



**REGULAR AGENDA
BOARD OF SUPERVISORS
SEPTEMBER 17, 2024**

5:00 P.M. - CALL TO ORDER - ROLL CALL OF MEMBERS - INVOCATION - PLEDGE OF ALLEGIANCE

PRESENTATIONS

PRESENTATION OF A PROCLAMATION RECOGNIZING SEPTEMBER 15 TO OCTOBER 15, 2024, AS NATIONAL HISPANIC HERITAGE MONTH

ADDITIONS - DELETIONS AND APPROVAL OF THE REGULAR AGENDA

ADD-ON TO ITEM # 10

REVISED PROFFER AMENDMENT

REVISED PROFFER AMENDMENT REDLINE

WORK SESSION ITEMS

1. CAPITAL PROJECTS TRANSPORTATION; TRANSPORTATION FUNDING AND ENGINEERING UPDATES
2. CAPITAL PROJECTS PUBLIC CONSTRUCTION; LAND ACQUISITION FOR UTILITIES AND CENTRAL SERVICES COMPLEX UPDATE
3. UTILITIES; SEPTAGE POLICY AND RATE UPDATES

PRESENTATIONS/REPORTS BY DEPARTMENTS

4. BUDGET AND MANAGEMENT: YEAR END (UNAUDITED) FINANCIAL REPORT
5. CAPITAL PROJECTS TRANSPORTATION; CONSIDER SUPPORTING CREATION OF A REGIONAL TRANSPORTATION AUTHORITY (RTA)
PROPOSED RESOLUTION R24-286
BACKGROUND SUMMARY: BOARD CONSIDERATION TO SUPPORT AN RTA AND ADD TO LEGISLATIVE PROGRAM.
6. CAPITAL PROJECTS TRANSPORTATION; CONSIDER A REQUEST FROM THE TRANSPORTATION IMPACT FEE ADVISORY COMMITTEE TO EXTEND ITS RECOMMENDATION DEADLINE
PROPOSED RESOLUTION R24-299
BACKGROUND SUMMARY: APPROVES EXTENSION.

6:15 P.M. - CLOSED MEETING

COUNTY ADMINISTRATION; A RESOLUTION TO AUTHORIZE CLOSED MEETING

PROPOSED RESOLUTION CM24-25

BACKGROUND SUMMARY: APPROVES RESOLUTION.

PROFFER STATEMENT
#RC2023154931
Applicant: Stafford Technology LC

- u. Solar facility other than what is used to provide energy to the buildings or structures on the Property;
 - v. Truck stop; and
 - w. Vehicle fuel sales.
3. Site Layout - For purposes of the final site plan (which will supersede the GDP after County approval), proposed parcel lines, parcel sizes, building envelopes and footprints, access points, building sizes, building locations, waste facilities, parking areas, recreational and open space areas, public road locations, private driveways, road and travelway locations, buffers, interparcel connectors, RPAs and wetland areas, utility locations, storm water management facilities, and dimensions of undeveloped areas shown on the GDP may be relocated and/or amended from time to time by the Applicant to address changes in market conditions, final development, engineering, and design requirements and/or compliance with federal or state agency regulations including, but not limited to, Virginia Department of Transportation (“VDOT”), Virginia Department of Environmental Quality, Army Corps of Engineers, etc.
4. Maximum Lot Coverage - Floor area (1.0) and open space (0.25) requirements on the Property shall be calculated on a cumulative basis and not on a percentage of each subdivided parcel. A tabulation shall be provided on all site plans related to the Property depicting overall floor area and open space. In no event shall the maximum FAR on the Property allow for more than 4,365 average vehicle trips per day as calculated in Proffer 26 below.
5. Height - The maximum height of any data center building on the Property may be one hundred and five feet (105'). Height shall be measured based on the existing definition of height in the Zoning Ordinance in effect at the time of approval of this rezoning. Approval of this rezoning shall not require any further conditional use permit for an increase in the height.
6. Electric Substations - Subject to Comprehensive Plan Compliance Review approval(s), there may be electric substations on the Property to serve uses on the Property. A maximum of (6) electric substations shall be permitted on the Property without requiring any further conditional use permit(s). In the event seven or more substations are needed on the Property, each additional substation over six (6) shall require a conditional use permit. In addition, electric substations on the Property shall be subject to the following standards:
- a. Decommissioning of Electric Facilities - No less than ninety (90) days prior to the planned abandonment of the electric transmission and substation facilities located on the Property (the “Electric Facilities”), the Applicant (or future owner of the Electric Facilities) shall provide written notice to the Zoning Administrator of its

PROFFER STATEMENT

#RC2023154931

Applicant: Stafford Technology LC

intent to abandon such use. Within one-hundred eighty (180) days of the notice of abandonment, the Applicant (or future owner of the Electric Facilities) will dismantle the Electric Facilities and restore the Property to its natural state pursuant to the prevailing industry standards.

- b. Height - Structures associated with the Electric Facilities within the substation pad areas shall not exceed ninety-five feet (95') in height. Transmission structures may be taller than ninety-five feet (95').
- c. Location - Substations on the Property shall be located adjacent to the new connector Road or in the event the Connector Road is not constructed, adjacent to where the Connector Road is shown on the GDP. In the event a substation is located to the south of the new Connector Road, or in the event the Connector Road is not constructed, adjacent to where the Connector Road is shown on the GDP, the substation may not be located within five hundred and fifty feet (550') from Tax Map Parcels 38-22, 38-125, 38-126, and 38-130. In the event the aforementioned parcels are zoned for to any nonresidential zoning category this Proffer shall not apply.
- d. Vehicle & Equipment Storage - Except during construction activity for the project, no commercial vehicles or equipment may be stored on substation pad site areas for more than a 48-hour period, except in cases of an emergency or equipment repair and maintenance. Notwithstanding the foregoing, the County's Zoning Administrator may approve the Applicant's (or future owner of the Electric Facility's) written request to temporarily store commercial vehicles or equipment on or within the substation pad site areas for a reasonable period of time, subject to County requirements.

DESIGN

- 7. Data Center Building Location - In no event shall the principal data center building or equipment yards be located within one hundred fifty feet (150') of the Property line adjacent to Tax Map Parcels 38-22, 38-125, 38-126, and 38-130. A fifty foot (50') transitional Type C buffer per the Design and Construction Standards for Landscaping, Screening, and Buffering dated May 21, 2019, shall be required. In the event any of the aforementioned Tax Map Parcels are rezoned to a use that is not residential, this Proffer shall not apply.
- 8. Design Guidelines - Any data center buildings constructed on the Property shall meet the following design guidelines.

PROFFER STATEMENT
#RC2023154931
Applicant: Stafford Technology LC

- b. Fencing - Security fencing shall be provided around the perimeter of the Property, each data center building, or multiple data center buildings. Security fencing shall be at least eight feet (8') in height, include an appropriate anti-climbing device, and shall be secured with gates. Security fencing shall be installed interior to any required buffer. If necessary, the Applicant will provide an emergency box for emergency personnel access only. The details for emergency access will be determined at site plan. Notwithstanding the foregoing, said security fencing shall not apply to any fences enclosing utility infrastructure on the Property, including without limitation, electric transmission and substation facilities,
 - c. Roof Design - The roof shall be light colored.
 - d. Screening of Mechanical Equipment - Ground level and rooftop equipment shall be screened from Eskimo Hill Road, Richmond Highway and abutting residentially zoned properties. Said screening may be provided by a principal building, existing vegetation, berms, landscaping, visually solid fence, screen wall or panel, parapet wall or other visually solid screen shall be constructed of materials generally compatible with those used in the exterior construction of the buildings, or a combination thereof. In the event Tax Map Parcels 38-125, 38-126, and/or 38-130 are still zoned A-1 and planned for residential uses screening shall address both visual screening and sound attenuation. In addition, generators that are facing the above-mentioned tax map parcels and not screened by buildings shall be screened by a solid wall.
 - e. Trash Enclosures - Outdoor refuse collection enclosures will be provided at locations that are unobtrusive and are fully screened from the public right-of-way.
 - f. Compliance - Compliance with this Proffer shall be evidenced with the submission of the site plan and building elevations for review and approval.
9. Tree Preservation Areas - The Applicant shall provide tree preservation in the areas as generally shown on the GDP. The tree preservation areas shall remain undisturbed except for the removal or chipping-in-place of dead and dying trees, supplemental plantings, utilities and associated easements, stormwater management facilities, and for the location of public facilities. In no event shall the total tree preservation area on the Property be less than sixty-three (63) acres. The Applicant shall provide a running tabulation of the total tree preservation areas on the Property on each site plan submitted for the Property (even if the site plan submitted does not contain tree preservation area). Notwithstanding anything to the contrary, the final tree preservation areas shall be subject to the final development, engineering, and design requirements for the project.

PROFFER STATEMENT
#RC2023154931
Applicant: Stafford Technology LC

FIRE AND RESCUE

10. Fire Command Center - In the event data center buildings are constructed on the Property, each data center building shall be equipped with a fire command center (room) constructed on the Property in accordance with the Virginia Construction Code.
11. Fire Rated Stairwells - Any multistory building constructed on the Property shall be constructed with a minimum of two (2) stairwells to each level and a minimum of one (1) stairwell providing access to the roof.
12. Monetary Contribution - The Applicant shall make a monetary contribution to Stafford County Board of Supervisors in the amount of one million five hundred thousand dollars (\$1,500,000) to be used for fire and rescue purposes. Said contribution shall be paid at the time of issuance of the building permit for the first data center building on the Property.
13. NFPA 14 Standpipe System - Any multistory building constructed on the Property shall contain a NFPA 14 Standpipe system for fire department operations.
14. Sprinkler System - Any data center building constructed on the Property shall be fully fire sprinklered with floor control valve assemblies on each level. Said sprinklers shall be a NFPA 13 standard or the standard in effect at the time of development of each building.

NOISE

15. Data Center Noise - Notwithstanding and in addition to the applicable Noise Ordinance, Stafford County Code Chapter 16, and as may be amended (the “Stafford County Noise Ordinance”) any noise which emanates from any operation, activity, or source on the Property, including, but not limited to, heating and cooling system(s), between the hours of 7:00 a.m. and 10:00 p.m. weekdays and from 9:00 a.m. to 10:00 p.m. on Saturdays, Sundays, and legal holidays observed by the County government, shall be subject to the following maximum permissible sound levels: 55 dBA (in residential and mixed use zoning districts), 65 dBA (in commercial and office zoning districts), and 79 dBA (in industrial zoning districts). Any noise which emanates from any operation, activity, or source on the Property, including, but not limited to, heating and cooling system(s), between the hours of 10:00 p.m. and 7:00 a.m. weekdays and from 10:00 p.m. to 9:00 a.m. on Saturdays, Sundays, and legal holidays observed by the County government, shall be subject to the following maximum permissible sound levels: 55 dBA (in residential and mixed use zoning districts), 60 dBA (in commercial and office zoning districts), and 72 dBA (in industrial zoning districts). Such levels shall be measured at the Property boundary or at any point within any other property affected by the noise. When a noise source can be identified and its noise measured in more than one zoning district classification, the limits of the most

PROFFER STATEMENT
#RC2023154931
Applicant: Stafford Technology LC

restrictive classification shall apply. Notwithstanding the above, any person, with lawfully obtained permits, who between the hours of 6:00 a.m. and 10:00 p.m. weekdays and between the hours of 9:00 a.m. and 10:00 p.m. on Saturdays, Sundays and legal holidays observed by County government operates or causes to be operated any equipment used in construction, repair, testing, alteration or demolition work on buildings, structures, alleys or appurtenances thereto in the outdoors and/or testing of generators shall not be subject to the levels enumerated above. Additionally, persons performing construction of public projects, repair or maintenance work for such projects or persons performing work for private or public utilities for the repair of facilities or restoration of services shall not be subject to the levels enumerated above. Furthermore, substations shall not be subject to the levels enumerated above or Proffer 16 below.

16. Prominent Discrete Tone Noise - For any source of sound that has a prominent discrete tone component, the levels established by Proffer 15 above shall be reduced by 3 dBA. The term “prominent discrete tone” shall be defined as an instance when one-third octave band sound pressure level in the band with the tone exceeds the arithmetic average of the sound pressure levels of the 2 contiguous one-third octave bands by:
 - a. 5 dB for center frequencies of 500 Hz and above;
 - b. 8 dB for center frequencies between 160 and 400 Hz; or
 - c. 15 dB for center frequencies less than or equal to 125 Hz.
17. Emergency Operations - Emergency operations shall not be subject to the limitations outlined in Proffer 15 or Proffer 16 above. For the purposes of this section, the term “emergency” shall mean any situation arising from sudden and reasonably unforeseen events beyond the control of the facility, which situation requires the immediate use of the emergency generators to restore normal operation of the facility.
18. Sound / Noise Measurements - Sound or noise measurements shall be taken to confirm compliance with Proffer 15 and Proffer 16, six (6) months after a final occupancy permit for each data center building is issued and then annually between the months of June and August. This requirement shall expire five (5) years after the issuance of the final occupancy permit for the final data center building on the Property. Said sound or noise measurements shall be taken at varied locations including those along the north and south property boundaries. Any sound or noise measurement must be conducted by a professional third-party acoustical consultant who has knowledge and experience taking such measurements (“Acoustical Consultant”). The Acoustical Consultant shall measure sound or noise with sound level meters which meet the standards prescribed by the ANSI: Type 2. The Acoustical Consultant shall only use sound level meters and other instruments that have been maintained in calibration and good working order. The Acoustical Consultant shall calibrate the sound level meter at the time of any noise measurement. The Acoustical

PROFFER STATEMENT
#RC2023154931
Applicant: Stafford Technology LC

Consultant shall only record measurements which were taken so as to provide a proper representation of the noise source and shall note and exclude extraneous noise events (for example noise generated from airplanes, traffic, weather, construction, emergency generators). During the measurement, the Acoustical Consultant will position the microphone so as not to create any unnatural enhancement or diminution of the measured noise and will use a windscreen for the microphone. Sound level measurements shall be based on the “Leq” during the measurement interval, using a minimum measurement interval of one minute for a constant sound source or a thirty-minute measurement for a noncontinuous sound source. During a measurement interval, the “Lmax” associated with facility may exceed the sound level limits of Proffer 15 and Proffer 16 above by no more than 15 dB(A). For the purposes of this section, the “Lmax” means the maximum sound over a measurement interval determined by using a sound level meter set to “fast” response time, and “Leq” means the equivalent sound level, that is the constant sound level in a given time.

19. Sound Studies - Prior to the approval of each final site plan for the Property, the Applicant shall provide a Sound Study (the “Sound Study”) that is specific to the proposed site layout and building type shown on said site plan. For purposes of this Proffer a final site plan does not include a major grading plan. This Sound Study shall include recommendations for any necessary mitigation measures and the Applicant shall implement the mitigation measures on the final site plan as a condition of final site plan approval. In the event mitigation measures are building related, said measures shall be included in the building plans prior to issuance of a building permit. In the event the sound study shows compliance with the above Proffer 15 and Proffer 16, no further mitigation measures shall be required by Stafford County.

PUBLIC UTILITIES

20. Utility Infrastructure Improvements - In accordance with applicable County requirements, the Applicant will design, permit, and construct all off-site and on-site potable water and sewer improvements required to provide such service for the demand generated by the development on the Property, including to support the “bridging water” and “bridging sewer” for the project as outlined in 20.a. and 20.b. below. Design of these utility infrastructure improvements shall be submitted by Applicant to the County following rezoning approval and is subject to approval by the County and such approval will not be unreasonably denied, withheld, or delayed. Notwithstanding the foregoing, the capacity, design, permitting, and construction specifications for these improvements, along with details regarding funding, bonding, and construction obligations will be described and performed in accordance with the separate water service agreement between Applicant and County (the “Water Service Agreement”). The Water Service Agreement, substantially complete and in accordance with any agreed upon water service term sheet, shall be submitted by Applicant to the County within 60 days of approval of this rezoning. Neither the County nor the Applicant will unreasonably delay consideration, negotiation, and

PROFFER STATEMENT

#RC2023154931

Applicant: Stafford Technology LC

approval of the Water Service Agreement. The Water Service Agreement shall include a capped maximum capacity for bridging water and bridging sewer until reuse water becomes available. The Water Service Agreement shall be approved prior to the issuance of the first occupancy permit (temporary or final) on the Property. For purposes of this Proffer 20 and Proffer 21 “bridging water” shall mean temporary potable water used for data center cooling and “bridging sewer” shall mean the upgrades to the sewer system to support the load from bridging water.

- a. Bridging Water Improvements - To allow for public potable water required to be used for industrial cooling in data center buildings prior to and until the Reuse Water System becomes available to the Property (constructed, operational, and located to the Property boundary), the following infrastructure improvements need to be constructed by the Applicant, or others:
 - i. Pumping station along Centreport Parkway; and
 - ii. Water line connecting from Centreport Parkway to the existing waterline along Richmond Highway.
- b. Bridging Sewer Improvements - To allow for sewer required to be used for data center buildings prior and until the Reuse Water System becomes available to the Property (constructed, operational, and located to the Property boundary), the following infrastructure improvements need to be constructed by the Applicant, or others:
 - i. Upgrades to the Potomac Creek Sewer Pump Station to increase capacity; and
 - ii. Upgrades to the receiving sewer force main exiting from Potomac Creek Sewer Pump.
- c. Scope: The scope defining the aforementioned Bridging Water and Bridging Sewer improvements will be defined in the Water Service Agreement and are subject to change at execution or future amendments thereto.
- d. Maximum Bridging Water Capacity - The maximum bridging water capacity for the Project shall be limited to the first to occur: (i) the use of a maximum of one million (1,000,000) gallons per day of potable water for industrial cooling of the data center buildings constructed (which includes receipt of a certificate of occupancy permits to operate) on the Property; or (ii) six (6) data center buildings (which includes receipt of a certificate of occupancy permits to operate) that utilize potable water for cooling prior to and until the Reuse Water System becomes

PROFFER STATEMENT
#RC2023154931
Applicant: Stafford Technology LC

available to the Property (constructed, operational, located to the Property boundary, and connected to the data center buildings). The Water Service Agreement shall further limit the maximum bridging water capacity for the project to five (5) data center buildings. In the event, there is additional capacity the Water Service Agreement may be amended by approval of the Board of Supervisors to allow for six (6) data center buildings.

21. Reuse Water

- a. Reuse Water Use: The Applicant agrees that all public water demands required-to be used for industrial cooling for data centers will utilize reuse water as the sole primary water source once the Reuse Water System is completed and extended to the Property boundary. Should the Reuse Water System Project become delayed or unavailable due to necessary repairs or unforeseen disruptions as outlined in the Water Service Agreement, the Applicant must then obtain approval via an amendment of these proffers for any additional Bridging Water and Bridging Sewer needs over the maximum allotted in Proffer 20.d., except as otherwise outlined in Proffer 21.d. below.
- b. Reuse Water System: To allow for use of Reuse Water for industrial cooling in data center buildings the following infrastructure improvements (“Reuse Water System” as used throughout this Proffer Statement) shall be completed (constructed, operational, located to the Property boundary, and data center buildings on the Property connected) by the Applicant, or others:
 - i. Reuse Water and return sewer piping;
 - ii. Reuse Water storage on the Property;
 - iii. New Potomac Creek Sewer Pumping Station capable of pumping to the Aquia Waste Water Treatment Facility;
 - iv. Applicant will contribute funding for necessary upgrades to the capacity of the Aquia Wastewater Treatment Facility that allow to treat flow from the Stafford Technology Campus that are currently outside of the Urban Services Area.
 - v. Permanent Cooling Water Infrastructure, as defined in the AWS WATER AND WASTEWATER INFRASTRUCTURE AGREEMENT entered into by Amazon Data Services, Inc. and Stafford County, Virginia, and approved by the Board of Supervisors on July 2, 2024, as may be amended; and

PROFFER STATEMENT

#RC2023154931

Applicant: Stafford Technology LC

- vi. Any other improvements outlined and included in the executed Water Service Agreement as may be amended.
 - c. Timing & Scope: The timing and scope of the above-mentioned improvements shall be outlined in the Water Service Agreement and are subject to change at execution or future amendments thereto. The Applicant shall include language in the Water Service Agreement that assigns phasing of the development on the Property for data centers requiring potable water for cooling systems that is tied to key milestones in the Reuse Water System's construction and progress.
 - d. In the event the Reuse Water System construction has not commenced prior to December 31, 2028, and the Applicant requires public water for data center cooling, then the Applicant shall undertake reasonable good faith efforts to assume the responsibility of constructing the Reuse Water System through assignment of the obligation from applicable third parties, which shall be approved by Stafford County. Notwithstanding Proffer 21.a. above, in the event the responsibility is not assigned or the Reuse Water System is not approved, the Applicant shall either (1) provide a monetary contribution to Stafford County for improvements that would provide for sufficient potable water capacity upgrades to Stafford County's water infrastructure system that would allow for the use of potable water for permanent data center cooling; or (2) construct improvements that would provide sufficient potable water capacity upgrades to Stafford County's water infrastructure that would allow for the use of potable water for permanent data center cooling. The monetary contribution amount or required upgrades shall be determined and agreed upon at any period prior to December 31, 2032.
22. Permitting & Compliance - Except as provided herein or otherwise agreed between the Applicant and the County, the Applicant will obtain all necessary governmental permits to construct the Infrastructure Improvements. The Infrastructure Improvements will comply with all applicable categorical pretreatment standards, local limits, Federal, State, and Local code prohibitions, and individual permits. In accordance with the Water Service Agreement, the Applicant will dedicate and convey to the County the Infrastructure Improvements, along with associated governmental approvals and warranties held by the Applicant that are necessary for the County's ongoing operation and maintenance of the Infrastructure Improvements, if any. The Applicant will also grant and convey to the County access and related easements for all Infrastructure Improvements to be publicly owned and operated within all dedicated easement areas.
23. Offsite Easements - The Applicant will be responsible to use commercially reasonable efforts to acquire all off-site utility and right-of-way easements to construct, locate, and maintain the Utility Infrastructure Improvements (the "Utility Infrastructure Easements"). In the event the Applicant is unable to purchase or obtain said necessary Utility

TRANSPORTATION

24. Access - Access to the Property shall be provided as shown on the GDP, subject to VDOT and County approval at the time of site plan. Subject to VDOT approval, access points may be added or eliminated. Notwithstanding the above, direct access from Tax Map Parcel 38 124 on to Richmond Highway shall be prohibited.
25. Interparcel Connections
- a. Tax Map Parcels 38-125 and 38-130 - In the event Tax Map Parcels 38-125, and 38-130 do not have direct access to a future connector road to Eskimo Hill Road or Richmond Highway, the Applicant shall construct an interparcel connection to said parcels with the final location to be determined by the Applicant at final site plan.
 - b. Tax Map Parcel 38-126 - The Applicant shall provide a sixty foot (60') wide easement to be used for an access road or dedicated for future right-of-way for access from Tax Map Parcel 38-126 to the future connector road. The road to be constructed within the access easement shall be constructed by others. The final location of said easement shall be at the sole discretion of the Applicant and shall be dedicated prior to the issuance of the final site plan approval that includes the easement area.
26. Maximum Trip Generation - The combined uses on the Property shall not exceed 4,356 average vehicle trips per day. The average vehicles per day ("VPD") for data center uses shall be calculated using the AWS Data Center Trip Generation Assessment, prepared by Bowman, dated March 1, 2023, as utilized in the traffic impact study for Stafford Technology LC In no case shall the Applicant be responsible for additional studies, traffic counts, or other interpretation other than the data available in the AWS Data Center Trip Generation Assessment, prepared by Bowman, dated March 1, 2023. For calculating the VPD for any use that is not a data center use the VPD shall be calculated using the 11th edition of the ITE Trip Generation Manual. The Applicant shall submit a running tabulation of the vehicle trips per day for each use as part of the review of each construction plan submitted for the Property.
27. Transportation Improvements - Subject to County, VDOT, and/or other federal, state or local agency approval, the Applicant shall make the following road improvements. The transportation improvements outlined below are in lieu of any applicable transportation impact fees and as full credit for transportation impact fees per County Code Sec. 13.5-7 and Virginia Code 15.2-2324.

PROFFER STATEMENT

#RC2023154931

Applicant: Stafford Technology LC

- a. Construction Mitigation Plan - Prior to final site plan approval for each phase of development of the Property, a construction mitigation plan will be drafted by the Applicant ("Construction Mitigation Plan") and submitted for review and concurrence to the County's Director of Development Services and Director of Capital Projects. The Construction Mitigation Plan will address, at minimum, construction traffic control measures, including any mitigation measures to be implemented during weekday AM and PM peak travel hours and school bus travel times along shared construction truck routes to and from the Property, access points, and dust control.
- b. Delivery Notification - The Applicant agrees to provide the County's Director of Development Services & Community Development and Director of Capital Projects with at least forty-eight (48) hours written notice prior to any expected large or oversized deliveries to Property and/or any significant, heavy construction presence on the Property.
- c. Public Liaison - The Applicant agrees to designate at least one public liaison and publicize a toll-free phone number and email address during construction on the Property. At minimum, the information must be published on the Applicant's website and provided to the County's Public Information Officer for publication on the County's website and other social media. The liaison must act as a point of contact between citizens and construction crews. The liaison must be available in person and by phone during active construction hours and must respond to any questions related to the project or Property. The liaison role will commence prior to issuance of a land-disturbing permit and must remain a minimum of six (6) months following the issuance of the final certificate of occupancy for each building constructed on the Property.
- d. Joint Construction Traffic Reaction Team - If requested by the County, the Applicant must participate in a Joint Construction Traffic Reaction Team, which may include members of County staff and VDOT, the County Sheriff's Office, County Fire and Rescue Department, and the Virginia State Police to identify and expeditiously resolve or mitigate traffic issues that may arise during the construction on the Property. The Applicant agrees to assist in resolving and implementing solutions to traffic issues.
- e. Pavement Damage - At the Applicant's expense, damage to pavement on the roads, including shoulders and aprons, attributable to construction on the Property must be repaired by the Applicant within one hundred and twenty (120) days of the issuance of the final certificate of occupancy for a building on the Property. However, if the Applicant receives notice from the County's Transportation Planner or VDOT staff stating that the damage to roads, including shoulders and

PROFFER STATEMENT

#RC2023154931

Applicant: Stafford Technology LC

aprons, has made a road unsafe, the Applicant will initiate the process of said repairs within forty-eight (48) hours of written notice from the County and/or VDOT.

- f. Land Clearing - The Applicant commits to clearing the Property in phases based on development of each campus in accordance with applicable County Code requirements and will not mass grade the entire Property at one time.
30. Applicant Point of Contact - Prior to the first certificate of occupancy permit issued for the Property, the Applicant will provide the County a community point of contact(s) through its "STACK- Public Affairs" department and any other appropriate contact person as determined by the Applicant.
31. Emergency Management Action Plan - The Applicant shall develop an emergency management action plan with Stafford County Public Safety divisions to ensure site safety management coordination and provide 24-hour emergency contact information at the entrance to the facility. Said Emergency Management Action Plan shall be submitted prior to the issuance of a building permit for each building.
32. General Development Schedule - The Applicant shall provide the County's Zoning Administrator with a written update and general projected development schedule for the Property (the "General Development Schedule"). The General Development Schedule shall forecast the proposed development activities related to the Property for the next thirty-six (36) months, subject to modification by the Applicant upon material changes to said General Development Schedule. The obligation of this Proffer 32 shall expire upon the full development of the Property.
33. Third Party Contractors - Should the County determine, in its sole discretion, that the size and scope of the proposal associated with data center buildings requires the County to rely upon contracted, or to other contract with, third parties to meet its obligations as they relate to reviewing, permitting and enforcing any aspect of the Project, the Applicant, after approving the costs for said contractors, will reimburse the County's incurred, reasonable costs or fund the County's reasonable estimates for the said third party contractors as set out in the County Code or other requirements. The Applicant will not unreasonably withhold approval of the costs. The Applicant will fund or reimburse the County's reasonable costs through (1) providing funds to the County upfront based on the County's reasonable estimates prior to the third party work and thereafter supplementing the estimated amounts paid, if necessary, by funding the actual, reasonable costs upon completion of the work; or (2) by reimbursing the County after the County has expended funds for the third party work, either, both, or a combination thereof, all as determined by the County. In the alternative, the County (after review and verification) may direct its contractors, vendors, and other third parties providing services in support of the County to

PROFFER STATEMENT

#RC2023154931

Applicant: Stafford Technology LC

present to the Applicant with their invoices directly, which the Applicant will review and approve, and thereafter pay on behalf of the County within thirty (30) days of its receipt. The Applicant will not unreasonably withhold approval of the invoices. Any late fees or costs accrued based upon the Applicant's failure to pay invoices timely presented to it by the County will be the responsibility of the Applicant. The third-party costs paid by the Applicant hereunder will not be refunded under any circumstance, except in the event if the County unreasonably refuses to commence, or complete, once begun, the third-party work on the Property for which the third parties were contracted. This Proffer pertains to the initial development of the data centers building on the Property and construction activities on the Property and shall expire after final bonds for the last data center building constructed on the Property have been released.

34. Generator Testing - The testing of data center building generators shall be limited to weekdays between the hours of 7AM and 6PM.
35. Severability - If any term or provision of these proffers or the application thereof is deemed invalid or unenforceable, the remainder of these proffers, other than those as to which it is held invalid or unenforceable, will not be affected thereby, and each such terms and provisions of these proffers shall remain valid and enforced to the fullest extent permitted by law.

SIGNATURE APPEARS ON FOLLOWING PAGES

PROFFER STATEMENT

#RC2023154931

Applicant: Stafford Technology LC

Date: ~~June 17~~ July 18, 2024

relocated and/or amended from time to time by the Applicant to address changes in market conditions, final development, engineering, and design requirements and/or compliance with federal or state agency regulations including, but not limited to, Virginia Department of Transportation (“VDOT”), Virginia Department of Environmental Quality, Army Corps of Engineers, etc.

4. Maximum Lot Coverage - Floor area (1.0) and open space (0.25) requirements on the Property shall be calculated on a cumulative basis and not on a percentage of each subdivided parcel. A tabulation shall be provided on all site plans related to the Property depicting overall floor area and open space. In no event shall the maximum FAR on the Property allow for more than 4,365 average vehicle trips per day as calculated in Proffer 25 below.
5. Height - The maximum height of any data center building on the Property may be one hundred and five feet (105'). ~~Roof structures, mechanical equipment, equipment platforms, parapet walls, screen walls, elevator shafts, stair wells, penthouses, antennas and/or enclosures may exceed one hundred and five feet (105')~~ Height shall be measured based on the existing definition of height in the Zoning Ordinance in effect at the time of approval of this rezoning. Approval of this rezoning shall not require any further conditional use permit for an increase in the height.
6. Electric Substations - Subject to Comprehensive Plan Compliance Review approval(s), there may be electric substations on the Property to serve uses on the Property. A maximum of (6) electric substations shall be permitted on the Property without requiring any further conditional use permit(s). In the event seven or more substations are needed on the Property, each additional substation over six (6) shall require a conditional use permit. In addition, electric substations on the Property shall be subject to the following standards:
 - a. Decommissioning of Electric Facilities - No less than ninety (90) days prior to the planned abandonment of the electric transmission and substation facilities located on the Property (the “Electric Facilities”), the Applicant (or future owner of the Electric Facilities) shall provide written notice to the Zoning Administrator of its intent to abandon such use. Within one-hundred eighty (180) days of the notice of abandonment, the Applicant (or future owner of the Electric Facilities) will dismantle the Electric Facilities and restore the Property to its natural state pursuant to the prevailing industry standards.
 - b. Height - Structures associated with the Electric Facilities within the substation pad areas shall not exceed ninety five feet (95') in height. This height limitation shall not apply to transmission structures.

PROFFER STATEMENT

#RC2023154931

Applicant: Stafford Technology LC

Date: ~~June 17~~ July 18, 2024

10. Fire Command Center - In the event data center buildings are constructed on the Property, each data center building shall be equipped with a fire command center (room) constructed on the Property in accordance with the Virginia Construction Code.
11. Fire Rated Stairwells - Any multistory building constructed on the Property shall be constructed with a minimum of two (2) stairwells to each level and a minimum of one (1) stairwell providing access to the roof.
12. Monetary Contribution - The Applicant shall make a monetary contribution to Stafford County Board of Supervisors in the amount of one million five hundred thousand dollars (\$1,500,000) to be used for fire and rescue purposes. Said contribution shall be paid at the time of issuance of the building permit for the first data center building on the Property.
- ~~12.~~13. NFPA 14 Standpipe System - Any multistory building constructed on the Property shall contain a NFPA 14 Standpipe system for fire department operations.
- ~~13.~~14. Sprinkler System - Any data center building constructed on the Property shall be fully fire sprinklered with floor control valve assemblies on each level. Said sprinklers shall be a NFPA 13 standard or the standard in effect at the time of development of each building.

NOISE

- ~~14.~~15. Data Center Noise - Notwithstanding and in addition to the applicable Noise Ordinance, Stafford County Code Chapter 16, and as may be amended (the "Stafford County Noise Ordinance") any noise which emanates from any operation, activity, or source on the Property, including, but not limited to, heating and cooling system(s), between the hours of 7:00 a.m. and 10:00 p.m. weekdays and from 9:00 a.m. to 10:00 p.m. on Saturdays, Sundays, and legal holidays observed by the County government, shall be subject to the following maximum permissible sound levels: 55 dBA (in residential and mixed use zoning districts), 65 dBA (in commercial and office zoning districts), and 79 dBA (in industrial zoning districts). Any noise which emanates from any operation, activity, or source on the Property, including, but not limited to, heating and cooling system(s), between the hours of 10:00 p.m. and 7:00 a.m. weekdays and from 10:00 p.m. to 9:00 a.m. on Saturdays, Sundays, and legal holidays observed by the County government, shall be subject to the following maximum permissible sound levels: 55 dBA (in residential and mixed use zoning districts), 60 dBA (in commercial and office zoning districts), and 72 dBA (in industrial zoning districts). Such levels shall be measured at the Property boundary or at any point within any other property affected by the noise. When a noise source can be identified and its noise measured in more than one zoning district classification, the limits of the most restrictive classification shall apply. Notwithstanding the above, any person, with lawfully obtained permits, who between the hours of 6:00 a.m. and 10:00 p.m. weekdays and

PROFFER STATEMENT

#RC2023154931

Applicant: Stafford Technology LC

Date: ~~June 17~~ July 18, 2024

to create any unnatural enhancement or diminution of the measured noise and will use a windscreen for the microphone. Sound level measurements shall be based on the “Leq” during the measurement interval, using a minimum measurement interval of one minute for a constant sound source or a thirty-minute measurement for a noncontinuous sound source. During a measurement interval, the “Lmax” associated with facility may exceed the sound level limits of Proffer ~~14~~ 15 and Proffer ~~15~~ 16 above by no more than 15 dB(A). For the purposes of this section, the “Lmax” means the maximum sound over a measurement interval determined by using a sound level meter set to “fast” response time, and “Leq” means the equivalent sound level, that is the constant sound level in a given time.

~~18~~ 19. Sound Studies - Prior to the approval of each final site plan for the Property, the Applicant shall provide a Sound Study (the “Sound Study”) that is specific to the proposed site layout and building type shown on said site plan. For purposes of this Proffer a final site plan does not include a major grading plan. This Sound Study shall include recommendations for any necessary mitigation measures and the Applicant shall implement the mitigation measures on the final site plan as a condition of final site plan approval. In the event mitigation measures are building related, said measures shall be included in the building plans prior to issuance of a building permit. In the event the sound study shows compliance with the above Proffer ~~14~~ 15 and Proffer ~~15~~ 16, no further mitigation measures shall be required by Stafford County.

PUBLIC UTILITIES

~~19~~ 20. Utility Infrastructure Improvements - In accordance with applicable County requirements, the Applicant will design, permit, and construct all off-site and on-site potable water and sewer improvements required to provide such service for the demand generated by the development on the Property, including to support the “bridging water” and “bridging sewer” for the project. Design of these utility infrastructure improvements shall be submitted by Applicant to the County following rezoning approval and is subject to approval by the County and such approval will not be unreasonably denied, withheld, or delayed. Notwithstanding the foregoing, the capacity, design, permitting, and construction specifications for these improvements, along with details regarding funding, bonding, and construction obligations will be described and performed in accordance with the separate water service agreement between Applicant and County (the “Water Service Agreement”). The Water Service Agreement, substantially complete and in accordance with any agreed upon water service term sheet, shall be submitted by Applicant to the County within 60 days of approval of this rezoning. Neither the County nor the Applicant will unreasonably delay consideration, negotiation, and approval of the Water Service Agreement. The Water Service Agreement shall include a capped maximum capacity for bridging water and bridging sewer until reuse water becomes available. The Water Service Agreement shall be approved prior to the issuance of the first occupancy permit (temporary or final) on the Property. For purposes of this Proffer ~~19~~ 20 and Proffer ~~20~~ 21 “bridging water” shall mean

PROFFER STATEMENT

#RC2023154931

Applicant: Stafford Technology LC

Date: ~~June 17~~ July 18, 2024

temporary potable water used for data center cooling and “bridging sewer” shall mean the upgrades to the sewer system to support the load from bridging water.

~~20.~~21. Reuse Water - The Applicant agrees that all industrial data center cooling water demands required for the project will utilize reuse water as the sole primary water source once the reuse water system is completed and extended to the Property boundary. Should the reuse water project become delayed or unavailable due to necessary repairs or unforeseen disruptions as outlined in the Water Service Agreement, the Applicant must then obtain approval from the Stafford County Department of Utilities for any additional bridging water and bridging sewer needs over the maximum allotted in the Water Service Agreement.

~~21.~~22. Permitting & Compliance - Except as provided herein or otherwise agreed between the Applicant and the County, the Applicant will obtain all necessary governmental permits to construct the Infrastructure Improvements. The Infrastructure Improvements will comply with all applicable categorical pretreatment standards, local limits, Federal, State, and Local code prohibitions, and individual permits. In accordance with the Water Service Agreement, the Applicant will dedicate and convey to the County the Infrastructure Improvements, along with associated governmental approvals and warranties held by the Applicant that are necessary for the County’s ongoing operation and maintenance of the Infrastructure Improvements, if any. The Applicant will also grant and convey to the County access and related easements for all Infrastructure Improvements to be publicly owned and operated within all dedicated easement areas.

~~22.~~23. Offsite Easements - The Applicant will be responsible to use commercially reasonable efforts to acquire all off-site utility and right-of-way easements to construct, locate, and maintain the Utility Infrastructure Improvements (the “Utility Infrastructure Easements”). In the event the Applicant is unable to purchase or obtain said necessary Utility Infrastructure Easements from off-site, third-party owners (other than the Applicant or entities related to the Applicant), the Applicant will request that the County acquires the necessary Utility Infrastructure Easements by means of its condemnation powers at the Applicant's sole expense. Said requests shall be made to the appropriate County department and shall be accompanied by the following:

- a. The names of the record owners, the property addresses, and tax map parcel numbers for each landowner from whom such Utility Infrastructure Easements are sought.
- b. Plats, plans and profiles showing the necessary Utility Infrastructure Easements to be acquired and showing the details of the proposed transportation improvements to be located on each such property.

PROFFER STATEMENT

#RC2023154931

Applicant: Stafford Technology LC

Date: ~~June 17~~ July 18, 2024

- ii. If the assessed value is greater than \$25,000 an independent appraisal of the value of the right-of-way and easements to be acquired, and any and all damages to the residue of the involved property, said appraisal to be performed by an appraiser licensed in Virginia and approved by the County.
- d. A 60-year title search of each involved property.
- e. Documentation demonstrating to the County's satisfaction Applicant's good faith, best efforts to acquire the right-of-way and/or easements, at a cost of at least the appraised value of the involved property interests.
- f. A letter of credit acceptable to the County, cash or equivalent (from a financial institution acceptable to the County) in an amount equal to the appraised value of the property to be acquired, and all damages to the residue, together with an amount representing the County's estimate of its cost of condemnation proceedings, in a form permitting the County to draw upon the same as necessary to effectuate the purposes hereof.
- g. An agreement signed by Applicant's representative and approved by the County Attorney's Office whereby Applicant agrees to pay all costs of the condemnation, including expert witness fees, court costs, exhibit costs, court reporter fees, attorney fees for the Office of the County Attorney, and all other costs associated with the litigation, including appeals. The agreement shall specifically provide that in the event the property owner is awarded in the condemnation suit more than the appraised value estimated by Applicant's appraiser, Applicant shall pay to the County the amount of the award in excess of the amount represented by the letter of credit or cash deposit within fifteen (15) days of the award.

MISCELLANEOUS

28. Construction

- a. Construction Mitigation Plan - Prior to final site plan approval for each phase of development of the Property, a construction mitigation plan will be drafted by the Applicant ("Construction Mitigation Plan") and submitted for review and concurrence to the County's Director of Development Services and Director of Capital Projects. The Construction Mitigation Plan will address, at minimum, construction traffic control measures, including any mitigation measures to be implemented during weekday AM and PM peak travel hours and school bus travel times along shared construction truck routes to and from the Property, access points, and dust control.

PROFFER STATEMENT

#RC2023154931

Applicant: Stafford Technology LC

Date: ~~June 17~~July 18, 2024

33. Generator Testing - The testing of data center building generators shall be limited to weekdays between the hours of 7AM and 6PM.

~~33.~~34. Severability - If any term or provision of these proffers or the application thereof is deemed invalid or unenforceable, the remainder of these proffers, other than those as to which it is held invalid or unenforceable, will not be affected thereby, and each such terms and provisions of these proffers shall remain valid and enforced to the fullest extent permitted by law.

~~P1438440.DOCX~~

P1447590.DOCX