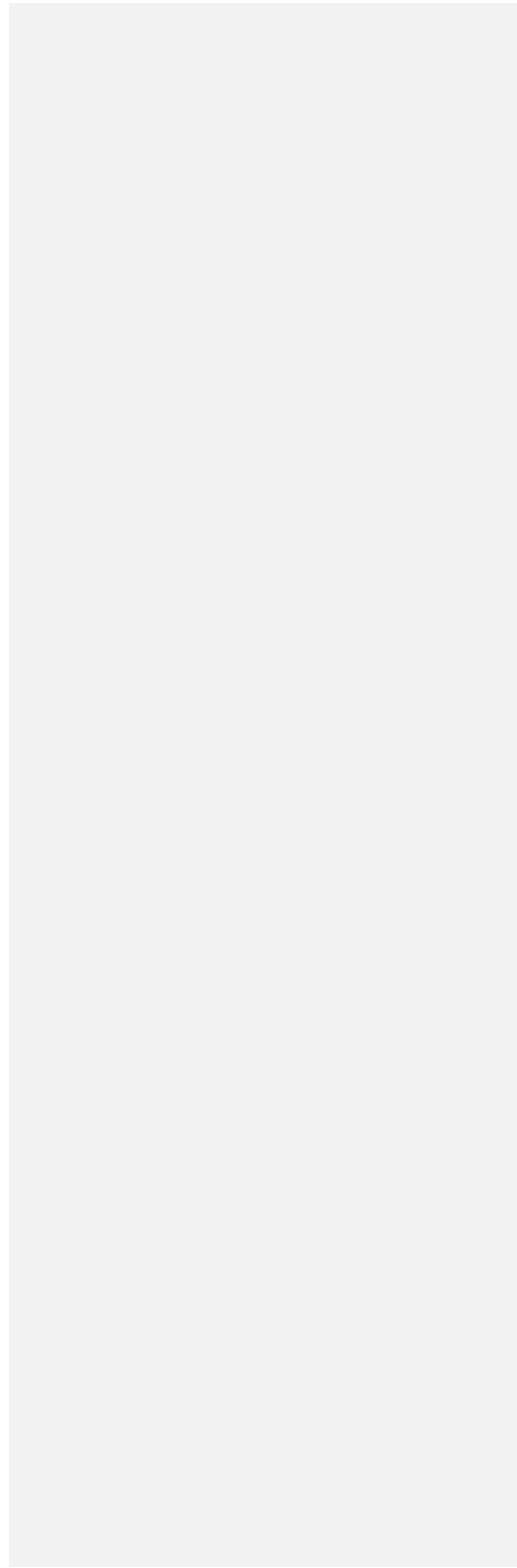
By: _____

Its: _____

Atlantic Crossing LLC, a Virginia limited liability company

By: _____

Its: _____



Andrew M. Condlin, by power of attorney

{01611685,v1}16

Atlantic Crossing LLC, a Virginia limited liability company

By: _____

Its: _____