

## **PROFFERS – Case REZ2022-00008**

The undersigned, owner of the Property identified as GPIN Nos. 7880-70-4924, 7789-59-1517, 7789-69-3553 and 7789-69-9500 (the “Property”) located in Hanover County, Virginia (the “County”), voluntarily agrees for itself, and its agents, personal representatives, successors and assigns (collectively, the “Property Owner”) that, in the event the Property is rezoned from MX to M-1 (+/- 77.62 acres), RS (+/- 45.5 acres) and AR-6 (+/- 8.0 acres), the development and use of the Property will be subject to the following proffered conditions which will replace in their entirety, all previous proffers applicable to the Property:

### **The following proffered conditions will be applicable to the entirety of the Property:**

1. Utilities. Public water and sewer facilities will be used for the development of the Property.
2. Utility Lines Underground. All utility lines, such as electric, telephone, CATV, or other similar lines will be installed underground, except (a) for major transmission lines with a voltage of 64 kV or more and (b) existing lines that now traverse the Property.
3. 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.
4. Hours of Construction. The hours of any land disturbance activities, including operating of bulldozers and other earthmoving equipment, will be limited to between 7:00 a.m. and 7:00 p.m. Monday through Saturday, except as provided in Section 16-4 of the Hanover County Code, and except in emergencies or where unusual circumstances require extending the specific hours in order to complete work, such as concrete pours or utility connections. There shall be no exterior construction on Sundays. 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.
5. 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.

**The following proffered conditions will be applicable to the portion of the Property to be zoned M-1 (the “Industrial Property”):**

6. Concept Plan. The “Industrial Property will be developed in substantial conformance with that certain plan entitled “IRON HORSE DATA CENTER SITE PLAN”, prepared by Timmons Group, dated September 19, 2024, and attached hereto as Exhibit A and subject to the requirements and adjustments permitted in the conditions and notes stated therein and these proffered conditions (the “Concept Plan”). All parcel lines, private road locations, access points and entrances, 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 County’s Zoning Ordinance, Subdivision Ordinance, and other applicable design standards, provided that the minimum width of perimeter buffers and perimeter building setbacks remain unchanged. 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 at his/her discretion. The Concept Plan shows an area of real property which includes the Industrial Property and adjoining real property located within the Town of Ashland, Virginia (the “Town”) as shown as “SITE PROPERTY LINE” on the Concept Plan (the “Data Center Area”). It is understood that the Data Center Area crosses the jurisdictional boundary line separating the County and the Town as generally shown on the Concept Plan as “JURISDICTION BOUNDARY LINE” (the “Jurisdictional Boundary”), and while a building may be constructed across the Jurisdictional Boundary within the Data Center Area but that these Proffers apply only to the portion of the Data Center Area located in the County.
7. Construction Traffic. Construction vehicles servicing the Industrial Property will only be permitted to access the Industrial 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 Area, 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 Industrial Property provided a property owners’ association will be responsible for the maintenance of all common areas within the relevant portion of the Industrial Property, as set forth

in the Covenants. Notwithstanding the foregoing, if the entire Data Center Area (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 County, VDOT, or Dominion Energy, Inc. (Dominion Power)), the Covenants will not be required as set forth herein.

9. Screening Exterior Mechanical Equipment. 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 as follows:
  - a. Roof-mounted mechanical equipment. Mechanical equipment mounted on the roof of a building must be screened 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.
  - b. Ground-mounted and wall-mounted mechanical equipment. Mechanical equipment mounted on or near ground-level, or otherwise mounted on a building wall, must be screened by any combination of sight-obscuring dense evergreen 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.
  - c. Planning Director's Review. The method of screening will be submitted at the time of site plan review and line of sight profiles will be provided prior to site plan approvals. As determined by the Planning Director, screening for mechanical equipment for Data Center Uses may incorporate perforated surfaces on screening walls as necessary to permit ventilation of such mechanical equipment while still providing adequate screening.
  
10. Signs. With the exception of on-site directional signs, all free-standing signs will be monument type with a masonry base. Such signs may be either internally illuminated or lit with down lighting; directional signs will be internally illuminated only. Building or façade mounted advertising 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.

11. Lighting. House side shields must be installed on all parking lot lighting fixtures. Lighting will be limited to thirty feet (30') in height. Bollard lighting must also be shielded. 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 County Code.
12. Trash Enclosures. Any proposed enclosure area for dumpsters, if provided, that can be seen from a public right-of-way 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.
13. Uses. Only the following uses will be permitted on the Industrial Property:
  - a. Data Center Uses, which means any use of the Industrial 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.
  - 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 with approval of a Conditional Use Permit or a Special Exception as applicable and required by the County Zoning Ordinance.
14. 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.

15. Elevations. Buildings used for Data Center Uses will (i) generally be in conformance with renderings entitled “WestDulles/Ironhorse Data Center Elevation Examples,” dated February 23, 2024, and attached hereto as **Exhibit B** 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 (with such features occurring at least once every 150 horizontal linear feet):
    - 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. Each building containing a Data Center Use will include at least one main entrance feature. Main entrance features must either project or recess from the main building plane, and/or be differentiated from the remainder of the building façade by a change in building material. Architectural features used to meet this requirement can also be counted towards the requirement listed in subsection b listed above.
  - f. 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.

16. 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. For buildings containing Data Center Uses a minimum of 50% of the principal building façade(s) that can be seen from public rights-of-way or adjacent residential homes will consist of brick, brick veneer, stone, cultured stone, stone veneer, concrete (both precast and cast-in-place), decorative metal panels or anodized aluminum and/or glazing systems as finish materials.
17. Building Standards. In all instances, any building, including any energy storage standalone structures, on the Industrial Property will be constructed to NFPA code sections 75, 76 and 855, as applicable, as well as all other applicable codes, including the applicable provisions of the Virginia Uniform Statewide Building Code in effect at the time of building permit application.
18. Building Setbacks. Any building will be set back at least two hundred feet (200') from the exterior boundary lines of the Data Center Area, which such setback will be measured from the ultimate right-of-way line of the Data Center Area 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.
19. Buffers. The exterior boundary lines of the Data Center Area 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 those

certain plans prepared by LandDesign and MGMA, entitled “IRON HORSE DATA CENTER” designated as Sheets L-100, L-101, L-102, L-102A, L-103, L-103A and L104, and attached hereto as **EXHIBIT C** (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. This buffer will also include a thoroughfare buffer along East Patrick Henry Road (State Route 54) which will be provided and designed in accordance with the standards set forth in Section 26-292.5(4) of the County Zoning Ordinance. 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.

20. Buffer Protection Measures. If any construction activity or other land disturbance on the interior of the Industrial Property comes within twenty feet (20’) of the interior edge of any portion of a buffer then in order to protect that portion of the buffer, a temporary construction fence, with a minimum height of four (4) feet, shall be installed along the interior edge of that portion of the buffer (i.e. where the Natural Buffer is 150’ as set forth above, the temporary construction fence will be installed 170’ in from the boundary line of the Property to protect that portion of the buffer). The temporary fence may be removed upon completion of the applicable construction or other land disturbance activity.
21. Security and Fencing. Fencing, security gates, and guard buildings may be installed to surround the perimeter of the Data Center Area or any portion thereof, but inside of any buffer required herein. Security fencing will also be installed around the perimeter of any substation serving the Data Center Area unless prohibited by Dominion Energy, Inc. (Dominion Power). 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.
22. Noise Control. The applicant will engage a certified professional to conduct a noise study for any building in the Data Center Area within thirty (30) days of the date such building becomes operational. The noise study will include recommendations for any necessary mitigation measures required to ensure conformity with the County Noise Ordinance. Such recommended mitigation measures will be implemented within sixty (60) days after the noise study, unless a particular mitigation measure will be implemented within a longer period of time as approved

by the Planning Director. Any required mitigation measures may be noted on the approved plans as an administrative amendment. In addition to the foregoing, physical sound attenuation on any mechanical equipment (including but not limited to ground supported barriers, earthen berms, mechanical screening or other attenuation techniques as specifically called out in subsequent sound studies) will be installed for any building used for Data Center Uses that is located within 1,000 feet of any adjoining residential home and that is either (ia) installed on the rooftop of such building or (ii) installed on the exterior side of such building and directly facing such residential home, in each case unless a noise study demonstrates that there is no incremental noise from such mechanical equipment as a result of the foregoing installation locations. Testing of any back-up generators in the Industrial Property will be limited to between the hours of 7:00 a.m. and 7:00 p.m., Monday through Saturday, unless otherwise required by applicable state or federal law or regulation. There will be no exterior alarms or speaker systems permitted on any building located on the Industrial Property except for emergency alarms and alarms or beepers located on vehicles.

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

24. 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 County. 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 County.
- b. Entrances. Entrances will be installed at the general locations shown on the Concept 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 VDOT.
- c. Internal Roads. Roads internal to the Industrial Property will be private.
- d. Route 54 at Site Entrance B. A right turn taper from Route 54 into Site Entrance B will be installed within the existing right-of-way of Route 54. Site Entrance B will be located directly across from the site entrance for



the proposed Hickory Grove on the north side of Route 54, to the extent the location of such entrance is known at the time of plans review. If right-of-way is available, the pavement on Route 54 will be restriped to allow a left turn lane into Site Entrance B.

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

25. Right-of-Way Dedication. The Property Owner will dedicate right-of-way along the south side of Route 54 adjoining the Property where right-of-way is needed for future road widening of sixty (60) feet from the centerline of Route 54. Dedication will take place when requested by the County and will be free of cost.

26. Building Height. No building on the Property shall exceed 110' in height. Buildings at the proffered minimum building setback of 200 feet may not exceed 85 feet in height. For every one foot of height increase above 85 feet in building height, the building setback must increase by 3 feet. For example, a building with a height of 110 feet must have a minimum building setback of 275 feet.

**The following proffered conditions will be applicable only to the portion of the Property to be zoned RS (the "Residential Property"):**

27. Protective Covenants. Prior to or concurrent with the final approval of the initial subdivision for the Residential Property, a document setting forth covenants (the "Residential Covenants") will be recorded in the Clerk's Office of the Circuit Court of the County setting forth controls on the development and maintenance of the Residential Property and establishing a homeowners' association (the "HOA"). The Residential Covenants will provide for high standards of uniform maintenance of individual lots, homes, common areas, open space, landscaping and private streets. The HOA will establish uniform rules related to the standards for approval by the HOA of improvements within the Residential Property, including, but not limited to, construction of any dwellings, other structures and signage.

28. Materials. The exposed portions of all dwelling foundations, including slab on grade, will be faced with brick, brick veneer, stone, stone veneer, or cast stone measured to a minimum of twelve inches (12") above grade. No cinder block, cement block, solite block, or asbestos shingle will be permitted for the finished exterior of any structures.

29. Tree Preservation in Common Areas. Existing trees within the common areas will not be removed with the exception of dead or diseased trees or parts thereof. This will not prevent the removal of trees necessary for the construction of drainage or public utility improvements or recreation amenities shown on the conceptual plan for the Residential Property. A tree protection plan certified by a Landscape Architect, Certified Horticulturist, or ISA Certified Arborist must be provided with the subdivision construction plans. Prior to land disturbance, all tree protection measures will be installed and then inspected by a representative of the Planning Department.
30. Transportation Improvements.
- a. Entrance. There will be one (1) entrance to the Residential Property from Mount Hermon Road.
  - b. Prescriptive Right-of-Way. The public road frontage of the Residential Property along Mount Hermon Road will be dedicated to the County / VDOT to convert the existing prescriptive right-of-way to fee right-of-way, measured from the centerline of the roadway into the Residential Property. The exact dimensions of this dedication will be determined with the County and VDOT during the site plan review and approval process, provided that the minimum width of the right-of-way dedication will be twenty-five feet (25') from the existing centerline of the roadway.
31. Transportation Impact Fee. The Residential Property owner, for itself, and its successors and assigns, agrees to pay the County prior to issuance of a Certificate of Occupancy, the amount of \$4,569.00 per single family unit built. The funds will be used for the purpose of completing off-site road improvements relating to the development allowed by the rezoning and included in the Business and Residential Development Road Improvements Transportation Policy, adopted July 27, 2016. In the event funds are paid and are not used for such improvements, the County will return the funds paid to the Owner or its successors in title within the timeframe required by Virginia Code Section 15.2-2303.2.
32. Recreational Amenities. Recreational amenities will be provided as shown on the conceptual plan with these amenities designed, bonded and constructed as subdivision improvements with the first section that is developed. Residential areas noted on the conceptual plan will include the following:

- a. At least three (3) benches oriented towards each stormwater basin shown on the approved conceptual plan, with each bench accessible by a pedestrian trail or sidewalk;
- b. At least two of the following features in each of the areas labeled “Pocket Park” on the approved conceptual plan:
  - i. Paved pedestrian trail at least five feet (5’) that connects to the sidewalk on the adjacent street;
  - ii. Pavilion;
  - iii. Benches;
  - iv. Picnic tables on a paved patio area;
  - v. Level grass playing area or improved lawn game area, such as a cornhole court, bocce ball court of similar feature; and
  - vi. Pier or deck along a BMP facility stocked with fish.

33. Cemetery. Pedestrian access to the cemetery located on the Residential Property will be provided from a public right-of-way.

**The following proffered conditions will be applicable only to the portion of the Property to be zoned AR-6:**

34. HOA. The portion of the Property to be zoned AR-6 will be conveyed, controlled and maintained by the HOA to become open space and common area for the residents and guests of the Residential Property.

35. Use. Only the following uses will be permitted:

- a. Open space, ponds, creeks and similar areas intended as aesthetic or recreational amenities or wildlife habitats.
- b. Stormwater management, retention areas, and stormwater outflows.
- c. Access drives, utility easements, signage, sidewalks, walkways, and recreational facilities accessory to the Residential Property.
- d. Accessory off-street parking.

36. Tree Preservation. Existing trees will not be removed with the exception of dead or diseased trees or parts thereof. This will not prevent the removal of trees necessary for the construction of drainage or public utility improvements or any permitted use. A tree protection plan certified by a Landscape Architect, Certified Horticulturist, or ISA Certified Arborist must be provided with the subdivision construction plans for the Residential Property. Prior to land disturbance, all tree protection measures will be installed and then inspected by a representative of the Planning Department.

37. Transportation Improvements. The public road frontage along Mount Hermon Road will be dedicated to the County / VDOT to convert the existing prescriptive right-of-way to fee right-of-way, measured from the centerline of the roadway. The exact dimensions of this dedication will be determined with the County and VDOT during any site plan review and approval process, provided that the minimum width of the right-of-way dedication will be twenty-five feet (25') from the existing centerline of the roadway.

[Signatures on following page.]

\_\_\_\_\_  
Andrew M. Condlin, by Power of Attorney  
Date:

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

I, Tracy Gibrall Craddock, do hereby certify that Andrew M. Condlin has acknowledged the foregoing Proffers before me, this \_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_(SEAL)  
Notary Public

My commission expires: \_\_\_\_\_

Notary registration number: \_\_\_\_\_

**EXHIBIT A**

**EXHIBIT B**

**EXHIBIT C**

**EXHIBIT D**



