

PROFFERS – Case REZ-2025-00010
July 28, 2026

The undersigned, owner of the Property identified as GPIN No. 7880-70-4924 (the “Property”) located in Hanover County, Virginia (the “County”), voluntarily agrees for itself, and its agents, personal representatives, successors and assigns (collectively, the “Property Owner”) that, in the event the Property is rezoned from MX to M-1 (+/- 77.62 acres), the development and use of the Property will be subject to the following proffered conditions which will replace in their entirety, all previous proffers applicable to the Property:

1. Concept Plan. The Property will be developed in substantial conformance with that certain plan entitled “IRON HORSE DATA CENTER, BUILDABLE AREA PLAN”, prepared by Timmons Group, dated June 1, 2026, and attached hereto as **Exhibit A** and subject to the requirements and adjustments permitted in the conditions and notes stated therein and these proffered conditions (the “Concept Plan”). All parcel lines, private road locations, interior roads and drives, boundaries of buildable areas, accessory use locations, utility locations (including substations), stormwater management facilities, and dimensions of undeveloped areas shown on the Concept Plan may be adjusted for purposes of final engineering of site or subdivision plans (for multiple phases) and to further allow for compliance with the requirements of state and federal agency regulations including, but not limited to, Virginia Department of Historical Resources, Virginia Department of Transportation (“VDOT”), Virginia Department of Conservation and Recreation, Virginia Department of Environmental Quality, U.S. Army Corps. of Engineers, and the County’s Zoning Ordinance, Subdivision Ordinance, and other applicable design standards, provided that the minimum width of perimeter buffers and perimeter building setbacks remain unchanged. The determination as to whether adjustments are in substantial conformance with the layout illustrated on the Concept Plan will be made by the Director of Planning at his/her discretion. The Concept Plan shows an area of real property which includes the Property and adjoining real property located within the Town of Ashland, Virginia (the “Town”) as shown as “BUILDABLE AREA OF TOWN OF ASHLAND” on the Concept Plan (the “Data Center Area”). It is understood that the Data Center Area crosses the jurisdictional boundary line separating the County and the Town as generally shown on the Concept Plan as “BOUNDARY LINE OF: TOWN OF ASHLAND/HANOVER COUNTY” (the “Jurisdictional Boundary”), and any building, road, drive, parking, stormwater facility or other improvements may be constructed across the jurisdictional Boundary within the Data Center Area but that these Proffers apply only to the portion of the Data Center Area located in the County. The Concept Plan shows certain areas of the Data Center Area located in

the County as “DEVELOPABLE AREA +/- 27.80 AC” (the “Developable Area”), in which certain improvements may be made.

2. Uses. Only the following uses will be permitted on the Property:

- a. Data Center Uses. Data Center Uses, which means any use of the Property for data processing, which includes data centers, data equipment, data storage and other technological services, for the creation of a technology park for the storage of data, such as data processing centers, internet service providers (ISPs), search portals, and related services, such as offices.
- b. Accessory Uses. Accessory uses related to Data Center Uses, including, but not limited to (i) electric generation, distribution, transmission and substation facilities (including solar facilities designed to serve the electricity or thermal needs of any building used for a Data Center Use located on the same parcel as the solar facility), (ii) energy and fuel storage facilities, (iii) security and office buildings and facilities, (iv) storage, logistics and maintenance buildings and facilities, (v) water and sewer facilities, (vi) water and sewer treatment facilities, (vii) water storage facilities (storm water, potable and non-potable water) and associated water pumps, (viii) communication, broadband, fiber optic utilities and facilities, and (ix) and other private utilities, all public utilities, and other supporting uses that relate to and support the permitted primary uses described herein.
- c. CUP or SE Uses. Any supporting uses that relate to and support Data Center Uses that require a Conditional Use Permit (CUP) or Special Exception (SE) will be permitted only with approval of a Conditional Use Permit (CUP) or a Special Exception (SE) as applicable and required by the County Zoning Ordinance.
- d. Uses Limited to Buildable Area. Any Data Center Use, and any accessory use related thereto, other than items addressed in these proffers, such as stormwater facilities, landscaping, roads, drives and utilities located on the Property, will be located entirely on the Developable Area.
- e. Other Uses. The Planning Director may permit similar uses, not specified above, within the Developable Area upon the Director finding that the unspecified uses are generally in keeping with the spirit and type of uses listed above.

3. Building Setbacks.

- a. Exterior Boundary Line Building Setback. Any building will be set back at least two hundred feet (200') from the exterior boundary lines of the Data Center Area (which does not include the Jurisdictional Boundary), and such setback will be measured from the ultimate boundary line of the Data Center Area after any right-of-way dedications (the "Setback Line"). The Setback Line is more particularly shown on the Concept Plan as "MINIMUM 200' SETBACK" and is intended that no building setback will be required by this proffer with respect to the Jurisdictional Boundary or any internal parcel, lot, property or boundary line, regardless of fee ownership.
- b. Jurisdictional Boundary Building Build-To Line. Any building on the Property will be located no further from the Jurisdictional Boundary than 600 feet where marked on the Concept Plan as "600' " and no more than 250 feet where marked on the Concept Plan as "250' ".

4. Buffers.

- a. Exterior Buffer. The exterior boundary lines of the Data Center Area (not including the Jurisdictional Boundary) will contain a buffer a minimum of one hundred fifty feet (150') in width as generally shown on the Concept Plan as "MINIMUM 150' BUFFER" and developed generally as shown on those certain plans prepared by LandDesign entitled "IRON HORSE DATA CENTER" designated as Sheets L-100, L-101, L-102, L-102A, and L-103, and attached hereto as **Exhibit B** (the "Data Center Landscape Plans"). Any trees within such buffer will remain undisturbed; provided, however, this will not prevent the removal of trees necessary for the construction of public utility improvements, roads, drives, or the planting of the Thoroughfare Buffer, as shown on the Concept Plan. Such buffer will be measured from the ultimate right-of-way of State Route 54.
- b. Thoroughfare Buffer. This buffer will also include a thoroughfare buffer along East Patrick Henry Road (State Route 54) which will be provided and designed, at a minimum, in accordance with the standards set forth in Section 26-292.5(4) of the County Zoning Ordinance (the "Thoroughfare Buffer"). The existing vegetation within the area of the Thoroughfare Buffer will be inventoried and submitted to the Planning Department no later than the site plan submission for any building, or portion thereof, to be located within five hundred (500) feet of Route 54. A double row of large evergreen trees (i.e.

Leyland Cypress, Arborvitae, or similar evergreen tree species) must be planted and maintained behind the Thoroughfare Buffer. The Thoroughfare Buffer may include a berm, fence or wall. Any building in the County closest to State Route 54 must be screened from view from State Route 54.

- c. Internal Buffer. No buffer will be required by this proffer with respect to the Jurisdictional Boundary or any internal parcel, lot, property or boundary line, regardless of fee ownership.
- d. Maintenance of Existing Vegetation and Allowable Disturbance. Existing vegetation within natural buffers will be undisturbed, except for the limited purposes specifically set forth in this section. Dead or diseased trees may be removed and supplemental landscaping installed. Other improvements having minimal impact on the existing trees within these buffer areas (i.e. handholes, junction boxes, utility pedestals), but not stormwater basins or other improvements requiring mass grading and/or the removal of a significant number of trees, may be requested by the owner and approved by the Planning Director at the time of site plan review and approval. Fencing will not be located within natural buffers. Utility easements may pass through these buffer areas in a generally perpendicular manner (may not exceed 45 degrees), unless currently existing. Notwithstanding the foregoing, any resource protection areas (RPAs) and wetlands within these natural buffer area will be included in the required natural buffer area and must not be impacted, other than as may be required to comply with these proffered conditions. These natural buffers will be included within any required setback along the perimeter of the Property.
- e. Supplemental Plantings.
 - i. Existing vegetation will not need to be supplemented if the existing vegetation meets the following conditions:
 - 1. The buffer area is covered with at least 75% of naturally-established vegetation;
 - 2. The existing plant material is mature and in healthy condition;
 - 3. The existing plant material consists of a mix of evergreen and deciduous trees which satisfy the following:
 - a. Existing deciduous trees having a minimum 4 inch caliper measured two feet from the ground;
 - b. Evergreen trees that are a minimum of ten feet in height; and

- c. Hardy shrubs that are a minimum of two feet in height and width with a full growth habit;
 - d. Any existing trees which are used to satisfy this requirement must have the entirety of their canopies located within the buffer area; and
 - e. There is an established understory of small trees and shrubs, both evergreen and deciduous, to provide significant buffering at the lower forested area.
- ii. Existing vegetation that does not meet the requirements above must be supplemented, with preference given to the tree types of valley forge elm, white oak, red maple, sweetgum (seedless), blackgum, in accordance with the following standards:
 - 1. Existing vegetation with no understory as required in this Section must be improved as follows:
 - a. 3 small deciduous understory trees per 100 feet of buffer length;
 - b. 3 small evergreen trees per 100 feet of buffer length;
 - c. 5 large shrubs per 100 feet of buffer length; and
 - d. 10 small to medium shrubs per 100 feet of buffer length.
 - 2. Existing vegetation with no evergreen tree component as required in this Section must have the following, located along the inside or outside buffer line in a staggered pattern:
 - a. 4 large evergreen trees per 100 feet of buffer length; and
 - b. 6 small evergreen trees per 100 feet of buffer length.
 - 3. Existing vegetation with no deciduous tree component as required in this Section will not qualify and the existing vegetation must be modified and replanted in accordance with subsection 4 below. Existing evergreen trees can be used to meet the requirements related to evergreen trees.
 - 4. Where existing vegetation does not comply with subsection 3 above due to immature, inadequate or unhealthy trees and shrubs, the owner will plant a staggered pattern and placement in accordance with the following standards:
 - a. Plantings may be clustered within the buffer as long as there are no vegetative gaps of ten (10) or more linear feet or the existing stand of trees have no branches or understory growth lower than six feet from the ground.

- b. Clusters to be of no more than 50' in width consisting of:
 - i. 2 Large Deciduous Trees;
 - ii. 4 Small Deciduous Trees;
 - iii. 6 Large Evergreen Trees;
 - iv. 8 Small Evergreen Trees;
 - v. 7 large shrubs; and
 - vi. 15 Small to medium shrubs.
 - 1. Unless otherwise specified, references to the size of required trees and the characteristics of required trees and shrubs are in accordance with Section 26-265. Shrub sizes are as follows: small shrubs are those that do not exceed 4 feet at maturity without pruning, medium shrubs are those that reach 4 to 8 feet at maturity without pruning, and large shrubs are those that reach greater than 8 feet at maturity. Maturity for shrubs is 7 years of age.
- c. The determination of whether existing vegetation needs supplementing will be made at the time of site plan submittal for building construction and the determination will be made for the portion of the buffer shown within or adjacent to the area encompassed within the requested site plan approval. At the time of site plan review and approval the planting standards contained in this Section may be reasonably modified based on soil and plant growth needs as approved by the Planning Director.
- f. Native Species: At least thirty (30%) of the plantings shown on each site plan or landscape plan submitted to the Planning Department for a Development Area (or portion thereof) will use species native to Hanover County and/or an adjacent locality.
- g. Parking Lot Landscaping: Landscaping within a parking area will be provided on the basis of ten (10) square feet per parking space. This

required landscaping may be provided within landscaped islands with the parking area or at the perimeter of the parking area.

5. Buffer Protection Measures. If any construction activity or other land disturbance on the interior of the Property occurs within twenty feet (20') of the interior edge of any portion of a buffer then in order to protect that portion of the buffer, a tree save plan must be submitted to the Planning Department, identifying any trees on the perimeter of the one hundred and fifty foot (150') buffer that may be damaged by such construction activity or other land disturbance. Such tree save plan will identify all measures that may be taken to protect any such trees, including, as needed, a temporary construction fence, with a minimum height of four (4) feet, in a location appropriate to protect such trees. If any such construction activity or other land disturbance causes damage to any such tree as identified within six (6) months after completion of any such construction, the tree will be replaced with an evergreen tree, at least eight (8) feet in height at the time of planting.
6. Building Height. No building on the Property will exceed 75' in height (including any rooftop screening or parapet walls). This proffered condition is subject to the approval of a Special Exception by the County Board of Supervisors
7. Transportation.
 - a. Entrances. There will be no access to and from the Property directly from and to Route 54 within the County. All access must be achieved from the Data Center Area located in the Town.
 - b. Internal Roads. Roads internal to the Property will be private.
 - c. Pedestrian Path on Route 54. A minimum 10-foot wide shared use path together with 2-foot wide planting strip to be located within the VDOT right-of-way along Route 54 across the frontage of the Property will be constructed subject to VDOT and County approval. Such shared-use path must be completed prior to the issuance of the certificate of occupancy for the first data center building on the Property.
8. Right-of-Way Dedication. The Property Owner will dedicate right-of-way along the south side of Route 54 adjoining the Property where right-of-way is needed for future road widening of sixty (60) feet from the centerline of Route 54. Dedication

will be free of cost and take place at the time of subdivision plat recordation or prior to site plan approval (if the Property is not subdivided), whichever comes first.

9. Utilities. County public water and sanitary sewer facilities will be used for the development of the Property.
 - a. Design and Construction Costs. The Applicant will be responsible for the design and construction cost of any on-site accessory water storage improvement required by the Department of Public Utilities to meet peak demand.
 - b. Private Wells for Cooling Prohibited. The use of private well water for water cooling data center equipment is strictly prohibited.
 - c. Water Discharge. The discharge from the Property of operational water (which specifically does not include stormwater) must be made to the County public sanitary sewer system.
 - d. Maximum Water Use. Any Data Center Use on the Property will not exceed a maximum of 1,000,000 gallons of water per day and a maximum of 250,000 gallons of wastewater per day.
 - e. Public Water Infrastructure. To address peak water demands for the development and operation of a Data Center Use on the Property, the Applicant will contribute funds to Hanover County for use by the Department of Public Utilities necessary for the design and construction of all off-site water and wastewater improvements needed to mitigate the impact of the water and wastewater demand from the Data Center Use on the Property as determined by the Director of the Department of Public Utilities and as identified in the County's 2020 Water Master Plan.
10. Data Center Cooling. Any building containing a Data Center Use will use air cooling systems, recirculating evaporative cooling systems, a recirculating sealed liquid based cooling system (closed loop), or other new technology intended to limit the use of water for cooling as evidenced by manufacturer printed material, and will only use water provided by the County. Single pass cooling systems will not be used. No onsite groundwater or surface water will be used for cooling purposes for any building containing a Data Center Use. Any immersion or coolant fluid used for any cooling system for a building will be free of per- and polyfluoroalkyl substances (PFAS).

11. Generators. Only Tier IV (or better) generators will be used. All generators will be enclosed with manufacturer approved enclosures that are architecturally compatible with the color of the primary building façade, as approved by the Planning Director at the time of plans review. Generators may only be used for emergency purposes and will not be used as the main production of electrical power except as back-up, emergency purposes.
12. Utility Lines Underground. All utility lines, such as electric, telephone, CATV, or other similar lines will be installed underground, except (a) for major transmission lines with a voltage of 64 kV or more and (b) existing lines that now traverse the Property.
13. BMPs/Retention Ponds. Any retention pond or BMP facilities on the Property will be maintained in accordance with all applicable laws, rules, and regulations and will be aerated. All ponds will be lined with liners made of clay or synthetic material or any other material suitable as determined by a geotechnical engineer. Any wet ponds will be aerated.
14. Hours of Construction. The hours of any exterior construction, including operating of bulldozers and other earthmoving equipment, will be limited to between 7:00 a.m. and 7:00 p.m. Monday through Saturday, except as provided in Section 16-4 of the Hanover County Code, and except in emergencies or where unusual circumstances require extending the specific hours in order to complete work, such as concrete pours or utility connections. There will be no exterior construction on Sundays. Signs, in both English and Spanish, stating the above referenced provisions will be posted and maintained at all construction entrances to the Property prior to any land disturbances activities thereon.
15. Construction Traffic and Entrances. Any construction entrance for use by construction vehicles (not including maintenance and repair) working on the Property must have a mud wash for the washing of construction vehicle tires as necessary to prevent mud and debris from getting on public roads when leaving the Property. The mud wash may be located in the Town.
16. Screening Exterior Mechanical Equipment. Exterior mechanical equipment (including units used for heating, ventilation, cooling, air conditioning, permanent electrical generators, refrigeration equipment and ductwork, backflow prevention devices and similar feature) must be screened from view of all public roads and perimeter project boundary lines, as follows:

- a. Roof-mounted mechanical equipment. Mechanical equipment mounted on the roof of a building must be screened by a parapet wall, roof screen, or similar device that is integrated into the building's building form and of a height equal to or greater than the height of the mechanical equipment being screened.
- b. Ground-mounted and wall-mounted mechanical equipment. Mechanical equipment mounted on or near ground-level, or otherwise mounted on a building wall, must be screened by any combination of sight-obscuring dense evergreen vegetation or decorative walls or fences that incorporates at least one of the primary materials or colors of the nearest wall of the primary structure on the lot. The height of the vegetation, wall, or fence will equal or exceed that of the mechanical equipment being screened.
- c. Planning Director's Review. The method of screening will be submitted at the time of site plan review and line of sight profiles will be provided prior to site plan approvals. As determined by the Planning Director, screening for mechanical equipment for Data Center Uses may incorporate perforated surfaces on screening walls as necessary to permit ventilation of such mechanical equipment while still providing adequate screening.

17. Signs. With the exception of on-site directional signs, all free-standing signs will be monument type with a masonry base. Such signs may be either internally illuminated or lit with down lighting; directional signs will be internally illuminated only. Building or façade mounted advertising signs will not be illuminated. The materials and design of any signs will be compatible with the proposed materials and architectural theme of the proposed structures.

18. Lighting.

- a. Shields. House-side shields, louvers, or similar devices must be used to shield the source of exterior lighting from residentially-zoned properties (which includes properties zoned A-1, Agricultural)..
- b. Pole-Mounted Lights. Pole-mounted exterior lighting will not exceed eighteen feet (18') in height.

- c. Wall Pack Lighting. No wall pack lighting will be permitted on exterior building walls facing and adjoining property currently used for residential purposes unless required by the applicable Building Code or County Code. Where building-mounted exterior lighting is installed, it may not be mounted more than thirty-five (35) feet above finished grade. The uplighting of buildings is prohibited.
 - d. Lighting Limits. Lighting will not exceed .50 foot-candles at the internal edge of the one hundred fifty foot (150') buffer generally shown on the Concept Plan as "Natural Buffer." Lighting that is exempt from these requirements includes temporary lighting and lighting provided for emergency or safety and security purposes as required by the Building Code, Electrical Code or otherwise within the County Code.
19. Trash Enclosures. Any proposed enclosure area for dumpsters, if provided, that can be seen from a public right-of-way or existing residential homes must be constructed of masonry, tilt, or other cementitious product on three (3) sides that is complementary to the buildings and the fourth side must be gated with an opaque material. Any such trash enclosures will be additionally screened from view with landscaping or other screening materials.
20. Elevations. Buildings used for Data Center Uses will (i) generally be in conformance with renderings entitled "WestDulles/Ironhorse Data Center Elevation Examples," dated September 19, 2024, and attached hereto as **Exhibit C** with respect to quality of design, massing, architecture, and variety of features and (ii) principal building facades will meet the following standards:
- a. Applicability. For the purposes of this subsection, the term "principal building facades" will include all building facades substantially visible to abutting public roads or adjacent to planned or existing residential or agricultural districts as determined by the Planning Director.
 - b. Facade Features. Principal building facades will avoid the use of undifferentiated surfaces by including at least four (4) of the following design elements (with such features occurring at least once every 150 horizontal linear feet):
 - i. change in building height
 - ii. building step-backs, projections or recesses
 - iii. fenestration
 - iv. changes in building material, pattern, texture, color
 - v. use of accent material
 - vi. overhangs

- vii. canopies or porticos
 - viii. arcades
 - ix. variations in the roof line
- c. Primary Building Colors. Principal building facades will use one or more neutral colors (such as taupe, tan, brown, beige, ivory, cream, black, grey) with accent colors to complement the dominant building color. High-gloss finishes and white tones must be avoided.
- d. Consistency on Multiple Facades. When a building has more than one principal facade, such facades will be consistent in their design, materials, details, and treatments.
- e. Windows on Eastern-Facing Facades. Unless required by the applicable Building Code, windows will not be permitted on eastern facing principal building facades, although emergency exit doors, faux windows and other architectural features may be used on such eastern elevations.
- f. Main Entrance Feature. Each building containing a Data Center Use will include at least one main entrance feature. Main entrance features must either project or recess from the main building plane, and/or be differentiated from the remainder of the building façade by a change in building material. Architectural features used to meet this requirement can also be counted towards the requirement listed in subsection b listed above.
- g. Windows/Transparency for Office Areas. Administrative or office portions of buildings visible from roads should include windows and transparent elements to break up massing.
- h. Loading Areas. If loading docks or service entries located on the side or rear of buildings are visible from perimeter project boundary lines, then they must be screened using other buildings, and/or in accordance with standards set forth in Sec. 26-263 (Screening and planting standards). Loading areas will not be located on the front side of a building.
- i. Consistency on Multiple Facades. When a building has more than one principal facade, such facades will be consistent in their design, materials, details, and treatments.
- j. Elevation Review. Building elevations must be submitted with the site plan application for each data center building. In the event a

building's architectural style is not in accordance with the foregoing, deviations may be approved by the Planning Director, upon the Planning Director's finding that the deviations are generally in keeping with the spirit and concept of the illustrations.

21. Building Materials. Exposed exterior wall surfaces (above finished grade) of all individual buildings (excluding rooftop screening materials for mechanical equipment) must be constructed with one or more of the following siding materials: decorative concrete block (including, without limitation, split face block, smooth face block, fluted block, and ground face block), tilt-up or pre-cast concrete, brick, brick veneer, glass, metal (other than corrugated metal), stone, cast stone, stone veneer, stucco, synthetic stucco, glass block, cementitious siding, insulated panels, concrete tile, or ceramic tile, unless other material is approved at time of site plan review. In no case will unpainted concrete block, unfinished corrugated metal, or unfinished sheet metal be permitted. For purposes of these proffered conditions, "wall surfaces" will not be deemed to include columns, pilasters, trim, gutters, accent materials, architectural features, windows, doors, bay doors, piers, wall sections and headers near roll up doors and loading doors. For buildings containing Data Center Uses a minimum of 50% of the principal building façade(s) that can be seen from public rights-of-way or adjacent residential homes will consist of brick, brick veneer, stone, cultured stone, stone veneer, concrete (both precast and cast-in-place), decorative metal panels or anodized aluminum and/or glazing systems as finish materials.
22. Building Standards. In all instances, any building, including any energy storage standalone structures, on the Property will be constructed to NFPA code sections 75, 76 and 855, as applicable, as well as all other applicable codes, including the applicable provisions of the Virginia Uniform Statewide Building Code in effect at the time of building permit application.
23. Security and Fencing. Fencing, security gates, and guard buildings may be installed to surround the perimeter of the Data Center Area or any portion thereof, but may not be within the buffer area itself, but located up to the interior edge of the buffer such that it is screened from view of adjacent properties.. Fencing will appear generally as shown on the Iron Horse Data Center Fencing Exhibit dated February 23, 2024, attached hereto as **Exhibit D**. The design and final location of the perimeter fencing and security fencing must be approved at the time of site plan review and approval.
24. Noise Control.

- a. Permitted Sound Levels. The operation of any building for a Data Center Use may not exceed a maximum dBA level of 57 in the daytime and 52 at nighttime at the exterior boundary lines of the project. Additionally, the project may not exceed a maximum dBC level of 73 in the daytime and 68 at nighttime at the exterior boundary lines of the project. Daytime and nighttime hours must comply with the hours defined in Hanover County's Noise Ordinance.
- b. Baseline Study. A baseline sound study of ambient noise must be conducted prior to land disturbance for any portion of the Property subject to an approved site plan and the results of such study must be submitted to the County to establish a base line study of ambient noise surrounding the proposed development. This baseline sound study must demonstrate how the development will limit sound at the Property Line from any Data Center Use to ensure conformity with the County Noise Ordinance and proffered conditions.
- c. Noise Study. Thereafter, the applicant will engage a certified professional to conduct a noise study for any building in the Data Center Area within thirty (30) days of the date such building becomes operational. The noise study will include recommendations for any necessary mitigation measures required to ensure conformity with the County Noise Ordinance and proffered conditions. Such recommended mitigation measures will be implemented within sixty (60) days after the noise study, unless a particular mitigation measure will be implemented within a longer period of time as approved by the Planning Director. Any required mitigation measures may be noted on the approved plans as an administrative amendment. In addition to the foregoing, physical sound attenuation on any mechanical equipment (including but not limited to ground supported barriers, earthen berms, mechanical screening or other attenuation techniques as specifically called out in subsequent sound studies) will be installed for any building used for Data Center Uses that is located within one thousand two hundred feet (1,200') of any adjoining residential home and that is either (i) installed on the rooftop of such building or (ii) installed on the exterior side of such building and directly facing such residential home, in each case unless a noise study demonstrates that there is no incremental noise from such mechanical equipment as a result of the foregoing installation locations.

- d. Generator Testing. Testing of any back-up generators in the Property will be limited to between the hours of Monday – Friday, 8:00 a.m. – 4:00 p.m., unless otherwise required by applicable state or federal law or regulation.
 - e. Exterior Alarms and Speaker Systems. There will be no exterior alarms or speaker systems permitted on any building located on the Property except for emergency alarms and alarms or beepers located on vehicles.
 - f. Generators. Generators must be separated from adjacent residential homes to the east by a principal building or a screening wall.
25. Open Space. No less than 49.82 acres of the Property (64%) will be open space, buffers, undeveloped land and stormwater facilities, and not consisting of buildings, structures, parking areas, and drive aisles. Areas outside the Developable Area will generally remain undeveloped; however, crossings for utilities, infrastructure, and landscaping are permitted. Prior to approval of the first site plan, the applicant must record documents conveying open space easements applicable to the area noted as “Undisturbed Green Space” on the conceptual plan noted in Proffer #1, to the County, with content approved by the County, requiring preservation of features so designated on the plan, requiring maintenance in perpetuity of the open space, prohibiting further division of those areas, and prohibiting any use not permitted by the Zoning Ordinance and proffered conditions.
26. Decommissioning Plan. Applicants will commit to a Decommissioning Plan, to be approved by the Director of Planning, prior to issuance of any permit to build or install, for removal and proper disposal of any hazardous materials pursuant to any and all applicable laws and regulations from the Property within two (2) years of cessation of operations in or use of any building on the Property. Financial surety to the County will be provided in an amount sufficient to undertake decommissioning activities should the owner default in its decommissioning responsibilities. The surety shall continue in effect during the operation of the facility and until the time when the County certifies that decommissioning activities have been satisfactorily completed.
27. Pedestrian Circulation.
- a. Sidewalks. Sidewalks will be provided on at least one side of primary site vehicular circulation areas and internal site vehicular circulation areas, as such circulation areas are illustrated on the Concept Plan. Interior site

vehicular circulation areas do not include drive-aisles.

- b. Pedestrian Connections from Parking Areas to Building Entrances. Pedestrian walkways at least five feet in width will be provided through parking areas to provide connections from parking lots to the primary building entrance, with such walkways separated from parking spaces and drive aisles by curbing and/or landscaping.
- c. Pedestrian Walkways to Secondary Entrance.: Any secondary entrance(s) will be connected by a pedestrian walkway to building parking.

[Signatures on following page.]

Andrew M. Condlin, by Power of Attorney
Date:

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

I, Tracy Gibrall Craddock, do hereby certify that Andrew M. Condlin has
acknowledged the foregoing Proffers before me, this ____ day of _____, 2026.

_____(SEAL)
Notary Public

My commission expires: _____

Notary registration number: _____

EXHIBIT A

EXHIBIT B

EXHIBIT C

EXHIBIT D