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December 11, 2023

VIA EMAIL

David J. McGettigan, AICP, Director of Planning
Alex Vanegas, AICP, CPM, Acting Deputy Director of Planning/Planning Manager, Current Planning Division
Christopher Perez, Principal Planner
Prince William County Planning Office
5 County Complex Ct., Suite 210
Prince William, VA 22192

Re: REZ2022-00033 (“South”) & REZ2022-00032 (“North”) (the “Applications”) Digital Gateway - Executive Summary of Proffers and Other Application Information

Dear Mr. McGettigan, Mr. Vanegas and Mr. Perez:

On behalf of GW Acquisition Co., LLC and GW Acquisition I, LLC (the “Applicant”), I am providing an overview of the Applicant’s Proffer Statements dated December 10, 2023, and responses to the reasons for denial articulated in the South Application and North Application staff reports (“Staff Reports”) published on December 7, 2023, shown with *italics*.

1. Building Footprints and Site Layouts

- Page 5 of the Staff Reports states the Applications are not consistent with the CPA policies encouraging the depiction of site layouts.
- PW Digital Gateway (#CPA2021-00004), includes Action Strategy DGCD 1.1:

DGCD 1.1 Require generalized development plans and master zoning plans submitted with applications for rezonings, special use permits, and public facilities to include limits of disturbance, site layouts, colored architectural elevations, and conceptual illustrative and design considerations which show how the proposed development implements context-sensitive design that align with DGCR 1.15 for all structures visible to adjacent cultural designated areas.

- *The Applicant has adequately addressed DGCD 1.1 as follows:*
 - *Proffer 35, South and Proffer 32, North require “substantial conformance” with the Limits of Disturbance (“LOD”) as depicted on the MZP.*
 - *Proffer 24, South and Proffer 21, North require “substantial conformance” with the building layouts, footprints, orientation, electric infrastructure areas, and the points of access as depicted in the QTS Land Bays of the Master Corridor Plan (“MCP”).*
 - *Proffer 23.b. South and 20.b North and MCP pages 36-37, the colored elevations depict an earth tone grey which comports with the commitment to provide non-reflective and earth tone façade colors on all building facades (a higher standard than only principal building facades).*
 - *Proffer 30 in the South and Proffer 27 in the North requires that a Master Landscape Plan be in “substantial conformance” with the Master Corridor Plan to provide for a coordinated and consistent pattern of landscape throughout the Property.*
- *Page 5 of the Staff Reports state Sections 32-280.02, 32-700.23 and 32-700.21 of the Zoning Ordinance require that Master Zoning Plans (MZPs) show the location of all buildings and other structures, the proposed plan for all major sanitary sewers, water systems and storm water management and drainage improvements.*
- *The Applicant respectfully submits Sec. 32-280.02, 32-700.23 and 32-700.21 of the Zoning Ordinance do not require that the MZP include “the location of all buildings and other structures.”*
- *Sec. 32-280.02 describes the general purpose of a MZP.*
- *Sec. 32-700.23 includes the requirements for a MZP, none of which state building footprints and site layouts are required.*
- *Sec. 32-700.21 states MZPs for P-districts should be prepared in accordance with Parts 280 and 404 of the Zoning Ordinance, and neither of those Parts require building footprints and site layouts.*
- *Stormwater Management, Water and Sanitary Sewer Systems: The Applicant has depicted SWM Management facilities on the MZPs. The Applicant has provided an illustrative Infrastructure Plan depicting water and sanitary sewer lines to serve the Property and their connections throughout the entire corridor (Sheet 06 for the South and Sheet 08 for the North).*
- *Additional detailed explanation and citations of the three Zoning Ordinance Sections are included in Appendix A of this Executive Summary.*

2. Proffered Building Elevations and Building Materials

- The Staff Reports raised a concern that the “MCP does not proffer specific building materials” and this “will make the delivery of these standards harder to monitor and regulate.”
- *The MCP cannot proffer building materials, the Applicant’s commitment to building materials is in the proffer statements. Proffer 20 in the North and Proffer 23 in the South require the Applicant to commit to exterior building materials that include a minimum of three of the listed building materials described in those proffers.*
- *Proffer 23 in the South and Proffer 20 in the North require building elevations to be in “substantial conformance” with the building elevations depicted in the Master Corridor Plan (the “MCP”).*
- *The building elevations on pages 36 and 37 of the MCP label various façade treatments and building materials, including aluminum composite metal panels, insulated architectural precast concrete panels, louvered metal screening systems, and each of these is consistent the exterior building materials commitment.*
- *Respectfully, speculation regarding future interpretations is not a reasonable basis for denial and has no connection to conformance with the Comprehensive Plan.*

3. Waiver of Special Use Permit (SUP) to Permit Data Centers Outside of the Data Center Opportunity Overlay District

- Staff does not support the approval of a waiver of the SUP to permit data centers outside of the Data Center Opportunity Zone Overlay District (DCOZOD).
- *The “substantial conformance” commitment to building footprints, site layout, and building elevations satisfy the applicable criteria to warrant a waiver of the duplicate Special Use Permit for data center development outside of the Data Center Opportunity Overlay District, as Staff has routinely supported in other “P District” applications and as contemplated by the Zoning Ordinance. The adopted CPA (supported by Staff, the Planning Commission, and adopted by the Board of County Supervisors in 2022) envisions data centers as the primary use within the Digital Gateway CPA area.*
- *Proffer 23 South, Proffer 20 North (Building Elevations)*
- *Building Elevations in the Master Corridor Plan: Pages 34-37*
- *Proffer 24 South, Proffer 21 North (Building Footprints, Orientation, and Site Layout)*
- *Site Layouts in Master Corridor Plan: Pages 42-47*

4. Viewshed Impacts Upon Final Buildout (South Application)

- *The in-depth viewshed study undertaken by Digital Design and Imaging Services (“DDIS”) utilized the same building footprints, site layout, orientation, existing topographies, ridge lines, treed areas, and maximum height requirements in the proffered MZP and MCP for its extensive studies.*
- *These meticulous studies confirm virtually no viewshed impact to MNBP. In the one to two areas of the entire southern land bays where there might (stress, only might) be a minor viewshed impact from a limited area of the park, the Applicant has proffered additional mitigation measures – such as substantial additional buffering/landscaping and use of earth tone colors.*
- *As the DDIS studies have clearly demonstrated (and as we will review again with the BOCS), there will be absolutely no visual impact on the Heritage Hunt community due to the intervening 34-acre proffered forest, ridge line, height of the trees in this area (75’ on average) and the proffered maximum building heights.*
- *With the commitment to substantial conformance of building footprints, orientation, site layout, maximum height (strictly limited by overall height & the above mean sea level (AMSL) height limits), FAR densities, and proffered limits of disturbance (“LOD”), the Applicant has sufficiently resolved any lingering uncertainty as to these viewshed studies.*
- *Building Footprints, Orientation, and Site Layout: South - Proffer 24, North – Proffer 21*
- *Height Limits: South and North Proffer 7*
- *FAR: South and North Proffer 5*
- *Limits of Disturbance: South - Proffer 35, North – Proffer 32*
- *MZP: South – Sheets 4&5, North 5-7*

5. Target Densities (South Application)

- *The Staff Reports note a concern about a maximum of 0.36 FAR on Land Bay C in the South and that a 0.36 FAR is not at the “lower end” of the T-3 Transect Density.*
- *The Target FAR for the T-3 Transect is 0.23-0.57. CPA2021-00004 does not provide guidance on what development intensities constitute a lower or upper FAR range.*
- *An FAR of 0.40 is the midpoint of the Target FAR range. A legitimate case could be made that any intensity below the mid-point should be considered the lower end.*

- *0.36 FAR is 0.13 above the base intensity of 0.23 FAR and 0.21 below the maximum of 0.57 FAR. This demonstrates that a 0.36 FAR is closer to the recommended base intensity.*
- *For the purposes of distinguishing the area east of the existing transmission lines that has very specific CPA guidance (limited to up to 10 acres of an electric substation area, nine-acres of CRHS-designated land), it was logical to make this area its own, separate Land Bay. If the Applicant had decided to make the entire SE area one Land Bay, the overall FAR would be 0.23 FAR.*
- *Regardless of the FAR on each individual Land Bay, the Applicant must adhere to limiting Land Bay D to an electric infrastructure area (there cannot be a data center building placed in this Land Bay closest to MNBP).*

6. Ability to Make Changes

- *The Staff Report cites three specific proffers: Architecture and Building Materials (Proffer 23 in South and Proffer 20 in North); Master Landscape Plan (Proffer 30 in South and Proffer 27 in North); and Noise Attenuation (Proffer 46 in South and 43 in North).*
- *Architecture and Building Materials: The Applicant merely cites the Section of the Zoning Ordinance that permits minor modifications. The proffers do not allow for any additional flexibility regarding the building materials.*
- *Master Landscape Plan: In response to Staff's concern about "automatic approval" of the Master Landscape Plan, the Applicant has revised the above-mentioned proffers to address this concern and has added and a review and approval process of design details of the MLP as part of final site plan approval for each building and/or Land Bay.*
- *Noise Attenuation: "Staff can make a subjective decision related to noise mitigation". The Applicant has revised to proffers to note that the Sound Study submitted one month after the issuance of occupancy permits will need to ensure that implemented mitigation measures, if they are needed, have been effective. The Applicant is responsible for choosing effective noise attenuation measures, not Staff.*

7. Flexibility in Landscaping, LOD, Reforestation Areas, Buffers, Tree Save

- *The Applicant is required to demonstrate "substantial conformance" with the landscape reflected on the MZPs as well as pages 22 through 31 of the MCP.*
- *The Applicant has committed to "substantial conformance" with the LOD (Proffer 35, South and Proffer 32, North).*

- *The MZP depicts Tree Preservation Areas, Reforestation Areas, Resource Protection Areas, Supplemental Landscape Areas and Buffers outside of the LOD. The MZP further defines Tree Preservation Areas as Natural Open Space and Reforestation, Supplemental Landscape, and Buffers as Restored Open Space. MZP: South - Sheets 4&5, North – Sheets 5-7*
- *The Applicants have proffered a 1-for-1 replacement of tree preservation, reforestation, buffer, and supplemental landscaping requirement if utilities impact any of these elements of the MZP and the proffered minimum open spaces in order to achieve a minimum 40% of Development Open Space and minimum 30% Protected Open Space among both application areas. For example, if a gas line impacts a 50 sq. ft. tree preservation area that is part of the proffered open space, the Applicants will need to find and save an equivalent 50 sq. ft. of additional tree preservation area (or reforestation or buffer, as noted) on-site (Proffer 35.b South and 32.b North).*

8. Proposed Electrical Infrastructure

- *The Applicant proposes a number of proffers to continue to work with the County, NOVEC, and Dominion Energy.*

NOVEC

- *NOVEC facilities have been located within the MZP-designated Limits of Disturbance (LODs).*
- *As to the NOVEC facilities on the east side of Pageland Lane, they have been planned as proximate to the existing electric infrastructure as possible - that is, the existing regional Dominion transmission lines.*
- *On the west side of Pageland, great care has been taken to locate the NOVEC facilities in the most appropriate areas with surrounding screen walls, buffers, landscaping, and more setbacks than required.*
- *All substations will have solid screening walls.*

Dominion Energy

- *The Applicant, along with the Applicant of REZ2022-00036, have worked collaboratively and productively with Dominion (and NOVEC). While Dominion is still engineering its infrastructure, we have included a series of unique proffers.*
- *The Applicant has committed to working with Dominion to locate its transmission lines within the designated limits of disturbance (LODs) and perpendicular to protected areas (preserved trees, reforestation, buffer areas, etc.) wherever possible.*

- *Dominion is quite receptive to the proffer commitment of landscaping, pollinator gardens, and open meadow plantings underneath its lines.*
- *The Applicant has proffered to maintain 40% Development Open Space and 30% Protected Open Space . That is, if a Dominion line impacts 50 sq. ft. of designated tree area that is part of the proffered open space, the Applicant will establish and implement an alternative 50 sq. ft. tree save area.*
- *South – Proffer #35(b), North – Proffer #32(b)*
- *South and North – MZP Sheet 2*

9. Consistency with the Comprehensive Plan

- *The Staff Reports state the Applications are inconsistent with the Community Design, Cultural Resources, Environmental, and Electric Utilities Services Comprehensive Plan Sections and the Sustainability Focus Area (not a Comprehensive Plan Section).*
- *Appendix B attached to this Executive Summary includes the Applicant’s responses dated November 1, outlining the significant modifications that were made to the proffers in response to the Planning Commission Staff Report.*
- *The Applicant respectfully submits the proposed proffers, MZPs and MCP, along with the requested supplemental studies (detailed Phase I archaeological and architectural analysis, noise study, and viewshed study), demonstrate that the Applications align consistently with all governing sections of the CPA, including:*
 - *Long-Range Land Use - with the appropriate zoning districts tightly proffered.*
 - *Cultural Resources – in response to County Archaeologist comments, the Applicant has revised **Proffer 12 in South and North** to agree to a Cultural Landscape Report (“CLR”) rather than a Cultural Landscape Inventory (“CLI”) and for the CLR to meet NPS standards. The CLR will be completed for all of the South and North Application areas.*
 - *Affirming and supporting the Resilient Economy.*
 - *Offering a number of proven and innovative options to support Sustainable Growth initiatives.*
 - *Environmental Conservation objectives - virtually the entire Digital Gateway Corridor is privately owned with no proffered environmental enhancements or protections. The Applications ensure permanent forested areas, tremendous reforestation areas (of long-standing farmlands), enhanced stream and water protection measures, phosphorus*

removal objectives (non-currently exist in this area), permanent pollinator meadows to be maintained by the Applicant, and carefully planned open spaces.

- *Building Footprints, Orientation, and Site Layout: South - Proffer #24, North – Proffer #21*
- *Height Limits: South and North Proffer #7*
- *FAR Densities: South and North Proffer #5*
- *Phase I, II, & III Studies: South and North Proffer #10*
- *Transportation: South – Proffer #'s 49-54, North – Proffer #'s 46-51*
- *Sustainable Growth: South - Proffer #43 and North - #40*
- *Environmental Conservation: South – Proffer #'s 30-41, North – Proffer #'s 27-38*

10. Proffer Issues/Deficiencies

As requested by Staff, the proffers were revised on October 31 for clarity as to intent and enforceability and to address comments contained in the Planning Commission Staff Report published on October 27. Additional clean-up was provided in the proffers dated November 29 based on comments provided to the Applicant of REZ2022-00036 (Compass). The proffers dated December 11 address some of the comments in Attachment H in the Staff Reports published on December 7.

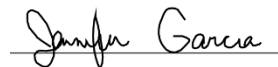
11. Conclusion

The Applicant is proud of its efforts put forth in this process and thanks Staff, the Planning Commission and Board of County Supervisors for their valuable time. Throughout the process, we have diligently considered Staff's feedback, and implemented significant noteworthy modifications to the Applications (REZ2022-00032 and REZ2022-00033). The Applications reflect the strategic and careful evaluation of the adopted Comprehensive Plan policies. They also demonstrate the Applicant's commitment to responsible implementation of the CPA.

We greatly appreciate Staff's valuable time and review.

Respectfully Submitted,

DLA Piper LLP (US)

A handwritten signature in black ink that reads 'Jennifer Garcia'.

Jennifer L. Garcia, AICP
Senior Land Use Planner
(703) 773-4042



ATTACHMENTS:

APPENDIX A to the Executive Summary – further addresses Zoning Ordinance Sec. 32-280.02, Sec. 32-700.23 and Sec. 32-700.21

APPENDIX B: MEMO – Re: REZ2022-00033 (South) & REZ2022-00032 (North) Digital Gateway -Executive Summary of Proffer and Other Application Revisions Subsequent to the Publication of the Planning Commission Staff Reports

Cc: Antonio Calabrese, Partner, DLA Piper LLP (US)
Chris Kapper, QTS Data Centers, Director of Development
Nick Blessing, QTS Data Centers, Director of Public Policy & Economic Development

APPENDIX A to the Executive Summary – further addresses Zoning Ordinance Sec. 32-280.02, Sec. 32-700.23 and Sec. 32-700.21

- Zoning Ordinance Sec. 32-280.02 – Purpose of master zoning plan.

“A master zoning plan demonstrates how the proposal provides a planned cohesive development and achieves the purpose of planned development by ensuring efficient use of property, efficient traffic circulation, and preservation of open space and sensitive environmental and historic features. The master zoning plan guides the progress of a planned development district by identifying designations where compatible uses are proposed. Master zoning plans shall conform with the submission requirements identified in [section 32-700.23](#).”

 - *A planned cohesive development is demonstrated by consistency throughout the application area with regard to (1) architecture and building materials, (2) landscape and (3) the Pageland Lane roadway design.*
 - (1) *Architecture and Building Materials: Proffer 23 in the South and Proffer 20 in the North require building elevations to be in “substantial conformance” with the building elevations depicted in the Master Corridor Plan (the “MCP”). Proffer 20 in the North and Proffer 23 in the South require the Applicant to commit to exterior building materials that include a minimum of three of the listed building materials, including brick, masonry/stone, aluminum, steel, glass, precast concrete, metal paneling, cementitious paneling, composite insulated panels, vinyl windows, and/or aluminum windows.*
 - (2) *Landscape: Proffer 30 in the South and Proffer 27 in the North require that a Master Landscape Plan be in “substantial conformance” with the Master Corridor Plan (akin to design guidelines) to provide for a coordinated and consistent pattern of landscape throughout the Property. In response to Staff’s concern about the amount “automatic approval” of the Master Landscape Plan, the Applicants have revised the above-mentioned proffers to remove the “automatic approval”, and have added and a review and approval process of design details of the MLP as part of final site plan approval for each building and/or Land Bay.*
 - (3) *Pageland Lane: Proffer 51.a in the South and Proffer 49.a in the North require the Applicants to design and construct on-site portions of Pageland Lane in substantial conformance with the roadway section for Pageland Lane as shown in the MZP and Page 21 of the MCP, which includes a 16’ wide landscape median; roundabouts; a 10’ wide shared use path on both sides of Pageland Lane, and a 50’ wide buffer on both sides of Pageland Lane.*

- *Efficient use of the property and efficient traffic circulation.*
 - *The North and South Applications demonstrate efficient use of the property by limiting the Development Areas to those as shown on the MZPs (Proffer 1 in the South and North require “substantial conformance” with the MZP, and Proffer 35 in South and Proffer 32 North require “substantial conformance” with the Limits of Disturbance (“LOD”) as depicted on the MZP). The Development Areas are focused nodes of development with sizable swaths of Tree Preservation Areas, Reforestation Areas, Resource Protection Areas, and Supplemental Landscape Areas surrounding the Land Bays and Development Areas. In terms of traffic circulation, the Applicants have committed to substantial conformance to the points of access to the Land Bays (Proffer 24 in South and Proffer 21 in North) with only two (2) Primary Access Points proposed in the South Application and three (3) Primary Access Points proposed in the North Application. Internal circulation will be primarily limited to drive aisles to access parking lots and data center buildings, as well as circulation within parking lot areas as shown on the MCP.*

- *Preservation of open space and sensitive environmental features.*
 - *As noted above, the Applicants have committed to “substantial conformance” with the LOD. The MZP depicts Tree Preservation Areas, Reforestation Areas, Resource Protection Areas, Supplemental Landscape Areas and Buffers outside of the LOD. The MZP further defines Tree Preservation Areas as Natural Open Space and Reforestation, Supplemental Landscape, and Buffers as Restored Open Space. The Applicants have proffered a 1-for-1 replacement of tree preservation, reforestation, buffer, and supplemental landscaping requirement if utilities impact any of these elements of the MZP and the proffered minimum open spaces in order to achieve a proffered minimum 40% of Development Open Space and minimum 30% Protected Open Space among both application areas. For example, if a gas line impacts a 50 sq. ft. tree preservation area that is part of the proffered open space, the Applicants will need to find and save an equivalent 50 sq. ft. of additional tree preservation area (or reforestation or buffer, as noted) on-site (Proffer 35.b South Application and 32.b North Application).*
 - *Proffer 34 in the South Application and Proffer 31 in the North Application require that Protected Open Space include Environmental Resource Areas that include FEMA floodplain, Resource Protection Areas (RPAs), steep slopes, etc., all of which fall under the category of sensitive environmental features.*

- *Preservation of historic features. The Applicants have demonstrated a unique respect for the valuable cultural resources of this prominent corridor. Almost all of the 2,100 acres of Digital Gateway are in privately owned lands, which can and will be enhanced and made available to the public pursuant to the pending applications:*
 - *Over 19,000 test pits were conducted throughout the properties by the Applicant and the Applicant of REZ2022-00036 - an unprecedented scope of work, completed years in advance of the normal protocol – which would typically require this study after a rezoning and prior to the commencement of construction. *Phase I Archaeology Report – Page 91**
 - *Even though extensive testing has already been completed by our respected experts (ERM and WSSI) to locate any potential Civil War artifacts or human remains, no evidence of remains has been found; nevertheless, per County Archaeologist suggestions, the Applicants are required to hire a Civil War Historian, whose expertise will assist with identifying any potential areas of Civil War burials. This study will be completed prior to any on-site construction. *(Proffer 16.a, South and North Applications)**
 - *Per County Archaeology request, the Applicants have also proffered a strict Unanticipated Discovery Plan (UDP) and On-Site Archaeological Monitoring, which includes extensive in-field study prior to commencement of any construction and invites the County to access and inspect the sites that have a high to moderate potential for underground cultural resources during on-site work. *(UDP, Proffer 17, South and North Applications. On-Site Archaeological Monitoring, Proffer 17, North and South Applications)**
 - *An updated Phase I Archaeology and Architecture Survey was provided to the Planning Office in November, addressing all outstanding requested revisions. *(Proffer 10.a, South and North Applications)**
 - *Phase II studies on selected sites and areas have been proffered to be completed prior to any final site plan, consistent with typical rezonings. *(Proffer 10.b, South and North Applications)**
 - *Phase III studies, if warranted, have also been proffered. *(Proffer 10.d, South and North Applications)**
 - *Cultural Landscape Reports have now been proffered (revised from Cultural Landscape Inventory) and the Cultural Landscape Report is required for all Land Bays across the Properties, which has been updated from the previous commitment to only certain Land Bays *(Proffer 12, South and North Applications)**

- Zoning Ordinance Sec. 32-700.23. - Requirements for a master zoning plan.
 - Sec. 32-700.23 of the Zoning Ordinance requires MZPs to include general boundaries of each proposed section, land use, density, or intensity, principal street systems, recreation areas or public use areas to be located within the project; general land use areas designated by land bays; proposed land uses within each land bay consistent with the Comprehensive Plan land use designation; the proposed floor area ratio (FAR) for nonresidential uses; square feet of floor space for nonresidential uses, and proposed open space.
 - *The Applicant respectfully submits Sec. 32-700.23 does not mandate that the MZP include “the location of all buildings and other structures, the proposed plan for all major sanitary sewers, water systems and storm water management and drainage improvements.”*

- Zoning Ordinance Sec. 32-700.21. – General development plan (GDP).
 - Sec. 32-700.21 states MZPs for Planned Districts and PBDs should be prepared in accordance with Parts [280](#) and [404](#) of the Zoning Ordinance. *Therefore, the requirements of a GDP as further set forth in Sec. 32-700.21 do not apply.*
 - *Part 280 of the Zoning Ordinance describes the general purpose of a Planned Development District, the enumeration of planned districts, specific objectives of the planned development districts, relationship to the Comprehensive Plan, land bay designations. The Applicant respectfully submits Part 280 of the Zoning Ordinance does not require the MZP include “the location of all buildings and other structures, the proposed plan for all major sanitary sewers, water systems and storm water management and drainage improvements.”*

 - *Part 404 of the Zoning Ordinance describes the objectives of the PBD, creation of the district, permitted uses, development standards and waivers and modifications within a PBD. The Applicant respectfully submits Part 404 of the Zoning Ordinance does not require the MZP include “the location of all buildings and other structures, the proposed plan for all major sanitary sewers, water systems and storm water management and drainage improvements.”*



**APPENDIX B: MEMO – Executive Summary of Proffer and Other Application Revisions
Subsequent to the Publication of the Planning Commission Staff Reports**

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November 1, 2023

VIA EMAIL

The Honorable Chair, Mrs. Cynthia Moses-Nedd
Prince William County Planning Commission
1 County Complex Ct.
Prince William, VA 22192

Re: REZ2022-00033 (South) & REZ2022-00032 (North) Digital Gateway -
Executive Summary of Proffer and Other Application Revisions Subsequent to the Publication of
the Planning Commission Staff Reports

Dear Chair Moses-Nedd,

Please accept this overview and summary outlining our changes and clarifications to our Proffer Statements, Master Zoning Plans (“MZP”), and the Master Corridor Plan (“MCP”). We have revised our proffers and all associated materials to carefully, specifically, and fully address the major outstanding items referenced in the published PC Staff Reports of Friday, October 27th.

Building Footprints and Site Layout – Now Fully Proffered

The Applicant has updated its proffer statement to specifically proffer all major elements of our plans throughout the Digital Gateway Corridor. The proffers commit to the high standard of “substantial conformance” to Pages 42-47 of the MCP. All of our Land Bays – including the building layouts, building footprints, orientation, electrical infrastructure areas, and points of access - have now been proffered (South - Proffer #24, North – Proffer #21). Substantial conformance for a project of this size, complexity, and long-term phasing is an unprecedented commitment; our proffers and plans go far beyond the County’s typical requirements.

**South - Proffer #24, North – Proffer #21
Master Corridor Plan: Pages 42-47**

Specific, Clear, Detailed, Proffered Elevations

South Proffer #23 and North #20 are revised to require building elevations in “substantial conformance” with the elevations shown on Pages 34 - 37 of the MCP.

South Proffer #23 and North #20
Master Corridor Plan: Pages 34-37

Waiver of Special Use Permit (SUP) to Permit Data Centers Outside of the Data Center Opportunity Overlay District

The updated “substantial conformance” proffer for building footprints, site layout, and elevations satisfy the applicable criteria to warrant a waiver of the duplicate Special Use Permit for data center development outside of the Data Center Opportunity Overlay District, as Staff has routinely supported in other “P District” applications and as contemplated by the Zoning Ordinance. The adopted CPA (supported by Staff, the Planning Commission, and adopted by the Board of County Supervisors in 2022) envisions data centers as the primary use within Digital Gateway.

Building Footprints, Orientation, and Site Layout: South - Proffer #24, North – Proffer #21
Master Corridor Plan: Pages 42-47
Building Elevations - South - Proffer #23 and North – Proffer #20
Master Corridor Plan: Pages 34-37

Certainty in Viewshed Impacts Upon Final Buildout (South Application)

The in-depth viewshed study undertaken by Digital Design and Imaging Services (“DDIS”) utilized the same building footprints, site layout, orientation, existing topographies, ridge lines, treed areas, and maximum height requirements in the proffered MZP and MCP for its extensive, scientific-based studies.

This study has now been updated to recognize a gas line easement located on the southeastern portion of Land Bay D, which addresses a specific concern of the Manassas National Battlefield Park (“MNBP”). These meticulous studies confirm virtually no viewshed impact to MNBP. In the one to two areas of the entire southern land bays where there might (stress, only might) be a minor viewshed impact from a limited area of the park, we have specifically proffered additional mitigation measures – such as substantial additional buffering/landscaping and use of earth tone colors.

As the DDIS studies have clearly demonstrated (and as we will review again with the Commission next week), there will be absolutely no visual impact on the Heritage Hunt community due to the intervening 34-acre proffered forest, ridge line, height of the trees in this area (75’ on average) and the strict building heights that we have proffered.

With the updated proffer statement of substantial conformance of building footprints, orientation, site layout, maximum height (strictly limited by overall height & the area above mean sea level (AMSL) height limits), FAR densities, and proffered limits of disturbance (“LOD”), the Applicant has sufficiently resolved any lingering uncertainty as to these viewshed studies.

Building Footprints, Orientation, and Site Layout: South - Proffer #24, North – Proffer #21
Height Limits: South and North Proffer #7
FAR Densities: South and North Proffer #5
Limits of Disturbance: South - Proffer #35, North – Proffer #32
MZP: South – Sheets 4&5, North 5-7

Targeted, Capped Densities – at or Below the CPA Recommendations

The Applicant has updated its proffer statement and MZPs to define and cap the FAR in each land bay, as requested by Staff. We remain at or below (or well below) the Plan recommended densities, with an overall maximum of 0.25 FAR in our southern areas and an overall maximum of 0.30 in the north.

South and North Proffer #5

Removal of “Flexibility” and Strict Enforceable Criteria for any Interpretation, Modification

The Staff Report referenced several proffers that permitted the Planning Director some reasonable discretion to approve changes based on various criteria and standards. Although these types of proffers are typical for sizable cases with long-term development horizons (these types of proffers are embraced regularly, for example, in Fairfax and Loudoun Counties). Our proffers are now revised to reflect clearly defined and restricted criteria, consistent with Section 32-700.30 of the Prince William County Zoning Ordinance.

South Proffer #'s – 23, 24, 30, 43, and 46

North Proffer #'s – 20, 21, 27, 40, and 43

MCP and MZP – Landscaping Substantial Conformance

The Applicant has updated its proffer statements to require substantial conformance with the landscaping reflected on the MZPs as well as pages 22 through 31 of the MCP. Additionally, we have refined the standards and methods of review/approval and timing. These changes address the Staff’s primary landscaping concerns.

South Proffer #30 and North #27

Master Corridor Plan: Pages 22-31

MZP: South - Sheets 4&5, North – Sheets 5-7

Protection of Proffered Open Spaces Through Mitigation of Impact on Forested Area, Reforestation, Buffers, and Landscaping through a 1:1 Replacement Commitment

1-for-1 Replacement - QTS has proffered a unique 1-for-1 forest protection, reforestation, buffer, and supplemental landscaping requirement if any utilities impact any of these sections of our MZP and/or the proffered minimum open spaces. For example, if a gas line impacts a 50 sq. ft. forested area that is part of our proffered open space, we will find and save an equivalent 50 sq. ft. of additional tree save (or reforestation or buffer, as noted) on-site.

South – Proffer #35(b), North – Proffer #32(b)
South and North – MZP Sheet 2

Screening, Buffering, and Limitations on Electrical Infrastructure, 1:1 Replacement

The Applicant has embraced a number of noteworthy proffers to continue to work with the County, NOVEC, and Dominion Energy.

NOVEC

- NOVEC facilities have been located within the MZP-designated Limits of Disturbance (LODs).
- As to the NOVEC facilities on the east side of Pageland Lane, they have been planned as proximate to the existing electric infrastructure as possible - that is, the existing regional Dominion transmission lines.
- On the west side of Pageland, great care has been taken to locate the NOVEC facilities in the most appropriate areas with surrounding screen walls, buffers, landscaping, and more setbacks than required.
- All substations will have solid screening walls.

Dominion Energy

- QTS and Compass have worked collaboratively and productively with Dominion (and NOVEC). While Dominion is still engineering its infrastructure, we have included a series of unique proffers.
- QTS has committed to working with Dominion to locate its transmission lines within the designated limits of disturbance (LODs) and perpendicular to protected areas (preserved trees, reforestation, buffer areas, etc.) wherever possible.

- We understand that Dominion is quite receptive to our proffer of attractive landscaping, pollinator gardens, and open meadow plantings underneath its lines.
- As noted above, with regard to other utilities, QTS has proffered a 1:1 replacement. If a Dominion line shifts and intercedes with a forested, reforested, or buffer area, we have proffered to maintain the minimum Protected Open Space (of 30%). That is, if a Dominion line shifts in a way that would impact 50 sq. ft. of designated tree area that is part of our proffered open space, we will establish and implement an alternative 50 sq. ft. tree save area.

**South – Proffer #35(b), North – Proffer #32(b)
South and North – MZP Sheet 2**

Consistency with the Comprehensive Plan

With the updated proffers, commitments, refined MZP and MCP, along with the requested supplemental studies (updated, detailed Phase I archaeological and architectural analysis, updated noise study, updated transportation phasing, and updated viewshed study), the QTS applications (REZ2022-00032 and REZ-2022-00033) align completely and consistently with all governing sections of the CPA, including:

- Long-Range Land Use - with the appropriate zoning districts tightly proffered.
- Affirming and supporting the Resilient Economy.
- Offering a number of proven and innovative options to support Sustainable Growth initiatives.
- Strictly proffering to numerous Environmental Conservation objectives - virtually the entire Digital Gateway Corridor is privately owned with no proffered environmental enhancements or protections. The applications before the Commission ensure permanent forested areas, tremendous reforestation areas (of long-standing farmlands), enhanced stream and water protection measures, phosphorus removal objectives (non-currently exist in this area), permanent pollinator meadows to be maintained by the Applicant, and carefully planned open spaces.
- The QTS applications fulfill the CPA's Transportation and Mobility objectives.

Building Footprints, Orientation, and Site Layout: South - Proffer #24, North – Proffer #21
Height Limits: South and North Proffer #7
FAR Densities: South and North Proffer #5
Phase I, II, & III Studies: South and North Proffer #10
Transportation: South – Proffer #'s 49-54, North – Proffer #'s 46-51

Sustainable Growth: South - Proffer #43 and North - #40

Environmental Conservation: South – Proffer #'s 30-41, North – Proffer #'s 27-38

Transportation and Mobility

QTS has worked with both VDOT and PWCDOT regarding the final outstanding items. We understand that our revised proffers have been deemed acceptable to both agencies, with commitments to:

- 3 ¾ miles of Pageland Lane widening and the creation of a pastoral parkway (with attractive, traffic-calming roundabouts, rather than traffic/light controlled intersection),
- \$180-\$200 million in major transportation improvements, which will help achieve one of the MNBP's major objectives of discouraging vehicular traffic through the Battlefield Park; all privately (not publicly, not tax-payer) funded,
- 50' buffers on either side of this parkway setting,
- Complemented by 10' shared use paths on both north and southbound reinvented Pageland Lane
- Supporting already needed improvements to Rt. 29 (at the southern entrance to Digital Gateway) and major enhancements to Sudley Road (to the north).

South – Proffer #'s 49-54

North – Proffer #'s 46-51

Cultural Resources

QTS and Compass have demonstrated a unique respect for the valuable cultural resources of this prominent corridor. Almost all of the 2,100 acres of Digital Gateway are in privately owned lands, which can and will be enhanced and made available to the public pursuant to the pending applications:

- Over 19,000 test pits were conducted throughout the properties by QTS and Compass - an unprecedented scope of work, completed years in advance of the normal protocol – which would typically require this study after a rezoning and prior to the commencement of construction.

Phase 1 Archaeology Report – Page 91

- Even though extensive testing has already been completed by our respected experts (ERM and WSSI) to locate any potential Civil War artifacts or human remains, no evidence of remains has been found; nevertheless, per Justin Patton's suggestion, QTS has now proffered to hire a Civil War Historian, whose expertise will assist with identifying any potential areas of Civil War burials. This study will be completed prior to any on-site construction.

South and North Proffer #16

- Per Justin's request, QTS has also proffered a strict Unanticipated Discovery Plan (UDP) and On-Site Archaeological Monitoring, which includes extensive in-field study prior to commencement of any construction and invites the County to access and inspect our sites that have a high to moderate potential for underground cultural resources during on-site work.

UDP: South and North Proffer #17

On-Site Archaeological Monitoring: South and North Proffer #15

- An updated Phase 1 Archaeology and Architecture Survey has been provided to the Planning Office, addressing all outstanding requested revisions.
South and North Proffer #10(a)
- Phase II studies on selected sites and areas have been proffered to be completed prior to any final site plan, consistent with typical rezonings.

South and North Proffer #10(b)

- Phase III studies, if warranted, have also been proffered.

South and North Proffer #10(d)

- Cultural Landscape Reports have been proffered to review portions of Pageland II and the Marble Hill Plantation, as requested by the County Archaeologist and MNBP.

South and North Proffer #12

- Pageland Lane extensive upgrade – QTS and Compass together will be creating an attractive scenic byway to MNBP, with 50' landscaped buffers and 10' shared-use paths paralleling both the east and west sides of a re-invented Pageland Lane.

South - Proffer # 51, North – Proffer #49

- 9+ miles of pedestrian & equestrian trails will be constructed by the two applicants, planned and carefully integrated throughout the 2,100+ acres.

South - Proffer # 44, North – Proffer #41

- Unfinished Railroad Park – QTS will preserve and dedicate a 5-acre, noteworthy park dedicated to the County's rich history and the Confederacy's attempt to build a supply

chain rail path to conquer DC in the 1860's. This privately owned land will be turned into a noteworthy public amenity for generations of County students and families to visit and learn more about our heritage.

South Proffer # 44(a)

- Ms. Dean's Thornton School – Compass is proposing a unique opportunity for a special, reflective place to understand better the valuable contributions of one of the County's most prominent historical figures.

Located within Compass Proffer Statement

Extensive Proffer Clarifications

As requested by Staff, the proffers have been revised for clarity as to intent and enforceability.

Outstanding 4th Review Comments

The Commission and Applicants received these extensive Staff reports on Friday, October 27th. Within three business days, the Applicant has responded to every comment, request, proffer, and plan refinement noted by Staff.

Conclusion

QTS is proud of its commitments to the process, the Commission, the County, and the public. We have embraced an entire series of noteworthy revisions to these applications (REZ2022-00032 and REZ2022-00033) addressing every single one of Staff's legitimate concerns. These detailed revisions reflect QTS' commitment to responsible development within this exciting corridor. The QTS applications comport fully with the adopted and governing CPA.

We greatly appreciate the Commissioner's valuable time and review of the revised materials. We respectfully seek your favorable recommendation to the Board of County Supervisors.

Respectfully Submitted,

A handwritten signature in blue ink that reads 'AJ CALABRESE'.

Antonio J. Calabrese, Partner, DLA

Cc: All Members of the Prince William County Planning Commission
David McGettigan, Planning Director, via email
Alex Vanegas, Planning Manager, via email
Christopher Perez, Principal Planner, via email
Nick Blessing, QTS, via email
Chris Kapper, QTS, via email

QTS – PW DIGITAL GATEWAY SOUTH PROFFER STATEMENT

RE: #REZ2022-00033, Digital Gateway South (the “Application”)

“Owners”: Page S. Synder Revocable Trust; Pageland Farm Associates; Nicole Scolaro and Kenneth Bland; Phyllis Thompson, Trustee, The Thomas F. Thompson and Phyllis W. Thompson Joint Trust; Mary Ann Ghadban Revocable Living Trust; Thomas C. Ackerly, Jr.; Underwood Family Farm, LLC

“Applicant”: GW Acquisition Co., LLC

“Property”: GPIN Nos. 7498-42-6117, 7498-51-1835, 7498-74-6800, 7498-74-3579, 7498-83-1842, 7498-83-1869, 7498-83-6698, 7498-93-5350, 7498-94-5907, 7498-93-7484, 7498-84-6051, 7498-85-3325, 7498-85-7316, 7498-94-1180 and 7598-13-2096 (the “Property”)

“Rezoning”: ±342 acres
A-1, Agricultural to PBD, Planned Business District
Gainesville Magisterial District

Date: December 10, 2023

The undersigned hereby proffers that the use and development of the Property shall be in substantial conformance with the following conditions, and which shall supersede all other proffers and conditions made prior hereto with respect to the Property. In the event the referenced rezoning is not granted as applied for by the Applicant, these proffers shall be withdrawn and shall be null and void.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. Any improvements proffered herein shall be provided at the time of development of the portion of the site served by the improvement, unless otherwise specified. The term “Applicant”, as referenced herein, shall include within its meaning all current and future fee owners, successors in interest and assigns of the Property.

References in this Proffer Statement to plans and exhibits as binding on the Applicant are limited to the Master Zoning Plan (the “MZP”), with all other plans and exhibits provided for illustrative purposes only, unless expressly stated otherwise herein:

1. Master Zoning Plan (the “MZP”) prepared by IMEG Corp., entitled “Digital Gateway South”, dated February 28, 2022 last revised October 30, 2023, consisting of the following sheets:
 - a. Cover Sheet
 - b. Master Zoning Plan (Sheets 02 and 03)
 - c. Green Infrastructure Plan (Sheets 04 and 05)
 - d. Infrastructure Plan (Sheet 06)
2. Exhibit A: Transportation Infrastructure Improvements Concept Plan & Phasing, dated January 19, 2023 and revised through September 12, 2023 and the Transportation Infrastructure Improvements Concept Plan dated January 19, 2023 and revised through April 28, 2023, prepared by Gorove/Slade.
3. Exhibit B: Prince William Digital Gateway Master Corridor Plan, prepared by LandDesign, dated January 2023 and revised October 2023 (the “MCP”).
4. Exhibit C: Building Section 2 Story Concept and Rooftop Plan View.
5. Exhibit D: Substation screening, depictions and examples.

USES AND SITE DEVELOPMENT

1. Master Zoning Plan: The Property shall be developed in substantial conformance with the MZP, subject to minor modifications permitted by the Prince William County Zoning Ordinance (the “Zoning Ordinance”), including those minor modifications that may be permitted pursuant to Section 32-700.30(6) of the Zoning Ordinance and as further described in this Proffer Statement.
2. Prohibited Uses: Except as set forth hereafter, the uses identified in Section 32-404.03(2) and Section 32-280.41(1) of the Zoning Ordinance shall be prohibited. The following uses as identified in Section 32-402.31, Section 32-402.32 and Section 32-402.33 of the Zoning Ordinance shall also be prohibited:
 - a. Alarm systems operations, office.

- b. Business school.
- c. College, university or seminary.
- d. Computer and network services.
- e. Hospital.
- f. Hotel, motel, or short-term lodging.
- g. Institute for special education and training.
- h. Medical care facility, specialized.
- i. Medical or dental laboratory.
- j. Medical or dental office and clinic.
- k. Neighborhood retail and fulfillment center, up to 30,000 square feet in gross floor area.
- l. Private school (no boarding).
- m. Religious institution with related facilities (excluding cemeteries).
- n. Recycling collection points, subject to the standards in section 32-250.84.
- o. Research and development (non-HAZMAT).
- p. Trade or convention center.
- q. Trade, technical or vocational school.
- r. Adult day care facility.
- s. Art gallery (private).
- t. Barber shop, beautician studio, or tanning salon.
- u. Commercial artist or photographer's studio.
- v. Fraternity, sorority, secondary to college, university or seminary (on campus only).
- w. Helistop.
- x. Hotel.
- y. Live entertainment in accordance with the provisions of section 32-400.15.
- z. Office equipment sales, lease and service.
- aa. Optical and eye care facility.
- bb. Retail store.
- cc. School of special instruction.
- dd. Travel Agency.
- ee. Bus station, commercial.
- ff. Continuing care retirement community.
- gg. Heliport, secondary only.
- hh. Helipad.

- ii. Taxi or limousine dispatching.
 - jj. Veterinary hospital.
3. Use Parameters: Pursuant to Section 32-404.05 of the Zoning Ordinance, the Applicant's use of the Property is limited to the following, provided that use and occupancy of any existing agricultural activities, dwelling units and structures located on the Property may continue until the same is removed or replaced in accordance with these Proffers. Ancillary and secondary uses shall be limited to those listed as 3.c. through 3.h. below and shall be limited to a maximum of ten percent (10%) of the total gross floor area for each building which includes such ancillary and secondary uses. Pursuant to § 32-201.12(a)(2) of the Zoning Ordinance, the MZP constitutes a Plan of Development within the meaning of Va. Code Ann. § 15.2-2232 and § 15.2-2286(A)(8), and the public facilities identified on the MZP are deemed approved and not subject to separate public facilities review and determination or Special Use Permit. Should the location and/or extent of a public facility change, or a new public facility be added, and such facility is determined by the Planning Director not to be in substantial conformance with the MZP and these Proffers, then the change and/or addition shall be permitted upon approval of a separate Public Facility Review or Special Use Permit, whichever is needed, without a requirement for or need to amend the MZP or these Proffers.
- a. Data centers and accessory uses and structures;
 - b. Public facilities including, but not limited to, streets, parks, and electric substations;
 - c. Office, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development;
 - d. Cafeteria/lunchroom/snack bar/automat, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development;
 - e. Recreation facility for employees, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development;

- f. Childcare facility and any associated outdoor play area, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development;
 - g. Event Center/Meeting Hall, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development; and
 - h. Recording Studio, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development (as defined below) (collectively, the “Approved Uses”).
4. Land Bays. For all purposes associated with its development and use, the Property shall be divided into four (4) Land Bays (each a “Land Bay”) as shown on Sheets 02, 03, 04, and 05 of the MZP. The Applicant may adjust the boundaries and acreage of one or more Land Bays, as part of final site plan approval, by up to 10% of the land area of each such Land Bay.
5. Floor Area Ratio: The Applicant shall develop the Property with data centers, parking, and other uses and structures as set forth in these Proffers (collectively, the “Development”), at no greater than an overall 0.25 floor area ratio (“FAR”). For purposes of these Proffers, FAR is defined as the ratio of gross square footage of the area of buildings to be constructed on the Property to the gross square footage of land area of the Property, subject to advanced density/intensity credit as set forth in Proffer 59.
 - a. FAR for each Land Bay. The Applicant shall develop Land Bays A and B at no greater than 0.25 FAR on each Land Bay. The Applicant shall develop Land Bay C at no greater than 0.36 FAR. The overall and total FAR permitted for all four Land Bays (A – D) combined shall not exceed 0.25.

- b. Tabulation. As part of each final site plan submitted for the Property, the Applicant shall provide a tabulation indicating the development status of the Property to include a listing of all building(s) constructed to date and their associated gross floor area (“GFA”) and relationship to the overall maximum permitted FAR for each Land Bay. The tabulation shall be updated with each subsequent final site plan approved for the Property.
6. Interim Development. Pursuant to Section 32-404.05.1 of the Zoning Ordinance, the Applicant may develop by-right any portion of the Property with parking lots and/or staging areas necessary for site construction, with approval of a final site plan.
7. Height:
- a. For purposes of this Proffer, the term “Building Height” shall include the building rooftop and parapets and/or screening walls that screen rooftop mechanical equipment. Buildings shall be limited to up to two stories. The typical two-story building section is depicted in Exhibit C attached to these proffers. The maximum Building Height shall be permitted and limited as follows:
1. Buildings in Land Bay A shall not exceed a maximum Building Height of sixty feet (60’) measured from finished slab, nor shall buildings exceed three hundred and sixty-two feet (362’) above mean sea level. The lesser of the two measurements shall dictate the maximum Building Height.
 2. Buildings in Land Bay B shall not exceed a maximum Building Height of sixty feet (60’) measured from finished slab, nor shall buildings exceed three hundred and forty-nine feet (349’) above mean sea level. The lesser of the two measurements shall dictate the maximum Building Height.
 3. Buildings in Land Bay C shall not exceed a maximum Building Height of sixty feet (60’) measured from finished slab, nor shall buildings exceed three hundred and eighty-six feet (386’) above mean sea level. The lesser of the two measurements shall dictate the maximum Building Height.

4. Land Bay D shall be limited to an Electric Infrastructure Area as addressed in Proffer 47.
 - b. Each building may include one elevator penthouse which (i) shall be no more than ten (10) feet above the Building Height (up to a maximum of 70 feet) and (ii) shall not consist of more than two percent (2%) of the total square footage of the entire building roof area as shown in Exhibit C.
 - c. Prior to requesting a building permit release letter from the County Department of Development Services (“Development Services”), the Applicant shall submit building elevations to ensure compliance with this Proffer.
8. Federal Aviation Administration. The Applicant shall obtain approval from the Federal Aviation Administration (the “FAA”) prior to final site plan approval for buildings whose height is subject to approval by the FAA. The Applicant shall provide documentation to Development Services demonstrating receipt of such FAA approvals concurrently with the submission of each applicable building permit application.
9. Construction Impact Management. The Applicant shall undertake the following actions to address impacts of construction:
 - a. Pre-Construction Information Distribution. Prior to the commencement of construction, the Applicant shall distribute written information to, and offer to hold a meeting with the homeowner’s associations or boards of Heritage Hunt and Catharpin Valley Estates, a representative from the Virginia Department of Forestry on behalf of Conway Robinson State Forest and the Manassas National Battlefield Park (“MNBP”) Superintendent regarding planned construction activities for the Development. The information shall include: (i) the anticipated phasing of construction, (ii) a preliminary schedule for each phase of construction, (iii) a preliminary plan for the routing of construction vehicles and (iv) planned measures to minimize off-site dirt and debris in accordance with applicable law. In addition, the Applicant shall provide the name, email address, and telephone number of a contact person responsible for managing construction activities on the Property to the Planning Director, the Gainesville District Supervisor’s Office and

the Chair of the Board of County Supervisors Office prior to the commencement of construction on each building(s) and/or structure(s).

- b. Construction Hours. Outdoor construction activities, including deliveries, on the Property shall occur only between the hours of 7:00 am to 9:00 pm Monday through Friday and 9:00 am to 9:00 pm on Saturday. The Applicant shall inform all contractors and subcontractors of the permitted hours of construction and shall provide direction on how contractors and subcontractors shall reduce the use of outdoor construction site lighting outside of the designated construction activity hours. The Applicant shall post signs identifying such construction hours at all construction entrances on the Property.
- c. Construction Truck Routing. The Applicant shall prepare a plan for the routing of construction trucks, in accordance with applicable law. The Applicant shall provide such plan to the Virginia Department of Transportation (“VDOT”), Prince William County Department of Transportation (“PWCDOT”), the homeowner’s associations or boards of Heritage Hunt and Catharpin Valley Estates, a representative from the Virginia Department of Forestry on behalf of Conway Robinson State Forest and the MNBP Superintendent prior to the commencement of construction. The Applicant shall inform all contractors and subcontractors of the plan for the routing of construction trucks and shall post signs identifying such construction truck routes at all construction entrances on the Property.

CULTURAL RESOURCES

10. Phase I Survey, Phase II Survey, Mitigation Plan, Phase III Survey.

- a. Phase I Survey. The Applicant has completed and submitted the *Phase I Archaeological Survey, QTS Manassas Digital Gateway, Prince William County, Virginia Project No. 0630223 dated October 27, 2023* (the “Phase I Archeological Survey”) and the *Phase I Historic Architecture Survey, QTS Manassas Digital Gateway, Prince William County, Virginia Project No. 0630223 dated October 23, 2023* (the “Phase I Architecture Survey”) to evaluate/update previous investigations of the Property (collectively, the “Phase I Surveys”). The Applicant

agrees to retain the services of a third-party historical or cultural resources firm and conduct one or more Phase II Surveys as recommended in the Phase I Surveys.

1. Addendum Report to Phase I. The Applicant shall hire a qualified professional to submit an Addendum Report for 076-0137 (Pageland II). The scope of the work for the Addendum Report, including the geographic area to be evaluated around Pageland II, shall be coordinated with the County Archaeologist. The Addendum Report shall be completed prior to first submission of the final site plan for the affected Land Bay or portion thereof and submitted to the County Archaeologist for review.
- b. Phase II Survey. In the event the findings of a Phase I Survey indicate that a Phase II Archeological and/or Architectural Survey is warranted, the Applicant shall conduct such Phase II Survey(s) on identified sites and resources. The Applicant shall submit the results of the Phase II Survey(s) with the first submission of the final site plan for any Land Bay or portion thereof for which such a survey is required. A qualified professional shall be hired by the Applicant to conduct all Phase II excavations, if excavations are warranted. All Phase II scopes of work shall be approved by the Planning Director or designee. Three (3) copies of the draft Phase II Surveys documenting the results and recommendations of the archaeological and/or architectural evaluations shall be submitted to the Planning Office for review, comment and approval concurrent with any relevant, impacted site plan. The qualified professional, the archeological testing and the reports shall meet the standards set forth in the current version of the *Virginia Department of Historic Resources (VDHR) Guidelines for Conducting Cultural Resource Survey in Virginia*. Final Phase II reports shall be submitted in quantities, formats and media as requested by the County Archaeologist.
1. In addition to the sites recommended for Phase II Surveys within the Phase I Surveys, the Applicant shall conduct Phase II Archeological Surveys for sites 076-0137 (Pageland II), 44PW0580, 44PW0594, and 44PW0593. The Applicant shall submit the results of these Phase II Surveys with the first submission of the final site plan of the affected

Land Bay or portion thereof. A qualified professional shall be hired by the Applicant to conduct all excavations, if excavations are warranted. The Phase II scope of work shall be approved by the Planning Director or designee. Three (3) copies of the draft Phase II Surveys documenting the results and recommendations of the surveys shall be submitted to the Planning Office for review, comment and approval concurrent with any relevant, impacted site plan. The qualified professional, the archaeological testing and the reports shall meet the standards set forth in the current version of the Virginia Department of Historic Resources (VDHR) Guidelines for Conducting Cultural Resource Survey in Virginia. Final Phase II reports shall be submitted in quantities, formats and media as requested by the County Archaeologist.

2. Historic Structure Report. The Applicant shall retain the services of a qualified professional archaeologist(s) to prepare a Historical Structure Report (“HSR”) on Pageland II (076-0137) and The Second Battle of Manassas (076-5190). The HSR shall be submitted to the County Archeologist, or their designee, for review and approval, with the first submission of the final site plan of the affected Land Bay or portion thereof.
- c. Mitigation Plan. In the event the Phase II Surveys find an archaeology and/or architecture site(s) to be significant and such site(s) will be disturbed by construction, the Applicant shall initiate mitigation of the archaeology site through Section 106 of the National Historic Preservation Act (“NHPA”), if required by law, with the County as a consulting party. If Section 106 review is not required by law, the Applicant shall prepare a County mitigation plan for approval by the Planning Director or designee, and such approval shall be based on the mitigation plan meeting the standards set forth in the current version of the *Virginia Department of Historic Resources* (“VDHR”) *Guidelines for Conducting Cultural Resource Survey in Virginia and the Advisory Council on Historic Preservation’s* (“ACHP”) *Recommended Approach for Consultation on Recovery of Significant Information from*

Archeological Sites. If such County mitigation plan is required, its stipulations shall be completed prior to final site plan approval for each Land Bay where the mitigation plan is applicable. Final mitigation reports shall be submitted in quantities, formats, and media as requested by the County Archaeologist after the report(s) have been approved by the County. Areas designated for Preservation or Recovery shall be shown on the final site plan of the affected Land Bay or portion thereof. Data recovery shall be carried out by a qualified archaeologist approved by the Planning Director or designee.

- d. Phase III. In the event the findings of a Phase II Archeological Survey indicate that a Phase III Archeological Survey (the "Phase III Survey") is warranted, the Applicant shall conduct such Phase III Survey on identified sites and resources. The Applicant shall either pursue preservation in place ("Preservation") and/or conduct a data recovery excavation and thereafter process any artifacts recovered from the Property, including completing interpretations and additional analyses of such artifacts ("Recovery"). Areas designated for Preservation or Recovery shall be shown on the final site plan of the affected Land Bay or portion thereof. Data recovery shall be carried out by a qualified archaeologist approved by the Planning Director or designee.
11. Curation. The Applicant shall curate with the County all artifacts, field records, laboratory records, photographic records, and other records recovered and produced as a result of the investigations and excavations undertaken in connection with the Phase I Survey, the Phase II Survey and, as applicable, the Mitigation Plan, or any Phase III Recovery. Any artifacts, field records, laboratory records, photographic records, and other record generated from the investigations and/or excavations that the County requests to receive from the Applicant shall be turned over to the County within three (3) months following completion of the final report or prior to the commencement of ground disturbance for the specific area or site, whichever is first in time. All artifacts and/or records submitted for curation shall meet current professional standards and The Secretary of the Interior's *Standards and Guidelines for Archaeology and Historic Preservation*. The Applicant shall pay to the County a curation fee identical to VDHR's curation fee at the time artifacts and/or records are delivered to the County. Ownership of all records submitted for curation shall be transferred to the County with a letter of gift. If curation as described in this Proffer is necessary, the Applicant shall complete such curation prior to final site plan approval on

any Land Bay(s) where curation is undertaken. Compliance shall be demonstrated by a written confirmation from the County Archaeologist prior to final site plan approval for the applicable Land Bay or section of the Land Bay.

12. Cultural Landscape Report. The Applicant shall retain the services of a qualified professional archaeologist(s), as approved by the County Archaeologist or their designee, to prepare a cultural landscape report for the Property (the "CLR"). The CLR shall meet the National Park Service's standard for this report. The CLR shall include information gathered primarily from secondary sources and through field surveys of the landscape focused on characteristics such as natural systems, spatial organization, land use, vegetation, circulation, structures, and views. The CLR shall also assess the integrity and condition of the landscape. The Applicant shall determine the final scope of the CLR in consultation with the County Archaeologist or their designee. The CLR shall be submitted to the County Archaeologist, or their designee, with the first submission of the final site plan for the first data center building to be built on the Property.

13. Protection of Archaeology Sites and Cemeteries. The Applicant shall erect a protective fence that is either a tree-save fence, six-foot tall temporary chain link fence, or other fence of a similar quality around archaeology sites that shall be preserved, archaeology sites that require additional work as outlined in Proffer 10, and all cemeteries. Such temporary fencing shall remain in place until ground disturbance activities contiguous to such sites and cemeteries have concluded. Conclusion of the contiguous ground disturbing activities shall be confirmed through the Applicant's (or its consulting engineers) delivery of a letter to the County Archaeologist prior to any protective fence removal.

14. County Archaeology Research. For any archaeology site selected to be preserved by the Applicant, the Applicant shall permit the County to conduct archeological research, at the County's own expense, on those preserved sites. Such County excavations and research shall not be performed until after final site plan approval for the affected Land Bay and shall be coordinated with the Applicant so as not to affect the Applicant's business needs and project implementation timelines.

15. On-Site Archeological Monitoring During Grading Activities. During initial construction rough grading and excavation activities, the Applicant shall provide at least two on-site archaeologists that meet The Secretary of the Interior Professional Qualifications Standards who shall inspect areas of high and moderate potential for underground cultural resources as identified in the Phase II Survey(s), Mitigation Plan(s) and/or Phase III Survey(s). The on-site archaeologists shall observe as the soil is removed to identify any historically significant structures or graves (“Features”) that might be uncovered, until culturally sterile subsoil is reached. If any such Features are observed, the on-site consulting archaeologists shall stop construction and contact the County Archaeologist to consult on the next steps. The County Archaeologist or his/her designee shall be offered the opportunity to accompany the aforesaid on-site archaeologists at any time during construction monitoring.

16. Civil War Cemetery Study.

- a. Civil War Historian. The Applicant shall hire a qualified, third-party Civil War Historian, who meets The Secretary of the Interior Professional Qualifications Standards, to further investigate and provide recommendations regarding whether additional areas within Land Bays A, B, C and/or D should be investigated for potential Civil War graves/burials. The written recommendations shall be provided to the Prince William County Planning Department and County Archaeologist for review with the first submission of the final site plan for the affected Land Bay(s).
- b. Civil War Cemetery Study. If the Civil War Historian finds additional cemeteries not addressed within the Cemetery Investigations Report, the Applicant shall hire a qualified specialist to conduct a Civil War cemetery study, with the scope of work to be approved by the County Archaeologist. If the Civil War cemetery study recommends field work to be conducted, the Applicant shall use a minimum of two (2) geophysical methods and if warranted mechanical scraping of a radius of fifty feet (50’) in width measured around the areas recommended for further investigation for Civil War burials within the affected Land Bay(s), for the purpose of determining whether there are Civil War soldier graves/remains within said area(s). The results of the field work shall be provided with the first final site plan

submittal for the affected Land Bay to the Prince William County Planning Department for review.

17. Unanticipated Discovery of Cultural Resources or Human Remains. Prior to the issuance of final site construction permits, the Applicant shall submit an approved Unanticipated Discovery Plan (“UDP”) prepared by a third-party historical or cultural resources firm. The UDP shall include the procedures and protocols that will be used by the Applicant’s employees, contractors, and subcontractors if there is an unanticipated discovery of archaeological material or human graves/remains during construction. The UDP shall include protocols for delineating areas where ground disturbance shall be prohibited until archaeological testing and/or excavations are completed as recommended by the on-site archaeologists, in consultation with the County Archaeologist or their designee.. The UDP shall be sent to the County Archaeologist, County Cemetery Preservation Coordinator and the Virginia Department of Historic Resources (“VDHR”) for review and approval no later than at the time of final site plan submission for the Property.
18. Reinterment of Human Remains. If the Applicant discovers human remains during any land disturbance activities, the Applicant shall follow the procedures and protocols contained in the UDP and comply with all applicable federal, state, and County laws, ordinances, codes, regulations and requirements regarding the protection, evaluation, removal and reinterment of human remains. In addition, a specific disinterment and reburial plan shall be prepared by a third-party historical or cultural resources firm based on the circumstances of the particular location and condition of any human burial(s) that are discovered. The disinterment and reburial plan shall be submitted to the County Archaeologist, County Cemetery Preservation Coordinator, and VDHR for review and comment prior to the continuation of land disturbance in the affected location. If VDHR recommends the reinterment of human remains on the Property, such reinterment shall occur in a location that is mutually deemed appropriate by the Applicant, the County Archaeologist and VDHR. If consented to by the American Battlefield Trust, any land owned by the American Battlefield Trust and contiguous to MNBP shall be included as one of the locations considered for reinterment. VDHR shall issue the final determining recommendation of the reinterment location(s).
19. Preservation of Cemeteries. Prior to final site grading or other site disturbance approval for grading or development in the vicinity of the known cemetery identified on the MZP

and located on the Property, the Applicant shall delineate the boundaries of and thereafter preserve each cemetery in accordance with the standards of Section 32-250.110 of the Zoning Ordinance (Preservation of Existing Cemeteries). The perimeter of each cemetery shall be clearly marked with protective fencing in accordance with Sections 32-250.110 of the Zoning Ordinance. In addition, the Applicant shall:

- a. Grant an access easement for family members and descendants of deceased persons buried at each such cemetery (consistent with governing Commonwealth of Virginia State regulations). Such easement shall be shown on a plat and associated deed as part of the final site plan submission for the affected Land Bay;
 - b. Erect a permanent sign providing the name of the cemetery; and
 - c. Provide a fifty-foot wide (50') preservation area around the Phillips Cemetery delineated on the MZP, with the first twenty-five feet (25)' around the cemetery to be an undisturbed area limited to grasses or ground covers and the next, outer twenty-five feet (25') to consist either of a modified Type B buffer with the same plant unit count as the thirty foot wide (30') supplemental landscape as shown on Sheet 02 of the MZP (that is, 180 plant units/100 linear feet), or retention of the existing trees, plant and vegetation. The Applicant's provision of supplemental landscape or retention of existing vegetation for the outer twenty-five-foot (25') buffer shall require approval by VDHR. If the Applicant is unable to obtain VDHR approval regarding the outer twenty-five-foot (25') buffer, the Applicant shall implement a fifty-foot wide (50') undisturbed area limited to grasses or ground covers. If planting within the second twenty-five feet (25') is permitted by VDHR, the Applicant shall coordinate with the County Archaeologist or his/her designee, which shall include an on-site field visit, to identify the retention of as much of the healthy vegetation as practicable or delineate the areas to implement a modified Type B buffer with the same plant unit count as a thirty foot wide (30') supplemental landscape as shown on Sheet 02 of the MZP (180 plant units/100 linear feet).
20. Avoidance Area in Land Bay B. The Applicant shall avoid ground disturbance and grading in the area adjacent to the Unfinished Railroad as delineated on Sheet 02 of the MZP.

21. Boundary Tree. The Applicant has identified a Boundary Tree that may date back to the Civil War, located in an area adjoining the southern corner of Land Bay D as depicted on Sheet 05 of the MZP. To protect and recognize this important historical and community asset, the Applicant shall design and install a plaque or similar commemorative signage in the vicinity of the Boundary Tree in consultation with the Department of Interior, Prince William County Historical Commission and the County's Department of Parks and Recreation. The final design and location of the commemorative signage shall be sent to the consulting agencies listed above for review and approval at the time of first site plan submittal of Land Bay C. Notwithstanding the foregoing, in the event the Applicant is unable to reach agreement with Department of Interior, Prince William County Historical Commission and the County's Department of Parks and Recreation after not less than three (3) meetings or ninety (90) days of the initial consultation, the Applicant may proceed with a final design and location selected in its sole discretion and install the same as set forth in this Proffer. The Applicant shall install/complete the commemorative signage prior to the issuance of the first occupancy permit or its equivalent for the second building within Land Bay C.

22. Portions of Land Bay D within the MNBP Legislative Boundary. Concurrent with the approval of the first site plan on Land Bay D, the Applicant shall dedicate land contiguous to MNBP that is within the Manassas National Battlefield Park Legislative Boundary, as shown on the MZP, to the U.S. Department of the Interior, contingent upon National Parks Service and/or U.S. Department of Interior acceptance of this portion of the Property. Alternatively, if the Department of Interior declines to accept the approximately nine (9) acres of land, the Applicant will offer to convey the land to the Prince William County Board of County Supervisors.

COMMUNITY DESIGN

23. Architecture and Building Materials. The building elevations shall be in substantial conformance with the building elevations as shown on Page 34, 35 and 36 of the MCP and as otherwise permitted pursuant under Section 32-700.30(6)(c)(iv) of the Zoning Ordinance. Exterior building materials shall include, but are not limited to, a minimum of three of the following materials: brick, masonry/stone, aluminum, steel, glass, precast

concrete, metal paneling, cementitious paneling, composite insulated panels, vinyl windows, and/or aluminum windows. Compliance with this Proffer shall be evidenced by the submission of building elevations to Development Services for review and approval at least two (2) weeks prior to issuance of a building permit release letter.

a. Principal Building Facades Visible from Public Right of Way.

1. Building Façade Materials. The principal building facades of any data center building(s) (which does not include facades of structures or enclosures for an electric substation) constructed on the Property that are visible from public road right-of-way shall avoid the use of undifferentiated surfaces by including at least three (3) of the following design elements: precast or tilt-wall concrete panels with reveals and an accent color scheme, architectural concrete masonry units (e.g., simulated stone, split face, ground face), EIFS (exterior insulation and finishing system) and/or metal panels of architectural grade and quality.
 2. Building Façade Design. Principal building facades as defined in this proffer shall include at least three of the following design elements:
 - i. Variations in building height in accordance with Proffer 7;
 - ii. Building step-backs or recesses;
 - iii. Fenestration;
 - iv. Change in building material, pattern, texture and/or color; or
 - v. Use of accent materials.
 3. Security booths/accessory structures. The architectural design of any security booth(s) or other accessory structure(s) on the Property shall be coordinated with the design utilized for the principal building(s) they serve.
- b. Non-Reflective and Earth Tone Façade Colors. For all building facades, the Applicant shall provide non-reflective and earth tone façade colors, including, but not limited to, earth tone grey, brown, or green. The Applicant has separately

submitted color palettes satisfying this requirement to Prince William County. The building elevations as shown on Pages 36 of the MCP depict facades in Munsell Gley 2.6 and 2.7. The Applicant's façade signage shall be provided in accordance with Section 32-250.21 through Section 32-250.29 of the Zoning Ordinance. The Applicant shall limit façade accent colors (that is, colors other than earth tone grey, brown, or green) to a maximum of thirty percent (30%) of each applicable front façade and a maximum of fifteen percent (15%) of each applicable side façade. Compliance with this Proffer shall be evidenced with the submission of building façades that include signage and façade accent colors to Development Services at least two weeks prior to the issuance of a building permit release letter.

- c. Land Bay D Screening. The Applicant shall create and maintain a Type 'C' Buffer (Alternate 2) for portions of the southern and western property lines of Land Bay D contiguous to MNBP as shown on Sheet 3 of the MZP. The Type 'C' Buffer (Alternate 2) in Land Bay D shall consist of a minimum of fifty feet (50') in depth/width from the common property line and consist of at least two (2) rows of evergreen trees that shall be twelve feet (12') to fifteen feet (15') in height at the time of initial planting. The Applicant shall implement the initial plantings at the time of the first site plan submittal for Land Bay C or D, or portion thereof, provided that the Applicant may, due to weather or other conditions and with the concurrence of the Director of Public Works, defer installation of the evergreen trees to the next available planting season to provide a better chance for its long-term survival. The Applicant shall implement a maintenance and tree replacement plan which shall last over the course of three (3) consecutive years following initial installation of the plant material. The maintenance plan shall include a watering plan and treatment of non-native invasive plant species. The details of the maintenance plan shall be included in the Master Landscape Plan (the MLP") for the applicable Land Bay. Subject to NOVEC approval, the substation poles located in Land Bay D shall be brown/earth tone in color.

24. Building and Site Layouts. The Applicant shall design each Land Bay in substantial conformance with the building layouts, footprints, orientation, electric infrastructure areas, and the points of access as depicted in the QTS Land Bays reflected on pages 42 and 43 of the MCP, subject to the Applicant's ability to reduce the number of buildings and/or make other adjustments as set forth in Section 32-700.30(6) of the Zoning Ordinance.

25. Rooftop Mechanical Equipment Screening. The Applicant shall screen or enclose all rooftop mechanical equipment.
26. Ground Level Mechanical Equipment Screening. The Applicant shall screen ground level mechanical equipment not screened by a principal building, topography, or vegetation which is visible from MNBP, Heritage Hunt, other adjacent land planned and zoned for residential use, adjacent land planned and zoned for agricultural use or public road rights-of-way. Such screening shall utilize a visually solid fence, screen wall or panel (louvers shall be permitted for air flow and circulation), or other visually solid screen that shall be constructed with materials and colors compatible with those used in the exterior construction of the principal building. Ground-level mechanical equipment located in a manner found to have no adverse impact on MNBP, Heritage Hunt, other adjacent land planned and zoned for residential use, adjacent land planned and zoned for agricultural use or public road right-of-way, as determined by the Planning Director or designee, shall not be required to be separately screened as otherwise required by this proffer.
27. Dumpster Locations. The Applicant shall screen any dumpsters that are visible from public road rights-of-way or surrounding non-data center properties using materials that are architecturally compatible with the building(s) they serve.
28. Security Fences, Gates and Cameras. The Applicant may separately fence data center buildings in each Land Bay and may employ additional security measures such as, but not limited to, the use of surveillance cameras, inspection lanes, guard houses and similar facilities. With the exception of construction fencing used during construction of each applicable building and/or Land Bay, the design of any security fence shall include black steel or other metal, provided that chain link fencing or barbed wire fencing is prohibited along public street frontages. Security fencing shall not be located within any required buffer yards or Tree Save Area (as defined below).
29. On-site Lighting.
 - a. All freestanding streetlights shall have a maximum height of thirty feet (30') and shall have fixtures that direct light downward and inward.

- b. All freestanding lighting for open, off-street parking areas shall have a maximum height of twenty-four feet (24') in height and shall be shielded and directed downward.
- c. All on-site lighting shall utilize full cut-off fixtures and shall be energy-saving smart lights or incorporate automatic shut-off to conserve energy.

LANDSCAPE. OPEN SPACE, LIMITS OF DISTURBANCE AND TREE PRESERVATION

30. Master Landscape Plan. The Applicant shall submit a master landscape plan that provides for a coordinated and consistent pattern of landscape throughout the PW Digital Gateway Plan Amendment Area and along Pageland Lane (the "MLP"). The Master Landscape Plan shall be in substantial conformance with the landscape framework and landscape typologies depicted on Pages 22 through 31 in the MCP.
- a. MLP Submittal to the Planning Director. The Applicant shall submit the MLP to the Planning Director for review within four (4) months of final unappealable approval of the rezoning application for the Property.
 - b. Additional MLP Reviewing Parties. Concurrent with submittal to the Planning Director, the Applicant shall also submit the MLP to the County Archaeologist, County Arborist, MNBSP Superintendent, a representative from the Virginia Department of Forestry on behalf of Conway Robinson State Forest, and the homeowner's associations or boards of Heritage Hunt and Catharpin Valley Estates for review and comment to be provided to the Planning Director, who shall consider feedback from these noted parties and ensure consistency among the MCP, the governing Digital Gateway Comprehensive Plan, and the applicable provisions of the Prince William County Zoning Ordinance.
 - c. Refinements to the MLP. The Applicant may refine the MLP based on feedback

from the noted parties, the Planning Director and as otherwise permitted under Zoning Ordinance Section 32-700.30.

- d. Implementation of the MLP. The Applicant shall provide design details based on the Master Landscape Plan for County review and approval as part of final site plan approval for each building and/or Land Bay. The Applicant shall implement the MLP in phases based on the Applicant's order of construction and staging requirements provided that the Applicant may, due to weather or other conditions and with the concurrence of the Director of Public Works or designee, defer installation of all or portions of the required landscape to the next available planting season to provide an increased chance for its long-term survival.
 - e. Types of Plant Species. The Applicant shall use exclusively native, regionally appropriate plant species within Reforestation Areas and meadows. Elsewhere, the Applicant shall use predominantly native or regionally appropriate species that are considered non-invasive as determined by the Virginia Department of Conservation and Recreation Native Plant Finder for plantings and landscape throughout the Development.
 - f. Pollinator Plantings. The Applicant also shall incorporate native pollinator plantings consisting of shrubs, perennials, and ornamental grasses incorporated into the buffers and/or Supplemental Landscape Areas on the Property to provide nectar or pollen during all four flowering periods.
31. Soil Compaction. Upon completion of initial, rough grading for each building(s), the Applicant shall conduct, in consultation with the Watershed Management Branch Site Inspector, one or more Agronomic Soil Fertility Analyses by a reputable, certified, agronomic soils laboratory and develop and implement specifications for amending and/or correcting the sampled soil conditions prior to installation of new plantings. The Applicant and/or contractor shall be responsible for coordinating with the Watershed Management Branch Site Inspector for the development and implementation of specifications related to amending and/or correcting the sampled soil conditions prior to installation of new plantings.

32. Soils in Landscape Areas. To facilitate adequate expansion of tree and shrub roots to support healthy plants, all landscape areas, inclusive of parking lot islands and buffers that shall be landscaped and which have been subject to pavement and/or compaction, shall have, prior to planting: (a) removal of all foreign materials (asphalt, concrete, rock, gravel, debris, etc.) and the soil loosened to a depth appropriate for planned vegetation, and (b) a top dressing of 4" to 6" of clean topsoil provided when recommended by soil testing data results. This topsoil shall be a loam, sandy loam, clay loam, silt loam, or sandy clay loam. The topsoil shall not be a mixture of or contain contrasting textured subsoils. The topsoil shall contain less than 5% by volume of cinders, stones, slag, coarse fragments, sticks, roots, trash, or other materials larger than 1" in diameter and shall not contain gravel. The topsoil shall contain a minimum of 5% natural fine organic matter, such as leaf mold, peat moss, etc. Areas to receive this remediation shall be clearly shown on the final site/subdivision plan. Once rough grading has been accomplished, and prior to commencing soil preparation operations (amendments, fertilizers, etc.), soil samples shall be taken from representative areas and below grade depths of the project site. Locations and depths to gather the representative soil samples shall be accomplished by the contractor under direction of a qualified landscape architect selected by the Applicant in its sole discretion.
33. Maintenance of Landscape and Facilities. The Applicant and/or subsequent owner of each Land Bay or building shall provide for continuous and ongoing maintenance of landscape to minimize concealment or overgrown areas, provide non-native species control, keep shrubbery and trees trimmed to not interfere with security lighting and to allow common observation from the street or buildings consistent with County Police recommendations. The maintenance per this Proffer 33 shall exclude the Reforestation Areas and Tree Preservation Areas as shown on the MZP.
34. Open Space. The Applicant shall develop the Property such that, upon completion of the Development on the Property and the land subject to REZ2022-00032 (cumulatively, the "South and North Properties"), at least forty percent (40%) of the Properties comprise open space as more particularly defined and set forth below. Such open space shall be comprised of three (3) separate types: (a) Protected Open Space (including Tree Preservation Areas,

as defined below); (b) open space under or over existing and/or future major utility easements greater than sixty feet (60') in width ("Major Utility Easements"); and (c) open space areas within each "Development Area" as shown on the MZP (items (a), (b), and (c) collectively being the "Development Open Space"). The Development Open Space shall be calculated cumulatively across the Properties and not within individual Land Bays or each individual Property, or portions thereof. As part of each final site plan submitted, the Applicant shall provide a tabulation showing the acreage and percentage of Development Open Space and Protected Open Space (as defined below) established or approved to date on the Properties, inclusive of any Development Open Space to be provided in connection with the submitted final site plan to demonstrate compliance with this Proffer.

- a. Protected Open Space. Protected Open Space shall be comprised of Natural Open Space (which includes Tree Preservation Areas, as reflected on the MZP) and Restored Open Space, as defined below. Consistent with the PW Digital Gateway Comprehensive Plan Amendment #CPA2021-00004 (the "CPA") recommendations for open space percentages that apply to the CPA area, the Applicant shall provide a minimum of thirty percent (30%) Protected Open Space upon completion of development of the Property (REZ2022-00033) as well as the land subject to REZ2022-00032 (Digital Gateway North). The Applicant has significantly more Protected Open Space in the South, which ensures the total Protected Open Space among this Development (Digital Gateway South, REZ2022-00033) and REZ-2022-00032 (Digital Gateway North) achieves the CPA recommended Protected Open Space. The Protected Open Space on the Property shall be in substantial conformance with the areas shown as Natural Open Space and Restored Open Space on Sheets 04 and 05 on the MZP, or as otherwise permitted in Proffer 34 and Proffer 35. The Applicant shall designate on each final site plan for the Properties areas that are to be maintained and/or established as Protected Open Space (including Tree Preservation Areas) within such Land Bays or portions thereof. In no event shall any permitted encroachments on/in areas designated as Protected Open Space (as set forth in Proffer 35) reduce the Applicant's obligation to achieve thirty percent (30%) Protected Open Space on the South and North Properties. Protected Open Space shall be comprised of:

1. “Natural Open Space” as defined in Part 100 of the Zoning Ordinance. The Applicant shall identify areas of Tree Preservation Area and Natural Open Space to be designated on each final site plan and, prior to final bond release for the portion of the Property shown on the final site plan, either record a covenant or easement against the area designated as Natural Open Space, or convey such area to a Property Owners Association with a restriction on its future use to public uses or utilities requiring a public facilities review pursuant to VA Code Section 15.2-2232, for public or private amenities as described in Proffers 44 and 45 either shown on the approved site plan, or as may be permitted pursuant to DCSM Sections 740 through 742. The easement or covenant or Property Owners Association documents, as applicable, shall include a requirement for perpetual maintenance of the Natural Open Space consistent with DCSM standards;

2. Restored Open Space. The Applicant shall identify areas of Restored Open Space on each final site plan. Restored Open Space shall include areas that have been disturbed prior to or during the construction of the Development that the Applicant shall restore, including reforestation areas using exclusively native, regionally appropriate plant species (“Reforestation Areas”) as shown on the MZP; Supplemental Landscape Areas as shown on the MZP; Pollinator Meadows using exclusively native, regionally appropriate plant species (as defined in Proffer 34); perimeter or roadway or internal buffers, and/or wetlands; and

3. Environmental Resource Areas consisting of Federal Emergency Management Agency (FEMA) floodplain, FEMA Flood Hazard or natural 100-year floodplains as defined by the DCSM, Chesapeake Bay Resource Protection Areas, wetlands, areas of 25% or greater slopes, areas with 15% or greater slopes in conjunction with soils with severe limitations, areas of marine clays, public water supply sources, and critically erodible shorelines and streambanks as may be present on the Property.

b. Pollinator Meadows.

1. The Applicant shall include a minimum of ten percent (10%) Pollinator Meadow within its designated seeded pervious areas as shown on the MZPs of the South and North Properties (the "Seeded Pervious Area"). Plant species shall be limited to a combination of shrubs, ornamental grasses, and perennials that will include host plant species for local pollinators including the Monarch Butterfly and provide nectar and/or pollen sources during all four flowering periods (spring, early summer, late summer, fall). The pollinator plant species shall consist of one hundred percent (100%) Virginia native species, with an emphasis on Northern Virginia native species.
2. Any created Pollinator Meadow shall be maintained by the Applicant or successor property owners' association or other entity to include protection from pesticides, replanting or reseeding as needed to assure long-term native pollinator plant diversity. The Applicant shall limit any mowing of the Pollinator Meadow to times of each year when plants are not in flower. Maintenance activities shall also include leaving "dead heads" for sources of overwintering seed and hibernating habitat.
3. The Applicant shall designate on each final site plan areas to be maintained and/or established as Pollinator Meadows. Subject to Dominion Energy's approval, the Applicant may install Pollinator Meadow under the existing Dominion Transmission Line Easement as shown on the MZPs of the Properties (the "Existing Power Line Easement"). If the Applicant is unable to secure approval from Dominion Energy for the Pollinator Meadow, this shall not preclude the Applicant's ability to provide utility easement plantings set forth in Proffer 34.c. below.

- c. Open Space Under or On Top of Major Utility Easements. The Applicant may provide plantings in open space under (overhead) or on top of (undergrounded) Major Utility Easements in accordance with the requirements of the applicable utility providers; and
- d. Open Space areas within the “Development Areas” on the MZP. Open Space areas within the “Development Areas” on the MZP shall include, but are not limited to, lawns, decorative plantings, walkways, sidewalks, and landscaped islands.
- e. Minor Modifications to Location and Maintenance of the Percentage of Proffered Open Space. As part of final site plan approval, the Applicant may make minor adjustments to these Open Spaces that comport with Zoning Ordinance Section 32-700.30, and provided that the Applicant maintains the minimum percentages/acreage of (i) Development Open Space (40%) and (ii) Protected Open Space (30%) upon completion of the Development on the Properties, with a running total of required and provided open spaces reflected on each final site plan.
35. Limits of Disturbance. The Applicant shall develop the Property in substantial conformance with the Limits of Disturbance (“LOD”) as shown on the MZP, provided that the Applicant may conduct land disturbing activities outside the LOD, only as follows:
- a. Demolition and Removal of Existing Structures and Driveways Outside the LOD and Slated for Removal. The Applicant shall demolish and remove existing structures (such as to-be-vacated houses, structures, driveways, etc.) on the Property that fall outside of the LOD. The existing structures and/or driveways to be demolished shall be shown on the final site plan for the Land Bay or portion thereof. Following completion of the demolition and/or removal, the Applicant shall replant with grasses, reforest and/or landscape in accordance with what is shown on the MZP and on the MLP approved for the Land Bay or portion thereof where such area is located. All such structures and driveways shall be disposed of properly in accordance with applicable County, state and federal laws, ordinances and regulations.

- b. LOD Encroachments NOT Impacting Resource Protection Areas (“RPA”). The Applicant may conduct limited land disturbance outside the LOD pursuant to the limitations set forth below:
1. Replacement & Mitigation of Utility Crossings Impacting Buffers. Consistent with the Section 802 of the DCSM, utility crossings (Dominion Energy, NOVEC, Washington Gas, water, sewer, gas, etc.) shall be permitted within required or designated buffers, provided they are designed to be perpendicular, to the extent practicable. Utility easements shall not run parallel within buffers. Landscaping with shrubs, ornamental grasses and perennials may be permitted in utility easements. The planting of trees in utility easements shall not be allowed, unless specifically approved by the agency controlling the easement. If there is a buffer that is impacted by a proposed utility, the Applicant shall increase the buffer widths in the same Land Bay and along the same property line to provide an equal, 1:1 area of additional buffer in order to meet the minimum plant unit requirements shown on the MZP and maintain the minimum proffered Development Open Space (of 40%) and Protected Open Space (of 30%) upon completion of the Development on the Properties; that is, if fifty (50) square feet of a buffer is disturbed to accommodate a required utility, an additional fifty (50) square feet of buffer proximate to the impacted area shall be implemented in order to achieve the minimum proffered Development Open Space (of 40%) and Protected Open Space (of 30%).
 2. Replacement & Mitigation of Utility Crossings Impacting Supplemental Landscape Areas. Utility crossings (Dominion Energy, NOVEC, Washington Gas, water, sewer, gas, etc.) shall be permitted within Supplemental Landscape Areas. Landscaping with trees, shrubs, ornamental grasses and perennials may be permitted in utility easements, as approved by the agency controlling the easement. If there is a Supplemental Landscape Area that is impacted by a proposed utility, the Applicant shall either (i) enhance/increase the plant units as shown on the MZP within contiguous Supplemental Landscape Areas in order to meet the minimum plant unit requirements shown on the MZP and maintain the

minimum proffered Development Open Space (of 40%) and Protected Open Space (of 30%) upon completion of the Development on the Properties, or (ii) increase the widths in the same area and along the same property line to provide an equal, 1:1 area of additional Supplemental Landscape Area as necessary to maintain the minimum proffered Development Open Space and Protected Open Space upon completion of the Development; that is, if 50 square feet of a Supplemental Landscape Area is disturbed to accommodate a required utility, an additional 50 square feet of landscaping proximate to the impacted area shall be delineated in order to achieve the minimum proffered Development Open Space (of 40%) and Protected Open Space (of 30%).

3. Replacement & Mitigation of Utility Crossings Impacting Protected Open Space or Proffered Tree Preservation Area. The Applicant shall, as part of final site plan approval for the area(s) impacted by the encroachments as set forth in this Proffer 35.b, quantify the extent of such encroachment(s) and provide (a) a replacement of Protected Open Space area and (b) provide a 1:1 additional, designated and replacement area of any proffered Tree Preservation Area impacted by the encroachment(s) elsewhere on the Property as necessary to maintain the minimum proffered Development Open Space (of 40%) and Protected Open Space of (30%) upon completion of the Development on the Properties; that is, if 50 square feet of a Protected Open Space or Proffered Preserved Tree Area is disturbed to accommodate a required utility, an additional 50 square feet of area shall be delineated in order to achieve the minimum proffered Development Open Space (of 40%) and Protected Open Space (of 30%) upon completion of the Development.
- c. LOD Encroachments Permitted by Sections 740 through 742 of the DCSM. The Applicant may conduct land disturbance within RPA pursuant to Sections 740 through 742 of the DCSM, as may be amended.

36. Reforestation. The Applicant shall provide reforestation in accordance with these Proffers and in substantial conformance with the locations shown as “Reforestation Area” on the MZP; the Applicant reserves the right to implement minor modifications to the reforestation areas as part of a Public Improvement Plan (“PIP”) and/or final site plan approval pursuant to Zoning Ordinance Section 32-700.30
- a. Reforestation Plan. As part of each PIP and/or final site plan containing a Reforestation Area, the Applicant shall submit a reforestation plan, prepared by a Certified Arborist, Urban Forester, or Landscape Architect, for the Reforestation Area(s) identified on such plan (the “Reforestation Plan”) in accordance with the reforestation standards as set forth in DCSM Section 802.21.E with the exception that the Applicant shall provide plantings at a density at a minimum of six hundred and fifty (650) trees per acre, at which density protective tree tubes shall not be required, and seedlings shall be twelve inches (12”) to eighteen inches (18”) in height. A combination of overstory and understory species indigenous to Virginia in accordance with the reforestation standards of the DCSM shall be used. To protect against potential damage to such plantings during land disturbance activities, the Applicant shall commence planting following completion of immediately contiguous land disturbing activities on each Land Bay or portion thereof on which such plantings shall be located. Such Reforestation Plan shall also include the maintenance and restocking provisions, concurrent with the development of the building(s) or improvements on such PIP and/or final site plan for the applicable Land Bay or portion thereof.
 - b. Reforestation Bond. Prior to approval of each PIP and/or final site plan containing a reforestation area for the applicable Land Bay or portion thereof, the Applicant shall post a bond (the “Reforestation Bond”) with the County in an amount sufficient to cover the cost of implementing the Reforestation Plan.
 - c. Two-Year Reforestation Maintenance Plan. As part of the Reforestation Plan, the Applicant shall include a maintenance plan (the “Reforestation Maintenance Plan”), which shall last over the course of two (2) consecutive years following initial installation of the plant material in accordance with the Reforestation Plan (the “Reforestation Maintenance Period”). The Reforestation Maintenance Plan

shall include a minimum of two (2) treatments using mechanical, chemical, or a combination of treatment techniques, with yearly monitoring conducted by the Applicant and the Watershed Management Branch staff before such treatment occurs. At the end of the Reforestation Maintenance Period, the Applicant and the Watershed Management Branch staff shall conduct an inspection to verify that a minimum of seventy five percent (75%) of the initial planting pursuant to the Reforestation Plan has been established. In the event that seventy five percent (75%) or more of the initial planting is determined to have been established at the time of such inspection, the Reforestation Bond shall be released. In the event that less than seventy five percent (75%) of the initial planting has been established at the time of such inspection, the Applicant shall conduct a one-time supplemental planting to achieve the full stocking identified in the Reforestation Plan, and, thereafter, upon satisfactory completion of such supplemental planting, as determined by the Public Works Department, Watershed Management Branch staff, the reforestation bond shall be released.

37. Land Erosion and Siltation During Construction. The Applicant shall provide enhanced erosion control measures beyond the current Design and Construction Standards Manual (the "DCSM") during construction. Such measures may include, but are not limited to, the use of the polymer polyacrylamide (PAM) to reduce turbidity, construction phasing, larger sediment basins, and two-layer erosion controls for areas close to environmentally sensitive areas, such as along stream valleys, wetlands and steep slopes, as appropriate to site conditions. The enhanced erosion control measures shall be finalized with each applicable submitted site plan.
38. Tree Preservation Plan. The Applicant shall develop a tree preservation plan (the "Tree Preservation Plan") to govern the means and methods by which the Applicant shall preserve trees outside of the LOD in the portion of the Development shown on such site plan ("the Tree Save Areas"). The Tree Preservation Plan shall be provided to the County Arborist for review and approval prior to each final site plan approval. The Tree Preservation Plan shall be in accordance with the elements outlined in the DCSM Plan Selection Guide, Paragraph III. All tree preservation measures shall be clearly identified, labeled, and detailed on the erosion and sediment control plan sheets and Tree Preservation Plan.

39. Implementation of Tree Save Areas.

- a. Tree Preservation/Pre-construction Meeting: Prior to the commencement of grading work on each land bay, the Applicant shall retain the services of a certified arborist or registered consulting arborist (also known as the "Project Arborist") and conduct a pre-construction meeting with the Prince William County Public Works' Watershed Management Branch's Site Inspector to review the LOD, the Tree Preservation Plan as defined in Proffer 38 and any Site Amenities as defined in Proffer 45 to be installed by the Applicant as part of the construction of the Development. Prior to such pre-construction meeting, the Applicant shall flag or cause to have flagged the LOD for the Development and the designated Tree Save Area with a continuous line of flagging representing the approved limits of clearing and grading for areas to be disturbed and the Tree Save Area(s) areas that are to remain in their forested condition. Minor adjustments to the LOD may be made as a result of this inspection with concurrence of the Applicant and County Inspector. The Applicant must adhere to any adjustments in the LOD approved as part of such pre-construction meeting.

- b. Site Monitoring. The Applicant's Project Arborist shall be present on site and monitor clearing, root pruning, tree protection fence installation, and any other work conducted within or adjacent to the boundaries of Tree Save Area(s) during implementation of the Phase 1 erosion and sediment control plan approved with each final site plan for the Development. In addition, the Project Arborist shall be present to monitor tree preservation measures throughout construction of the applicable building or improvements. The Project Arborist shall provide bi-monthly (that is, every two months) reports to the County Arborist and Watershed Site Inspector throughout Phase 1 erosion and sediment control activities. Once the Phase I erosion and sediment control activities are completed, the Project Arborist shall submit a final report to the County Arborist and Watershed Site Inspector prior to the Watershed Site Inspector's final bond release inspection.

STORMWATER MANAGEMENT AND ENVIRONMENTAL SUSTAINABILITY

40. Stormwater Management. The Applicant shall design and install stormwater management facilities on the Property consistent with applicable state stormwater regulations and DCSM standards. Stormwater management measures may include dry/wet ponds, bioretention areas, underground detention, Low Impact Development (“LID”) features and manufactured Best Management Practices (“BMPs”) (collectively, the “SWM Facilities”).
- a. Virginia Stormwater Management Handbook and the DCSM. All SWM Facilities must be designed and implemented in accordance with the adopted provisions of the Virginia Stormwater Management Handbook and the DCSM in effect at the time of submission of each applicable PIP and/or final site plan depicting SWM Facilities, unless such provisions are modified by the County. The SWM Facilities shall be depicted on each PIP and/or final site plans for development of each Land Bay or part thereof or other improvements.
 - b. LID/BMPs. The Applicant shall incorporate LID/BMPs to treat stormwater runoff from the Property that may include, but are limited to, water quality swales, bioretention facilities/rain gardens, sheet flow to vegetated buffers, cisterns, permeable pavement for driveways and/or parking spaces, filtered strips, or any alternative LID/BMPs as specified in the VA Stormwater BMP Clearinghouse and is deemed to be acceptable by the Director of Public Works or designee. The general locations of the SWM Facilities and/or related drainage areas are shown on the MZP, with the exact locations, type and number to be determined as part of final site plan approval based on final engineering and as approved by the County provided the Applicant shall provide a minimum of one (1) LID for each data center building constructed on the Property, as demonstrated at the time of submission of each PIP or final site plan. The Applicant shall install such SWM Facilities concurrently with development such SWM Facilities are intended to support shown on the approved PIP or final site plan, but in no event later than the issuance of the final occupancy permit or its equivalent for the associated building(s).
 - c. The Applicant shall submit an initial Stormwater Management Concept Plan outlining the nature and extent of the anticipated SWM Facilities and LID practices proposed to serve the Development (the “SWM Concept Plan”) to Environmental Management for review and comment as part of the first site plan for the

Development. The Applicant shall incorporate LID practices into the SWM Concept Plan. The Applicant may refine and update the SWM Concept Plan as part of each subsequent final site plan submitted for the Development.

- d. The Applicant shall demonstrate as part of each PIP and/or final site plan that the measures proposed thereon further the following water quality and water quantity objectives for the Property:
 1. A minimum of eighty percent (80%) of the total phosphorous nutrient reductions shall be achieved on-site before pursuing the use of off-site compliance options; and
 2. The maximum peak flow rate from the post-development, one-year 24-hour storm calculated in accordance with the Energy Balance Methodology per the latest VA Stormwater Management regulations is reduced to a “good-forested condition.”
 - e. Subject to Virginia Department of Transportation (“VDOT”) approval and/or the execution of appropriate maintenance agreements, the Applicant may install LID measures in the median of Pageland Lane to provide for the treatment of storm runoff from the road surface. Design details for such measures shall be provided on each PIP for the widening of Pageland Lane, as more particularly described below.
 - f. The Applicant shall not locate SWM Facilities in RPAs that the Applicant proposes to maintain as part of the Development.
41. Wildlife Corridor. The Applicant shall designate and maintain a wildlife corridor through portions of Land Bay A in substantial conformance with the locations shown on Sheet 04 of the MZP to accommodate the movement of wildlife through and around the Property. The Wildlife Corridor shall consist of areas inclusive of, but not necessarily limited to, reforestation areas, tree preservation areas, supplemental landscape, and/or stream valley no less than six hundred feet (600’) in width. Applicant may collocate and provide the Natural Surface Trail, other Site Amenities as defined in

Proffer 45, and other crossings as permitted under Proffer 35 within the Wildlife Corridor.

42. Data Center Cooling. The Applicant shall utilize air or closed-loop cooling systems for all data center buildings on the Property, or other new, innovative technology, and shall not use groundwater, surface water withdrawals, or surface water discharges for cooling purposes associated with data center uses.
43. Sustainability Measures. In order to mitigate any impacts of the Development, the Applicant shall implement measures and techniques in the design and construction of data center buildings to promote sustainable design and energy efficiency (collectively, the “Sustainability Measures”). The Applicant shall incorporate specific Sustainability Measures into the applicable final site plan or building documents. The Applicant shall incorporate a minimum of seven (7) of the following Sustainability Measures for each data center building and/or associated site development on the Property:
1. Minimize impervious areas and provide enhanced landscaping within the Development Areas;
 2. Use onsite renewable energy such as solar power;
 3. Use a minimum of fifty percent (50%) solar power for aeration of stormwater management facilities;
 4. Use stormwater runoff from on-site detention facilities to irrigate reforestation, landscape, lawn or buffer areas;
 5. Provide a minimum of 5 EV parking spaces per building within the data center employee parking area;
 6. Use LED fixtures for a minimum of eighty-five percent (85%) of all building interior lighting;
 7. Use LED fixtures for a minimum of eighty-five percent (85%) of all

building exterior lighting;

8. Recycle construction material waste;
9. Incorporate heat reflective roofing on a minimum of sixty percent (60%) of the data center building roof;
10. Use sustainable building materials in the construction of data centers;
11. Capture and use reclaimed water for non-potable use;
12. Trap and reuse heat sources;
13. Prepare and implement a winter management plan in consultation with the County's Environmental and Energy Sustainability Officer (e.g., SaMS toolkit) to minimize the use of sodium and chloride, and to mitigate any adverse off-site impacts of their use;
14. Improve Indoor Environmental Quality ("IEQ") through the maximization of daylighting, ventilation and moisture control, and avoiding materials with high-VOC emissions;
15. Design the data center buildings to achieve PUE (Power Utilization Effectiveness) or Green Globes;
16. Purchase of clean energy through Power Purchase Agreements or renewable energy certificates; and
17. Utilize less carbon intensive or carbon neutral energy generation for backup generation systems.

OPEN SPACE AND TRAIL NETWORK

44. Natural Surface Trail. In consultation with the County's Department of Parks and Recreation, and subject to the issuance of any required County, state, or federal permits and/or approvals, the Applicant shall design and construct a multi-use, natural surface trail ("Natural Surface Trail") in Land Bays A located on the Property as shown on Sheet 04 of the MZP. The Natural Surface Trail shall be a minimum of five feet (5') in width as required by the Prince William County Trail Standards Manual. The Natural Surface Trail also may include, but need not be limited to wetlands crossings, retaining walls, and other infrastructure as may be required to accommodate the facilities. The design and layout of the Natural Surface Trail shall minimize disturbance of mature trees to the extent possible. The Natural Surface Trail may be constructed in phases concurrent with the development of each applicable Land Bay or portion thereof to which it is adjacent. The Applicant shall include design details for the Natural Surface Trail on the final site plan for the development of each applicable Land Bay or portion thereof to which it is adjacent and thereafter construct that section of the Natural Surface Trail prior to issuance of the occupancy permit for the first building shown on the applicable site plan. Prior to site plan approval for each Land Bay that contains the Natural Surface Trail, the Applicant shall coordinate with the Department of Parks and Recreation to field locate the Natural Surface Trail within each such Land Bay and in an alignment consistent with the MCP. The Applicant shall not be responsible for ongoing maintenance of the Natural Surface Trail and the Interpretive Features (as defined below) once completed.

- a. Public Interpretation Features Along Trail Network and Unfinished Railroad. The Applicant shall prepare and install an interpretative plan along the Natural Surface Trail that includes an interpretive feature for the portion of the Unfinished Railroad and Park on the Property as shown on the MZP (the "Unfinished Railroad Interpretive Site"). The interpretive plan shall include elements such as, but not limited to: (a) historical markers and other interpretative media in areas of public access; (b) a self-guided map for the Natural Surface Trail incorporating interpretation of historic resources along the trail; (c) interpretative kiosks; and (d) digital media (collectively, the "Interpretive Features"). The Interpretive Features shall be developed in consultation with the Planning Director, or

designee, the County's Office of Historic Preservation, the Historical Commission, and the Manassas National Battlefield Park, and shall be submitted as part of final site plan approval for the first building to be constructed on the Property. Notwithstanding the foregoing, in the event the Applicant is unable to reach agreement with the County's Office of Historic Preservation, the Historical Commission, and/or the Manassas National Battlefield Park on the design of the Interpretive Features after not less than three (3) meetings or one hundred eighty (180) days of the initial consultation, the Applicant may proceed with a final design selected in its sole discretion and install the same as set forth in this Proffer. Thereafter, each applicable final site plan should include those elements of the Interpretive Features that are to be implemented by that site plan. The Applicant shall install the Interpretive Features in phases concurrent with the development of the Land Bays in which they are located.

- b. Easements. The Applicant shall grant a minimum twenty foot (20') non-exclusive trail easement over the Natural Surface Trail (inclusive of the Interpretive Features) to the Prince William Board of County Supervisors. The Applicant shall grant and record the trail easement for the Natural Surface Trail (inclusive of the Interpretive Features) prior to obtaining any land disturbance permits associated with the construction of the Natural Surface Trail, and shall include all necessary temporary and permanent easements to permit ongoing maintenance of the Natural Surface Trail and Interpretive Features by the County.
- c. Dedication of the Unfinished Railroad Interpretive Site and Park. Following final site plan approvals for, and the completion of the Unfinished Railroad Interpretive Site features, the Applicant shall dedicate and convey the Interpretive Site and its associated approximately five-acre park in fee simple to the Prince William County Board of County Supervisors as a public park.
- d. Natural Surface Trail Maintenance Contribution. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in an amount of \$10,000 for each data center building constructed on the Property to be used as seed money for the ongoing maintenance of the Natural Surface Trail and Interpretive Features located on the Property. The Applicant shall provide the

contribution prior to obtaining the building permit release letter for each applicable data center building.

45. Environmental Programs and/or Ownership for Open Spaces.

a. Establishment of Environmental Programs. In order to mitigate any impacts of the Development, the Applicant shall, either on its own or in partnership with governmental and/or nongovernmental agencies and organizations (e.g., Northern Virginia Soil & Water Conservation District, etc.), or corporate foundations/entities, as appropriate, establish educational, interpretive, and other uses or activities along the Natural Surface Trail in Land Bay A to promote environmental stewardship, enhance the natural environment and conserve natural resources (collectively, the "Environmental Programs"). The potential Environmental Programs can include, but are not limited to, Adopt-a-Stream campaigns, water quality monitoring programs, bee/pollinator resources, butterfly sanctuaries, wildlife habitats, botanical gardens, etc. The Applicant shall design and construct any Site Amenities and/or improvements associated with any such Environmental Programs (i.e., interpretive features, benches, support structures, etc.) so as to minimize land disturbance and shall install, as appropriate, supplemental landscape or plantings to account for vegetation that is removed as part of completing such improvements.

b. Conveyance of Open Space. Notwithstanding the foregoing, either prior to or subsequent to establishment of the Environmental Programs in any Land Bay, the Applicant may offer to convey ownership of a portion of one or more Land Bays in which an Environmental Program is located to the County or a third party, provided that the deed of conveyance restricts the use of such land area consistent with the terms of these Proffers. Unless and until any portion of a Land Bay on which an Environmental Program is established is conveyed to the County or a third party as provided in this Proffer, the Applicant shall provide for continuous and ongoing maintenance of such portion of the Land Bay.

NOISE ATTENUATION

46. Noise Attenuation.

- a. Noise Levels. Any noise which emanates from any operation, activity, or source on the Property, including, but not limited to, heating and cooling system(s), 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 observed by the County government, shall be subject to the following maximum permissible sound level: 60 dBA when measured at the Property boundary of any land planned, zoned and/or used for Cultural Resource Historical Site (“CHRS”) (that is, CHRS areas are defined by and limited to the contiguous MNBP) or residential use. Any noise which emanates from any operation, activity, or source on the Property, including, but not limited to, heating and cooling system(s), between the hours of 10:00 pm to 7:00 a.m. weekdays and from 10:00 p.m. to 9:00 a.m. on Saturdays, Sundays, and legal holidays observed by the County, shall be subject to the following maximum permissible sound level: 55 dBA when measured at the property boundary of any land planned, zoned and/or used for Cultural Resource Historical Site (“CHRS”) (that is, CHRS areas are defined by and limited to the contiguous MNBP) or residential use. When a noise source can be identified and its noise measured in more than one zoning district classification, the limits of the most restrictive classification shall apply. Notwithstanding the above, any person, with lawfully obtained permits, who between the hours of 7:00 a.m. and 10:00 p.m. weekdays and between the hours of 9:00 a.m. and 10:00 p.m. on Saturdays, Sundays and legal holidays observed by county government operates or causes to be operated any equipment used in construction, repair, alteration or demolition work on buildings, structures, alleys or appurtenances thereto in the outdoors shall not be subject to the levels enumerated above. Additionally, persons performing construction of public projects, repair or maintenance work for such projects or persons performing work for private or public utilities for the repair of facilities or restoration of services shall not be subject to the levels enumerated above.

- b. Sound Studies: For data center buildings, prior to obtaining a building permit release letter for each building that includes heating and cooling systems, the Applicant shall provide to the County a Sound Study (each a “Sound Study”) prepared by a qualified acoustical consultant licensed to operate in the Commonwealth of Virginia that is specific to the proposed site layout and building type to ensure compliance with the maximum permissible sound levels as outlined

in this Proffer. The Sound Study shall include recommendations for any necessary mitigation measures, and the Applicant shall implement said measures prior to the issuance of an occupancy permit for the applicable building to the extent feasible in relation to the timing of the effectiveness of such measures. In addition, the Applicant shall conduct subsequent Sound Studies one (1) month after issuance of each occupancy permit to ensure compliance with this Proffer and to ensure the implemented mitigation measures are effective. The Sound Study shall be provided to the County. To the extent the Sound Study shows that noise impacts shall exceed maximum permissible sound levels as outlined in Proffer 46.a, the Applicant shall incorporate sound attenuation enclosures or walls around generators, heating and cooling systems, and other mechanical equipment (including rooftop equipment) to minimize noise impacts and/or other appropriate mitigation measures approved by Prince William County.

- c. Emergency Operations. Emergency operations shall not be subject to the limitations outlined in Proffer 46 above. For the purposes of this section, the term “emergency” shall mean any situation arising from sudden and reasonably unforeseen events beyond the control of the facility, which situation requires the immediate use of the emergency generators to restore normal operation of the facility. Emergency operations shall adhere to the Virginia Department of Environmental Quality provisions and/or other relevant federal regulation.

ELECTRIC SUBSTATIONS

47. Electric substations are identified as Electric Infrastructure Areas on the MZP. An electric substation shall be deemed a permitted use in the locations identified as Electric Infrastructure Areas on the MZP and shall consist of transmission voltage switching, transformation equipment and other associated NOVEC facilities, with NOVEC substation poles not to exceed seventy-five feet (75') in height. Locations of the Electric Infrastructure Areas on the Property may be modified by the Applicant as a result of additional coordination on the final design and locations in consultation with Dominion Energy and/or NOVEC. Any modifications shall not result in exceeding the maximum acreage of the Electric Infrastructure Area as shown on the MZP. In the event the side(s) of the Electric Infrastructure Areas have an unobstructed, direct line

of sight from MNBPs, residentially zoned properties, or public road right-of-way, such side(s) of the Electric Infrastructure Area shall be enclosed by a visually solid fence, wall or panel a minimum of 12 feet in height and shall include a 15-foot-wide perimeter landscape buffer (“Substation Screening”). The quality and character of the visually solid fence, wall or panel shall be in general conformance with the type of screening wall depictions and examples included as Exhibit D to these Proffers. The Substation Screening does not apply to those limited areas of ingress/egress to the substation. Such access points shall remain closed when ingress/egress is not necessary. In instances where a perimeter buffer, tree preservation area, or supplemental landscape area provides screening along a side(s) of a substation, the 15-foot perimeter landscape buffer shall not be required.

FIRE AND RESCUE

48. Fire and Rescue Contributions. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in an amount of \$0.61 per square foot of nonresidential GFA constructed on the Property to be used for fire and rescue facilities in the vicinity of the Property. The Applicant shall pay said contribution prior to and as a condition of the issuance of the building permit release letter for each building constructed on the Property and the amount paid shall be based on the nonresidential GFA in each such building.

TRANSPORTATION

49. Roadway Network Improvements. Roadway Network Improvements that were identified as part of the CPA approved by the Prince William Board of County Supervisors shall be provided within the approximately 2,139 acres of land along Pageland Lane, generally bounded by Route 29 to the south and Sudley Road (Route 234) to the north (the “CPA Area”). The Roadway Network Improvements shall be provided in five (5) distinct phases as shown on Exhibit A, based on the total GFA of data center buildings constructed in the CPA Area, regardless of which property therein the buildings are located (the “Road Phasing Plan”); provided, however that the Road Phasing Plan assumes that development within the CPA Area occurs from

south to north, with development in the area south of Artemus Road occurring the earlier phases and development north of Thornton Drive occurring in the later phases. Subject to (i) acquisition of all necessary rights-of-way and ancillary easements and (ii) approval by the Prince William County Department of Transportation (“PWCDOT”) and Virginia Department of Transportation (“VDOT”), the Applicant shall provide, either on its own or in cooperation with other developments within the CPA Area, the following improvements in substantial conformance with the phasing schedule shown in Exhibit A and set forth below. If available and as determined by the Board of County Supervisors, the Applicant can use funds held by PWCDOT or the Board of County Supervisors that were previously or may in the future be proffered by other data center projects in the CPA Area for the Roadway Network Improvements (the “Escrowed Funds”):

- a. Public Improvements Plan. A PIP (that is, an approximate thirty percent (30%) design) for Pageland Lane (between Route 29 to the south and Sudley Road to the north, approximately 3.5+ miles) shall be submitted with the first site plan on the Property.
- b. Phase 0 – Prior to the issuance of the first occupancy permit for the Approved Uses in the CPA Area, the Applicant shall construct to substantial completion, (that is, opened to traffic but not necessarily accepted for maintenance by VDOT) the following improvements shown on Exhibit A:
 1. Construction of a southbound right turn lane bay from southbound Pageland Lane at Route 29 ;
 2. Extension of the eastbound left turn bay along Route 29 at Pageland Lane;
 3. Modification of the signal at Route 29 with Pageland Lane, if necessary;

4. Closure of the median break along Route 29 located approximately 140 feet east of Lolan Street and 645 feet from Pageland Lane;
 5. Construction of a westbound right turn lane on Sudley Road from westbound Sudley Road to northbound Gum Springs Road and modification of the signal if necessary; and
 6. Extension of the westbound left turn lane length at the intersection of Sudley Road and Pageland Lane subject to approval from VDOT and the County.
- c. Phase I – Prior to the issuance of an occupancy permit representing the four millionth (4,000,000th) cumulative square foot of Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened to traffic but not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:
1. Reconstruction of the southbound right turn bay along Pageland Lane at Route 29 to accommodate a free flow right turn lane from southbound Pageland Lane to westbound Route 29;
 2. Construction of a 2-lane roundabout at the intersection of Pageland Lane and Artemus Road;
 3. Realignment of Pageland Lane at the intersection of Pageland Lane and Artemus Road; and
 4. Transition the 2-lane roundabout at the intersection of Pageland Lane and Artemus Road back to existing Pageland Lane to the north and to the south of Artemus Road, and transition back to existing Artemus Road to the west of Pageland Lane.

- d. Phase II - Prior to the issuance of an occupancy permit representing the eight millionth (8,000,000th) cumulative square foot of Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened to traffic but not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:
1. Reconstruction of the eastbound left turn bay along Route 29 at Pageland Lane to accommodate dual left bays from eastbound Route 29 to northbound Pageland Lane;
 2. Reconstruction of Pageland Lane as a four-lane divided section between Route 29 in the south and Artemus Road in the north, including a two-lane roundabout;
 3. Modification of the signal at Route 29 with Pageland Lane to accommodate the southbound free flow lane on Pageland Lane, eastbound dual lefts on Route 29 and a four-lane divided Pageland Lane north on Route 29;
 4. Construction of an eastbound right turn lane along Sudley Road at Pageland Lane and modification of the signal at the intersection of Sudley Road and Pageland Lane if necessary; and
 5. Addition of a northbound right overlap phase at Sudley Road and Pageland Lane.
- e. Phase III - Prior to the issuance of an occupancy permit representing the sixteen millionth (16,000,000th) cumulative square foot of Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened to traffic but not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:
1. Reconstruction of Pageland Lane as a four-lane divided section between Artemus Road in the south and Sudley Road in the north, including 2-lane roundabout intersections at designated locations;

2. Extension of the southbound right turn bay along Gum Springs Road at Sudley Road;
 3. Reconstruction of the eastbound left turn bay along Sudley Road at Gum Springs Road from eastbound Sudley Road to northbound Gum Springs and modification of the signal at the intersection of Sudley Road and Gum Springs Road, if necessary;
 4. Reconstruction of the westbound left bay along Sudley Road at Pageland Lane to accommodate dual left turn bays from westbound Sudley Road to southbound Pageland Lane;
 5. Construction of a free-flow right turn bay from northbound Pageland Lane to eastbound Sudley Road, including a receiving lane on eastbound Sudley Road;
 6. Modification of the traffic signal at Pageland Lane and Sudley Road, if necessary;
 7. Construction of a roundabout or turn lane improvements at the intersection of Sudley Road and Catharpin Road;
 8. Construction of an "RCUT" intersection at the intersection of Sanders Lane and Sudley Road; and
 9. Construction of two eastbound travel lanes on Sudley Road from the intersection of Pageland Lane and Sudley Road to Kyle Wilson Way.
- f. Phase IV - Prior to the issuance of an occupancy permit representing the twenty millionth (20,000,000th) cumulative square foot of Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened to traffic but not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:

1. Construction of two eastbound travel lanes on Sudley Road from Kyle Wilson Way extending through GPIN 7599-14-5921 and terminating prior to Marble Hill Lane;
 2. Construction of a directional site entrance along Sudley Road west of Kyle Wilson Way to accommodate a westbound left turn bay along Sudley Road and an eastbound right turn bay along Sudley Road at the proposed entrance;
 3. Construction of a "RCUT" intersection at the intersection of Pageland Lane and Route 29, or alternatively any other intersection improvements as approved by PWCDOT or VDOT; and
 4. If not yet completed or constructed to substantial completion by others, as required in association with REZ2018-00008, construct a signal at the intersection of Route 29 and the entrance to REZ2018-00008, subject to an agreement with the owner(s) of the REZ2018-00008 property and/or VDOT or PWCDOT to reimburse the Applicant for all costs associated with its construction of an improvement previously required to be constructed in association with REZ2018-00008.
50. Artemus Road Improvements. Subject to PWCDOT and VDOT approval and the acquisition of all necessary rights-of-way and ancillary construction easements, Artemus Road shall be constructed (by others) as a two-lane, undivided section along the Property's frontage between Pageland Lane and the Property's western boundary generally as shown on the MZP of REZ2022-00036 (the "Artemus Road Improvements"). The Artemus Road Improvements shall be designed pursuant to VDOT and County requirements and standards, as may be waived or modified in connection with final site plan review, and constructed and placed into operation (but not necessarily accepted into the VDOT Secondary Street system for maintenance) prior to issuance of the first building occupancy permit in either Land Bays 5, 6, or 7 of REZ2022-00036. Sufficient right-of-way shall be dedicated in fee simple by others, at no cost to the County, along with ancillary temporary construction, grading and

utility easements, as may be necessary to accommodate the Artemus Road Improvements consistent with the roadway sections shown on the MZP of REZ2022-00036.

51. Design Details for the Roadway Network Improvements. Subject to PWCDOT and VDOT approval, the Applicant shall design and construct the Roadway Improvements in accordance with the applicable DCSM and VDOT standards:

a. Onsite Portions of Roadway Network Improvements. The Applicant shall design the onsite portions of the Roadway Network Improvements as shown on Exhibit A in substantial conformance to the roadway section set forth on the MZP and on page 21 of the Master Corridor Plan, provided the onsite portions of the Roadway Network Improvements are subject to final engineering, Zoning Ordinance Section 32-700.30 and PWCDOT and VDOT review and approval provided that the final design, dimensions and, as necessary or appropriate, extent of right-of-way to be dedicated shall be determined as part of PIP and/or final site plan approval for the associated improvements, but at a minimum shall accommodate:

1. A four-lane, divided section of Pageland Lane, including a sixteen foot (16') landscaped median, either within the existing right-of-way or right-of-way to be dedicated by the Applicant along the Property's Pageland Lane frontage;
2. Roundabouts on Pageland Lane in the general locations shown on Exhibit A to these Proffers;
3. A ten foot (10') wide shared use path along each side of Pageland Lane along the Property's frontage; and
4. A fifty-foot (50') buffer along each side of the Pageland Lane along the Property's frontage.

b. Dedication of Right-of-Way for Roadway Network Improvements. The Applicant shall dedicate in fee simple, at no cost to the County, sufficient right-

of-way, along with ancillary temporary construction, grading and utility easements, from the Property as may be necessary to accommodate the onsite portion of the Roadway Network Improvements (the "Onsite ROW Dedication"), consistent with the roadway section set forth on the MZP. The Applicant shall provide the Onsite ROW Dedication upon written demand from PWCDOT and/or VDOT as part of its review and approval of a PIP and/or final site plan approval for all or any portion of the onsite Roadway Network Improvements, whether such plans are prepared by the Applicant or on behalf of a third party constructing such improvements across the Property's frontage.

c. Offsite Portions of Roadway Network Improvements. For those portions of the Roadway Network Improvements located offsite from the Property that the Applicant proposes to construct or cause to be constructed, the Applicant shall design such improvements generally as shown on Exhibit A, with the final design, dimensions and, as necessary or appropriate, extent of right-of-way to be acquired to be determined as part of PIP and/or final site plan approval for the associated improvements. Except as set forth herein related to the use of eminent domain, the Applicant shall be responsible for the acquisition, or cost thereof (if any), of offsite right-of-way required to complete the Roadway Network Improvements, including, but not limited to, any easements required for utilities, utility relocation, and stormwater management.

52. Primary Access and Low Volume Commercial Entrances on Pageland Lane. Subject to PWCDOT and VDOT approval, the Applicant shall design and construct any data center land bay curb cuts along the Property's frontage on Pageland Lane (other than the proposed roundabout intersections) as minor commercial entrances as shown on the MZP.
53. Bicycle Parking. The Applicant shall provide a minimum of one (1) inverted-U bicycle parking rack (that can accommodate a minimum of 5 bicycles) for each new building constructed on the Property. The bicycle parking shall be shown on the final site plan for the associated building and installed prior to issuance of an occupancy permit for such building.

WATER AND SANITARY SEWER

54. Water and Sewer. Subject to the acquisition of all necessary offsite easements and/or rights-of-way, the Applicant shall construct and install water and sewer lines to serve the demand generated by the development of the Property and provide all connections for the Development as shown on Sheet 06 of the MZP (collectively, the “Wet Utilities”) in accordance with the requirements of the Prince William County Service Authority. In the event an alternate routing of water and/or sanitary sewer lines is required, if such alternate routing is subject to a separate Public Facility Review, the Applicant shall not be required to amend the MZP or these Proffers. The Applicant reserves the right to phase construction of the Wet Utilities in accordance with the Applicant’s phasing plans for the Development. The Applicant shall pursue and, if successful, acquire, at no public cost, any off-site easements for the benefit of the Service Authority, if needed, to extend public water and/or sanitary sewer lines to the Property. Unless otherwise approved by the Prince William County Health Department, any existing wells and drainfields located on the Property within each Land Bay must be abandoned prior to approval of the first occupancy permit or its equivalent for the first building in such Land Bay and in accordance with Health Department standards and requirements then in effect, unless otherwise agreed to by the Health Department. Notwithstanding the foregoing sentence, the Applicant may, in consultation with the Prince William County Health Department and/or the PWCSA, maintain one (1) or more existing wells in lieu of abandonment solely for the use of ongoing groundwater monitoring to assess water quality on and in the vicinity of the Property (each a “Monitoring Well”). For any such Monitoring Well, the Applicant shall, upon request by applicable county agencies and as part of final site plan approval for the portion of the Property on which the Monitoring Well is located, grant ingress-egress easements to the County to permit access to the Monitoring Well.
55. Authorization. Acceptance of these proffers and approval of this Application by the Prince William County Board of County Supervisors shall fulfill the requirement for a Public Facility review and authorizes the extension and construction of water and sewer lines and facilities (this does not include sanitary sewer pump stations and water storage tanks) necessary to serve the Property pursuant to Virginia Code Section 15.2-2232(D) and Prince William County Zoning Ordinance Section 32-201.12(a)(2).

56. Water Quality Monitoring Contribution. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$75.00 per acre for County water quality monitoring, stream restoration projects, or offsite drainage improvements. Said contribution shall be made at the time of final site plan approval for the corresponding acreage reflected on each such site plan.

57. Expansion of Water Quality Monitoring Program. To mitigate any impacts of the Development, the Applicant shall work with the Virginia Department of Environmental Quality (“DEQ”), in collaboration with the Upper Occoquan Service Authority (“UOSA”), the Fairfax County Water Authority (“FCWA”), and other relevant stakeholders to expand DEQ’s water quality monitoring program and implement additional waterway monitoring to include sites along Little Bull Run and Lick Branch within the Property. The Applicant shall supply written confirmation and/or proof of collaboration, or attempt thereof, with DEQ, UOSA and FCWA and/or other relevant stakeholders to the Land Development Division prior to approval of final site plan approval of the first site plan on the Property.

MISCELLANEOUS

58. Eminent Domain. In the event the Applicant is not able to acquire off-site right-of-way required to provide any offsite improvements identified in these Proffers, including any easements required for utilities, utility relocation, grading and stormwater management for such improvements, the Applicant may request the County to acquire the right-of-way and easements by means of its condemnation powers at the Applicant's expense, exclusive of any land or property owned by the Federal Government or Commonwealth of Virginia.

a. County’s Eminent Domain Policy. The Applicant’s request shall be in writing and shall comply in all respects with the County’s Eminent Domain Policy. The condemnation request shall be made prior to each phase of the development as provided in Proffer 49 to the appropriate County agency (with a copy to PWCDOT) and be accompanied by the following:

1. The names of the record owners, the property addresses, tax map parcel numbers and GPIN numbers for each landowner from whom such right of

way and/or easements are sought;

2. Plats, plans and profiles showing the necessary right of way and/or easements to be acquired and showing the details of the proposed transportation improvements to be located on each such property;
 3. A 60-year title search of each involved property;
 4. Documentation demonstrating to the County's satisfaction the Applicant's good faith, best efforts to acquire the right of way and/or easements, at a cost of at least the appraised value of the involved property interests;
 5. A letter of credit acceptable to the County, cash or equivalent (from a financial institution acceptable to the County) in an amount equal to the appraised value of the property to be acquired, and all damages to the residue, together with an amount representing the County's estimate of its cost of condemnation proceedings, in a form permitting the County to draw upon the same as necessary to effectuate the purposes hereof; and
 6. An agreement signed by Applicant's representative and approved by the County Attorney whereby Applicant agrees to pay all costs of the condemnation, including expert witness fees, court costs, exhibit costs, court reporter fees, attorney fees for the Office of the County Attorney, and all other costs associated with the litigation, including appeals. The Agreement shall specifically provide that in the event the property owner is awarded in the condemnation suit more than the appraised value estimated by Applicant's appraiser, Applicant shall pay to the County the amount of the award in excess of the amount represented by the letter of credit or cash deposit within fifteen (15) days of the award.
- b. Pursuant to Virginia Code § 25.1-417, a determination of the value of the Property shall be based on the following:

1. If the assessed value is less than \$25,000, then the value shall be determined by assessment records or other objective evidence; or
 2. If the assessed value is greater than \$25,000 an independent appraisal of the value of the right of way and easements to be acquired, and any and all damages to the residue of the involved property, said appraisal to be performed by an appraiser licensed in Virginia and approved by the County.
- c. In the event the County or VDOT provides written notice to the Applicant that it cannot or will not acquire the right-of-way and/or easements in accordance with the above paragraphs, the Applicant shall conduct the following in order:
1. Consult with PWCDOT and/or VDOT to identify and, if approved by PWCDOT and VDOT, implement alternative mitigation measures designed to achieve comparable public benefits without the need to secure offsite right-of-way and/or easements. The Applicant's implementation of any such alternative mitigation measures shall not require approval of an amendment to the MZP and/or these Proffers.
 2. In the event PWCDOT and/or VDOT notifies the Applicant that its proposed alternative mitigation measures are infeasible or otherwise not acceptable, such that no alternative improvements can be completed by the Applicant without the County and/or VDOT exercising its eminent domain authority, the Applicant shall enter into an agreement with the County signed by the Applicant and approved by the County Attorney's Office to provide the County or, as directed by the County, VDOT funding equal to:
 - i. The total amount of what it would have otherwise cost the County to build or complete the applicable portion of the Roadway Network Improvements and/or the Wet Utilities, with the contribution amount determined in consultation with PWCDOT and reflective of all costs related to the transportation improvements necessary to serve the Approved Uses pursuant to this Application; and

- ii. The County's appraised value of the offsite property to be acquired, and all projected damages to the residue, together with an amount representing the County's estimate of its cost of condemnation proceedings. If paid to the County, such contribution shall be paid into a County Capital Improvement Program Project(s) fund to be used by the County to complete the outstanding improvements. If paid to VDOT, such funds shall be paid as directed by VDOT..
 3. If the Board does not approve a County Capital Improvement Program Project for improvements related to the Roadway Network Improvements which are necessary to serve the Approved Uses pursuant to this Application, the Applicant shall provide these funds into a separate account for the County or VDOT to complete as a future public improvement project related to the Roadway Network Improvements.
 - d. For purposes of clarity, notwithstanding the phasing elements set forth in subsections (c.1) to (c.3) above, the Applicant may continue to develop the Property in phases in accordance with Proffer 49 herein and shall be deemed to have fulfilled one or more required improvements for each such phase once the alternative mitigation measures have been completed pursuant to subsection (c.1) herein, or the Applicant has entered into an agreement with the County to provide funding into a County Capital Improvement Program Project pursuant to subsection (c.2) herein, or the Applicant has provided funds into a separate account for the County or VDOT to complete as a public improvement project pursuant to subsection (c.3) herein.
59. Advanced Density/Intensity Credit. Pursuant to Section 32-201.40 of the Zoning Ordinance, density/intensity credit is reserved for all eligible dedications of any public right-of-way or land for public facilities described herein or as may be required by Prince William County or VDOT pursuant to the DCSM at the time of the final site plan approval(s) for the Property.

60. Monetary Contribution to the Virginia Department of Forestry. If permitted to be accepted by the Virginia Department of Forestry, the Applicant shall make a monetary contribution to the Virginia Department of Forestry's State Forest Mitigation and Acquisition Fund (SFMAF) in an amount of \$10,000 for each data center building constructed on the Property to be used for forestland conservation projects near the Property. The Applicant shall provide the contribution prior to the issuance of the building permit release letter for each applicable data center building. Compliance with this Proffer shall be evidenced with the Applicant's submission of documentation demonstrating proof of each contribution.
61. Workforce Strategies. Pursuant to Objectives SS-3:A, SS-3:B, RE-1:A, RE1:E, and QE-5 of the 2021-2024 Strategic Plan for Prince William County, the Applicant shall require an authorized representative(s) of its general contractor to meet with the County's Department of Economic Development ("DED") and any third-party organization(s) identified by and invited by DED, including but not limited to, workforce representatives, operators of registered apprenticeship programs, and similar groups and organizations, to discuss strategies to promote the County's economic development, including a diverse and healthy workforce during project construction, increase opportunities for women, minority, and veteran-owned businesses, encourage high-quality construction, and promote the health, safety, and general welfare of county residents. Preferred strategies initially shall include requirements for contractor payroll certification, jobsite personnel tracking, and anti-assignment provisions to prevent instances of wage theft and/or worker misclassification. Additional strategies could include measures or services such as: (i) registered apprenticeship or mentorship programs; (ii) adoption of additional internal labor standards; or (iii) other programs or initiatives intended to benefit and grow the local construction and service workforce and advance the County's interest in affording all residents an equitable opportunity to succeed. The Applicant shall require an authorized representative(s) of its general contractor(s) to complete such outreach to DED and the organizations invited prior to commencement of construction of the first building in each Land Bay. Evidence of such coordination and the adoption of strategies shall be provided to Development Services prior to issuance of a certificate of occupancy for each new building developed on the Property.

62. Escalator Clause. In the event that the monetary contributions set forth in this Proffer Statement are paid to the Prince William Board of County Supervisors within eighteen (18) months of final unappealable approval of this Rezoning, as applied for, said contributions shall be in the amounts stated herein. Any monetary contributions required hereby which are paid to the Prince William Board of County Supervisors after eighteen (18) months following approval of this Rezoning shall be adjusted in accordance with the Urban Consumer Index ("CPI U") published by the United States Department of Labor, such that at the time contributions are paid they shall be adjusted by the percentage change in the CPI U from that date eighteen (18) months after approval hereof, to the most recently available CPI U to the date the contributions are actually paid, subject to a cap of six percent (6%) per year, non-compounded.

MODIFICATIONS AND WAIVERS

63. Pursuant to Sections 32-404.05 and 32-700.04 of the Zoning Ordinance, the following modifications and waivers are approved as part of these Proffers:
- a. Waiver of Section 32-250.31 of the Zoning Ordinance, Sections 802.11.A and DCSM Table 8-1 to not require internal buffers between similar uses, and waive buffers between Land Bays on the Property as shown on the MZP.
 - b. Waiver of Section 32-404.04.5 of the Zoning Ordinance requiring a perimeter Type C buffer between Land Bays, along public right-of-way and adjacent to properties zoned PBD to allow for buffers as shown on the MZP.
 - c. Modification of Section 32-201.18 of the Zoning Ordinance requiring a 15' perimeter landscape area around substations (considered a public facility), for instances where a side(s) of a substation is interior to the Property and is screened and not visible from public rights-of-way, parks, residential areas, or adjacent properties that are designated and zoned for development of data center and/or data center supporting uses compatible with the Development.

- d. A modification to the uses permitted by right pursuant to Section 32-404.05.1 of the Zoning Ordinance by (i) modifying Section 32-402.31(6) to permit data centers by-right outside of the Data Center Opportunity Zone Overlay District; (ii) modifying Section 32-402.33 to permit data centers by-right outside of the Data Center Opportunity Zone Overlay District and to permit solar energy facilities by-right; and (iii) modifying Section 32-201.11(2) to permit electric substations by-right outside of the Data Center Opportunity Zone Overlay District.

[Signature Page(s) to Follow]

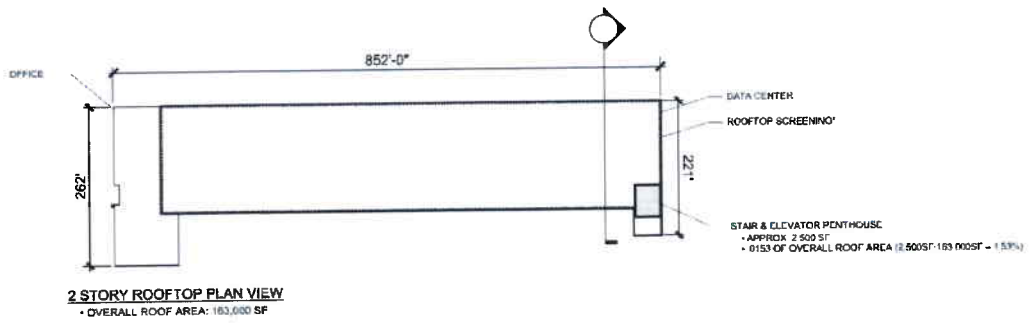
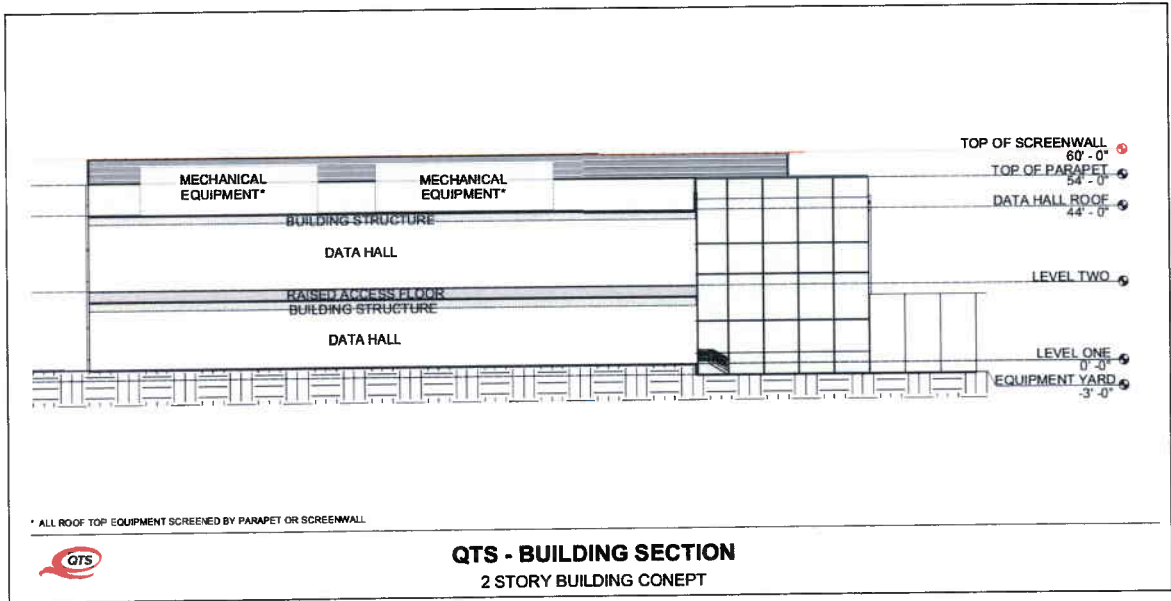
Exhibit A: Transportation Infrastructure Improvements Concept Plan & Phasing, dated January 19, 2023 and revised through September 12, 2023 and the Transportation Infrastructure Improvements Concept Plan dated January 19, 2023 and revised through April 28, 2023, prepared by Gorove/Slade. Provided under separate cover.

[remainder of page intentionally left blank]

Exhibit B: "Prince William Digital Gateway Master Corridor Plan, prepared by LandDesign, dated January 2023 and revised October 2023. Provided under separate cover.

[remainder of page intentionally left blank]

Exhibit C: Building Section 2 Story Concept and 2 Story Rooftop Plan View



QTS - BUILDING SECTION
 ROOFTOP PLAN VIEW

Exhibit D: Substation screening, depictions and examples



SafeFence Substation Barrier System Protects People, Utility Assets

SafeFence™ non-conductive perimeter barrier fencing provides safety and security around substations, transformer yards and other utility properties with installed power-delivery assets.

The fiberglass wall deters would-be vandals, excludes wildlife, and hides

Shakespeare SafeFence panels are available in a range of horizontal lengths and in 6-inch high or 12-inch high profiles. The 12-inch panels are now available with ballistic-grade inserts to enhance utility asset protection.



See the SafeFence™ Difference

Layers of Innovation and Triple UV Protection for Long Lasting Durability

Best-in-class urethane finish provides enduring top-layer of UV weathering protection. Durable coating adds to service life and improves electrical properties compared to others.

100% of fiberglass roving materials are saturated with UV-inhibitor-rich resin, permeating the panel. Also, the roving fiberglass strands enhance strength, providing low-deflection rigidity.

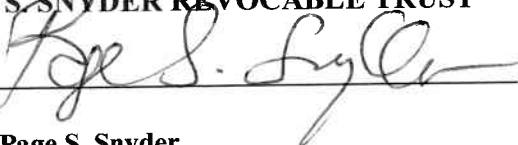
Superb layer of protection is provided with a smooth, polyester-cloth UV vest

The continuous strand mat material configuration in our pultrusion production process results in exceptional torsional strength

Proffer Statement
REZ2022-00033, Digital Gateway South
GW Acquisition Co. LLC
December 10, 2023
Page 62 of 62

[Signature Page(s) to Follow]

PAGE S. SNYDER REVOCABLE TRUST

By: 

Name: Page S. Snyder

Title: Trustee

**PAGELAND FARM ASSOCIATES
a VIRGINIA LIMITED PARTNERSHIP**

By: *Page S. Snyder*

Name: Page S. Snyder

Title: *General Partner*

NICOLE SCOLARO BLAND

By: Nicole Bland

KENNETH BLAND

By: Kenneth Bland

THE THOMAS F. THOMPSON AND PHYLLIS W. THOMPSON JOINT TRUST

By: Phyllis W. Thompson, Trustee

Name: Phyllis ^W F. Thompson

Title: Trustee

MARY ANN GHADBAN REVOCABLE LIVING TRUST

By:  _____

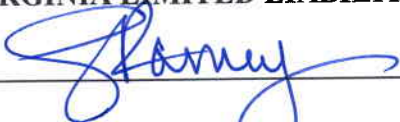
Name: Mary Ann Ghadban

Title: Trustee

THOMAS C. ACKERLY JR.

By: Thomas Casey

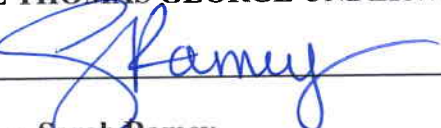
**UNDERWOOD FAMILY FARM LLC
a VIRGINIA LIMITED LIABILITY COMPANY**

By:  _____

Name: Sarah Ramey

Title: Manager

THE THOMAS GEORGE UNDERWOOD FAMILY TRUST

By:  _____

Name: Sarah Ramey

Title: Trustee

QTS – PW DIGITAL GATEWAY SOUTH PROFFER STATEMENT

RE: #REZ2022-00033, Digital Gateway South (the “Application”)

“Owners”: Page S. Synder Revocable Trust; Pageland Farm Associates; Nicole Scolaro and Kenneth Bland; Phyllis Thompson, Trustee, The Thomas F. Thompson and Phyllis W. Thompson Joint Trust; Mary Ann Ghadban Revocable Living Trust; Thomas C. Ackerly, Jr.; Underwood Family Farm, LLC

“Applicant”: GW Acquisition Co., LLC

“Property”: GPIN Nos. 7498-42-6117, 7498-51-1835, 7498-74-6800, 7498-74-3579, 7498-83-1842, 7498-83-1869, 7498-83-6698, 7498-93-5350, 7498-94-5907, 7498-93-7484, 7498-84-6051, 7498-85-3325, 7498-85-7316, 7498-94-1180 and 7598-13-2096 (the “Property”)

“Rezoning”: ±342 acres
A-1, Agricultural to PBD, Planned Business District
Gainesville Magisterial District

Date: ~~November 29~~December 10, 2023

The undersigned hereby proffers that the use and development of the Property shall be in substantial conformance with the following conditions, and which shall supersede all other proffers and conditions made prior hereto with respect to the Property. In the event the referenced rezoning is not granted as applied for by the Applicant, these proffers shall be withdrawn and shall be null and void.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. Any improvements proffered herein shall be provided at the time of development of the portion of the site served by the improvement, unless otherwise specified. The term “Applicant”, as referenced herein, shall include within its meaning all current and future fee owners, successors in interest and assigns of the Property.

References in this Proffer Statement to plans and exhibits as binding on the Applicant are limited to the Master Zoning Plan (the “MZP”), with all other plans and exhibits provided for illustrative purposes only, unless expressly stated otherwise herein:

1. Master Zoning Plan (the “MZP”) prepared by IMEG Corp., entitled “Digital Gateway South”, dated February 28, 2022 last revised October 30, 2023, consisting of the following sheets:
 - a. Cover Sheet
 - b. Master Zoning Plan (Sheets 02 and 03)
 - c. Green Infrastructure Plan (Sheets 04 and 05)
 - d. Infrastructure Plan (Sheet 06)
2. Exhibit A: Transportation Infrastructure Improvements Concept Plan & Phasing, dated January 19, 2023 and revised through September 12, 2023 and the Transportation Infrastructure Improvements Concept Plan dated January 19, 2023 and revised through April 28, 2023, prepared by Gorove/Slade.
3. Exhibit B: Prince William Digital Gateway Master Corridor Plan, prepared by LandDesign, dated January 2023 and revised October 2023 (the “MCP”).
4. Exhibit C: Building Section 2 Story Concept and Rooftop Plan View.
5. Exhibit D: Substation screening, depictions and examples.

USES AND SITE DEVELOPMENT

1. Master Zoning Plan: The Property shall be developed in substantial conformance with the MZP, subject to minor modifications permitted by the Prince William County Zoning Ordinance (the “Zoning Ordinance”), including those minor modifications that may be permitted pursuant to Section 32-700.30(6) of the Zoning Ordinance and as further described in this Proffer Statement.
2. Prohibited Uses: Except as set forth hereafter, the uses identified in Section 32-404.03(2) and Section 32-280.41(1) of the Zoning Ordinance shall be prohibited. The following uses as identified in Section 32-402.31, Section 32-402.32 and Section 32-402.33 of the Zoning Ordinance shall also be prohibited:
 - a. Alarm systems operations, office.

- b. Business school.
- c. College, university or seminary.
- d. Computer and network services.
- e. Hospital.
- f. Hotel, motel, or short-term lodging.
- g. Institute for special education and training.
- h. Medical care facility, specialized.
- i. Medical or dental laboratory.
- j. Medical or dental office and clinic.
- k. Neighborhood retail and fulfillment center, up to 30,000 square feet in gross floor area.
- l. Private school (no boarding).
- m. Religious institution with related facilities (excluding cemeteries).
- n. Recycling collection points, subject to the standards in section 32-250.84.
- o. Research and development (non-HAZMAT).
- p. Trade or convention center.
- q. Trade, technical or vocational school.
- r. Adult day care facility.
- s. Art gallery (private).
- t. Barber shop, beautician studio, or tanning salon.
- u. Commercial artist or photographer's studio.
- v. Fraternity, sorority, secondary to college, university or seminary (on campus only).
- w. Helistop.
- x. Hotel.
- y. Live entertainment in accordance with the provisions of section 32-400.15.
- z. Office equipment sales, lease and service.
- aa. Optical and eye care facility.
- bb. Retail store.
- cc. School of special instruction.
- dd. Travel Agency.
- ee. Bus station, commercial.
- ff. Continuing care retirement community.
- gg. Heliport, secondary only.
- hh. Helipad.

- ii. Taxi or limousine dispatching.
 - jj. Veterinary hospital.
3. Use Parameters: Pursuant to Section 32-404.05 of the Zoning Ordinance, the Applicant's use of the Property is limited to the following, provided that use and occupancy of any existing agricultural activities, dwelling units and structures located on the Property may continue until the same is removed or replaced in accordance with these Proffers. Ancillary and secondary uses shall be limited to those listed as 3.c. through 3.h. below and shall be limited to a maximum of ten percent (10%) of the total gross floor area for each building which includes such ancillary and secondary uses. Pursuant to § 32-201.12(a)(2) of the Zoning Ordinance, the MZP constitutes a Plan of Development within the meaning of Va. Code Ann. § 15.2-2232 and § 15.2-2286(A)(8), and the public facilities identified on the MZP are deemed approved and not subject to separate public facilities review and determination or Special Use Permit. Should the location and/or extent of a public facility change, or a new public facility be added, and such facility is determined by the Planning Director not to be in substantial conformance with the MZP and these Proffers, then the change and/or addition shall be permitted upon approval of a separate Public Facility Review or Special Use Permit, whichever is needed, without a requirement for or need to amend the MZP or these Proffers.
- a. Data centers and accessory uses and structures;
 - b. Public facilities including, but not limited to, streets, parks, and electric substations;
 - c. Office, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development;
 - d. Cafeteria/lunchroom/snack bar/automat, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development;
 - e. Recreation facility for employees, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development;

- f. Childcare facility and any associated outdoor play area, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development;
 - g. Event Center/Meeting Hall, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development; and
 - h. Recording Studio, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development (as defined below) (collectively, the “Approved Uses”).
4. Land Bays. For all purposes associated with its development and use, the Property shall be divided into four (4) Land Bays (each a “Land Bay”) as shown on Sheets 02, 03, 04, and 05 of the MZP. The Applicant may adjust the boundaries and acreage of one or more Land Bays, as part of final site plan approval, by up to 10% of the land area of each such Land Bay.
5. Floor Area Ratio: The Applicant shall develop the Property with data centers, parking, and other uses and structures as set forth in these Proffers (collectively, the “Development”), at no greater than an overall 0.25 floor area ratio (“FAR”). For purposes of these Proffers, FAR is defined as the ratio of gross square footage of the area of buildings to be constructed on the Property to the gross square footage of land area of the Property, subject to advanced density/intensity credit as set forth in Proffer 59.
- a. FAR for each Land Bay. The Applicant shall develop Land Bays A and B at no greater than 0.25 FAR on each Land Bay. The Applicant shall develop Land Bay C at no greater than 0.36 FAR. The overall and total FAR permitted for all four Land Bays (A – D) combined shall not exceed 0.25.

- b. Tabulation. As part of each final site plan submitted for the Property, the Applicant shall provide a tabulation indicating the development status of the Property to include a listing of all building(s) constructed to date and their associated gross floor area (“GFA”) and relationship to the overall maximum permitted FAR for each Land Bay. The tabulation shall be updated with each subsequent final site plan approved for the Property.
6. Interim Development. Pursuant to Section 32-404.05.1 of the Zoning Ordinance, the Applicant may develop by-right any portion of the Property with parking lots and/or staging areas necessary for site construction, with approval of a final site plan.
 7. Height:
 - a. For purposes of this Proffer, the term “Building Height” shall include the building rooftop and parapets and/or screening walls that screen rooftop mechanical equipment. Buildings shall be limited to up to two stories. The typical two-story building section is depicted in Exhibit C attached to these proffers. The maximum Building Height shall be permitted and limited as follows:
 1. Buildings in Land Bay A shall not exceed a maximum Building Height of sixty feet (60’) measured from finished slab, nor shall buildings exceed three hundred and sixty-two feet (362’) above mean sea level. The lesser of the two measurements shall dictate the maximum Building Height.
 2. Buildings in Land Bay B shall not exceed a maximum Building Height of sixty feet (60’) measured from finished slab, nor shall buildings exceed three hundred and forty-nine feet (349’) above mean sea level. The lesser of the two measurements shall dictate the maximum Building Height.
 3. Buildings in Land Bay C shall not exceed a maximum Building Height of sixty feet (60’) measured from finished slab, nor shall buildings exceed three hundred and eighty-six feet (386’) above mean sea level. The lesser of the two measurements shall dictate the maximum Building Height.

4. Land Bay D shall be limited to an Electric Infrastructure Area as addressed in Proffer 47.
 - b. Each building may include one elevator penthouse which (i) shall be no more than ten (10) feet above the Building Height (up to a maximum of 70 feet) and (ii) shall not consist of more than two percent (2%) of the total square footage of the entire building roof area as shown in Exhibit C.
 - c. Prior to requesting a building permit release letter from the County Department of Development Services (“Development Services”), the Applicant shall submit building elevations to ensure compliance with this Proffer.
8. Federal Aviation Administration. The Applicant shall obtain approval from the Federal Aviation Administration (the “FAA”) prior to final site plan approval for buildings whose height is subject to approval by the FAA. The Applicant shall provide documentation to Development Services demonstrating receipt of such FAA approvals concurrently with the submission of each applicable building permit application.
9. Construction Impact Management. The Applicant shall undertake the following actions to address ~~anticipated~~ impacts of construction:
 - a. Pre-Construction Information Distribution. Prior to the commencement of construction, the Applicant shall distribute written information to, and offer to hold a meeting with the homeowner’s associations or boards of Heritage Hunt and Catharpin Valley Estates, a representative from the Virginia Department of Forestry on behalf of Conway Robinson State Forest and the Manassas National Battlefield Park (“MNBPF”) Superintendent regarding planned construction activities for the Development. The information shall include: (i) the anticipated phasing of construction, (ii) a preliminary schedule for each phase of construction, (iii) a preliminary plan for the routing of construction vehicles and (iv) planned measures to minimize off-site dirt and debris in accordance with applicable law. In addition, the Applicant shall provide the name, email address, and telephone number of a contact person responsible for managing construction activities on the Property to the Planning Director, the Gainesville District Supervisor’s Office and

the Chair of the Board of County Supervisors Office prior to the commencement of construction on each building(s) and/or structure(s).

- b. Construction Hours. Outdoor construction activities, including deliveries, on the Property shall occur only between the hours of 7:00 am to 9:00 pm Monday through Friday and 9:00 am to 9:00 pm on Saturday. The Applicant shall inform all contractors and subcontractors of the permitted hours of construction and shall provide direction on how contractors and subcontractors shall reduce the use of outdoor construction site lighting outside of the designated construction activity hours. The Applicant shall post signs identifying such construction hours at all construction entrances on the Property.
- c. Construction Truck Routing. The Applicant shall prepare a plan for the routing of construction trucks, in accordance with applicable law. The Applicant shall provide such plan to the Virginia Department of Transportation (“VDOT”), Prince William County Department of Transportation (“PWCDOT”), the homeowner’s associations or boards of Heritage Hunt and Catharpin Valley Estates, a representative from the Virginia Department of Forestry on behalf of Conway Robinson State Forest and the MNBP Superintendent prior to the commencement of construction. The Applicant shall inform all contractors and subcontractors of the plan for the routing of construction trucks and shall post signs identifying such construction truck routes at all construction entrances on the Property.

CULTURAL RESOURCES

10. Phase I Survey, Phase II Survey, Mitigation Plan, Phase III Survey.

- a. Phase I Survey. The Applicant has completed and submitted the *Phase I Archaeological Survey, QTS Manassas Digital Gateway, Prince William County, Virginia Project No. 0630223 dated October 27, 2023* (the “Phase I Archeological Survey”) and the *Phase I Historic Architecture Survey, QTS Manassas Digital Gateway, Prince William County, Virginia Project No. 0630223 dated October 23, 2023* (the “Phase I Architecture Survey”) to evaluate/update previous investigations of the Property (collectively, the “Phase I Surveys”). The Applicant

agrees to retain the services of a third-party historical or cultural resources firm and conduct one or more Phase II Surveys as recommended in the Phase I Surveys.

1. Addendum Report to Phase I. The Applicant shall hire a qualified professional to submit an Addendum Report for 076-0137 (Pageland II). The scope of the work for the Addendum Report, including the geographic area to be evaluated around Pageland II, shall be coordinated with the County Archaeologist. The Addendum Report shall be completed prior to first submission of the final site plan for the affected Land Bay or portion thereof and submitted to the County Archaeologist for review.
- b. Phase II Survey. In the event the findings of a Phase I Survey indicate that a Phase II Archeological and/or Architectural Survey is warranted, the Applicant shall conduct such Phase II Survey(s) on identified sites and resources. The Applicant shall submit the results of the Phase II Survey(s) with the first submission of the final site plan for any Land Bay or portion thereof for which such a survey is required. A qualified professional shall be hired by the Applicant to conduct all Phase II excavations, if excavations are warranted. All Phase II scopes of work shall be approved by the Planning Director or designee. Three (3) copies of the draft Phase II Surveys documenting the results and recommendations of the archaeological and/or architectural evaluations shall be submitted to the Planning Office for review, comment and approval concurrent with any relevant, impacted site plan. The qualified professional, the archeological testing and the reports shall meet the standards set forth in the current version of the *Virginia Department of Historic Resources (VDHR) Guidelines for Conducting Cultural Resource Survey in Virginia*. Final Phase II reports shall be submitted in quantities, formats and media as requested by the County Archaeologist.
1. In addition to the sites recommended for Phase II Surveys within the Phase I Surveys, the Applicant shall conduct Phase II Archeological Surveys for sites 076-0137 (Pageland II), 44PW0580, 44PW0594, and 44PW0593, ~~and Phase II Architecture Surveys for 076-0137 and 076-5190~~. The Applicant shall submit the results of these Phase II Surveys

with the first submission of the final site plan of the affected Land Bay or portion thereof. A qualified professional shall be hired by the Applicant to conduct all excavations, if excavations are warranted. The Phase II scope of work shall be approved by the Planning Director or designee. Three (3) copies of the draft Phase II Surveys documenting the results and recommendations of the surveys shall be submitted to the Planning Office for review, comment and approval concurrent with any relevant, impacted site plan. The qualified professional, the archaeological testing and the reports shall meet the standards set forth in the current version of the Virginia Department of Historic Resources (VDHR) Guidelines for Conducting Cultural Resource Survey in Virginia. Final Phase II reports shall be submitted in quantities, formats and media as requested by the County Archaeologist.

2. Historic Structure Report. The Applicant shall retain the services of a qualified professional archaeologist(s) to prepare a Historical Structure Report (“HSR”) on Pageland II (076-0137) and The Second Battle of Manassas (076-5190). The HSR shall be submitted to the County Archeologist, or their designee, for review and approval, with the first submission of the final site plan of the affected Land Bay or portion thereof.
- c. Mitigation Plan. In the event the Phase II Surveys find an archaeology and/or architecture site(s) to be significant and such site(s) will ~~likely~~ be disturbed by construction, the Applicant shall initiate mitigation of the archaeology site through Section 106 of the National Historic Preservation Act (“NHPA”), if required by law, with the County as a consulting party. If Section 106 review is not required by law, the Applicant shall prepare a County mitigation plan for approval by the Planning Director or designee, and such approval shall be based on the mitigation plan meeting the standards set forth in the current version of the *Virginia Department of Historic Resources (“VDHR”) Guidelines for Conducting Cultural Resource Survey in Virginia and the Advisory Council on Historic Preservation’s (“ACHP”) Recommended*

Approach for Consultation on Recovery of Significant Information from Archeological Sites. If such County mitigation plan is required, its ~~recommendations~~stipulations shall be completed prior to final site plan approval for each Land Bay where the mitigation plan is applicable. Final mitigation reports shall be submitted in quantities, formats, and media as requested by the County Archaeologist after the report(s) have been approved by the County. Areas designated for Preservation or Recovery shall be shown on the final site plan of the affected Land Bay or portion thereof. Data recovery shall be carried out by a qualified archaeologist approved by the Planning Director or designee.

- d. Phase III. In the event the findings of a Phase II Archeological Survey indicate that a Phase III Archeological Survey (the “Phase III Survey”) is warranted, the Applicant shall conduct such Phase III Survey on identified sites and resources. The Applicant shall either pursue preservation in place (“Preservation”) and/or conduct a data recovery excavation and thereafter process any artifacts recovered from the Property, including completing interpretations and additional analyses of such artifacts (“Recovery”). Areas designated for Preservation or Recovery shall be shown on the final site plan of the affected Land Bay or portion thereof. Data recovery shall be carried out by a qualified archaeologist approved by the Planning Director or designee.

11. Curation. The Applicant shall curate with the County all artifacts, field records, laboratory records, photographic records, and other records recovered and produced as a result of the investigations and excavations undertaken in connection with the Phase I Survey, the Phase II Survey and, as applicable, the Mitigation Plan, or any Phase III Recovery. Any artifacts, field records, laboratory records, photographic records, and other record generated from the investigations and/or excavations that the County requests to receive from the Applicant shall be turned over to the County within three (3) months following completion of the final report or prior to the commencement of ground disturbance for the specific area or site, whichever is first in time. All artifacts and/or records submitted for curation shall meet current professional standards and The Secretary of the Interior’s *Standards and Guidelines for Archaeology and Historic Preservation*. The Applicant shall pay to the County a curation fee identical to VDHR’s curation fee at the time artifacts and/or records are delivered to the County. Ownership of all records submitted for curation shall be

transferred to the County with a letter of gift. If curation as described in this Proffer is necessary, the Applicant shall complete such curation prior to final site plan approval on any Land Bay(s) where curation is undertaken. Compliance shall be demonstrated by a written confirmation from the County Archaeologist prior to final site plan approval for the applicable Land Bay or section of the Land Bay.

12. Cultural Landscape ~~Inventory~~Report. The Applicant shall retain the services of a qualified professional archaeologist(s), as approved by the County Archaeologist or their designee, to prepare ~~an inventory and baseline documentation for historically significant portions of Pageland II adjacent to or within Land Bays A or B of a~~ a cultural landscape report for the Property (the “CLICLR”). The CLICLR shall meet the National Park Service’s standard for this report. The CLR shall include information gathered primarily from secondary sources and through field surveys of the landscape focused on characteristics such as natural systems, spatial organization, land use, vegetation, circulation, structures, and views. The CLICLR shall also assess the integrity and condition of the landscape. The Applicant shall determine the final scope of the CLICLR in consultation with the County Archaeologist or their designee. The CLICLR shall be submitted to the County Archaeologist, or their designee, with the first submission of the final site plan for the first data center building to be built in on the ~~earlier of Land Bays A or B~~ Property.
13. Protection of Archaeology Sites and Cemeteries. The Applicant shall erect a protective fence that is either a tree-save fence, six-foot tall temporary chain link fence, or other fence of a similar quality around archaeology sites that shall be preserved, archaeology sites that require additional work as outlined in Proffer 10, and all cemeteries. Such temporary fencing shall remain in place until ground disturbance activities contiguous to such sites and cemeteries have concluded. Conclusion of the contiguous ground disturbing activities shall be confirmed through the Applicant’s (or its consulting engineers) delivery of a letter to the County Archaeologist prior to any protective fence removal.
14. County Archaeology Research. For any archaeology site selected to be preserved by the Applicant, the Applicant shall permit the County to conduct archeological research, at the County’s own expense, on those preserved sites. Such County

excavations and research shall not be performed until after final site plan approval for the affected Land Bay and shall be coordinated with the Applicant so as not to affect the Applicant's business needs and project implementation timelines.

15. On-Site Archeological Monitoring During Grading Activities. During initial construction rough grading and excavation activities, the Applicant shall provide at least two on-site archaeologists that meet The Secretary of the Interior Professional Qualifications Standards who shall inspect areas of high and moderate potential for underground cultural resources as identified in the Phase II Survey(s), Mitigation Plan(s) and/or Phase III Survey(s). The on-site archaeologists shall observe as the ~~topsoil~~soil is removed to identify any historically significant structures or graves ("Features") that might be uncovered, until culturally sterile subsoil is reached. If any such Features are observed, the on-site consulting archaeologists shall stop construction and contact the County Archaeologist to consult on the next steps. The County Archaeologist or his/her designee shall be offered the opportunity to accompany the aforesaid on-site archaeologists at any time during construction monitoring.

16. Civil War Cemetery Study.

- a. Civil War Historian. The Applicant shall hire a qualified, third-party Civil War Historian, who meets The Secretary of the Interior Professional Qualifications Standards, to further investigate and provide recommendations regarding whether additional areas within Land Bays A, B, C and/or D should be investigated for potential Civil War graves/burials. The written recommendations shall be provided to the Prince William County Planning Department and County Archaeologist for review with the first submission of the final site plan for the affected Land Bay(s).
- b. Civil War Cemetery Study. ~~The~~If the Civil War Historian finds additional cemeteries not addressed within the Cemetery Investigations Report, the Applicant shall hire a qualified specialist to conduct a Civil War cemetery study, with the scope of work to be approved by the County Archaeologist. If the Civil War cemetery study recommends field work to be conducted, the Applicant shall use ~~ground penetrating radar technology~~a minimum of two (2) geophysical methods and if warranted mechanical scraping of a radius of fifty feet (50') in width

measured around the areas recommended for further investigation for Civil War burials within the affected Land Bay(s), for the purpose of determining whether there are Civil War soldier graves/remains within said area(s). The results of the field work shall be provided with the first final site plan submittal for the affected Land Bay to the Prince William County Planning Department for review.

17. Unanticipated Discovery of Cultural Resources or Human Remains. Prior to the issuance of final site construction permits, the Applicant shall submit an approved Unanticipated Discovery Plan (“UDP”) prepared by a third-party historical or cultural resources firm. The UDP shall include the procedures and protocols that will be used by the Applicant’s employees, contractors, and subcontractors if there is an unanticipated discovery of archaeological material or human graves/remains during construction. The UDP shall include protocols for delineating areas where ground disturbance shall be prohibited until archaeological testing and/or excavations are completed as recommended by the on-site archaeologists ~~are completed~~, in consultation with the County Archaeologist or their designee. The UDP shall be sent to the County Archaeologist, County Cemetery Preservation Coordinator and the Virginia Department of Historic Resources (“VDHR”) for review and approval no later than at the time of final site plan submission for the Property.
18. Reinterment of Human Remains. If the Applicant discovers human remains during any land disturbance activities, the Applicant shall follow the procedures and protocols contained in the UDP and comply with all applicable federal, state, and County laws, ordinances, codes, regulations and requirements regarding the protection, evaluation, removal and reinterment of human remains. In addition, a specific disinterment and reburial plan shall be prepared by a third-party historical or cultural resources firm based on the circumstances of the particular location and condition of any human burial(s) that are discovered. The disinterment and reburial plan shall be submitted to the County Archaeologist, County Cemetery Preservation Coordinator, and VDHR for review and comment prior to the continuation of land disturbance in the affected location. If VDHR recommends the reinterment of human remains on the Property, such reinterment shall occur in a location that is mutually deemed appropriate by the Applicant, the County Archaeologist and VDHR. If consented to by the American Battlefield Trust, any land owned by the American Battlefield Trust and contiguous to MNBP shall be included as one of the locations considered for reinterment. VDHR shall issue the final determining

recommendation of the reinterment location(s).

19. Preservation of Cemeteries. Prior to final site grading or other site disturbance approval for grading or development in the vicinity of the known cemetery identified on the MZP and located on the Property, the Applicant shall delineate the boundaries of and thereafter preserve each cemetery in accordance with the standards of Section 32-250.110 of the Zoning Ordinance (Preservation of Existing Cemeteries). The perimeter of each cemetery shall be clearly marked with protective fencing in accordance with Sections 32-250.110 of the Zoning Ordinance. In addition, the Applicant shall:
- a. Grant an access easement for family members and descendants of deceased persons buried at each such cemetery (consistent with governing Commonwealth of Virginia State regulations). Such easement shall be shown on a plat and associated deed as part of the final site plan submission for the affected Land Bay;
 - b. Erect a permanent sign providing the name of the cemetery; and
 - c. Provide a fifty-foot wide (50') preservation area around the Phillips Cemetery delineated on the MZP, with the first twenty-five feet (25') around the cemetery to be an undisturbed area limited to grasses or ground covers and the next, outer twenty-five feet (25') to consist either of a modified Type B buffer with the same plant unit count as the thirty foot wide (30') supplemental landscape as shown on Sheet 02 of the MZP (that is, 180 plant units/100 linear feet), or retention of the existing trees, plant and vegetation. The Applicant's provision of supplemental landscape or retention of existing vegetation for the outer twenty-five-foot (25') buffer shall require approval by VDHR. If the Applicant is unable to obtain VDHR approval regarding the outer twenty-five-foot (25') buffer, the Applicant shall implement a fifty-foot wide (50') undisturbed area limited to grasses or ground covers. If planting within the second twenty-five feet (25') is permitted by VDHR, the Applicant shall coordinate with the County Archaeologist or his/her designee, which shall include an on-site field visit, to identify the retention of as much of the healthy vegetation as practicable or delineate the areas to implement a modified Type B buffer with the same plant unit count as a thirty foot wide (30') supplemental landscape as shown on Sheet 02 of the MZP (180 plant units/100 linear feet).

20. Avoidance Area in Land Bay B. The Applicant shall avoid ground disturbance and grading in the area adjacent to the Unfinished Railroad as delineated on Sheet 02 of the MZP.
21. Boundary Tree. The Applicant has identified a Boundary Tree that may date back to the Civil War, located in an area adjoining the southern corner of Land Bay D as depicted on Sheet 05 of the MZP. To protect and recognize this important historical and community asset, the Applicant shall design and install a plaque or similar commemorative signage in the vicinity of the Boundary Tree in consultation with the Department of Interior, Prince William County Historical Commission and the County's Department of Parks and Recreation. The final design and location of the commemorative signage shall be sent to the consulting agencies listed above for review and approval at the time of first site plan submittal of Land Bay C. Notwithstanding the foregoing, in the event the Applicant is unable to reach agreement with Department of Interior, Prince William County Historical Commission and the County's Department of Parks and Recreation after not less than three (3) meetings or ninety (90) days of the initial consultation, the Applicant may proceed with a final design and location selected in its sole discretion and install the same as set forth in this Proffer. The Applicant shall install/complete the commemorative signage prior to the issuance of the first occupancy permit or its equivalent for the second building within Land Bay C.
22. Portions of Land Bay D within the MNBP Legislative Boundary. Concurrent with the approval of the first site plan on Land Bay D, the Applicant shall dedicate land contiguous to MNBP that is within the Manassas National Battlefield Park Legislative Boundary, as shown on the MZP, to the U.S. Department of the Interior, contingent upon National Parks Service and/or U.S. Department of Interior acceptance of this portion of the Property. Alternatively, if the Department of Interior declines to accept the approximately nine (9) acres of land, the Applicant will offer to convey the land to the Prince William County Board of County Supervisors.

COMMUNITY DESIGN

23. Architecture and Building Materials. The building elevations shall be in substantial

conformance with the building elevations as shown on Page 34, 35 and 36 of the MCP and as otherwise permitted pursuant under Section 32-700.30(6)(c)(iv) of the Zoning Ordinance. Exterior building materials shall include, but are not limited to, a minimum of three of the following materials: brick, masonry/stone, aluminum, steel, glass, precast concrete, metal paneling, cementitious paneling, composite insulated panels, vinyl windows, and/or aluminum windows. Compliance with this Proffer shall be evidenced by the submission of building elevations to Development Services for review and approval at least two (2) weeks prior to issuance of a building permit release letter.

a. Principal Building Facades Visible from Public Right of Way.

1. Building Façade Materials. The principal building facades of any data center building(s) (which does not include facades of structures or enclosures for an electric substation) constructed on the Property that are visible from public road right-of-way shall avoid the use of undifferentiated surfaces by including at least three (3) of the following design elements: precast or tilt-wall concrete panels with reveals and an accent color scheme, architectural concrete masonry units (e.g., simulated stone, split face, ground face), EIFS (exterior insulation and finishing system) and/or metal panels of architectural grade and quality.
2. Building Façade Design. Principal building facades as defined in this proffer shall include at least three of the following design elements:
 - i. Variations in building height in accordance with Proffer 7;
 - ii. Building step-backs or recesses;
 - iii. Fenestration;
 - iv. Change in building material, pattern, texture and/or color; or
 - v. Use of accent materials.
3. Security booths/accessory structures. The architectural design of any security booth(s) or other accessory structure(s) on the Property shall be coordinated with the design utilized for the principal building(s) they serve.

- b. Non-Reflective and Earth Tone Façade Colors. For all building façades, the Applicant shall provide non-reflective and earth tone façade colors, including, but not limited to, earth tone grey, brown, or green. The Applicant has separately submitted color palettes satisfying this requirement to Prince William County. The building elevations as shown on Pages 36 of the MCP depict façades in Munsell Gley 2.6 and 2.7. The Applicant's façade signage shall be provided in accordance with ~~the applicable standards set forth in~~ Section 32-250.21 through Section 32-250.29 of the Zoning Ordinance. The Applicant shall limit façade accent colors (that is, colors other than earth tone grey, brown, or green) to a maximum of thirty percent (30%) of each applicable front façade and a maximum of fifteen percent (15%) of each applicable side façade. Compliance with this Proffer shall be evidenced with the submission of building façades that include signage and façade accent colors to Development Services at least two weeks prior to the issuance of a building permit release letter.
- c. Land Bay D Screening. The Applicant shall create and maintain a Type 'C' Buffer (Alternate 2) for portions of the southern and western property lines of Land Bay D contiguous to MNBP as shown on Sheet 3 of the MZP. The Type 'C' Buffer (Alternate 2) in Land Bay D shall consist of a minimum of fifty feet (50') in depth/width from the common property line and consist of at least two (2) rows of evergreen trees that shall be twelve feet (12') to fifteen feet (15') in height at the time of initial planting. The Applicant shall implement the initial plantings at the time of the first site plan submittal for Land Bay C or D, or portion thereof, provided that the Applicant may, due to weather or other conditions and with the concurrence of the Director of Public Works, defer installation of the evergreen trees to the next available planting season to provide a better chance for its long-term survival. The Applicant shall implement a maintenance and tree replacement plan which shall last over the course of three (3) consecutive years following initial installation of the plant material. The maintenance plan shall include a watering plan and treatment of non-native invasive plant species. The details of the maintenance plan shall be included in the Master Landscape Plan (the MLP") for the applicable Land Bay. Subject to NOVEC approval, the substation poles located in Land Bay D shall be brown/earth tone in color.

24. Building and Site Layouts. The Applicant shall design each Land Bay in substantial conformance with the building layouts, footprints, orientation, electric infrastructure areas, and the points of access as depicted in the QTS Land Bays reflected on pages 42 and 43 of the MCP, subject to the Applicant's ability to reduce the number of buildings and/or make other adjustments as set forth in Section 32-700.30(6) of the Zoning Ordinance.
25. Rooftop Mechanical Equipment Screening. The Applicant shall screen or enclose all rooftop mechanical equipment.
26. Ground Level Mechanical Equipment Screening. The Applicant shall screen ground level mechanical equipment not screened by a principal building, topography, or vegetation which is visible from MNBP, Heritage Hunt, other adjacent land planned and zoned for residential use, adjacent land planned and zoned for agricultural use or public road rights-of-way. Such screening shall utilize a visually solid fence, screen wall or panel (louvers shall be permitted for air flow and circulation), or other visually solid screen that shall be constructed with materials and colors compatible with those used in the exterior construction of the principal building. Ground-level mechanical equipment located in a manner found to have no adverse impact on MNBP, Heritage Hunt, other adjacent land planned and zoned for residential use, adjacent land planned and zoned for agricultural use or public road right-of-way, as determined by the Planning Director or designee, shall not be required to be separately screened as otherwise required by this proffer.
27. Dumpster Locations. The Applicant shall screen any dumpsters that are visible from public road rights-of-way or surrounding non-data center properties using materials that are architecturally compatible with the building(s) they serve.
28. Security Fences, Gates and Cameras. The Applicant may separately fence data center buildings in each Land Bay and may employ additional security measures such as, but not limited to, the use of surveillance cameras, inspection lanes, guard houses and similar facilities. With the exception of construction fencing used during construction of each applicable building and/or Land Bay, the design of any security fence shall include black steel or other metal, provided that chain link fencing or barbed wire fencing is prohibited along public street frontages. Security fencing shall not be located within any required buffer yards or Tree Save Area (as defined below).

29. On-site Lighting.

- a. All freestanding streetlights shall have a maximum height of thirty feet (30') and shall have fixtures that direct light downward and inward.
- b. All freestanding lighting for open, off-street parking areas shall have a maximum height of twenty-four feet (24') in height and shall be shielded and directed downward.
- c. All on-site lighting shall utilize full cut-off fixtures and shall be energy-saving smart lights or incorporate automatic shut-off to conserve energy.

**LANDSCAPE. OPEN SPACE, LIMITS OF DISTURBANCE AND TREE
PRESERVATION**

30. Master Landscape Plan. The Applicant shall submit a master landscape plan that provides for a coordinated and consistent pattern of landscape throughout the PW Digital Gateway Plan Amendment Area and along Pageland Lane (the "MLP"). The Master Landscape Plan shall be in substantial conformance with the landscape framework and landscape typologies depicted on Pages 22 through 31 in the MCP.

- a. MLP Submittal to the Planning Director. The Applicant shall submit the MLP to the Planning Director for review within four (4) months of final unappealable approval of the rezoning application for the Property.
- b. Additional MLP Reviewing Parties. Concurrent with submittal to the Planning Director, the Applicant shall also submit the MLP to the County Archaeologist, County Arborist, MNBP Superintendent, a representative from the Virginia Department of Forestry on behalf of Conway Robinson State Forest, and the homeowner's associations or boards of Heritage Hunt and Catharpin Valley Estates for review and comment to be provided to the Planning Director, who shall

consider feedback from these noted parties and ensure consistency among the MCP, the governing Digital Gateway Comprehensive Plan, and the applicable provisions of the Prince William County Zoning Ordinance.

- c. Refinements to the MLP. The Applicant may refine the MLP based on feedback from the noted parties, the Planning Director and as otherwise permitted under Zoning Ordinance Section 32-700.30. ~~In the event the Applicant is unable to obtain final MLP approval from the Planning Director after one hundred and twenty (120) days of the initial submittal, the Applicant's MLP shall be deemed approved.~~
- d. Implementation of the MLP. ~~The Applicant shall provide design details based on the Master Landscape Plan for County review and approval as part of final site plan approval for each building and/or Land Bay.~~ The Applicant shall implement the MLP in phases based on the Applicant's order of construction and staging requirements ~~and as part of final site plan approval for each building and/or Land Bay,~~ provided that the Applicant may, due to weather or other conditions and with the concurrence of the Director of Public Works or designee, defer installation of all or portions of the required landscape to the next available planting season to provide an increased chance for its long-term survival.
- e. Types of Plant Species. The Applicant shall use exclusively native, regionally appropriate plant species within Reforestation Areas and meadows. Elsewhere, the Applicant shall use predominantly native or regionally appropriate species that are considered non-invasive as determined by the Virginia Department of Conservation and Recreation Native Plant Finder for plantings and landscape throughout the Development.
- f. Pollinator Plantings. The Applicant also shall incorporate native pollinator plantings consisting of shrubs, perennials, and ornamental grasses incorporated into the buffers and/or Supplemental Landscape Areas on the Property to provide nectar or pollen during all four flowering periods.

31. Soil Compaction. Upon completion of initial, rough grading for each building(s), the Applicant shall conduct, in consultation with the Watershed Management Branch Site Inspector, one or more Agronomic Soil Fertility Analyses by a reputable, certified, agronomic soils laboratory and develop and implement specifications for amending and/or correcting the sampled soil conditions prior to installation of new plantings. The Applicant and/or contractor shall be responsible for coordinating with the Watershed Management Branch Site Inspector for the development and implementation of specifications related to amending and/or correcting the sampled soil conditions prior to installation of new plantings.

32. Soils in Landscape Areas. To facilitate adequate expansion of tree and shrub roots to support healthy plants, all landscape areas, inclusive of parking lot islands and buffers that shall be landscaped and which have been subject to pavement and/or compaction, shall have, prior to planting: (a) removal of all foreign materials (asphalt, concrete, rock, gravel, debris, etc.) and the soil loosened to a depth appropriate for planned vegetation, and (b) a top dressing of 4" to 6" of clean topsoil provided when recommended by soil testing data results. This topsoil shall be a loam, sandy loam, clay loam, silt loam, or sandy clay loam. The topsoil shall not be a mixture of or contain contrasting textured subsoils. The topsoil shall contain less than 5% by volume of cinders, stones, slag, coarse fragments, sticks, roots, trash, or other materials larger than 1" in diameter and shall not contain gravel. The topsoil shall contain a minimum of 5% natural fine organic matter, such as leaf mold, peat moss, etc. Areas to receive this remediation shall be clearly shown on the final site/subdivision plan. Once rough grading has been accomplished, and prior to commencing soil preparation operations (amendments, fertilizers, etc.), soil samples shall be taken from representative areas and below grade depths of the project site. Locations and depths to gather the representative soil samples shall be accomplished by the contractor under direction of a qualified landscape architect selected by the Applicant in its sole discretion.

33. Maintenance of Landscape and Facilities. The Applicant and/or subsequent owner of each Land Bay or building shall provide for continuous and ongoing maintenance of landscape to minimize concealment or overgrown areas, provide non-native species control, keep shrubbery and trees trimmed to not interfere with security lighting and to allow common

observation from the street or buildings consistent with County Police recommendations. The maintenance per this Proffer 33 shall exclude the Reforestation Areas and Tree Preservation Areas as shown on the MZP.

34. Open Space. The Applicant shall develop the Property such that, upon completion of the Development on the Property and the land subject to REZ2022-00032 (cumulatively, the “South and North Properties”), at least forty percent (40%) of the Properties comprise open space as more particularly defined and set forth below. Such open space shall be comprised of three (3) separate types: (a) Protected Open Space (including Tree Preservation Areas, as defined below); (b) open space under or over existing and/or future major utility easements greater than sixty feet (60’) in width (“Major Utility Easements”); and (c) open space areas within each “Development Area” as shown on the MZP (items (a), (b), and (c) collectively being the “Development Open Space”). The Development Open Space shall be calculated cumulatively across the Properties and not within individual Land Bays or each individual Property, or portions thereof. As part of each final site plan submitted, the Applicant shall provide a tabulation showing the acreage and percentage of Development Open Space and Protected Open Space (as defined below) established or approved to date on the Properties, inclusive of any Development Open Space to be provided in connection with the submitted final site plan to demonstrate compliance with this Proffer.

a. Protected Open Space. Protected Open Space shall be comprised of Natural Open Space (which includes Tree Preservation Areas, as reflected on the MZP) and Restored Open Space, as defined below. Consistent with the PW Digital Gateway Comprehensive Plan Amendment #CPA2021-00004 (the “CPA”) recommendations for open space percentages that apply to the CPA area, the Applicant shall provide a minimum of thirty percent (30%) Protected Open Space upon completion of development of the Property (REZ2022-00033) as well as the land subject to REZ2022-00032 (Digital Gateway North). The Applicant has significantly more Protected Open Space in the South, which ensures the total Protected Open Space among this Development (Digital Gateway South, REZ2022-00033) and REZ-2022-00032 (Digital Gateway North) achieves the CPA recommended Protected Open Space. The Protected Open Space on the Property shall be in substantial conformance with the areas shown as Natural Open Space

and Restored Open Space on Sheets 04 and 05 on the MZP, or as otherwise permitted in Proffer 34 and Proffer 35. The Applicant shall designate on each final site plan for the Properties areas that are to be maintained and/or established as Protected Open Space (including Tree Preservation Areas) within such Land Bays or portions thereof. In no event shall any permitted encroachments on/in areas designated as Protected Open Space (as set forth in Proffer 35) reduce the Applicant's obligation to achieve thirty percent (30%) Protected Open Space on the South and North Properties. Protected Open Space shall be comprised of:

1. "Natural Open Space" as defined in Part 100 of the Zoning Ordinance. The Applicant shall identify areas of Tree Preservation Area and Natural Open Space to be designated on each final site plan and, prior to final bond release for the portion of the Property shown on the final site plan, either record a covenant or easement against the area designated as Natural Open Space, or convey such area to a Property Owners Association with a restriction on its future use to public uses or utilities requiring a public facilities review pursuant to VA Code Section 15.2-2232, for public or private amenities as described in Proffers 44 and 45 either shown on the approved site plan, or as may be permitted pursuant to DCSM Sections 740 through 742. The easement or covenant or Property Owners Association documents, as applicable, shall include a requirement for perpetual maintenance of the Natural Open Space consistent with DCSM standards;

2. Restored Open Space. The Applicant shall identify areas of Restored Open Space on each final site plan. Restored Open Space shall include areas that have been disturbed prior to or during the construction of the Development that the Applicant shall restore, including reforestation areas using exclusively native, regionally appropriate plant species ("Reforestation Areas") as shown on the MZP; Supplemental Landscape Areas as shown on the MZP; Pollinator Meadows using exclusively native, regionally appropriate plant species (as defined in Proffer 34); perimeter or roadway or internal buffers, and/or wetlands; and

3. Environmental Resource Areas consisting of Federal Emergency Management Agency (FEMA) floodplain, FEMA Flood Hazard or natural 100-year floodplains as defined by the DCSM, Chesapeake Bay Resource Protection Areas, wetlands, areas of 25% or greater slopes, areas with 15% or greater slopes in conjunction with soils with severe limitations, areas of marine clays, public water supply sources, and critically erodible shorelines and streambanks as may be present on the Property.

b. Pollinator Meadows.

1. The Applicant shall include a minimum of ten percent (10%) Pollinator Meadow within its designated seeded pervious areas as shown on the MZPs of the South and North Properties (the “Seeded Pervious Area”). Plant species shall be limited to a combination of shrubs, ornamental grasses, and perennials that will include host plant species for local pollinators including the Monarch Butterfly and provide nectar and/or pollen sources during all four flowering periods (spring, early summer, late summer, fall). The pollinator plant species shall consist of one hundred percent (100%) Virginia native species, with an emphasis on Northern Virginia native species.
2. Any created Pollinator Meadow shall be maintained by the Applicant or successor property owners’ association or other entity to include protection from pesticides, replanting or reseeding as needed to assure long-term native pollinator plant diversity. The Applicant shall limit any mowing of the Pollinator Meadow to times of each year when plants are not in flower. Maintenance activities shall also include leaving “dead heads” for sources of overwintering seed and hibernating habitat.
3. The Applicant shall designate on each final site plan areas to be maintained and/or established as Pollinator Meadows. Subject to Dominion Energy’s approval, the Applicant may install Pollinator

Meadow under the existing Dominion Transmission Line Easement as shown on the MZPs of the Properties (the “Existing Power Line Easement”). If the Applicant is unable to secure approval from Dominion Energy for the Pollinator Meadow, this shall not preclude the Applicant’s ability to provide utility easement plantings set forth in Proffer 34.c. below.

- c. Open Space Under or On Top of Major Utility Easements. The Applicant may provide plantings in open space under (overhead) or on top of (undergrounded) Major Utility Easements in accordance with the requirements of the applicable utility providers; and
 - d. Open Space areas within the “Development Areas” on the MZP. Open Space areas within the “Development Areas” on the MZP shall include, but are not limited to, lawns, decorative plantings, walkways, sidewalks, and landscaped islands.
 - e. Minor Modifications to Location and Maintenance of the Percentage of Proffered Open Space. As part of final site plan approval, the Applicant may make minor adjustments to these Open Spaces that comport with Zoning Ordinance Section 32-700.30, and provided that the Applicant maintains the minimum percentages/acreage of (i) Development Open Space (40%) and (ii) Protected Open Space (30%) upon completion of the Development on the Properties, with a running total of required and provided open spaces reflected on each final site plan.
35. Limits of Disturbance. The Applicant shall develop the Property in substantial conformance with the Limits of Disturbance (“LOD”) as shown on the MZP, provided that the Applicant may conduct land disturbing activities outside the LOD, only as follows:
- a. Demolition and Removal of Existing Structures and Driveways Outside the LOD and Slated for Removal. The Applicant shall demolish and remove existing structures (such as to-be-vacated houses, structures, driveways, etc.) on the Property that fall outside of the LOD. The existing structures and/or driveways to be demolished shall be shown on the final site plan for the Land Bay or portion thereof. Following completion of the demolition and/or removal, the Applicant

shall replant with grasses, reforest and/or landscape in accordance with what is shown on the MZP and on the MLP approved for the Land Bay or portion thereof where such area is located. All such structures and driveways shall be disposed of properly in accordance with applicable County, state and federal laws, ordinances and regulations.

- b. LOD Encroachments NOT Impacting Resource Protection Areas (“RPA”). The Applicant may conduct limited land disturbance outside the LOD pursuant to the limitations set forth below:
 1. Replacement & Mitigation of Utility Crossings Impacting Buffers. Consistent with the Section 802 of the DCSM, utility crossings (Dominion Energy, NOVEC, Washington Gas, water, sewer, gas, etc.) shall be permitted within required or designated buffers, provided they are designed to be perpendicular, to the extent practicable. Utility easements shall not run parallel within buffers. Landscaping with shrubs, ornamental grasses and perennials may be permitted in utility easements. The planting of trees in utility easements shall not be allowed, unless specifically approved by the agency controlling the easement. If there is a buffer that is impacted by a proposed utility, the Applicant shall increase the buffer widths in the same Land Bay and along the same property line to provide an equal, 1:1 area of additional buffer in order to meet the minimum plant unit requirements shown on the MZP and maintain the minimum proffered Development Open Space (of 40%) and Protected Open Space (of 30%) upon completion of the Development on the Properties; that is, if fifty (50) square feet of a buffer is disturbed to accommodate a required utility, an additional fifty (50) square feet of buffer proximate to the impacted area shall be implemented in order to achieve the minimum proffered Development Open Space (of 40%) and Protected Open Space (of 30%).
 2. Replacement & Mitigation of Utility Crossings Impacting Supplemental Landscape Areas. Utility crossings (Dominion Energy, NOVEC, Washington Gas, water, sewer, gas, etc.) shall be permitted within Supplemental Landscape Areas. Landscaping with trees, shrubs,

ornamental grasses and perennials may be permitted in utility easements, as approved by the agency controlling the easement. If there is a Supplemental Landscape Area that is impacted by a proposed utility, the Applicant shall either (i) enhance/increase the plant units as shown on the MZP within contiguous Supplemental Landscape Areas in order to meet the minimum plant unit requirements shown on the MZP and maintain the minimum proffered Development Open Space (of 40%) and Protected Open Space (of 30%) upon completion of the Development on the Properties, or (ii) increase the widths in the same area and along the same property line to provide an equal, 1:1 area of additional Supplemental Landscape Area as necessary to maintain the minimum proffered Development Open Space and Protected Open Space upon completion of the Development; that is, if 50 square feet of a Supplemental Landscape Area is disturbed to accommodate a required utility, an additional 50 square feet of landscaping proximate to the impacted area shall be delineated in order to achieve the minimum proffered Development Open Space (of 40%) and Protected Open Space (of 30%).

3. Replacement & Mitigation of Utility Crossings Impacting Protected Open Space or Proffered Tree Preservation Area. The Applicant shall, as part of final site plan approval for the area(s) impacted by the encroachments as set forth in this Proffer 35.b, quantify the extent of such encroachment(s) and provide (a) a replacement of Protected Open Space area and (b) provide a 1:1 additional, designated and replacement area of any proffered Tree Preservation Area impacted by the encroachment(s) elsewhere on the Property as necessary to maintain the minimum proffered Development Open Space (of 40%) and Protected Open Space of (30%) upon completion of the Development on the Properties; that is, if 50 square feet of a Protected Open Space or Proffered Preserved Tree Area is disturbed to accommodate a required utility, an additional 50 square feet of area shall be delineated in order to achieve the minimum proffered Development Open Space (of 40%) and Protected Open Space (of 30%) upon completion of the Development.

- c. LOD Encroachments Permitted by Sections 740 through 742 of the DCSM. The Applicant may conduct land disturbance within RPA pursuant to Sections 740 through 742 of the DCSM, as may be amended.
36. Reforestation. The Applicant shall provide reforestation in accordance with these Proffers and in substantial conformance with the locations shown as “Reforestation Area” on the MZP; the Applicant reserves the right to implement minor modifications to the reforestation areas as part of a Public Improvement Plan (“PIP”) and/or final site plan approval pursuant to Zoning Ordinance Section 32-700.30
- a. Reforestation Plan. As part of each PIP and/or final site plan containing a Reforestation Area, the Applicant shall submit a reforestation plan, prepared by a Certified Arborist, Urban Forester, or Landscape Architect, for the Reforestation Area(s) identified on such plan (the “Reforestation Plan”) in accordance with the reforestation standards as set forth in DCSM Section 802.21.E with the exception that the Applicant shall provide plantings at a density at a minimum of six hundred and fifty (650) trees per acre, at which density protective tree tubes shall not be required, and seedlings shall be twelve inches (12”) to eighteen inches (18”) in height. A combination of overstory and understory species indigenous to Virginia in accordance with the reforestation standards of the DCSM shall be used. To protect against potential damage to such plantings during land disturbance activities, the Applicant shall commence planting following completion of immediately contiguous land disturbing activities on each Land Bay or portion thereof on which such plantings shall be located. Such Reforestation Plan shall also include the maintenance and restocking provisions, concurrent with the development of the building(s) or improvements on such PIP and/or final site plan for the applicable Land Bay or portion thereof.
 - b. Reforestation Bond. Prior to approval of each PIP and/or final site plan containing a reforestation area for the applicable Land Bay or portion thereof, the Applicant shall post a bond (the “Reforestation Bond”) with the County in an amount sufficient to cover the cost of implementing the Reforestation Plan.

- c. Two-Year Reforestation Maintenance Plan. As part of the Reforestation Plan, the Applicant shall include a maintenance plan (the “Reforestation Maintenance Plan”), which shall last over the course of two (2) consecutive years following initial installation of the plant material in accordance with the Reforestation Plan (the “Reforestation Maintenance Period”). The Reforestation Maintenance Plan shall include a minimum of two (2) treatments using mechanical, chemical, or a combination of treatment techniques, with yearly monitoring conducted by the Applicant and the Watershed Management Branch staff before such treatment occurs. At the end of the Reforestation Maintenance Period, the Applicant and the Watershed Management Branch staff shall conduct an inspection to verify that a minimum of seventy five percent (75%) of the initial planting pursuant to the Reforestation Plan has been established. In the event that seventy five percent (75%) or more of the initial planting is determined to have been established at the time of such inspection, the Reforestation Bond shall be released. In the event that less than seventy five percent (75%) of the initial planting has been established at the time of such inspection, the Applicant shall conduct a one-time supplemental planting to achieve the full stocking identified in the Reforestation Plan, and, thereafter, upon satisfactory completion of such supplemental planting, as determined by the Public Works Department, Watershed Management Branch staff, the reforestation bond shall be released.
37. Land Erosion and Siltation During Construction. The Applicant shall provide enhanced erosion control measures beyond the current Design and Construction Standards Manual (the “DCSM”) during construction. Such measures may include, but are not limited to, the use of the polymer polyacrylamide (PAM) to reduce turbidity, construction phasing, larger sediment basins, and two-layer erosion controls for areas close to environmentally sensitive areas, such as along stream valleys, wetlands and steep slopes, as appropriate to site conditions. The enhanced erosion control measures shall be finalized with each applicable submitted site plan.
38. Tree Preservation Plan. The Applicant shall develop a tree preservation plan (the “Tree Preservation Plan”) to govern the means and methods by which the Applicant shall preserve trees outside of the LOD in the portion of the Development shown on such site plan (“the Tree Save Areas”). The Tree Preservation Plan shall be provided to the County

Arborist for review and approval prior to each final site plan approval. The Tree Preservation Plan shall be in accordance with the elements outlined in the DCSM Plan Selection Guide, Paragraph III. All tree preservation measures shall be clearly identified, labeled, and detailed on the erosion and sediment control plan sheets and Tree Preservation Plan.

39. Implementation of Tree Save Areas.

- a. Tree Preservation/Pre-construction Meeting: Prior to the commencement of grading work on each land bay, the Applicant shall retain the services of a certified arborist or registered consulting arborist (also known as the “Project Arborist”) and conduct a pre-construction meeting with the Prince William County Public Works’ Watershed Management Branch’s Site Inspector to review the LOD, the Tree Preservation Plan as defined in Proffer 38 and any Site Amenities as defined in Proffer 45 to be installed by the Applicant as part of the construction of the Development. Prior to such pre-construction meeting, the Applicant shall flag or cause to have flagged the LOD for the Development and the designated Tree Save Area with a continuous line of flagging representing the approved limits of clearing and grading for areas to be disturbed and the Tree Save Area(s) areas that are to remain in their forested condition. Minor adjustments to the LOD may be made as a result of this inspection with concurrence of the Applicant and County Inspector. The Applicant must adhere to any adjustments in the LOD approved as part of such pre-construction meeting.
- b. Site Monitoring. The Applicant’s Project Arborist shall be present on site and monitor clearing, root pruning, tree protection fence installation, and any other work conducted within or adjacent to the boundaries of Tree Save Area(s) during implementation of the Phase 1 erosion and sediment control plan approved with each final site plan for the Development. In addition, the Project Arborist shall be present to monitor tree preservation measures throughout construction of the applicable building or improvements. The Project Arborist shall provide bi-monthly (that is, every two months) reports to the County Arborist and Watershed Site Inspector throughout Phase 1 erosion and sediment control activities. Once the Phase I erosion and sediment control activities are completed, the Project Arborist

shall submit a final report to the County Arborist and Watershed Site Inspector prior to the Watershed Site Inspector's final bond release inspection.

STORMWATER MANAGEMENT AND ENVIRONMENTAL SUSTAINABILITY

40. Stormwater Management. The Applicant shall design and install stormwater management facilities on the Property consistent with applicable state stormwater regulations and DCSM standards. Stormwater management measures may include dry/wet ponds, bioretention areas, underground detention, Low Impact Development (“LID”) features and manufactured Best Management Practices (“BMPs”) (collectively, the “SWM Facilities”).
- a. Virginia Stormwater Management Handbook and the DCSM. All SWM Facilities must be designed and implemented in accordance with the adopted provisions of the Virginia Stormwater Management Handbook and the DCSM in effect at the time of submission of each applicable PIP and/or final site plan depicting SWM Facilities, unless such provisions are modified by the County. The SWM Facilities shall be depicted on each PIP and/or final site plans for development of each Land Bay or part thereof or other improvements.
 - b. LID/BMPs. The Applicant shall incorporate LID/BMPs to treat stormwater runoff from the Property that may include, but are limited to, water quality swales, bioretention facilities/rain gardens, sheet flow to vegetated buffers, cisterns, permeable pavement for driveways and/or parking spaces, filtered strips, or any alternative LID/BMPs as specified in the VA Stormwater BMP Clearinghouse and is deemed to be acceptable by the Director of Public Works or designee. The general locations of the SWM Facilities and/or related drainage areas are shown on the MZP, with the exact locations, type and number to be determined as part of final site plan approval based on final engineering and as approved by the County provided the Applicant shall provide a minimum of one (1) LID for each data center building constructed on the Property, as demonstrated at the time of submission of each PIP or final site plan. The Applicant shall install such SWM Facilities concurrently with development such SWM Facilities are intended to support shown

on the approved PIP or final site plan, but in no event later than the issuance of the final occupancy permit or its equivalent for the associated building(s).

- c. The Applicant shall submit an initial Stormwater Management Concept Plan outlining the nature and extent of the anticipated SWM Facilities ~~needed~~and LID practices proposed to serve the Development (the “SWM Concept Plan”) to Environmental Management for review and comment as part of the first site plan for the Development. The Applicant shall ~~demonstrate good faith efforts to~~ incorporate LID practices into the SWM Concept Plan. The Applicant may refine and update the SWM Concept Plan as part of each subsequent final site plan submitted for the Development.
- d. The Applicant shall demonstrate as part of each PIP and/or final site plan that the measures proposed thereon further the following water quality and water quantity objectives for the Property:
 1. A minimum of eighty percent (80%) of the total phosphorous nutrient reductions shall be achieved on-site before pursuing the use of off-site compliance options; and
 2. The maximum peak flow rate from the post-development, one-year 24-hour storm calculated in accordance with the Energy Balance Methodology per the latest VA Stormwater Management regulations is reduced to a “good-forested condition.”
- e. Subject to Virginia Department of Transportation (“VDOT”) approval and/or the execution of appropriate maintenance agreements, the Applicant may install LID measures in the median of Pageland Lane to provide for the treatment of storm runoff from the road surface. Design details for such measures shall be provided on each PIP for the widening of Pageland Lane, as more particularly described below.
- f. ~~e.~~ The Applicant shall not locate SWM Facilities in RPAs that the Applicant proposes to maintain as part of the Development.

41. Wildlife Corridor. The Applicant shall designate and maintain a wildlife corridor through portions of Land Bay A in substantial conformance with the locations shown on Sheet 04 of the MZP to accommodate the movement of wildlife through and around the Property. The Wildlife Corridor shall consist of areas inclusive of, but not necessarily limited to, reforestation areas, tree preservation areas, supplemental landscape, and/or stream valley no less than six hundred feet (600') in width. Applicant may collocate and provide the Natural Surface Trail, other Site Amenities as defined in Proffer 45, and other crossings as permitted under Proffer 35 within the Wildlife Corridor.

42. Data Center Cooling. The Applicant shall utilize air or closed-loop cooling systems for all data center buildings on the Property, or other new, innovative technology, and shall not use groundwater, surface water withdrawals, or surface water discharges for cooling purposes associated with data center uses.

43. Sustainability Measures. In order to mitigate any impacts of the Development, the Applicant shall implement measures and techniques in the design and construction of data center buildings to promote sustainable design and energy efficiency (collectively, the "Sustainability Measures"). The Applicant shall incorporate specific Sustainability Measures into the applicable final site plan or building documents. The Applicant shall incorporate a minimum of seven (7) of the following Sustainability Measures for each data center building and/or associated site development on the Property:
 1. Minimize impervious areas and provide enhanced landscaping within the Development Areas;
 2. Use onsite renewable energy such as solar power;
 3. Use a minimum of fifty percent (50%) solar power for aeration of ~~water retention~~stormwater management facilities;
 4. Use stormwater runoff from on-site detention facilities to irrigate reforestation, landscape, lawn or buffer areas;

5. Provide a minimum of 5 EV parking spaces per building within the data center employee parking area;
6. Use LED fixtures for a minimum of eighty-five percent (85%) of all building interior lighting;
7. Use LED fixtures for a minimum of eighty-five percent (85%) of all building exterior lighting;
8. Recycle construction material waste;
9. Incorporate heat reflective roofing on a minimum of sixty percent (60%) of the data center building roof;
10. Use sustainable building materials in the construction of data centers;
11. Capture and use reclaimed water for non-potable use;
12. Trap and reuse heat sources;
13. Prepare and implement a winter management plan in consultation with the County's Environmental and Energy Sustainability Officer (e.g., SaMS toolkit) to minimize the use of sodium and chloride, and to mitigate any adverse off-site impacts of their use;
14. Improve Indoor Environmental Quality ("IEQ") through the maximization of daylighting, ventilation and moisture control, and avoiding materials with high-VOC emissions;
15. Design the data center buildings to achieve PUE (Power Utilization Effectiveness) or Green Globes;
16. Purchase of clean energy through Power Purchase Agreements or renewable energy certificates; and

17. Utilize less carbon intensive or carbon neutral energy generation for backup generation systems.

OPEN SPACE AND TRAIL NETWORK

44. Natural Surface Trail. In consultation with the County’s Department of Parks and Recreation, and subject to the issuance of any required County, state, or federal permits and/or approvals, the Applicant shall design and construct a multi-use, natural surface trail (“Natural Surface Trail”) in Land Bays A located on the Property as shown on Sheet 04 of the MZP. The Natural Surface Trail shall be a minimum of five feet (5’) in width as required by the Prince William County Trail Standards Manual. The Natural Surface Trail also may include, but need not be limited to wetlands crossings, retaining walls, and other infrastructure as may be required to accommodate the facilities. The design and layout of the Natural Surface Trail shall minimize disturbance of mature trees to the extent possible. The Natural Surface Trail may be constructed in phases concurrent with the development of each applicable Land Bay or portion thereof to which it is adjacent. The Applicant shall include design details for the Natural Surface Trail on the final site plan for the development of each applicable Land Bay or portion thereof to which it is adjacent and thereafter construct that section of the Natural Surface Trail prior to issuance of the occupancy permit for the first building shown on the applicable site plan. Prior to site plan approval for each Land Bay that contains the Natural Surface Trail, the Applicant shall coordinate with the Department of Parks and Recreation to field locate the Natural Surface Trail within each such Land Bay and in an alignment consistent with the MCP. The Applicant shall not be responsible for ongoing maintenance of the Natural Surface Trail and the Interpretive Features (as defined below) once completed.
 - a. Public Interpretation Features Along Trail Network and Unfinished Railroad. The Applicant shall prepare and install an interpretative plan along the Natural Surface Trail that includes an interpretive feature for the portion of the Unfinished

Railroad and Park on the Property as shown on the MZP (the “Unfinished Railroad Interpretive Site”). The interpretive plan shall include elements such as, but not limited to: (a) historical markers and other interpretative media in areas of public access; (b) a self-guided map for the Natural Surface Trail incorporating interpretation of historic resources along the trail; (c) interpretative kiosks; and (d) digital media (collectively, the “Interpretive Features”). The Interpretive Features shall be developed in consultation with the Planning Director, or designee, the County’s Office of Historic Preservation, the Historical Commission, and the Manassas National Battlefield Park, and shall be submitted as part of final site plan approval for the first building to be constructed on the Property. Notwithstanding the foregoing, in the event the Applicant is unable to reach agreement with the County’s Office of Historic Preservation, the Historical Commission, and/or the Manassas National Battlefield Park on the design of the Interpretive Features after not less than three (3) meetings or one hundred eighty (180) days of the initial consultation, the Applicant may proceed with a final design selected in its sole discretion and install the same as set forth in this Proffer. Thereafter, each applicable final site plan should include those elements of the Interpretive Features that are to be implemented by that site plan. The Applicant shall install the Interpretive Features in phases concurrent with the development of the Land Bays in which they are located.

- b. Easements. The Applicant shall grant a minimum twenty foot (20’) non-exclusive trail easement over the Natural Surface Trail (inclusive of the Interpretive Features) to the Prince William Board of County Supervisors. The Applicant shall grant and record the trail easement for the Natural Surface Trail (inclusive of the Interpretive Features) prior to obtaining any land disturbance permits associated with the construction of the Natural Surface Trail, and shall include all necessary temporary and permanent easements to permit ongoing maintenance of the Natural Surface Trail and Interpretive Features by the County.
- c. Dedication of the Unfinished Railroad Interpretive Site and Park. Following final site plan approvals for, and the completion of the Unfinished Railroad Interpretive Site features, the Applicant shall dedicate and convey the Interpretive Site and its associated approximately five-acre park in fee simple to the Prince William

County Board of County Supervisors as a public park.

- d. Natural Surface Trail Maintenance Contribution. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in an amount of \$10,000 for each data center building constructed on the Property to be used as seed money for the ongoing maintenance of the Natural Surface Trail and Interpretive Features located on the Property. The Applicant shall provide the contribution prior to obtaining the building permit release letter for each applicable data center building.

45. Environmental Programs and/or Ownership for Open Spaces.

- a. Establishment of Environmental Programs. In order to mitigate any impacts of the Development, the Applicant shall, either on its own or in partnership with governmental and/or nongovernmental agencies and organizations (e.g., Northern Virginia Soil & Water Conservation District, etc.), or corporate foundations/entities, as appropriate, establish educational, interpretive, and other uses or activities along the Natural Surface Trail in Land Bay A to promote environmental stewardship, enhance the natural environment and conserve natural resources (collectively, the “Environmental Programs”). The potential Environmental Programs can include, but are not limited to, Adopt-a-Stream campaigns, water quality monitoring programs, bee/pollinator resources, butterfly sanctuaries, wildlife habitats, botanical gardens, etc. The Applicant shall design and construct any Site Amenities and/or improvements associated with any such Environmental Programs (i.e., interpretive features, benches, support structures, etc.) so as to minimize land disturbance and shall install, as appropriate, supplemental landscape or plantings to account for vegetation that is removed as part of completing such improvements.

- b. Conveyance of Open Space. Notwithstanding the foregoing, either prior to or subsequent to establishment of the Environmental Programs in any Land Bay, the Applicant may offer to convey ownership of a portion of one or more Land Bays in which an Environmental Program is located to the County or a third party, provided that the deed of conveyance restricts the use of such land area consistent with the terms of these Proffers. Unless and until any portion of a Land Bay on which an

Environmental Program is established is conveyed to the County or a third party as provided in this Proffer, the Applicant shall provide for continuous and ongoing maintenance of such portion of the Land Bay.

NOISE ATTENUATION

46. Noise Attenuation.

- a. Noise Levels. Any noise which emanates from any operation, activity, or source on the Property, including, but not limited to, heating and cooling system(s), 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 observed by the County government, shall be subject to the following maximum permissible sound level: 60 dBA when measured at the Property boundary of any land planned, zoned and/or used for Cultural Resource Historical Site (“CHRS”) (that is, CHRS areas are defined by and limited to the contiguous MNBP) or residential use. Any noise which emanates from any operation, activity, or source on the Property, including, but not limited to, heating and cooling system(s), between the hours of 10:00 pm to 7:00 a.m. weekdays and from 10:00 p.m. to 9:00 a.m. on Saturdays, Sundays, and legal holidays observed by the County, shall be subject to the following maximum permissible sound level: 55 dBA when measured at the property boundary of any land planned, zoned and/or used for Cultural Resource Historical Site (“CHRS”) (that is, CHRS areas are defined by and limited to the contiguous MNBP) or residential use. When a noise source can be identified and its noise measured in more than one zoning district classification, the limits of the most restrictive classification shall apply. Notwithstanding the above, any person, with lawfully obtained permits, who between the hours of 7:00 a.m. and 10:00 p.m. weekdays and between the hours of 9:00 a.m. and 10:00 p.m. on Saturdays, Sundays and legal holidays observed by county government operates or causes to be operated any equipment used in construction, repair, alteration or demolition work on buildings, structures, alleys or appurtenances thereto in the outdoors shall not be subject to the levels enumerated above. Additionally, persons performing construction of public projects, repair or maintenance work for such projects or persons performing work for private or public utilities for the repair of facilities or restoration of services shall not be subject to the levels enumerated above.

- b. Sound Studies: For data center buildings, prior to obtaining a building permit release letter for each building that includes heating and cooling systems, the Applicant shall provide to the County a Sound Study (each a “Sound Study”) prepared by a qualified acoustical consultant licensed to operate in the Commonwealth of Virginia that is specific to the proposed site layout and building type to ensure compliance with the maximum permissible sound levels as outlined in this Proffer. The Sound Study shall include recommendations for any necessary mitigation measures, and the Applicant shall implement said measures prior to the issuance of an occupancy permit for the applicable building to the extent feasible in relation to the timing of the effectiveness of such measures. In addition, the Applicant shall conduct subsequent Sound Studies one (1) month after issuance of each occupancy permit to ensure compliance with this Proffer and to ensure the implemented mitigation measures are effective. The Sound Study shall be provided to the County. To the extent the Sound Study shows that noise impacts shall exceed maximum permissible sound levels as outlined in Proffer 46.a, the Applicant shall incorporate sound attenuation enclosures or walls around generators, heating and cooling systems, and other mechanical equipment (including rooftop equipment) to minimize noise impacts and/or other appropriate mitigation measures approved by Prince William County.
- c. Emergency Operations. Emergency operations shall not be subject to the limitations outlined in Proffer 46 above. For the purposes of this section, the term “emergency” shall mean any situation arising from sudden and reasonably unforeseen events beyond the control of the facility, which situation requires the immediate use of the emergency generators to restore normal operation of the facility. Emergency operations shall adhere to the Virginia Department of Environmental Quality provisions and/or other relevant federal regulation.

ELECTRIC SUBSTATIONS

47. Electric substations are identified as Electric Infrastructure Areas on the MZP. An electric substation shall be deemed a permitted use in the locations identified as Electric Infrastructure Areas on the MZP and shall consist of transmission voltage switching, transformation equipment and other associated NOVEC facilities, with NOVEC

substation poles not to exceed seventy-five feet (75') in height. Locations of the Electric Infrastructure Areas on the Property may be modified by the Applicant as a result of additional coordination on the final design and locations in consultation with Dominion Energy and/or NOVEC. Any modifications shall not result in exceeding the maximum acreage of the Electric Infrastructure Area as shown on the MZP. In the event the side(s) of the Electric Infrastructure Areas have an unobstructed, direct line of sight from MNBP, residentially zoned properties, or public road right-of-way, such side(s) of the Electric Infrastructure Area shall be enclosed by a visually solid fence, wall or panel a minimum of 12 feet in height and shall include a 15-foot-wide perimeter landscape buffer ("Substation Screening"). The quality and character of the visually solid fence, wall or panel shall be in general conformance with the type of screening wall depictions and examples included as Exhibit D to these Proffers. The Substation Screening does not apply to those limited areas of ingress/egress to the substation. Such access points shall remain closed when ingress/egress is not necessary. In instances where a perimeter buffer, tree preservation area, or supplemental landscape area provides screening along a side(s) of a substation, the 15-foot perimeter landscape buffer shall not be required.

FIRE AND RESCUE

48. Fire and Rescue Contributions. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in an amount of \$0.61 per square foot of nonresidential GFA constructed on the Property to be used for fire and rescue facilities in the vicinity of the Property. The Applicant shall pay said contribution prior to and as a condition of the issuance of the building permit release letter for each building constructed on the Property and the amount paid shall be based on the nonresidential GFA in each such building.

TRANSPORTATION

49. Roadway Network Improvements. Roadway Network Improvements that were identified as part of the CPA approved by the Prince William Board of County Supervisors shall be provided within the approximately 2,139 acres of land along

Pageland Lane, generally bounded by Route 29 to the south and Sudley Road (Route 234) to the north (the “CPA Area”). The Roadway Network Improvements shall be provided in five (5) distinct phases as shown on Exhibit A, based on the total GFA of data center buildings constructed in the CPA Area, regardless of which property therein the buildings are located (the “Road Phasing Plan”); provided, however that the Road Phasing Plan assumes that development within the CPA Area occurs from south to north, with development in the area south of Artemus Road occurring the earlier phases and development north of Thornton Drive occurring in the later phases. Subject to (i) acquisition of all necessary rights-of-way and ancillary easements and (ii) approval by the Prince William County Department of Transportation (“PWCDOT”) and Virginia Department of Transportation (“VDOT”), the Applicant shall provide, either on its own or in cooperation with other developments within the CPA Area, the following improvements in substantial conformance with the phasing schedule shown in Exhibit A and set forth below. If available and as determined by the Board of County Supervisors, the Applicant can use funds held by PWCDOT or the Board of County Supervisors that were previously or may in the future be proffered by other data center projects in the CPA Area for the Roadway Network Improvements (the “Escrowed Funds”):

- a. Public Improvements Plan. A PIP (that is, an approximate thirty percent (30%) design) for Pageland Lane (between Route 29 to the south and Sudley Road to the north, approximately 3.5+ miles) shall be submitted with the first site plan on the Property.
- b. Phase 0 – Prior to the issuance of the first occupancy permit for the Approved Uses in the CPA Area, the Applicant shall construct to substantial completion, (that is, opened to traffic but not necessarily accepted for maintenance by VDOT) the following improvements shown on Exhibit A:
 1. Construction of a southbound right turn lane bay from southbound Pageland Lane at Route 29 ;

2. Extension of the eastbound left turn bay along Route 29 at Pageland Lane;
 3. Modification of the signal at Route 29 with Pageland Lane, if necessary;
 4. Closure of the median break along Route 29 located approximately 140 feet east of Lolan Street and 645 feet from Pageland Lane;
 5. Construction of a westbound right turn lane on Sudley Road from westbound Sudley Road to northbound Gum Springs Road and modification of the signal if necessary; and
 6. Extension of the westbound left turn lane length at the intersection of Sudley Road and Pageland Lane subject to approval from VDOT and the County.
- c. Phase I – Prior to the issuance of an occupancy permit representing the four millionth (4,000,000th) cumulative square foot of Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened to traffic but not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:
1. Reconstruction of the southbound right turn bay along Pageland Lane at Route 29 to accommodate a free flow right turn lane from southbound Pageland Lane to westbound Route 29;
 2. Construction of a 2-lane roundabout at the intersection of Pageland Lane and Artemus Road;
 3. Realignment of Pageland Lane at the intersection of Pageland Lane and Artemus Road; and

4. Transition the 2-lane roundabout at the intersection of Pageland Lane and Artemus Road back to existing Pageland Lane to the north and to the south of Artemus Road, and transition back to existing Artemus Road to the west of Pageland Lane.
- d. Phase II - Prior to the issuance of an occupancy permit representing the eight millionth (8,000,000th) cumulative square foot of Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened to traffic but not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:
1. Reconstruction of the eastbound left turn bay along Route 29 at Pageland Lane to accommodate dual left bays from eastbound Route 29 to northbound Pageland Lane;
 2. Reconstruction of Pageland Lane as a four-lane divided section between Route 29 in the south and Artemus Road in the north, including a two-lane roundabout;
 3. Modification of the signal at Route 29 with Pageland Lane to accommodate the southbound free flow lane on Pageland Lane, eastbound dual lefts on Route 29 and a four-lane divided Pageland Lane north on Route 29;
 4. Construction of an eastbound right turn lane along Sudley Road at Pageland Lane and modification of the signal at the intersection of Sudley Road and Pageland Lane if necessary; and
 5. Addition of a northbound right overlap phase at Sudley Road and Pageland Lane.
- e. Phase III - Prior to the issuance of an occupancy permit representing the sixteen millionth (16,000,000th) cumulative square foot of Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened to

traffic but not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:

1. Reconstruction of Pageland Lane as a four-lane divided section between Artemus Road in the south and Sudley Road in the north, including 2-lane roundabout intersections at designated locations;
2. Extension of the southbound right turn bay along Gum Springs Road at Sudley Road;
3. Reconstruction of the eastbound left turn bay along Sudley Road at Gum Springs Road from eastbound Sudley Road to northbound Gum Springs and modification of the signal at the intersection of Sudley Road and Gum Springs Road, if necessary;
4. Reconstruction of the westbound left bay along Sudley Road at Pageland Lane to accommodate dual left turn bays from westbound Sudley Road to southbound Pageland Lane;
5. Construction of a free-flow right turn bay from northbound Pageland Lane to eastbound Sudley Road, including a receiving lane on eastbound Sudley Road;
6. Modification of the traffic signal at Pageland Lane and Sudley Road, if necessary;
7. Construction of a roundabout or turn lane improvements at the intersection of Sudley Road and Catharpin Road;
8. Construction of an “RCUT” intersection at the intersection of Sanders Lane and Sudley Road; and
9. Construction of two eastbound travel lanes on Sudley Road from the intersection of Pageland Lane and Sudley Road to Kyle Wilson Way.

- f. Phase IV - Prior to the issuance of an occupancy permit representing the twenty millionth (20,000,000th) cumulative square foot of Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened to traffic but not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:
1. Construction of two eastbound travel lanes on Sudley Road from Kyle Wilson Way extending through GPIN 7599-14-5921 and terminating prior to Marble Hill Lane;
 2. Construction of a directional site entrance along Sudley Road west of Kyle Wilson Way to accommodate a westbound left turn bay along Sudley Road and an eastbound right turn bay along Sudley Road at the proposed entrance;
 3. Construction of a “RCUT” intersection at the intersection of Pageland Lane and Route 29, or alternatively any other intersection improvements as approved by PWCDOT or VDOT; and
 4. If not yet completed or constructed to substantial completion by others, as required in association with REZ2018-00008, construct a signal at the intersection of Route 29 and the entrance to REZ2018-00008, subject to an agreement with the owner(s) of the REZ2018-00008 property and/or VDOT or PWCDOT to reimburse the Applicant for all costs associated with its construction of an improvement previously required to be constructed in association with REZ2018-00008.
50. Artemus Road Improvements. Subject to PWCDOT and VDOT approval and the acquisition of all necessary rights-of-way and ancillary construction easements, Artemus Road shall be constructed (by others) as a two-lane, undivided section along the Property’s frontage between Pageland Lane and the Property’s western boundary generally as shown on the MZP of REZ2022-00036 (the “Artemus Road Improvements”). The Artemus Road Improvements shall be designed pursuant to

VDOT and County requirements and standards, as may be waived or modified in connection with final site plan review, and constructed and placed into operation (but not necessarily accepted into the VDOT Secondary Street system for maintenance) prior to issuance of the first building occupancy permit in either Land Bays 5, 6, or 7 of REZ2022-00036. Sufficient right-of-way shall be dedicated in fee simple by others, at no cost to the County, along with ancillary temporary construction, grading and utility easements, as may be necessary to accommodate the Artemus Road Improvements consistent with the roadway sections shown on the MZP of REZ2022-00036.

51. Design Details for the Roadway Network Improvements. Subject to PWCDOT and VDOT approval, the Applicant shall design and construct the Roadway Improvements in accordance with the applicable DCSM and VDOT standards:

a. Onsite Portions of Roadway Network Improvements. The Applicant shall design the onsite portions of the Roadway Network Improvements as shown on Exhibit A in substantial conformance to the roadway section set forth on the MZP and on page 21 of the Master Corridor Plan, provided the onsite portions of the Roadway Network Improvements are subject to final engineering, Zoning Ordinance Section 32-700.30 and PWCDOT and VDOT review and approval provided that the final design, dimensions and, as necessary or appropriate, extent of right-of-way to be dedicated shall be determined as part of PIP and/or final site plan approval for the associated improvements, but at a minimum shall accommodate:

1. A four-lane, divided section of Pageland Lane, including a sixteen foot (16') landscaped median, either within the existing right-of-way or right-of-way to be dedicated by the Applicant along the Property's Pageland Lane frontage;
2. Roundabouts on Pageland Lane in the general locations shown on Exhibit A to these Proffers;
3. A ten foot (10') wide shared use path along each side of Pageland Lane along the Property's frontage; and

4. A fifty-foot (50') buffer along each side of the Pageland Lane along the Property's frontage.

b. Dedication of Right-of-Way for Roadway Network Improvements. The Applicant shall dedicate in fee simple, at no cost to the County, sufficient right-of-way, along with ancillary temporary construction, grading and utility easements, from the Property as may be necessary to accommodate the onsite portion of the Roadway Network Improvements (the "Onsite ROW Dedication"), consistent with the roadway section set forth on the MZP. The Applicant shall provide the Onsite ROW Dedication upon written demand from PWCDOT and/or VDOT as part of its review and approval of a PIP and/or final site plan approval for all or any portion of the onsite Roadway Network Improvements, whether such plans are prepared by the Applicant or on behalf of a third party constructing such improvements across the Property's frontage.

c. Offsite Portions of Roadway Network Improvements. For those portions of the Roadway Network Improvements located offsite from the Property that the Applicant proposes to construct or cause to be constructed, the Applicant shall design such improvements generally as shown on Exhibit A, with the final design, dimensions and, as necessary or appropriate, extent of right-of-way to be acquired to be determined as part of PIP and/or final site plan approval for the associated improvements. Except as set forth herein related to the use of eminent domain, the Applicant shall be responsible for the acquisition, or cost thereof (if any), of offsite right-of-way required to complete the Roadway Network Improvements, including, but not limited to, any easements required for utilities, utility relocation, and stormwater management.

52. Primary Access and Low Volume Commercial Entrances on Pageland Lane. Subject to PWCDOT and VDOT approval, the Applicant shall design and construct any data center land bay curb cuts along the Property's frontage on Pageland Lane (other than the proposed roundabout intersections) as minor commercial entrances as shown on the MZP.
53. Bicycle Parking. The Applicant shall provide a minimum of one (1) inverted-U bicycle parking rack (that can accommodate a minimum of 5 bicycles) for each new building

constructed on the Property. The bicycle parking shall be shown on the final site plan for the associated building and installed prior to issuance of an occupancy permit for such building.

WATER AND SANITARY SEWER

54. Water and Sewer. Subject to the acquisition of all necessary offsite easements and/or rights-of-way, the Applicant shall construct and install water and sewer lines to serve the demand generated by the development of the Property and provide all connections for the Development as shown on Sheet 06 of the MZP (collectively, the “Wet Utilities”) in accordance with the requirements of the Prince William County Service Authority. In the event an alternate routing of water and/or sanitary sewer lines is required, if such alternate routing is subject to a separate Public Facility Review, the Applicant shall not be required to amend the MZP or these Proffers. The Applicant reserves the right to phase construction of the Wet Utilities in accordance with the Applicant’s phasing plans for the Development. The Applicant shall pursue and, if successful, acquire, at no public cost, any off-site easements for the benefit of the Service Authority, if needed, to extend public water and/or sanitary sewer lines to the Property. Unless otherwise approved by the Prince William County Health Department, any existing wells and drainfields located on the Property within each Land Bay must be abandoned prior to approval of the first occupancy permit or its equivalent for the first building in such Land Bay and in accordance with Health Department standards and requirements then in effect, unless otherwise agreed to by the Health Department. Notwithstanding the foregoing sentence, the Applicant may, in consultation with the Prince William County Health Department and/or the PWCSA, maintain one (1) or more existing wells in lieu of abandonment solely for the use of ongoing groundwater monitoring to assess water quality on and in the vicinity of the Property (each a “Monitoring Well”). For any such Monitoring Well, the Applicant shall, upon request by applicable county agencies and as part of final site plan approval for the portion of the Property on which the Monitoring Well is located, grant ingress-egress easements to the County to permit access to the Monitoring Well.

55. Authorization. Acceptance of these proffers and approval of this Application by the Prince William County Board of County Supervisors shall fulfill the requirement for a Public Facility review and authorizes the extension and construction of water and sewer lines and facilities (this does not include sanitary sewer pump stations and water storage tanks) necessary to serve the Property pursuant to Virginia Code Section 15.2-2232(D) and Prince William County Zoning Ordinance Section 32-201.12(a)(2).
56. Water Quality Monitoring Contribution. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$75.00 per acre for County water quality monitoring, stream restoration projects, or offsite drainage improvements. Said contribution shall be made at the time of final site plan approval for the corresponding acreage reflected on each such site plan.
57. Expansion of Water Quality Monitoring Program. To mitigate any impacts of the Development, the Applicant shall work with the Virginia Department of Environmental Quality (“DEQ”), in collaboration with the Upper Occoquan Service Authority (“UOSA”), the Fairfax County Water Authority (“FCWA”), and other relevant stakeholders to expand DEQ’s water quality monitoring program and implement additional waterway monitoring to include sites along Little Bull Run and Lick Branch within the Property. The Applicant shall supply written confirmation and/or proof of collaboration, or attempt thereof, with DEQ, UOSA and FCWA and/or other relevant stakeholders to the Land Development Division prior to approval of final site plan approval of the first site plan on the Property.

MISCELLANEOUS

58. Eminent Domain. In the event the Applicant is not able to acquire off-site right-of-way required to provide any offsite improvements identified in these Proffers, including any easements required for utilities, utility relocation, grading and stormwater management for such improvements, the Applicant may request the County to acquire the right-of-way and easements by means of its condemnation powers at the Applicant's expense, exclusive of any land or property owned by the Federal Government or Commonwealth of Virginia.

- a. County's Eminent Domain Policy. The Applicant's request shall be in writing and shall comply in all respects with the County's Eminent Domain Policy. The condemnation request shall be made prior to each phase of the development as provided in Proffer 49 to the appropriate County agency (with a copy to PWCDOT) and be accompanied by the following:
1. The names of the record owners, the property addresses, tax map parcel numbers and GPIN numbers for each landowner from whom such right of way and/or easements are sought;
 2. Plats, plans and profiles showing the necessary right of way and/or easements to be acquired and showing the details of the proposed transportation improvements to be located on each such property;
 3. A 60-year title search of each involved property;
 4. Documentation demonstrating to the County's satisfaction the Applicant's good faith, best efforts to acquire the right of way and/or easements, at a cost of at least the appraised value of the involved property interests;
 5. A letter of credit acceptable to the County, cash or equivalent (from a financial institution acceptable to the County) in an amount equal to the appraised value of the property to be acquired, and all damages to the residue, together with an amount representing the County's estimate of its cost of condemnation proceedings, in a form permitting the County to draw upon the same as necessary to effectuate the purposes hereof; and
 6. An agreement signed by Applicant's representative and approved by the County Attorney whereby Applicant agrees to pay all costs of the condemnation, including expert witness fees, court costs, exhibit costs, court reporter fees, attorney fees for the Office of the County Attorney, and all other costs associated with the litigation, including appeals. The Agreement shall specifically provide that in the event the property owner is awarded in the condemnation suit more than the appraised value estimated by Applicant's appraiser, Applicant shall pay to the County the amount of

the award in excess of the amount represented by the letter of credit or cash deposit within fifteen (15) days of the award.

- b. Pursuant to Virginia Code § 25.1-417, a determination of the value of the Property shall be based on the following:
 1. If the assessed value is less than \$25,000, then the value shall be determined by assessment records or other objective evidence; or
 2. If the assessed value is greater than \$25,000 an independent appraisal of the value of the right of way and easements to be acquired, and any and all damages to the residue of the involved property, said appraisal to be performed by an appraiser licensed in Virginia and approved by the County.
- c. In the event the County or VDOT provides written notice to the Applicant that it cannot or will not acquire the right-of-way and/or easements in accordance with the above paragraphs, the Applicant shall conduct the following in order:
 1. Consult with PWCDOT and/or VDOT to identify and, if approved by PWCDOT and VDOT, implement alternative mitigation measures designed to achieve comparable public benefits without the need to secure offsite right-of-way and/or easements. The Applicant's implementation of any such alternative mitigation measures shall not require approval of an amendment to the MZP and/or these Proffers.
 2. In the event PWCDOT and/or VDOT notifies the Applicant that its proposed alternative mitigation measures are infeasible or otherwise not acceptable, such that no alternative improvements can be completed by the Applicant without the County and/or VDOT exercising its eminent domain authority, the Applicant shall enter into an agreement with the County signed by the Applicant and approved by the County Attorney's Office to provide the County or, as directed by the County, VDOT funding equal to:

- i. The total amount of what it would have otherwise cost the County to build or complete the applicable portion of the Roadway Network Improvements and/or the Wet Utilities, with the contribution amount determined in consultation with PWCDOT and reflective of all costs related to the transportation improvements necessary to serve the Approved Uses pursuant to this Application; and
 - ii. The County's appraised value of the offsite property to be acquired, and all projected damages to the residue, together with an amount representing the County's estimate of its cost of condemnation proceedings. If paid to the County, such contribution shall be paid into a County Capital Improvement Program Project(s) fund to be used by the County to complete the outstanding improvements. If paid to VDOT, such funds shall be paid as directed by VDOT..
 3. If the Board does not approve a County Capital Improvement Program Project for improvements related to the Roadway Network Improvements which are necessary to serve the Approved Uses pursuant to this Application, the Applicant shall provide these funds into a separate account for the County or VDOT to complete as a future public improvement project related to the Roadway Network Improvements.
- d. For purposes of clarity, notwithstanding the phasing elements set forth in subsections (c.1) to (c.3) above, the Applicant may continue to develop the Property in phases in accordance with Proffer 49 herein and shall be deemed to have fulfilled one or more required improvements for each such phase once the alternative mitigation measures have been completed pursuant to subsection (c.1) herein, or the Applicant has entered into an agreement with the County to provide funding into a County Capital Improvement Program Project pursuant to subsection (c.2) herein, or the Applicant has provided funds into a separate account for the County or VDOT to complete as a public improvement project pursuant to subsection (c.3) herein.

59. Advanced Density/Intensity Credit. Pursuant to Section 32-201.40 of the Zoning Ordinance, density/intensity credit is reserved for all eligible dedications of any public right-of-way or land for public facilities described herein or as may be required by Prince William County or VDOT pursuant to the DCSM at the time of the final site plan approval(s) for the Property.
60. Monetary Contribution to the Virginia Department of Forestry. If permitted to be accepted by the Virginia Department of Forestry, the Applicant shall make a monetary contribution to the Virginia Department of Forestry's State Forest Mitigation and Acquisition Fund (SFMAF) in an amount of \$10,000 for each data center building constructed on the Property to be used for forestland conservation projects near the Property. The Applicant shall provide the contribution prior to the issuance of the building permit release letter for each applicable data center building. Compliance with this Proffer shall be evidenced with the Applicant's submission of documentation demonstrating proof of each contribution.
61. Workforce Strategies. Pursuant to Objectives SS-3:A, SS-3:B, RE-1:A, RE1:E, and QE-5 of the 2021-2024 Strategic Plan for Prince William County, the Applicant shall require an authorized representative(s) of its general contractor to meet with the County's Department of Economic Development ("DED") and any third-party organization(s) identified by and invited by DED, including but not limited to, workforce representatives, operators of registered apprenticeship programs, and similar groups and organizations, to discuss strategies to promote the County's economic development, including a diverse and healthy workforce during project construction, increase opportunities for women, minority, and veteran-owned businesses, encourage high-quality construction, and promote the health, safety, and general welfare of county residents. Preferred strategies initially shall include requirements for contractor payroll certification, jobsite personnel tracking, and anti-assignment provisions to prevent instances of wage theft and/or worker misclassification. Additional strategies could include measures or services such as: (i) registered apprenticeship or mentorship programs; (ii) adoption of additional internal labor standards; or (iii) other programs or initiatives intended to benefit and grow the local construction and service workforce and advance the County's interest in affording all residents an equitable opportunity to succeed. The Applicant shall require an authorized representative(s) of its

general contractor(s) to complete such outreach to DED and the organizations invited prior to commencement of construction of the first building in each Land Bay. Evidence of such coordination and the adoption of strategies shall be provided to Development Services prior to issuance of a certificate of occupancy for each new building developed on the Property.

62. Escalator Clause. In the event that the monetary contributions set forth in this Proffer Statement are paid to the Prince William Board of County Supervisors within eighteen (18) months of final unappealable approval of this Rezoning, as applied for, said contributions shall be in the amounts stated herein. Any monetary contributions required hereby which are paid to the Prince William Board of County Supervisors after eighteen (18) months following approval of this Rezoning shall be adjusted in accordance with the Urban Consumer Index ("CPI U") published by the United States Department of Labor, such that at the time contributions are paid they shall be adjusted by the percentage change in the CPI U from that date eighteen (18) months after approval hereof, to the most recently available CPI U to the date the contributions are actually paid, subject to a cap of six percent (6%) per year, non-compounded.

MODIFICATIONS AND WAIVERS

63. Pursuant to Sections 32-404.05 and 32-700.04 of the Zoning Ordinance, the following modifications and waivers are approved as part of these Proffers:
- a. Waiver of Section 32-250.31 of the Zoning Ordinance, Sections 802.11.A and DCSM Table 8-1 to not require internal buffers between similar uses, and waive buffers between Land Bays on the Property ~~to allow that~~ as shown on the MZP.
 - b. Waiver of Section 32-404.04.5 of the Zoning Ordinance requiring a perimeter Type C buffer between Land Bays, along public right-of-way and adjacent to properties zoned PBD to allow for buffers as shown on the MZP.
 - c. Modification of Section 32-201.18 of the Zoning Ordinance requiring a 15' perimeter landscape area around substations (considered a public

facility), for instances where a side(s) of a substation is interior to the Property and is screened and not visible from public rights-of-way, parks, residential areas, or adjacent properties that are designated and zoned for development of data center and/or data center supporting uses compatible with the Development.

- d. A modification to the uses permitted by right pursuant to Section 32-404.05.1 of the Zoning Ordinance by (i) modifying Section 32-402.31(~~3~~6) to permit data centers by-right outside of the Data Center Opportunity Zone Overlay District; (ii) modifying Section 32-402.33 to permit data centers by-right outside of the Data Center Opportunity Zone Overlay District and to permit solar energy facilities by-right; and (iii) modifying Section 32-201.11(2) to permit electric substations by-right outside of the Data Center Opportunity Zone Overlay District.

[Signature Page(s) to Follow]

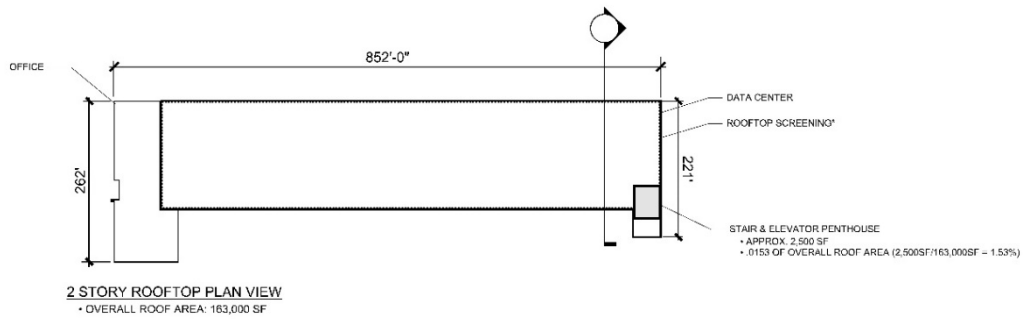
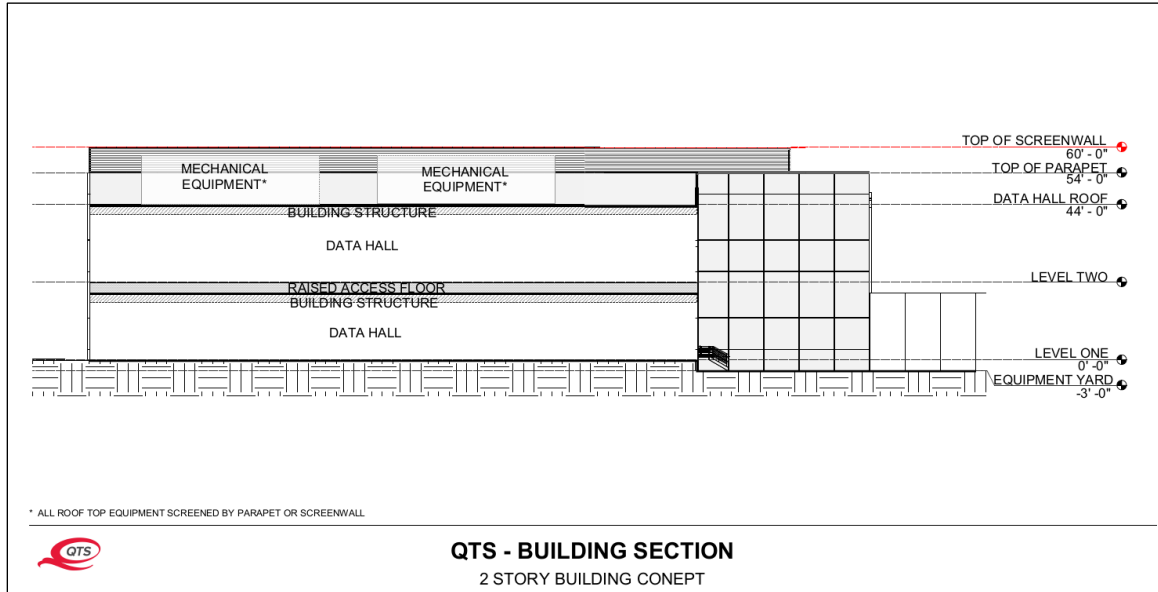
Exhibit A: Transportation Infrastructure Improvements Concept Plan & Phasing, dated January 19, 2023 and revised through September 12, 2023 and the Transportation Infrastructure Improvements Concept Plan dated January 19, 2023 and revised through April 28, 2023, prepared by Gorove/Slade. Provided under separate cover.

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Exhibit B: "Prince William Digital Gateway Master Corridor Plan, prepared by LandDesign, dated January 2023 and revised October 2023. Provided under separate cover.

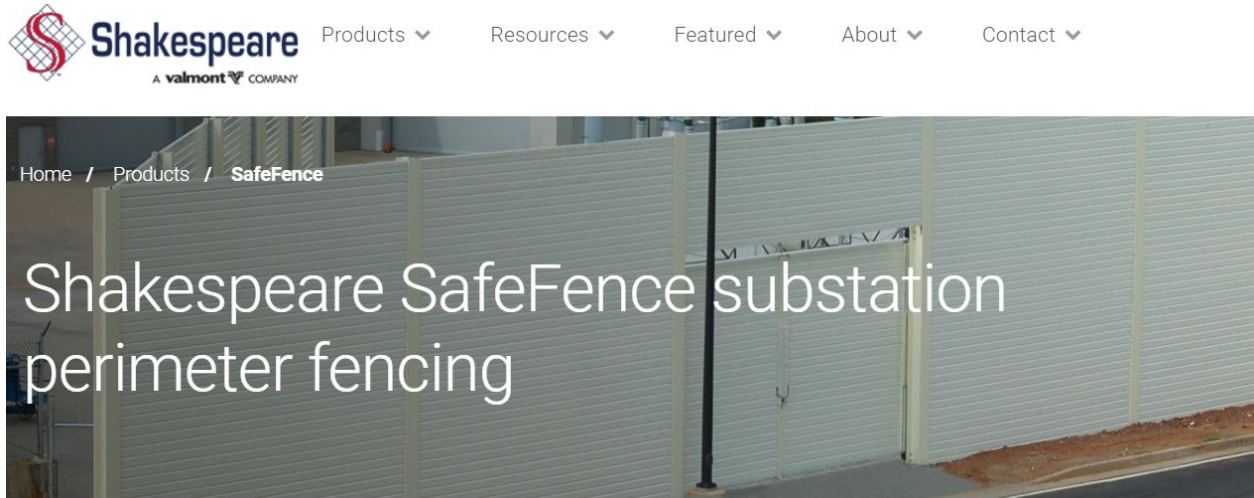
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Exhibit C: Building Section 2 Story Concept and 2 Story Rooftop Plan View



QTS - BUILDING SECTION
 ROOFTOP PLAN VIEW

Exhibit D: Substation screening, depictions and examples



SafeFence Substation Barrier System Protects People, Utility Assets

SafeFence™ non-conductive perimeter barrier fencing provides safety and security around substations, transformer yards and other utility properties with installed power-delivery assets.

The fiberglass wall deters would-be vandals, excludes wildlife, and hides

Shakespeare SafeFence panels are available in a range of horizontal lengths and in 6-inch high or 12-inch high profiles. The 12-inch panels are now available with ballistic-grade inserts to enhance utility asset protection.



See the SafeFence™ Difference

Layers of Innovation and Triple UV Protection for Long Lasting Durability

Best-in-class urethane finish provides enduring top-layer of UV weathering protection. Durable coating adds to service life and improves electrical properties compared to others.

100% of fiberglass roving materials are saturated with UV-inhibitor-rich resin, permeating the panel. Also, the roving fiberglass strands enhance strength, providing low-deflection rigidity.

Superb layer of protection is provided with a smooth, polyester-cloth UV veil.

The continuous strand mat material configuration in our pultrusion production process results in exceptional torsional strength.

Proffer Statement
REZ2022-00033, Digital Gateway South
GW Acquisition Co. LLC
~~November 29~~December 10, 2023
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[Signature Page(s) to Follow]

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