

VOLUNTARY PROFFER STATEMENT

Mountain Road Technology Park Project

Owners: Marchetti Properties III, LLC, a Virginia limited liability company; Marchetti Properties II, LLC, a Virginia limited liability company; Staples Mill Square Holding LLC, a Virginia limited liability company; G.M. Tribble, Jr., and Brenda R. Tribble; and Tyson Farms, Inc., a North Carolina corporation, f/k/a Holly Farms Foods, Incorporated, f/k/a Holly Farms Poultry Industries, Inc.

Project Name: Mountain Road Technology Park (the “Project”)

Property: Hanover County (the “County”) Tax Parcels 7757-98-4106, 7767-08-0569, 7767-17-2423, 7757-97-5013, 7768-00-5491, 7757-96-5577, and 7757-96-1157 consisting of approximately 427 acres, all as generally depicted in the Concept Plan (collectively, the “Property”)

Concept Plan: That certain plan entitled “Mountain Road Technology Park Concept Plan and Conditional Use Permit, Hanover County, Virginia”, prepared by Kimley Horn, dated April 30, 2026 (as amended, the “Concept Plan”), which is attached hereto as **Exhibit A**

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

Date: April 30, 2026

The undersigned, Marchetti Properties III, LLC, a Virginia limited liability company, Marchetti Properties II, LLC, a Virginia limited liability company, Staples Mill Square Holding LLC, a Virginia limited liability company, G.M. Tribble, Jr., and Brenda R. Tribble; and Tyson Farms, Inc., a North Carolina corporation, f/k/a Holly Farms Foods, Incorporated, f/k/a Holly Farms Poultry Industries, Inc. owners of parcels designated as GPINs 7757-98-4106, 7767-08-0569, 7767-17-2423, 7757-97-5013, 7768-00-5491, 7757-96-5577, and 7757-96,1157 (the “Property”), voluntarily agree for themselves, their agents, and their 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 request for the Property is 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, ISPs, search portals and related services, which includes data centers, data equipment, data storage, other technological services, and research related to the foregoing, together with other supporting uses (collectively referred to herein as “Data Center”).

- (b) Supporting Uses. Uses in support of the above permitted use may be constructed on the Property, including the following:
- (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 energy and fuel storage facilities;
 - (v) Office, general office and storage;
 - (vi) Logistics and maintenance facilities;
 - (vii) Water and sewer facilities;
 - (viii) Water treatment facilities;
 - (ix) Water storage facilities and associated water pumps;
 - (x) Communication, broadband, fiber optic utilities; and
 - (xi) Other private utilities, all public utilities, and other supporting uses that relate to and support the permitted primary uses described herein.

Any of the uses listed above that require approval of a Conditional Use Permit (CUP) or Special Exception (SE) within the M-1 zoning district must obtain a CUP or SE from the Hanover County Board of Supervisors and, if approved, the supporting use will be subject to the conditions set forth in the accompanying Conditional Use Permit and/or Concept Plan, as applicable.

2. Concept Plan. The Property will be developed in substantial conformance with the layout illustrated on sheets C3.0-C3.3 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 sheet C3.0 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 Environmental Quality (“VDEQ”), 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 sheet C3.0 of the Concept Plan shall be made by the Director

of Planning. Improvements placed within the boundaries of the buildable areas shall be determined to be in substantial conformance with the Concept Plan.

3. **Natural Perimeter Buffers.**

- (a) **Natural Perimeter Buffers:** Natural perimeter buffers shall be provided as follows:
 - (i) The portion of Property adjacent to Route 33/Mountain Road shall have a natural buffer with a minimum width of 200' (the "Route 33 Buffer").
 - (ii) The portion of Property fronting on Winns Church Road shall have a natural buffer with a minimum width of 300' (the "Winns Church Buffer").
 - (iii) The northwest portion of the Property shall have a natural buffer with a minimum width of 150' as and to extent shown on the Conceptual Plan (the "Northwest Buffer").
 - (iv) The portion of the Property's boundary line shared with a boundary line for an existing commercial use fronting on Route 33, as of the date hereof (the "Existing Commercial"), shall have a natural buffer with a minimum width of 50' along the shared boundary line as generally illustrated shown on the Conceptual Plan (the "Existing Commercial Buffer").
 - (v) The western portion of the Property's boundary, adjacent to "Future Industrial" as identified in the Route 33 Gateway Small Area Plan, as of the date hereof, shall have a natural buffer with a minimum width of 75' as shown on the Conceptual Plan (the "Western Buffer").
 - (vi) The Property's eastern boundary line, along Grassy Swamp Creek, shall have a natural buffer, a minimum of 200' in width. The remaining width of this natural buffer shall increase by aligning this required buffer with the portions of the eastern boundary lines of Development Area 2 and Development Area 3 in the locations identified on the Conceptual Plan as "Variable Width Buffer" (the "Eastern Buffer"). The wider portions of the Eastern Buffer line may adjust only for the construction of the public walking trail referenced in Proffered Condition 4 identified on the Concept Plan.
 - (vii) The Property's southern boundary line along Chickahominy River shall have a natural buffer with a minimum width of 200' (the "Southern Buffer").
- (b) **Inventory of Existing Vegetation:** The existing vegetation within a required natural perimeter buffer specified above shall be inventoried and submitted to the Planning Department no later than as specified below, unless the Director of Planning approves a later time frame:
 - (i) For the Route 33 Buffer, site plan submittal for Building Area 1C.

- (ii) For the Winns Church Buffer, site plan submittal for Building Area 3B.
 - (iii) For the Northwest Buffer, site plan submittal for Building Area 3B.
 - (iv) For the Existing Commercial Buffer, the earlier of site plan submittal for Building Area 1A or Building Area 1B.
 - (v) For the Eastern Buffer, if an inventory is required by the Planning Department, landscape plan approval as a part of site plan approval for the earlier of Building Area 2B or Building Area 3A.
 - (vi) For the Western Buffer, the earlier of site plan submittal for Building Area 2A or Building Area 3A.
 - (vii) For the Southern Buffer, if an inventory is required by the Planning Department, landscape plan approval as a part of site plan approval for the earlier of Building Area 1C or Building Area 2B.
- (c) Maintenance of Existing Vegetation and Allowable Disturbance: Existing vegetation within natural buffers 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 these buffer areas. 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. Security 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 shall be included in the required natural buffer area and shall not be impacted, other than for access roads into the Property as identified on the Concept Plan or as may be required to comply with these proffered conditions. These natural buffers shall be included within any required setback along the perimeter of the Property.
- (d) Supplemental Plantings:
- (i) Existing vegetation will not need to be supplemented if the existing vegetation meets the following conditions:
 - (A) The buffer area is covered with at least 75% of naturally-established vegetation;
 - (B) The existing plant material is mature and in healthy condition;

- (C) 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 shall 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:
 - (A) Existing vegetation with no understory as required in subsection 4.a.iii.1.c.v. above 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.
 - (B) 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:
 - (a) 4 large evergreen trees per 100 feet of buffer length; and
 - (b) 6 small evergreen trees per 100 feet of buffer length.
 - (C) 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.

(D) Where existing vegetation does not comply with subsection iii. above due to immature, inadequate or unhealthy trees and shrubs, the owner shall 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.

(iii) 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 Natural 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.

(e) Mandatory Supplemental Plantings:

(i) A double row of large evergreen trees (i.e. Leyland Cypress or Arborvitae) shall be planted and maintained behind the 300' wide natural buffer along Winns Church Road, for the length of the buffer not located within utility easements, and no deeper into the project than the northern boundary of

Building Area 3B, to screen the substation from Winns Church Road. In addition, a double row of large evergreen trees (i.e. Leyland Cypress or Arborvitae) shall be planted and maintained between the Building Area 2B eastern boundary and the Natural Buffer along Grassy Swamp Creek to screen the substation from Grassy Swamp Creek. No more than fifty percent (50%) of plantings will be of the same species, unless otherwise approved by the Planning Director at the time of plans review.

- (ii) A planting strip, a minimum of ten (10) feet wide, shall be provided between the internal circulation road and Building Area 3A. This strip shall be planted with a row of evergreen trees spaced fifty (50) on center for the length of the strip.
 - (f) Natural Buffer Protection Measures: If any construction activity or other land disturbance on the interior of the Project comes within 20' of the interior edge of any portion of the Natural Buffer, then in order to protect that portion of the Natural 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 Natural Buffer (i.e. where the Natural Buffer is 200' as set forth above, the temporary construction fence will be installed 220' in from the property boundary line to protect that portion of the Natural Buffer). The temporary fence may be removed upon completion of the applicable construction or other land disturbance activity or to facilitate the planting of supplemental plantings.
 - (g) Extension of Buffers Through RPA: The buffers around the Property will be wider than the 50', 150', or 200', or 300' set forth above, as applicable, where resource protection areas ("RPA"s) are contiguous to the interior side of the Natural Buffer, as applicable, in the areas noted on the Concept Plan, subject to permitted crossings of roads, trails, and utilities, and the construction of a sanitary sewer lift station and appurtenances, all in compliance with applicable laws.
4. **Walking Trails**. Applicant shall dedicate a public easement for use and maintenance of a walking trail along the Chickahominy River and Grassy Swamp Creek in the general location illustrated on the Conceptual Plan, with the final location to be determined by site plan submittals. Within this easement, the Applicant will construct and dedicate to the County for maintenance a walking trail constructed in accordance with the following:
- (a) Easement Location: The location of the easement and the trail shall generally follow the currently cleared path to minimize tree removal and disturbance for the trail, however, minor boardwalks and crossings may be added, at water crossings, as needed.
 - (b) Trail Surface: The trail shall be constructed from a durable, hard surface material, unless otherwise required at plan review to meet governmental requirements.
 - (c) Trailhead Improvements: A trailhead area to include a minimum of eight (8) paved parking spaces and one bicycle parking area.

- (d) Access to County Pump Station: The Developer shall provide vehicular access to the Department of Public Utilities to the County pump station through the site via a new access easement. The location and width of the easement shall be approved by the Department of Public Utilities during the site plan review process. The easement will be located in vehicle drives approved on site plans to the maximum extent possible. The existing access to the pump station along the Chickahominy River may be converted to a walking trail once alternative access to the pump station is established.
- (e) Phasing of Trail Construction: The trail shall be completed in phases based on the submittal of site plans for Building Areas 1C, 2B, 3A and 3B. Each site plan for these Building Areas must contain a portion of the trail with no gaps between each section of the trail. Each portion of the trail must be completed prior to the issuance of the first certificate of occupancy for a building within the Building Area for the applicable site plan. The construction of the trail must be completed no later than the issuance of the last certificate of occupancy issued for a building within these Building Areas.
- (f) Trail Maintenance Contribution Fund: A monetary contribution of \$30,000 per Building Area must be provided to Hanover County to support ongoing maintenance of the walking trail and associated trailhead. Such contribution shall be made prior to building permit approval of the first data center building within each building area (Building Area 1, Building Area 2 and Building Area 3), for a total contribution of \$90,000 for the entire project.

5. **General Design Standards**

- (a) Definitions.
 - (i) *Building Area(s)*: Areas within the site where the majority of vertical development will occur.
 - (ii) *Building Coverage*: The total area within a Development Area improved with buildings, represented as a percentage arrived at by dividing building footprints (i.e. first floor gross square footage) by the total area (s.f.) of the Development Area.
 - (iii) *Development Area(s)*: Areas within the site that contain Building Areas and other supporting uses.
 - (iv) *Data Centers*: As defined above and with associated equipment such as, but not limited to, computer systems, servers, networking and telecommunications equipment and associated components, as well as related infrastructure such as power transmission lines, power supplies, cooling systems, environmental controls, security devices, and staff.

- (v) *Ancillary Buildings*: Facilities that support the primary Data Center use of the site including, but not limited to logistics and operations, utilities, office, security, and other related uses.
 - (vi) *Utilities*: Above-and below-ground infrastructure needed to serve the development. This includes all wet-and dry-utilities, including, but not limited to water, sewer, storm, electric, fiber, cable, phone, and natural gas.
 - (vii) *Ecological Restoration Area*: The area where an existing degraded and/or impacted ecosystem is being intentionally designed and assisted to recover to its original or similar state. For example, this may include restoring a stream and/or wetlands impacted by manmade ponds and water features.
- (b) Landscaping.
- (i) 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) shall use species native to Hanover County or adjacent localities.
 - (ii) Parking Lot Landscaping: Landscaping within a parking area shall 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.
- (c) Pedestrian Circulation.
- (i) Sidewalks: Sidewalks shall 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.
 - (ii) 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.
 - (iii) Pedestrian Walkways to Secondary Entrances: Any secondary entrance(s) shall be connected by a pedestrian walkway to building parking.
- (d) Perimeter Setbacks for Buildings: All buildings shall be setback from perimeter property lines as follows:
- (i) From Route 33/Mountain Road (east of Route 33/Mountain Road): Minimum of two hundred fifty feet (250') from the right-of-way (ROW).

- (ii) From Winns Church Road (south of Winns Church Road): Minimum of three hundred feet (300') from the right-of-way (ROW).
 - (iii) Along the southern and eastern perimeter boundary line: Minimum of two hundred feet (200') from the boundary line, with such setback being as generally illustrated on the Conceptual Plan.
 - (iv) Along Existing Commercial: Minimum of fifty feet (50') from the shared boundary line of the project and the Existing Commercial.
 - (v) Along the western portion of the Property's boundary adjacent to "Future Industrial" as identified in the Route 33 Gateway Small Area Plan, as of the date hereof: Minimum of seventy-five feet (75') from the boundary line, for the length as and to extent shown on the Conceptual Plan.
 - (vi) M-1 Zoning District Yard Requirements: These perimeter building setbacks are in addition to yard requirements in the M-1 Zoning District and do not modify the yard requirements in the M-1 Zoning District, but may be collocated with other yards and required buffers.
- (e) Use Locations.
- (i) Specific uses are permitted within Development Areas and Building Areas. These are described below. Some uses may have additional requirements or standards, which are described in the Additional Notes section below.
 - (ii) The following uses are permitted within all Development Areas, as identified on the approved concept plan and subject to any conditions in any approved Conditional Use Permit or Special Exception applicable to one or more of the uses below:
 - (A) Security Fencing (10' or as specified in an approved Special Exception)
 - (B) Project Signage
 - (C) Wayfinding Signage
 - (D) Roadways
 - (E) Utilities
 - (F) Emergency & Utility Access
 - (G) Drive Aisles & Pedestrian Access
 - (H) Parking Lots
 - (I) Ancillary Building, such as equipment storage, security sheds and other similar structures
 - (J) Lighting
 - (K) Stormwater Facilities
 - (L) Trails
 - (M) Landscaped Areas
 - (N) Passive Recreation Amenities

- (iii) The following uses are permitted within all Buildings Areas, as identified on the approved concept plan, subject to any applicable and approved Conditional Use Permit and Special Exception:
 - (A) Data processing, ISPs, search portals and related services, which includes data centers, data equipment, data storage, other technological services, and research related to the forgoing (continuing to be a part of the defined term Data Center as used herein).
 - (B) Substations
 - (C) Other supporting uses
- (iv) Additional Notes on Permitted Uses.
 - (A) CUP/SE Uses: Any permitted use requiring a Conditional Use Permit or Special Exception must obtain approval from the Board of Supervisors of the required Conditional Use Permit or Special Exception, as applicable.
 - (B) Sign Prohibition on Winns Church Road: No Project Signage is permitted along Winns Church Road.
 - (C) Substations: Only substations, and their accessory buildings, equipment and installations, are permitted within Building Area 2B and Building Area 3B, as identified on the Concept Plan, subject to approval of a Conditional Use Permit by the Board of Supervisors and all approved conditions in the CUP.
 - (D) Transmission Infrastructure: Transmission infrastructure serving the site will be weathering steel or a similar earth-tone color to blend with adjacent natural buffer or another color approved by the Planning Director in accordance with the colors offered by Dominion Energy or approved by Dominion Energy at the time of construction, provided that the Planning Director finds that such colors help support structures blend with nearby trees and landscaping to minimize visual impacts. To minimize buffer impacts, where perimeter buffers are required per the proffered conditions and/or concept plan are crossed by transmission infrastructure, such crossings must be designed and constructed to be generally perpendicular to those buffers
 - (E) Outside Development Areas: Areas outside Development Areas and Building Areas will generally remain undeveloped; however, crossings for utilities, infrastructure, and access facilities are permitted.

- (F) Other Uses: The Planning Director may permit similar uses, not specified above, within each Development Area or a Building Area upon the Director finding that the unspecified uses are generally in keeping with the spirit and type of uses listed above for each of a Development Area or a Building Area, provided however the permitted principal uses listed in Proffer 1(a) above shall not be expanded under this paragraph.

(f) Dimensional Standards.

- (i) Setbacks: Buildings shall comply with the yard requirements in the M-1 District, in addition to the perimeter setbacks above, where applicable.
- (ii) Maximum Building Coverage: Building coverage within a Development Area shall not exceed 50%.

(g) Buildings.

- (i) Building Code Requirements: In all instances, the data center buildings, and 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 code, including the applicable provisions of the Virginia Uniform Statewide Building Code in effect at the time of building permit application.
- (ii) Building Orientation: Primary building facades and entrances should face internal streets, drive aisles or campus circulation areas and be clearly visible and accessible. Entryways should be emphasized using changes in material, overhangs, or signage to distinguish them from loading and service areas.
- (iii) Windows and Transparency (Administrative/Office Areas): Administrative or office portions of buildings visible from roads should include windows and transparent elements to break up massing.
- (iv) Loading and Service Areas: If loading docks or service entries located on the side or rear of buildings are visible from public roadways, Grassy Swamp Creek, or from perimeter project boundary lines, 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.
- (v) Roof Design: Roof design shall be predominantly flat to accommodate mechanical systems and rooftop infrastructure. Rooftop mechanical equipment shall be screened by parapets or architectural detailing to create a finished appearance from public view as required per Proffer #6.

- (vi) Principal Building Façade Requirements: Principal Building Facades will meet the following standards:
- (A) Definition/Applicability: For the purposes of this subsection, the term “principal building facades” shall include all building facades substantially visible to abutting public roads or to perimeter project boundary lines.
 - (B) Façade Features: Principal building facades shall avoid the use of undifferentiated surfaces by including at least four (4) of the following design elements:
 - (a) change in building height
 - (b) building step-backs, projections or recesses
 - (c) fenestration
 - (d) changes in building material, pattern, texture, color
 - (e) use of accent material
 - (f) overhangs
 - (g) canopies or porticos
 - (h) arcades
 - (i) variations in the roof line
 - (C) Building Colors: Principal building facades shall use earthtone color palettes (such as tans, grays, warm browns, or muted greens) with accent colors to complement the dominant building color. High-gloss finishes and white tones should be avoided.
 - (D) Consistency on Multiple Facades: When a building has more than one principal facade, such facades shall be consistent in their design, materials, details, and treatments.
 - (E) Exhibit: Samples of architectural form are attached hereto as **Exhibit B**.
 - (F) 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.
- (vii) Design of Security Shed: Security Shed design will meet the following standards:
- (A) Exterior Colors: The security shed shall use earthtone color palettes (such as tans, grays, warm browns, or muted greens) with accent

colors to provide visual appeal. High-gloss finishes and white tones should be avoided.

- (B) Roof Design: Roofs shall be pitched or sloped and will generally be consistent with regional forms and materials.
- (C) Elevation Review: Security shed elevations must be submitted with the initial site plan for the campus and shall be approved by the Planning Director for compliance with these requirements.

(viii) Building Materials:

- (A) Primary Materials: Acceptable building materials include brick, stone, pre-cast concrete, cast-in-place concrete, architectural metal paneling, and similar finishes that support long-term performance, unless different architectural treatments 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.
- (B) Accent Materials: Accent materials such as architectural concrete, metal paneling, or high-performance siding may be used if applied consistently and limited in surface area to no more than 20% of a single façade.

- (ix) Applicability: Subsections (vi) and (viii) 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 which mitigate the visual impacts to public roads or abutting properties.

- (x) Building Height: Building Height is measured to the top of the building and includes parapet walls that are used to screen equipment. Building height shall be limited to the following in each building area, subject to the approval of a Special Exception by the Board of Supervisors:

- (A) Building Area 1A, 1B, 1C, and 2B: 62 feet.
- (B) Building 2A, and 3A: 62 feet.
- (C) Building 3B: 35 feet within 350 feet of Winns Church Road, otherwise 62'.
- (D) Ancillary buildings located outside of Building Areas, but within Development Areas: 35 feet.

- 6. Screening of Mechanical Equipment: Exterior mechanical equipment, including HVAC equipment, permanent electrical generators, refrigeration equipment and ductwork, backflow prevention devices, and similar features, must be screened from view from U.S.

Route 33 (Mountain Road), Winns Church Road, Grassy Swamp Creek, 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 the building wall, must be screened by any combination of principal buildings, sight-obscuring dense evergreen vegetation or decorative walls or fences that incorporates at least one of the primary materials or colors of the nearest wall of the primary structure on the lot. The height of the vegetation, wall, or fence shall equal or exceed that of the mechanical equipment being screened.
 - (c) Director's Review: The method of screening will be provided and reviewed with the Director's review of the building elevations.
7. Signage. All freestanding signs installed at the Project, excluding directional signs, will comply with the following requirements:
- (a) Sign Prohibition on Winns Church Road: No project signage is permitted along Winns Church Road.
 - (b) Master Sign Plan: Prior to approval of the first sign permit within a Development Area, a Master Sign Plan shall be submitted and approved by the Planning Director for compliance with the requirements of this Proffered Condition 7. The Master Sign Plan will provide additional details on sign design, materials, and placement to ensure consistency throughout the project area. The Master Sign Plan will include the following:
 - (i) Freestanding Signs
 - (A) Style: Monument-style with a solid masonry base (i.e. brick or stone or architectural masonry materials) at least 18" tall. Other materials used shall compliment the materials used on the principal building(s).
 - (B) Design Consistency: A shared design motif shall be used throughout the project area. The exterior portions of the sign shall employ rectangular proportions and the top shall be flat or gently curved tops or employ height articulation.
 - (C) Maximum Height and Width: Freestanding signs shall not exceed six (6) feet in height and shall not exceed ten (10) feet in width.

- (D) Maximum Sign Face Area: The sign face area on a freestanding sign shall not exceed forty (40) square feet (total area).
 - (E) Road Setback: Freestanding signs shall be setback a minimum of ten (10) feet from the nearest right-of-way line.
 - (F) Illumination: Illumination will be permitted for freestanding signs. Lighting must be shielded and downward-directed to minimize glare and preserve the nighttime character of the area.
 - (ii) Building Primary Wall Signs.
 - (A) Location: The building's primary (largest) wall-mounted sign shall be located near one of the building's primary entrance.
 - (B) Design: The building's primary (largest) wall-mounted sign shall be designed as an architectural element for the building with font styles, colors, and materials that are visually compatible with the building's overall design.
 - (iii) Multi-User Sites. Multi-user areas within the project should establish a coordinated signage plan to ensure consistency in tenant panel size, font, and placement on both monument and wall signs.
 - (iv) User Prototypical Design. All users shall be allowed to incorporate their prototypical sign design and materials into all signage.
8. Security, Perimeter Fencing and Security Fencing. Perimeter fencing, security gates, and guard buildings shall be located outside of the Natural Buffer. The perimeter fencing must be installed on the interior of the Natural 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 or around each "Building Area" shown on sheet C3.0 of the Concept Plan or a combination for these two options, or as 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, unless required by Dominion Energy. The design and final location for the perimeter fencing and security fencing shall be approved by the Planning Director for consistency with sheet C-5.0 in the Concept Plan at the time of site plan review and approval.
9. Lighting. All exterior lighting fixtures, including pole-mounted exterior lighting and building-mounted exterior lighting, shall be fully shielded with house side shields, louvers or similar devices installed. Lighting shall not exceed .50 foot-candles at the interior edge of the Natural Buffer. The following proffers apply to specific lighting on the property:
- (a) Pole-Mounted Exterior Lighting:

- (i) The maximum height shall be eighteen feet (18').
 - (ii) Fixtures will be consistent with the fixtures shown on the page 28 of the U.S. Route 33 Gateway Small Area Plan and described in Section E.1 (as of the date hereof), as determined by the Planning Director at the time of site plan review.
 - (b) Building-Mounted Exterior Lighting:
 - (i) The maximum height shall be 35 feet in height.
 - (ii) The uplighting of buildings is prohibited.
 - (c) Additional Building Lighting: Although data centers have minimal windows generally, the 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 Route 33/Mountain Road, Winns Church Road, the Chickahominy River, Grassy Swamp Creek, or the perimeter project boundary lines of the Property.
 - (d) Exemptions: Lighting that is exempt from these requirements includes temporary lighting and lighting provided for emergency or safety and security purposes as required by Federal, state, or local regulations.
10. Transportation. Subject to VDOT and County approvals, as applicable, the Applicant proffers the transportation improvements set forth below. Any modifications to the alignment, design and length shall be approved by VDOT. If any of the road improvements identified below are provided by others, then the specific road improvement shall no longer be required. The transportation improvements listed below shall be constructed prior to the issuance of the first building permit for the first data center building
- (a) Entrances: A maximum of 2 entrances will be provided to Route 33/Mountain Road. Entrances will generally be at the locations shown on the Concept Plan. 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) Restricted Access: Access to Winns Church Road will be permitted only for emergency access and limited permanent utility access once the project is constructed. No construction traffic or regular data center access will be allowed on Winns Church Road.
 - (c) Turn Lanes at Southern Project Entrance: The Applicant shall design and construct a right turn lane (with a minimum 100' of taper and 200' of storage, unless greater lengths are required or approved by VDOT) into the primary entrance off of Route 33/Mountain Road in accordance with VDOT construction standards and specifications. The applicant will also design and construct a right turn lane (with

a minimum 200' of taper and 200' of storage, unless greater lengths are required or approved by VDOT) into the secondary access entrance off of Mountain Road in accordance with VDOT construction standards and specifications.

- (d) Median U-Turn along Route 33/Mountain Road North of the Primary Entrance: The Applicant shall design and construct improvements necessary to create a Median U-Turn north of the primary entrance on Route 33/Mountain Road in accordance with VDOT construction standards and specifications. This will include widening Route 33/Mountain Road to provide a left turn lane to accommodate vehicle stacking and any necessary improvements to existing median openings or alternatively, the construction of a new median opening along Route 33/Mountain Road to accommodate U-turn movements.
- 11. Construction Road Damage. Pavement damage to Route 33/Mountain Road from I-295 (beginning of entrance ramp from southbound Route 33/Mountain Road to eastbound I-295) to the northernmost entrance to the Property off Route 33/Mountain Road, including shoulders and aprons, attributable to construction of the Project, as reasonably determined by the County Transportation Planner or VDOT staff, as applicable, must be repaired by the Developer / Owner identified by the County Transportation Planner or VDOT staff, as applicable, 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 prior to site plan approval of the first site plan, not to be released until 120 days after the issuance of the final certificate of occupancy for the final building. This bond may be replaced by different owners within the project depending on the development schedule. 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.
 - 12. Dedication of Right of Way. For the portion of the Property running along Winns Church Road, adjacent to the northern boundary of the project, the Applicant agrees to dedicate 60 feet of right-of-way 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.
 - 13. Noise. Noise attenuation will be required for buildings and related infrastructure. The Applicant agrees to the following:
 - (a) Permitted sound levels. The project shall 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 shall 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 shall comply with the hours defined in Hanover County's Noise Ordinance.

- (b) Noise study. 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 permitted sound restrictions in Proffered Condition 13(a). This noise study shall be completed by a certified professional and include recommendations for any necessary mitigation measures required to ensure conformity with the permitted sound restrictions in Proffered Condition 13(a) 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.
 - (c) Additional Noise Study. After the Noise Study is conducted in connection with the “ready for service” date for each data center building constructed at the Project, the Planning Director may require the owner, at the owner’s expense, to conduct an additional sound study, in accordance with this Proffered Condition 13, once (1) per calendar year after the last “ready for service” sound test.
 - (d) Physical Sound Attenuation. Physical sound attenuation will be installed 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 perimeter project boundary line 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.
 - (e) Generator Testing. The testing of any back-up generators at the Project shall be limited to between the hours of 8:00 a.m. and 4:00 p.m., Monday through Friday, unless otherwise required by applicable state or federal law or regulation. All generators shall be enclosed with manufacturer approved sound attenuation 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.
14. Generators. Only Tier IV (or better) generators shall be used.
15. Construction. A construction management plan, 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.

- (a) The construction management plan shall also specify that construction traffic may only enter and exit the Project at the access points off of Route 33/Mountain Road and shall require the posting of “No Construction Traffic” (or similar) signage at any other access points entering the property.
- (b) The construction management plan will identify measures that will be taken to minimize congestion, delays, and queuing on Route 33/Mountain Road. This shall include, at a minimum, the following measures:
 - (i) A restriction on commercial construction vehicles exiting during the AM peak and entering and exiting the property during the PM peak hours. Monday through Friday, which shall be defined as 8:00 a.m. - 9:00 a.m. and 4:00 p.m. - 6:00 p.m. respectively,
 - (ii) The implementation of traffic control measures designed to ensure construction traffic complies with approved exiting movements, and
 - (iii) In consultation with the Sheriff’s office, off duty Sheriff’s officers, or other appropriate personnel approved by the Sheriff’s office, shall be used, at the owners/developers expense, for traffic control on Mountain Road during peak construction vehicle trip hours to and from the Property and peak hours of construction worker shift changes, as determined in coordination with the Sheriff’s office or other County Administration official(s).
- (c) The construction management plan shall address measures to reduce dirt, dust and rocks on Mountain Road.
- (d) No Construction Access shall be permitted from Winns Church Road.
- (e) At least one public liaison must be identified by the applicant/owner in the construction management plan. The applicant/owner must provide a phone number and email address during periods of active construction of the project. At a minimum, the information must be provided to Hanover County’s Public Information Officer for publication on the County’s website, social media, and/or other public platforms. The liaison must act as a point of contact between members of the public and construction crews. The liaison must be available (either by phone or email) or have a means for voicemail or messages to be received during active construction hours and will respond to questions related to the project or property within a specified timeframe to be defined in the construction management plan. The liaison role must commence upon issuance of the first land disturbance permit issued for the project or property and must remain a minimum of six (6) months following the County’s issuance of the final certificate of occupancy for the project.

16. Water and Sewer. Applicant agrees that the Project shall be connected to the County's water and wastewater infrastructure. In addition, the Applicant agrees to the following:
- (a) Design and Construction Costs: The development shall 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 is strictly prohibited.
 - (c) Data Center Cooling: The Project shall use air cooling systems or recirculating evaporative cooling systems for all data center buildings on the Property, or other new technology, as evidenced by manufacturer printed material, and will use water provided by the municipal system. Single pass cooling shall not be used. The Project shall not withdraw onsite groundwater or surface water for cooling purposes associated with data center uses.
 - (d) Cash Proffer Payment for Public Water Infrastructure: To address peak water demands and necessary fire flow for the development of a data center use, the owner/developer shall make the following payments to Hanover County for use by the Department of Public Utilities for the specified purposes:
 - (i) At the time of the first plat or plan submission to a state agency or department or to Hanover County in connection with a data center use, this submission shall include a \$1,500,000 payment to Hanover County for the design of a 15MGD booster pump station with two 1 MG water storage tanks ("First Payment") (unless a later time is approved by the Director of Public Utilities based on the time the Department of Public Utilities needs to design the 15MGD booster pump station with two 1 MG water storage tanks); and
 - (ii) After payment of the First Payment and no later than 30 days after the Department of Utilities notifies the owner/developer that bids were received for the award of a contract for the installation of the 1MG water storage tank and a booster pump station, \$13,500,000 shall be paid to Hanover County for the construction of the 1 MG water storage tank and the booster pump station with initial pumping capacity of 5 to 7.5 MGD, with the ability for future expansion ("Second Payment").
 - (e) Land Dedication: The owner shall dedicate up to two acres for the construction of two 1 MG water storage tanks and associated infrastructure to support the recommendations of the County's Water Supply Resiliency Study. The final location of the water storage tank shall be located outside of any Building Area designated on the Conceptual Plan and shall be approved by the Director of the Department of Public Utilities at the time of plans review. This dedication shall occur prior to approval of the first site plan but no later than the Second Payment.

17. Gateway Entrance Feature. A project gateway entrance feature will be constructed in the general location of the primary site access on Route 33/Mountain Road, as generally illustrated on the Concept Plan. The design and materials to be used for this gateway entrance feature shall be submitted with, or prior to, the first site plan application for Building Area 1 for review and approval by the Planning Director for compliance with the requirements in this Proffered Condition.

(a) The gateway entrance feature shall include:

- (i) A design that emphasizes arrival to the Industrial Zone for the Route 33/Mountain Road Corridor, which design is typified on page 27 of the U.S. Route 33 Gateway Small Area Plan (as of the date hereof).
- (ii) Use of monument signage in accordance with Proffered Condition 7(b)(i) above, except that materials used shall compliment the materials allowed to be used for buildings.
- (iii) Landscaping around the monument signage to include layered plantings with a mix of plant types and sizes without obstructing views.

(b) Also, the gateway entrance feature shall include one of the following improvements incorporated into the entrance feature or at a secondary location near the primary site access on Route 33/Mountain Road and between the security shed and Route 33/Mountain Road:

- (i) Plaza or other hardscape feature,
- (ii) Public Art,
- (iii) Water Feature, or
- (iv) Other similar entrance improvement approved by the Planning Director.

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

WITNESS the following signature:

OWNERS:

Marchetti Properties III, LLC, a Virginia limited liability company;
Marchetti Properties II, LLC, a Virginia limited liability company;
Staples Mill Square Holding LLC, a Virginia limited liability company;
G.M. Tribble, Jr., and Brenda R. Tribble; and Tyson Farms, Inc., a North
Carolina corporation, f/k/a Holly Farms Foods, Incorporated, f/k/a Holly
Farms Poultry Industries, Inc.

By: _____

Jeffrey P. Geiger, Attorney-in-Fact for all Owners

Date: _____, 2026

COMMONWEALTH OF VIRGINIA

CITY OF RICHMOND, to-wit:

I, _____, a Notary Public for the
Commonwealth of Virginia, at-large, do certify that Jeffrey P. Geiger, whose name is signed to
the above, bearing date on the ____ day of _____, 2026, has acknowledged the same before me
in my State aforesaid.

Given under my hand this ____ day of _____, 2026.

[SEAL]

My commission expires: _____

Exhibit A

Concept Plan

See that certain plan entitled “Mountain Road Technology Park Concept Plan and Conditional Use Permit, Hanover County, Virginia”, prepared by Norris Design and Kimley Horn, dated April 30, 2026.

Exhibit B

Elevations – Illustrative Examples

