

VOLUNTARY PROFFER STATEMENT

Hunting Hawk Technology Park

REZ2025-00020

Owners: Wellesley Land Limited Partnership, HHHunt Verada, LLC, Loch Levan Land Limited Partnership, Gilman Lumber Company, Incorporated., and James Dolan

Project Name: Hunting Hawk Technology Park (the "Project")

Property: Hanover County (the "County") Tax Parcels 7748-17-7689, 7748-16-3588, 7748-15-3959, 7748-05-8840, 7748-06-1173, 7748-35-0648, 7748-14-8237, 7748-03-4941, 7738-73-1213 consisting of approximately 468.137 acres, all as generally depicted in the Concept Plan (collectively, the "Property")

Concept Plan: That certain plan entitled "Hunting Hawk Technology Park Concept Plan and Conditional Use Permit", prepared by Timmons Group, and dated December 12, 2025 (as amended, the "Concept Plan"), which is attached hereto as **Exhibit A**

Rezoning Request: Conditional Rezoning from Agriculture District (A-1) to Limited Industrial District (M-1)

Date: August 22, 2025; *revised* December 12, 2025

The undersigned, Wellesley Land Limited Partnership, HHHunt Verada, LLC, Loch Levan Land Limited Partnership, Gilman Lumber Company, Incorporated, and James K. Dolan, the owners of the Property, voluntarily agrees for themselves, their respective agents, and their respective personal representatives, successors and assigns (collectively, the "Applicant") that, in the event the Property is rezoned from A-1 to M-1, and the accompanying Conditional Use Permit and Special Exception Permit requests for the Property are approved by the Board of Supervisors, the development and use of the Property must be subject to the below conditions.

1. Land Use.

a. **Permitted Use.** The use of the Property shall be limited to 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, together with permitted accessory uses.

b. **Supporting Uses.** Uses in support of the above permitted use may be constructed on the Property, including, (i) buildings for support offices and security, (ii) buildings

for maintenance and maintenance offices, (iii) all electric generation, distribution, transmission, and substation facilities, (iv) enclosed fuel storage facilities, (v) office, general office, and storage, (vi) logistics and maintenance facilities, (vii) water and sewer facilities, including sewage pumping stations, (viii) water storage facilities and pumps, (ix) communication, broadband, and fiber optic utilities, and (x) and other private utilities, all public utilities, and other supporting uses that relate to and support the permitted primary uses described herein. The Applicant has applied for the Conditional Use Permits to the extent required for the supporting uses and, if approved, the supporting use shall be subject to the conditions set forth in the accompanying Conditional Use Permit or Concept Plan, as applicable.

2. Site Development.

- a. The Property will be developed in substantial conformance with the layout illustrated on sheets C3.0 to C3.2 of the Concept Plan, which is attached hereto, incorporated herein by reference and marked as **Exhibit A** and subject to the requirements and adjustments permitted in the conditions and notes stated therein and these proffered conditions. All parcel lines, private road locations, access points and entrances, boundaries of buildable areas, accessory use locations, utility locations (including substations), stormwater management facilities, and dimensions of undeveloped areas, all as illustrated on sheets C3.0 to C3.2 of 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 (“DHR”), Virginia Department of Transportation (“VDOT”), Virginia Department of Conservation and Recreation (“DCR”), U.S. Army Corps. of Engineers, and the County’s Zoning Ordinance, Subdivision Ordinance, and other applicable design standards. The determination as to whether adjustments are in substantial conformance with the layout illustrated on sheets C3.0 to C3.2 of the Concept Plan shall be made by the Director of Planning.

3. Setbacks. Setbacks from property lines shall be as follows:

- a. **From Ashland Road:** All buildings shall be setback a minimum of two hundred fifty feet (250’) from the ultimate right-of-way of Ashland Road;
- b. **From All Other Properties:** All buildings shall be setback a minimum of two hundred feet (200’) from all other property lines.
- c. **Substations adjacent to transmission line easements.** Any substation located adjacent to an existing easement for transmission line purposes, as identified on sheet C3.0 of the Concept Plan, shall be setback a minimum of one hundred feet (100’) feet from the easement boundary adjacent to such substation.

This requirement does not modify the front yard distance in the M-1 Zoning District.

4. **Perimeter Buffers.**

a. Perimeter Buffers. Perimeter buffers shall be provided as follows:

i. Minimum Width:

a. Except as otherwise provided in Section 4.a.i.b, the portion of the Property adjacent to all boundary lines of the Property shall be planted to screen development on the Property for a minimum width of 150' as shown and described on sheet C3.0 of the Concept Plan, except where (x) a minimum width of 100' is shown and described on sheet C3.0 of the Concept Plan and (y) a minimum width of 200' is shown and described on sheet C3.0 of the Concept Plan (collectively, the "Buffer"). The width of the Buffer shall be measured as follows: (x) from the ultimate right-of-way of Ashland Road in areas where the boundary line of the Property abuts Ashland Road, except as otherwise shown on sheet C3.0 of the Concept Plan for the "Existing Maintenance Facility to Remain", and (y) from the boundary lines of the Property in all other areas.

b. The following perimeter buffers shall be required adjacent to the boundary lines of the Property located within Tax Parcels 7748-14-8237, 7748-35-0648, and 7748-17-7689 and identified on sheet C3.0 of the Concept Plan for the development of potential drainfields serving the Project (the "Drainfield Area"):

1. The portion of the Drainfield Area abutting Cauthorne Road shall be planted for a minimum width of 25' as shown and described on sheet C3.0 of the Concept Plan (the "Drainfield Buffer"). The width of the Drainfield Buffer shall be measured from the ultimate right-of-way line of Cauthorne Road in areas where the boundary line of the Property abuts Cauthorne Road.

2. The Buffer shall be provided along the western boundary line of the Drainfield Area, as shown and described on sheet C3.0 of the Concept Plan.

3. Except as otherwise provided in this Section 4.a.i.b, no additional perimeter buffer shall be required to be provided for the Drainfield Area.

ii. Maintenance of Existing Vegetation and Allowable Disturbance: Existing vegetation within the Buffer and Drainfield Buffer shall be undisturbed, except for the limited purposes specifically set forth in this paragraph. Dead or diseased trees may be removed. Entrance improvements, including access roads, signage and other similar and associated improvements, may be installed within the Buffer and Drainfield Buffer. Other improvements

having minimal impact on the existing trees within the Buffer and Drainfield Buffer (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. Security fencing will not be located within the Buffer and Drainfield Buffer. Utility easements may pass through the Buffer and Drainfield Buffer in a generally perpendicular manner (may not exceed 45 degrees), unless currently existing. Notwithstanding the foregoing, any resource protection areas ("RPA") within the Buffer and Drainfield Buffer shall not be impacted, other than for access roads into the Property as identified on the Concept Plan. The Buffer and Drainfield Buffer shall be included within any required setback along the perimeter of the Property.

iii. Supplemental Plantings:

- a. 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:
 - i. Existing deciduous trees having a minimum 4 inch caliper measured two feet from the ground;
 - ii. Evergreen trees that are a minimum of ten feet in height;
 - iii. Hardy shrubs that are a minimum of two feet in height and width with a full growth habit;
 - iv. Any existing trees which are used to satisfy this requirement must have the entirety of their canopies located within the buffer area; and
 - v. There is an established understory of small trees and shrubs, both evergreen and deciduous, to provide significant buffering at the lower forested area.
- b. Existing vegetation that does not meet the requirements above shall be supplemented in accordance with the following standards:

1. Existing vegetation with no understory as required in subsection 4.a.iii.1.c.v. above must be improved as follows:
 - i. 3 small deciduous understory trees per 100 feet of buffer length;
 - ii. 3 small evergreen trees per 100 feet of buffer length;
 - iii. 5 large shrubs per 100 feet of buffer length; and
 - iv. 10 small to medium shrubs per 100 feet of buffer length.
2. Existing vegetation with no evergreen tree component as required in subsection 4.a.iii.1.c.iii. above must have the following, located along the inside or outside buffer line in a staggered pattern:
 - i. 4 large evergreen trees per 100 feet of buffer length; and
 - ii. 6 small evergreen trees per 100 feet of buffer length.
3. Existing vegetation with no deciduous tree component as required in subsection 4.a.iii.1.c.iii. above will not qualify and the existing vegetation must be modified and replanted in accordance with subsection 4.a.iii.1.d. below. Existing evergreen trees can be used to meet the requirements related to evergreen trees.
4. Where existing vegetation does not comply with subsection 4.a.iii due to immature, inadequate, or unhealthy trees and shrubs, the owner shall plant a staggered pattern and placement in accordance with the following standards:
 - i. 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.
 - ii. Clusters to be of no more than 50' in width consisting of:
 1. 2 Large Deciduous Trees;
 2. 4 Small Deciduous Trees;
 3. 6 Large Evergreen Trees;
 4. 8 Small Evergreen Trees;

5. 7 large shrubs; and
 6. 15 Small to medium shrubs.
- c. 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.
- iv. The determination of whether existing vegetation needs supplementing shall be made at the time of site plan submittal for building construction and the determination shall be made for the portion of the Buffer and Drainfield 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 4.a.iii may be reasonably modified based on soil and plant growth needs as approved by the Planning Director.
- b. Buffer Protection Measures. If any construction activity or other land disturbance on the interior of the Project comes within 15' of the interior edge of any portion of the Buffer and Drainfield Buffer, then in order to protect that portion of the Buffer and Drainfield Buffer, a temporary construction fence, with a minimum height of four (4) feet, shall be installed along the interior edge of that portion of the Buffer and Drainfield Buffer (ex. where the Buffer is 100' as set forth above, the temporary construction fence will be installed 115' in from the property boundary line to protect that portion of the Buffer). The temporary fence may be removed upon completion of the applicable construction or other land disturbance activity.
 - c. Relation of Buffers to RPA. The Buffer and Drainfield Buffer may be coextensive with any RPA as shown and described on sheet C3.0 of the Concept Plan, subject to permitted crossings of roads and utilities all in compliance with applicable laws.

5. General Design Standards

(1) Buildings.

- a. In all instances, the data center buildings on the Property will be constructed to NFPA code sections 75, 76 and 855, as applicable, as well as all other applicable code, including the applicable provisions of the Virginia Uniform Statewide Building Code in effect at the time of building permit application.

- b. When adjacent to any road (including internal private roads), buildings shall orient the primary building entrance to such roads, unless the Applicant can reasonably demonstrate such orientation is not reasonable in light of the overall Project.
- c. No landscaped buffer shall be required within the front yard setback for any building where the front yard setback for such building is located adjacent to an internal private road.
- d. 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.
- e. Any secondary entrance(s) shall be connected by a pedestrian walkway to building parking.
- f. If loading docks or service entries located on the side or rear of buildings are visible from public roadways, then they shall be screened using other buildings, and/or in accordance with standards set forth in Sec. 26-263 (Screening and planting standards). Loading areas shall not be located on the front side of a building.
- g. Principal Building Facades will meet the following standards:
 - i. For the purposes of this subsection, the term “principal building facades” shall include all building facades substantially visible to abutting public roads or adjacent to planned or existing residential districts.
 - ii. Principal building facades shall avoid the use of undifferentiated surfaces by including at least four (4) of the following design elements:
 - 1. change in building height
 - 2. building step-backs, projections or recesses
 - 3. fenestration
 - 4. changes in building material, pattern, texture, color
 - 5. use of accent material
 - 6. overhangs
 - 7. canopies or porticos
 - 8. arcades
 - 9. variations in the roof line
 - iii. Principal building facades shall use one or more neutral colors (such as tans, grays, warm browns, or muted greens) for both wall surfaces and trim. High-gloss finishes and white tones shall be avoided.

- iv. When a building has more than one principal facade, such facades shall be consistent in their design, materials, details, and treatments.
- v. Building elevations must be submitted with the site plan application for each data center building.

h. Building Materials:

- i. All buildings shall have exposed exterior siding (above grade and exclusive of trim and architectural details) of any of the following: stone, cultured stone, stone veneer, brick, brick veneer, E.I.F.S., cementitious siding (e.g. Hardi-plank), glass, tiles, tilt-up panels, decorative metal panels, other masonry materials, or a combination of the foregoing, unless different architectural treatment and/or materials are specifically approved by the Planning Director, with respect to the exposed portion of any such wall, at the time of Site Plan review.
- ii. A minimum of 50% of the principal building façade(s) shall 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, and a minimum of 25% of the other elevations shall consist of those materials.
- i. Samples of architectural form are shown and described on sheet C4.0 of the Concept Plan and are for illustrative purposes only.
- j. Subsections (g) and (h) shall only apply to data center buildings and structures and not to any supporting uses, provided such facilities or buildings are buffered by other uses that mitigate the visual impacts to public roads or abutting properties.
- k. Any reference to “roads,” “public roads” or “rights of way” under this Section (1) shall not include private roads within the Project.

(2) Screening of Building Mechanical Equipment, Critical Infrastructure, and Utility Substations.

- a. Ground-level mechanical equipment, substations, or accessory uses (not including parking areas) that are visible from public rights-of-way and/or adjacent residential dwellings will be screened from public view using one or multiple of the following methods of screening:
 - 1. A principal building;

2. Existing vegetation that will remain on the Property, or new, planted vegetation (*ex.* evergreens or shrubs) that provides sufficient coverage to screen from public view;
 3. A visually solid fence, screen wall or panel, or other visually solid screen, which shall be constructed of materials that are matching or consistent in style, color and/or texture with those used in the exterior construction of the principal building. These features will be not less than seven (7) feet and no more than ten (10) feet in height. Chain link fencing with slats is not permitted to satisfy this requirement.
- b. Above-ground mechanical equipment and structures will be screened from view from adjacent public streets and residential dwellings.
 - c. Any mechanical units placed on the rooftops of buildings shall be screened from view from adjacent public streets and residential dwellings by architectural features (*e.g.* parapet walls) that are compatible with building façade architecture. The method of screening shall be provided and reviewed with the Planning Director's review of the building elevations. Any visual screening methods reviewed and approved by the Planning Director shall be excluded from the building height limits of the Zoning Ordinance and any building height limits approved by the Board of Supervisors with a Special Exception Permit.
 - d. Except as otherwise provided herein, no landscaped buffer shall be required within the front yard setback for any substation where the front yard setback for such substation is located adjacent to an internal private road.
 - e. Any reference to "roads," "public roads" or "rights of way" under this Section (2) shall not include private roads within the Property.

(3) Signage. All freestanding signs installed at the Project, excluding directional signs, will be designed by the owner thereof as monument signs with a masonry base. Signage related to the authorized uses shall not be illuminated.

6. **Security, Perimeter Fencing, and Security Fencing.** Perimeter fencing, security gates, and guard buildings shall be located outside of the Buffer. Each developed campus area within the Property will be enclosed by perimeter fencing not less than seven (7) feet and no more than ten (10) feet in height and will not be located within the required front yard without approval of a Special Exception. The perimeter fencing must be installed on the interior of the Buffer, so that it is screened from the ground level view of adjacent property owners at buffer maturity. This perimeter fencing may be installed around the perimeter of the Project, around each data center building as shown on the Concept Plan on sheets C3.0 to C3.2, a combination of these two options, or as otherwise approved by the Planning Director at the time of site plan review and approval. Security fencing shall be used around the perimeter of the pump station and

any substation (unless prohibited by Dominion Power), unless otherwise approved by the Planning Director at the time of site plan review and approval. Fencing immediately adjacent to public or private streets shall not be chain-link, with or without slated inserts, and shall not include barbed wire or other similarly visibly intrusive deterrence device. The design and final location for the perimeter fencing and security fencing shall be approved by the Planning Director for consistency with sheets C3.0 to C3.2 of the Concept Plan at the time of site plan review and approval.

7. **Lighting.** The maximum height of pole-mounted exterior lighting shall be eighteen feet (18'). All exterior lighting fixtures, including pole-mounted exterior lighting and building-mounted exterior lighting, shall be fully shielded with house side shields installed. Lighting shall not exceed .50 foot-candles at the interior edge of the 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. Signage related to the authorized uses shall not be illuminated. The uplighting of buildings is prohibited. The maximum height of any building-mounted exterior light fixture shall be 35 feet in height, with the exception of motion-activated security lighting. Although data centers have minimal windows generally, Applicant further proffers that interior lighting will be minimized from being emitted externally at night (using window coverings or other shading mechanisms) where the windows face Ashland Road, Cauthorne Road, adjacent residential uses, and the primary external boundary line of the Property.
8. **Transportation.** Subject to VDOT and County approvals, as applicable, the Applicant proffers the transportation elements set forth below. Any modifications to the alignment, design, and length shall be approved by VDOT. If any of the transportation elements identified below are provided by others, then the specific transportation element shall no longer be required to be provided with the Project.
 - a. *Entrances.* A maximum of three (3) entrances will be provided to the Property from Ashland Road. Entrances will generally be at the locations shown on the Concept Plan, and the final locations and design of the entrances will be completed during the site plan review and approval process and reviewed and approved by the Planning Director for general conformance with the Concept Plan, subject to VDOT entrance approvals.
 - b. *Project Entrance Improvements.* The Applicant shall design and construct the following improvements at stated project entrances shown and described on Sheet C3.0 of the Concept Plan in accordance with VDOT construction standards and specifications, as may be modified by any design modifications and/or waivers granted by VDOT:
 - i. Site Entrance 1 – The Applicant shall construct a 200' right turn taper on Ashland Road.

- c. *Signal Adjustments.* Subject to approval by the Director of the Department of Public Works or designee, the Applicant shall modify the signal timing of the existing traffic signal located at the intersection of Ashland Road and Pouncey Tract Road to account for conditions during construction and site buildout.
- d. *Contribution for Traffic Improvements.* Prior to the issuance of the first certificate of occupancy for tenant occupancy for the Project, the Applicant shall contribute \$1,330,000.00 to the County for purposes of, at the County's discretion, intersection improvement project(s) at the intersection of Ashland Road and Pouncey Tract Road and/or road widening project(s) along Ashland Road in the vicinity of the Project; provided, however, if such improvements have not been included in the County's Capital Improvements Program prior to the issuance of the first certificate of occupancy for tenant occupancy, then such contribution shall be payable within thirty (30) days of the County notifying the Applicant that such improvements have been included in its Capital Improvements Program. Any amounts contributed to, but not used by, the County or VDOT for the purposes described herein within thirty (30) years after such contribution is made shall be returned to the Applicant, its successors or assigns, in accordance with applicable law.
- e. *Construction Road Damage.* Prior to conducting any land clearing activities on the Property in support of the Project, the Applicant shall document the existing road conditions on Ashland Road in the area between Pouncey Tract Road and Cauthorne Road (the "Road Condition Report"), which may include photographs of such conditions, and submit the same to the Planning Director. Pavement damage to Ashland Road in the area between Pouncey Tract Road and Cauthorne Road, including shoulders and aprons, attributable to construction of the Project, as reasonably determined by the County Transportation Planner or VDOT staff, as applicable, after considering the Road Condition Report must be repaired by the developer / owner identified by the County Transportation Planner or VDOT staff, as applicable (the "Developer / Owner"), to have caused such damage, within 120 days of issuance of the final certificate of occupancy for the last building that is subject to each site plan approval, which repair shall be at the Developer / Owner's sole expense. Developer / Owner shall be required to post a bond of \$50,000 at the time such damage is determined by the County Transportation Planner or VDOT staff, as applicable to ensure the required work is completed and which shall be released upon completion of such repair to the County or VDOT staff's reasonable satisfaction, as applicable. Should the County's Transportation Planner or VDOT staff, as applicable, determine that the damage has made the road unsafe, the Developer / Owner identified as causing such unsafe condition will initiate the process of said repairs within forty-eight (48) hours after receiving notice from the County's Transportation Planner or VDOT staff that the damage has made a road

unsafe. The applicable Developer / Owner will diligently conduct all repairs required herein in a timely manner.

- f. *Internal Roads.* All roads and rights-of-way constructed within the interior boundaries of the Project area shall be designed and constructed as private roads and shall not be dedicated to the County or maintained by VDOT.
- g. *Site Entrance 2 Turn Lanes.* The existing turn lanes and turn lane tapers located on Ashland Road at Site Entrance 2 shall remain and shall not be modified, except as otherwise required or approved by the Planning Director at the time of site plan review.

9. Dedication of Right of Way.

- a. For the portion of the Property fronting along Ashland Road, the Applicant agrees to dedicate land from the Property sufficient to create 60 feet of right-of-way, as measured from the centerline of Ashland Road to the Property, for future road widening, free of cost to the County, upon request of the County or VDOT. Off-site dedications shall not be required by this obligation.
- b. For the portion of the Property fronting along Cauthorne Road, the Applicant agrees to dedicate land from the Property sufficient to create 60 feet of right-of-way, as measured from the centerline of Cauthorne Road to the Property, for future road widening, free of cost to the County, upon request of the County or VDOT. Off-site dedications shall not be required by this obligation.

10. Noise Attenuation for Building Design and Related Infrastructure. Within 30 days after the “ready for service” date for each data center building constructed at the Project (i.e. the date on which all exterior equipment is installed and operational), the Applicant shall provide a noise study that is specific to such data center building to ensure that the noise generated from the data center building and the building’s associated infrastructure, together with the other noise generated as of that date from the Project, conforms to the Noise Ordinance. This noise study shall be completed by a certified professional and include recommendations for any necessary mitigation measures required to ensure conformity with the Noise Ordinance and the Applicant shall implement such mitigation measures within 60 days after the date of the noise study, unless a particular mitigation measure requires a longer time to implement and that particular mitigation measure shall be implemented within that longer period 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, Applicant agrees to install 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) that is installed at a data center building located within 1,200 feet of any adjacent residential use and that is either (i) installed on the rooftop of such building or (ii) that is installed on the exterior side of such data center building and directly facing such adjacent residential uses, 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. In addition to the foregoing proffers, Applicant agrees that the testing of any back-up generators at the Project shall be limited to between the hours of 7:00 a.m. and 7:00 p.m., Monday through Saturday, unless otherwise required by applicable state or federal law or regulation.

- 11. Construction.** A construction management plan, on Applicant's standard form, shall be submitted to the County at the time of grading permit for the initial site improvements and for each individual parcel where a building permit has been or is in the process of being approved, which construction management plan shall document the proper administration of construction activities at the applicable portion of the Project. The hours of exterior construction, including operation of bulldozers and other earthmoving equipment, shall only be 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. There shall be no exterior construction activities on Sunday.

12. Construction and Phasing.

- a. The Project may be constructed in one or more phases ("Phase(s)"). However, no more than five (5) data center buildings may be under construction at the Project at any one time. For purposes of this Section 12.a, a data center building shall not be deemed to be under construction if either (x) the Applicant has not applied for the first above-grade building permit for such data center building, or (y) the Applicant has received a certificate of occupancy for the shell and core of such data center building.
- b. At the time of the first site plan submission for the first data center building to be constructed on the Property, the Applicant shall submit a phasing plan (the "Phasing Plan") for review and approval by the Planning Director. The Planning Director may approve the Phasing Plan and any amendments thereto if it is consistent with this Proffer Statement, the Concept Plan, the Conditional Use Permits, and the Special Exception Permits (collectively, the "Project Entitlements"). Upon approval of the Phasing Plan or amendments thereto, each site plan submitted for the Project shall substantially conform with the applicable Phase identified in the Phasing Plan for the area of the Property identified on such site plan.
- c. The Phasing Plan shall, at a minimum, address the following elements:
 - i. Phases shall be planned such that development of the Project occurs from east to west;
 - ii. The total amount of data center building gross floor area to be developed in each Phase and any remaining Phases;
 - iii. The required water and sewer infrastructure to be developed with each Phase;

- iv. The portions of the Buffer or Drainfield Buffer, as applicable, to be developed with each Phase. Notwithstanding the foregoing, the first Phase identified on the Phasing Plan shall be required to provide the Buffer elements identified in Section 4 in the area of Ashland Road between Pouncey Tract Road and Cauthorne Road;
- v. The portions of the private internal roads to be developed with each Phase;
- vi. The portions of the Property to be dedicated for public street purposes with each phase, consistent with Section 9;
- vii. All required utilities, including any substations, for each Phase; and
- viii. The construction access location for each Phase, which shall occur from either Site Entrance 1 or Site Entrance 2.

13. Water and Sewer.

- a. Industrial cooling for the Project shall utilize air-chilled or closed-loop cooling systems and shall be developed in accordance with all applicable County, state, and federal requirements. The Project shall not utilize public or private potable water for industrial cooling.
- b. The Project may utilize potable water for domestic water (e.g., drinking water and sanitary facilities for employees and occupants) and fire suppression purposes only. All potable water for the Project as contemplated by this Proffer shall be sourced from a maximum of three (3) private wells located on the Property and within the Project boundaries. All private wells shall be developed in accordance with state health department regulations.
- c. Onsite sanitary sewage produced by the Project shall be disbursed to and treated by onsite drainfields located within the Drainfield Area identified on sheet C3.0 of the Concept Plan. All drainfields shall be developed in accordance with state health department regulations.

14. Generators.

- a. Any on-site generators ("Generators") shall be used solely for the purpose of providing a back-up power source to the Project in the event of a utility outage or failure.
- b. All Generators shall meet Tier 4 emission standards adopted by the United States Environmental Protection Agency at the time such Generators are installed on the Property.

15. Owners Association.

- a. In the event the Project is not developed under one common ownership or leasehold interest, the Applicant shall subject the Property and the Project to a condominium regime, owners association, reciprocal easement agreement, or similar prior to conveying a fee simple or leasehold interest in the Property to a third-party that is not owned or controlled by the Applicant. In such event, the Applicant shall prepare and record a condominium declaration, owners association declaration, reciprocal easement agreement, or other covenants, conditions, and restrictions (collectively, the "CC&Rs") providing for the coordinated development of the Property and the Project and the maintenance of any common elements within the Project. Notwithstanding the foregoing, the CC&Rs may exclude any area of the Property to be conveyed to Dominion Power. The CC&Rs shall be enforced by the Applicant, the declarant (if different from the Applicant), or any association established therewith.
- b. Prior to recording the initial CC&Rs, the Applicant shall submit the initial CC&Rs to the Planning Director for the sole purpose of reviewing the same for consistency with the Project Entitlements. If the Planning Director has not otherwise notified the Applicant within fifteen (15) business days of such submittal, the CC&Rs shall be deemed approved.

***[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK;
AUTHORIZED SIGNATURES TO FOLLOW]***

WITNESS the following signatures:

OWNER: WELLESLEY LAND LIMITED PARTNERSHIP, a Virginia limited partnership

By:

M.G.R.

Matthew G. Roberts, Attorney-in-Fact for all Owners

Date: December 12, 2025

COMMONWEALTH OF VIRGINIA

CITY OF RICHMOND, to-wit:

I, Cynthia C. Lobou, a Notary Public for the Commonwealth of Virginia, at-large, do certify that Matthew G. Roberts, whose name is signed to the above, bearing date on the 22nd day of August, 2025, as revised on December 12, 2025, has acknowledged the same before me in my State aforesaid.

Given under my hand this 12th day of December, 2025.

Cynthia C. Lobou

[SEAL]

My commission expires:

9-30-2026



OWNER: HHHUNT VERADA, LLC, a Virginia limited liability company

By:

M. G. Roberts

Matthew G. Roberts, Attorney-in-Fact for all Owners

Date: December 12, 2025

COMMONWEALTH OF VIRGINIA

CITY OF RICHMOND, to-wit:

I, Cynthia C. Lobou, a Notary Public for the Commonwealth of Virginia, at-large, do certify that Matthew G. Roberts, whose name is signed to the above, bearing date on the 22nd day of August, 2025, as revised on December 12, 2025, has acknowledged the same before me in my State aforesaid.

Given under my hand this 12th day of December, 2025.

Cynthia C. Lobou

[SEAL]

My commission expires:

9-30-2026



OWNER: LOCH LEVAN LAND LIMITED PARTNERSHIP, a Virginia limited partnership

By:

M. G. Roberts

Matthew G. Roberts, Attorney-in-Fact for all Owners

Date: December 12, 2025

COMMONWEALTH OF VIRGINIA

CITY OF RICHMOND, to-wit:

I, Cynthia C. Lobon, a Notary Public for the Commonwealth of Virginia, at-large, do certify that Matthew G. Roberts, whose name is signed to the above, bearing date on the 22nd day of August, 2025, as revised on December 12, 2025, has acknowledged the same before me in my State aforesaid.

Given under my hand this 12th day of December, 2025.

Cynthia C. Lobon

[SEAL]

My commission expires: 9-30-2026



OWNER: GILMAN LUMBER COMPANY, INCORPORATED, a Virginia corporation

By:

M-G 3-
Matthew G. Roberts, Attorney-in-Fact for all Owners

Date: December 12, 2025

COMMONWEALTH OF VIRGINIA

CITY OF RICHMOND, to-wit:

I, Cynthia C. Lobou, a Notary Public for the Commonwealth of Virginia, at-large, do certify that Matthew G. Roberts, whose name is signed to the above, bearing date on the 22nd day of August, 2025, as revised on December 12, 2025, has acknowledged the same before me in my State aforesaid.

Given under my hand this 12th day of December, 2025.

Cynthia C. Lobou

[SEAL]

My commission expires: 9-30-2026



OWNER: JAMES K. DOLAN

By:

M.G. Roberts

Matthew G. Roberts, Attorney-in-Fact for all Owners

Date: December 12, 2025

COMMONWEALTH OF VIRGINIA

CITY OF RICHMOND, to-wit:

I, Cynthia C. Lobou, a Notary Public for the Commonwealth of Virginia, at-large, do certify that Matthew G. Roberts, whose name is signed to the above, bearing date on the 22nd day of August, 2025, as revised on December 12, 2025, has acknowledged the same before me in my State aforesaid.

Given under my hand this 12th day of December, 2025.

Cynthia C. Lobou

[SEAL]

My commission expires:

9-30-2026



Exhibit A

Concept Plan

See that certain plan entitled "Hunting Hawk Technology Park Concept Plan and Conditional Use Permit", prepared by Timmons Group, and dated December 12, 2025 (as amended)

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