

PROFFERS

The undersigned, owner of the property identified as GPIN Nos. 7880-61-7681, 7880-61-4768, 7880-60-4701, 7880-61-6987, 7880-72-0523, 7880-60-4343 and 7880-60-1053 located in the Town of Ashland, Virginia (the “Property”), hereby voluntarily proffers for itself, its personal representatives, successors and assigns (collectively, the “Property Owner”) that, in the event the Property is rezoned from PSC, PUD and RR-1 to B-2 (+/- 13.351 acres) and M-1 (+/- 88.70 acres), the development and use of the Property will be subject to the following conditions which will replace in their entirety, all previous proffers applicable to the Property:

1. Definitions. All capitalized terms used herein, which are not otherwise defined herein, will have the following meaning:
 - a. *Concept Plan* means that certain plan entitled “IRON HORSE DATA CENTER CONCEPT PLAN”, prepared by Timmons Group, dated August 23, 2024, and attached hereto as **Exhibit A**.
 - b. *County* means Hanover County, Virginia.
 - c. *Data Center Use* means any use of the Property for data processing, which includes data centers, data equipment, data storage and other technological services, for the creation of a technology park for the storage of data, such as data processing centers, internet service providers (ISPs), search portals, and related services, such as offices.
 - d. *Data Center Campus* means the portion of the Property to be used exclusively for Data Center Uses.
 - e. *Data Center Elevations* mean the renderings entitled “WestDulles/Ironhorse Data Center Elevation Examples,” dated September 19, 2024, attached hereto as **Exhibit B**.
 - f. *Data Center Landscape Plans* mean the plans prepared by LandDesign and MGMA, entitled “IRON HORSE DATA CENTER” and designated as Sheets L-100, L-101, L-102, L-102A, L-103, L-103A and L104, attached hereto as **Exhibit C**.

- g. *Jurisdictional Boundary* means the jurisdictional boundary line separating the Town and the County.
 - h. *Project* means that area of real property located within the Town and the County and as shown as “SITE PROPERTY LINE” on the Concept Plan. It is understood that reference to the Project within these proffers only apply to the portion of the Project located within the Town.
 - i. *Property* means GPIN Nos. 7880-61-7681, 7880-61-4768, 7880-60-4701, 7880-61-6987, 7880-72-0523, 7880-60-4343 and 7880-60-1053 located in the Town.
 - j. *Town* means the Town of Ashland, Virginia.
2. BMPs/Retention Ponds. Any retention pond or BMP facilities on the Property will be maintained in accordance with all applicable laws, rules, regulations, and the Town’s Maintenance Agreement and any wet pond will be aerated.
 3. Hours of Construction. The hours of any land disturbance activities, including operating 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.
 4. Construction Entrance. Any construction entrance for use by construction vehicles (not including maintenance and repair) must have a mud wash for the washing of construction vehicle tires as necessary to prevent mud and debris from getting on public roads when leaving the Property.
 5. Severance. The unenforceability, elimination, revision or amendment of any proffered condition set forth herein, in whole or part, will not affect the validity or enforceability of the other proffered conditions or the unaffected part of any such proffered condition.

6. Concept Plan. The Property will be developed in substantial conformance with the Concept Plan and subject to the requirements and adjustments permitted in the conditions and notes stated therein and these proffered conditions. All parcel lines, private road locations, access points and entrances, pedestrian pathways or sidewalks, boundaries of buildable areas, accessory use locations, utility locations (including substations), stormwater management facilities, and dimensions of undeveloped areas shown on the Concept Plan may be adjusted for purposes of final engineering of site or subdivision plans (for multiple phases) and to further allow for compliance with the requirements of state and federal agency regulations including, but not limited to, Virginia Department of Historical Resources, Virginia Department of Transportation (“VDOT”), Virginia Department of Conservation and Recreation, Virginia Department of Environmental Quality, U.S. Army Corps. of Engineers, and the Town’s Zoning Ordinance, Subdivision Ordinance, and other applicable design standards. The determination as to whether adjustments are in substantial conformance with the layout illustrated on the Concept Plan will be made by the Director of Planning. The Concept Plan shows areas of the Project designated as “PROPOSED DEVELOPMENT AREA” (the “Development Area”), which is located across the Jurisdictional Boundary and it is intended that a building may be constructed across the Jurisdictional Boundary so long as any building is contained within the Development Area.
7. Construction Traffic. Construction vehicles servicing the Property will only be permitted to access the Property by way of East Patrick Henry Road (State Route 54).
8. Protective Covenants. Prior to, or concurrent with, the approval of any site plan on the Data Center Campus, there will be recorded a document in the Clerk’s Office of the Circuit Court of the County setting forth controls on the development, architectural compatibility and maintenance of the Property (the “Covenants”). Different Covenants may be provided for various portions of the Property provided a property owners’ association will be responsible for the maintenance of all common areas within the relevant portion of the Property, as set forth in the Covenants. Notwithstanding the foregoing, if the entire Data Center Campus (less any areas dedicated to a public entity) is owned in fee by the same owner (but not including any governmental entity or quasi-governmental entity, such as the Town, VDOT, or Dominion Energy, Inc. (“Dominion Power”)), the Covenants will not be required as set forth herein.
9. Signs. With the exception of on-site directional signs, all free standing signs will be monument type. Such signs may be either internally illuminated or lit with down lighting; directional signs will be internally illuminated only. Building or façade

mounted signs will not be illuminated. The materials and design of any signs will be compatible with the proposed materials and architectural theme of the proposed structures.

10. Lighting. No wall pack lighting will be permitted on exterior building walls facing and adjoining property currently used for residential purposes unless required by the applicable Building Code or Town Code.
11. Trash Enclosures. Any proposed enclosure area for dumpsters, if provided, that can be seen from a public right-of-way (not including Interstate 95) or existing residential homes must be constructed of masonry, tilt, or other cementitious product on three (3) sides that is complementary to the buildings and the fourth side must be gated with an opaque material. Any such trash enclosures will be additionally screened from view with landscaping or other screening materials.
12. Uses. Only the following uses will be permitted on the Property:
 - a. Data Center Uses.
 - b. Uses related to Data Center Uses, including, but not limited to (i) electric generation, distribution, transmission and substation facilities (including solar facilities designed to serve the electricity or thermal needs of any building used for a Data Center Use located on the same parcel as the solar facility), (ii) energy and fuel storage facilities, (iii) security buildings and facilities, (iv) storage, logistics and maintenance buildings and facilities, (v) water and sewer facilities, (vi) water and sewer treatment facilities, (vii) water storage facilities (storm water, potable and non-potable water) and associated water pumps, (viii) communication, broadband, fiber optic utilities and facilities, and (ix) and other private utilities, all public utilities, and other supporting uses that relate to and support Data Center Uses.
13. Outside Storage. Outside storage of materials or supplies will be prohibited, however, this will not preclude the loading, unloading, or parking of trucks or trailers in designated loading and parking areas.
14. Elevations. Buildings used for Data Center Uses will (i) generally be in conformance with the Data Center Elevations with respect to quality of design, massing, architecture, and variety of features and (ii) principal building facades will meet the following standards:

- a. For the purposes of this subsection, the term “principal building facades” will include all building facades substantially visible to abutting public roads or adjacent to planned or existing residential or agricultural districts.
- b. Principal building facades will avoid the use of undifferentiated surfaces by including at least four (4) of the following design elements:
 - i. change in building height
 - ii. building step-backs, projections or recesses
 - iii. fenestration
 - iv. changes in building material, pattern, texture, color
 - v. use of accent material
 - vi. overhangs
 - vii. canopies or porticos
 - viii. arcades
 - ix. variations in the roof line
- c. Principal building facades will use one or more neutral colors (such as taupe, tan, brown, beige, ivory, cream, white, black, grey) with accent colors to complement the dominant building color. High contrast colors will be avoided.
- d. When a building has more than one principal facade, such facades will be consistent in their design, materials, details, and treatments.
- e. Building elevations must be submitted with the site plan application for each building. In the event a building’s architectural style is not in accordance with the foregoing, deviations may be approved by the Planning Director, upon the Planning Director’s finding that the deviations are generally in keeping with the spirit and concept of the illustrations.

15. 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 time of site plan review. In no case will unpainted concrete block, unfinished corrugated metal, or

unfinished sheet metal be permitted. For purposes of these proffered conditions, “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.

16. Building Setbacks. Any building will be set back at least two hundred feet (200’) from the exterior boundary lines of the Project, which such setback will be measured from the ultimate right-of-way line of the Project after any right-of-way dedications (the “Setback Line”). The Setback Line is more particularly shown on the Concept Plan as “200’ SITE SETBACK” and is intended that no building setback will be required by this proffer with respect to the Jurisdictional Boundary or any internal parcel, lot, property or boundary line, regardless of fee ownership.
17. Building Height. Any building constructed on the Property will be subject to the Town Zoning Ordinance and any conditions of a special exception granted for height of buildings.
18. Buffers. The exterior boundary lines of the Project will contain a buffer a minimum of one hundred fifty feet (150’) in width as generally shown on the Concept Plan as “Natural Buffer” and developed generally as shown on the Data Center Landscape Plans. Any trees within such buffer will remain undisturbed; provided, however, this will not prevent the removal of trees necessary for the construction of drainage or public utility improvements, access drives, or the planting of other trees pursuant to an approved landscape plan. Further, any buffer required herein will include supplemental plantings necessary to provide additional screening from Route 54 adjoining such buffer and for existing single-family dwellings adjoining the Property or across Mount Hermon Road as determined at the time of landscape plan review. Supplemental landscaping will be provided from time to time if any trees or landscaping is removed or dies and is necessary to provide screening for Route 54 adjoining such buffer and for existing single-family dwellings adjoining the Property or across Mount Hermon Road. No buffer will be required by this proffer with respect to the Jurisdictional Boundary or any internal parcel, lot, property or boundary line, regardless of fee ownership.
19. Security and Fencing. Fencing, security gates, and guard buildings may be installed to surround the perimeter of the Project or any portion thereof, but inside of any buffer required herein. Security fencing will also be installed around the perimeter of any substation serving a Data Center Campus unless otherwise approved at the time of site plan review. Fencing will appear generally as shown on the Iron Horse Data Center Fencing Exhibit dated February 23, 2024, attached hereto as **Exhibit**

D, and will not be chain-link, and will not include barbed wire. The design and final location of the perimeter fencing and security fencing must be approved at the time of site plan review and approval.

20. Noise Control. When adjoining any parcel with a residential dwelling in existence at the time of plan review, noise levels at the exterior boundary line of the Property and that dwelling caused by sounds emanating from the Property will not exceed the requirements of the Town Code. Emergency operations will adhere to Virginia Department of Environmental Quality requirements and/or other relevant federal regulation. A baseline sound study of ambient noise will be conducted prior to land disturbance for any portion of the Property subject to an approved site plan and the results of each such study will be submitted to the Town.

21. Open Space. No less than thirty percent (30%) of the Property will be open space, buffers and undeveloped land not consisting of buildings, structures, parking areas and drive aisles.

22. Transportation Improvements.

- a. Phasing. Prior to any site plan approval, a phasing plan for all improvements required herein will be submitted to and approved by the Town. The improvements will be made in accordance with the approved phasing plan to the extent not otherwise completed. Prior to each site plan approval, an update of such phasing plan for these road improvements will be submitted to and approved by the Town.
- b. Entrances. Entrances will be installed at the general locations shown on the Data Center Landscape Plan. The final locations and design of the entrances will be completed as required during the site plan review and approval process, subject to the approval of the Town.
- c. Turn Lanes. Any turn lanes warranted by the Town will be constructed in accordance with VDOT standards. The final locations and design of any turn lanes will be completed as required during the site plan review and approval process. Any work done outside the Town limits is subject to the approval of VDOT.
- d. Internal Roads. Roads internal to the Property will be private. The final locations and design of the internal roads will be completed as required during the site plan review and approval process.

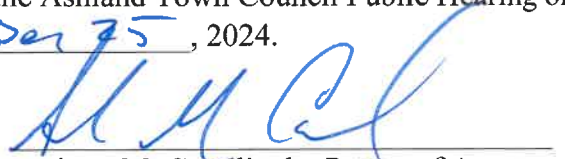
- e. Route 54 at Mount Hermon Road. To the extent a connection from the Commercial Property to Mount Hermon Road is requested, eastbound right and westbound left turn lanes on Route 54 will be constructed to accommodate the development of the Property. This work includes modifying the eastbound approach to have one (1) left turn lane, one (1) through lane, and one (1) right turn lane. The right turn lane will be a drop lane.

23. Mechanical Equipment Screening. Exterior mechanical equipment (including units used for heating, ventilation, air conditioning, permanent electrical generators, refrigeration equipment and ductwork, backflow prevention devices and similar feature) visible from a public right-of-way or existing residential homes will be screened from view by persons on any public rights-of-way immediately adjoining the Property or from adjacent residential homes must be screened by (a) if on a roof, by a parapet wall, roof screen, or similar device that is integrated into the building's building form and of a height equal to or greater than the height of the mechanical equipment being screened, or (b) if on or near ground-level, or otherwise mounted on a building wall, must be screened by any combination of sight-obscuring vegetation or decorative walls or fences that incorporates at least one of the primary materials or colors of the nearest wall of the primary structure on the lot. The height of the vegetation, wall, or fence shall equal or exceed that of the mechanical equipment being screened. Perforated surfaces on screening walls as necessary to permit ventilation of such mechanical equipment while still providing adequate screening will be permitted.

24. Pedestrian Path on Route 54. A minimum 10-foot wide shared use path to be located within the right-of-way along Route 54 across the frontage of the Property will be constructed pursuant to VDOT standards as required at the time of plans review.

[Signatures on following page.]

These proffers are being submitted prior to the Ashland Town Council Public Hearing on this request, scheduled to occur on September 25, 2024.


Andrew M. Condlin, by Power of Attorney
Date:

COMMONWEALTH OF VIRGINIA,
CITY OF RICHMOND, to-wit:

I, Tracy Gibrall Craddock, a Notary Public for the Commonwealth of Virginia, do hereby certify that Andrew M. Condlin, whose name is signed to the above, bearing date on the 25th day of September, 2024, has acknowledged the same before me in the jurisdiction aforesaid.

Given under my hand this 25th day of September, 2024.

 (SEAL)
Notary Public

My commission expires: 11/30/2025

Registration number: 7714399

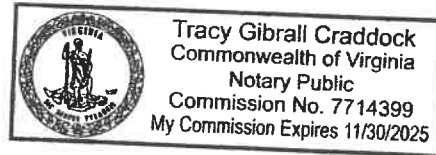


EXHIBIT A

EXHIBIT B

EXHIBIT C

EXHIBIT D

EXHIBIT E