

PROFFERS

The undersigned, owner of the property identified as GPIN Nos. 7880-61-7681, 7880-61-4768, 7880-60-4701, 7880-61-6987, 7880-72-0523, 7880-60-4343 and 7880-60-1053 located in the Town of Ashland, Virginia (the “Property”), hereby voluntarily proffers for itself, its personal representatives, successors and assigns (collectively, the “Property Owner”) that, in the event the Property is rezoned from PSC, PUD and RR-1 to B-2 (+/- 18.12 acres) and M-1 (+/- 83.34 acres), the development and use of the Property will be subject to the following conditions which will replace in their entirety, all previous proffers applicable to the Property:

1. Definitions. All capitalized terms used herein, which are not otherwise defined herein, will have the following meaning:
 - a. *Concept Plan* means that certain plan entitled “IRON HORSE DATA CENTER SITE PLAN”, prepared by Timmons Group, dated July 12, 2024, and attached hereto as Exhibit A.
 - b. *County* means Hanover County, Virginia.
 - c. *Data Center Use* means any use of the Property for data processing, which includes data centers, data equipment, data storage and other technological services, for the creation of a technology park for the storage of data, such as data processing centers, internet service providers (ISPs), search portals, and related services, such as offices.
 - d. *Data Center Campus* means the portion of the Property to be used exclusively for Data Center Uses.
 - e. *Data Center Elevations* mean the renderings entitled “WestDulles/Ironhorse Data Center Elevation Examples,” dated February 23, 2024, attached hereto as Exhibit B.
 - f. *Data Center Landscape Plans* mean the plans prepared by LandDesign and MGMA, entitled “IRON HORSE DATA CENTER” and designated as Sheets L-100, L-101, L-102, L-102A, L-103, L-103A and L104, attached hereto as Exhibit C.

- g. *Jurisdictional Boundary* means the jurisdictional boundary line separating the Town and the County.
 - h. *Project* means that area of real property located within the Town and the County and as shown as “SITE PROPERTY LINE” on the Concept Plan. It is understood that reference to the Project within these proffers only apply to the portion of the Project located within the Town.
 - i. *Property* means GPIN Nos. 7880-61-7681, 7880-61-4768, 7880-60-4701, 7880-61-6987, 7880-72-0523, 7880-60-4343 and 7880-60-1053 located in the Town.
 - j. *Town* means the Town of Ashland, Virginia.
2. Utilities. Public water and sewer facilities will be used for the development of the Property.
 3. Utility Lines Underground. All utility lines, such as electric, telephone, CATV, or other similar lines will be installed underground, except (a) for major transmission lines and (b) existing lines that now traverse the Property.
 4. BMPs/Retention Ponds. Any retention pond or BMP facilities on the Property will be maintained in accordance with all applicable laws, rules, and regulations and any wet pond will be aerated.
 5. Hours of Construction. The hours of any land disturbance activities, including operating of bulldozers and other earthmoving equipment, within five hundred (500) feet of any existing single-family home, will be limited to between 7:00 a.m. and 7:00 p.m. (or dusk, whichever is earlier), except in emergencies or where unusual circumstances require extending the specific hours in order to complete work, such as concrete pours or utility connections. Signs, in both English and Spanish, stating the above referenced provisions will be posted and maintained at all construction entrances to the Property prior to any land disturbances activities thereon.
 6. Construction Entrance. Any construction entrance for use by construction vehicles (not including maintenance and repair) must have a mud wash for the washing of construction vehicle tires as necessary to prevent mud and debris from getting on public roads when leaving the Property.

7. Severance. The unenforceability, elimination, revision or amendment of any proffered condition set forth herein, in whole or part, will not affect the validity or enforceability of the other proffered conditions or the unaffected part of any such proffered condition.

8. Concept Plan. The Property will be developed in substantial conformance with the Concept Plan 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 shown on the Concept Plan may be adjusted for purposes of final engineering of site or subdivision plans (for multiple phases) and to further allow for compliance with the requirements of state and federal agency regulations including, but not limited to, Virginia Department of Historical Resources, Virginia Department of Transportation (“VDOT”), Virginia Department of Conservation and Recreation, Virginia Department of Environmental Quality, U.S. Army Corps. of Engineers, and the Town’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 the Concept Plan will be made by the Director of Planning. The Concept Plan shows areas of the Project designated as “PROPOSED DEVELOPMENT AREA” (the “Development Area”), which is located across the Jurisdictional Boundary and it is intended that a building may be constructed across the Jurisdictional Boundary so long as any building is contained within the Development Area.

9. Construction Traffic. Construction vehicles servicing the Property will only be permitted to access the Property by way of East Patrick Henry Road (State Route 54).

10. Protective Covenants. Prior to, or concurrent with, the approval of any site plan on the Data Center Campus, there will be recorded a document in the Clerk’s Office of the Circuit Court of the County setting forth controls on the development, architectural compatibility and maintenance of the Property (the “Covenants”). Different Covenants may be provided for various portions of the Property provided a property owners’ association will be responsible for the maintenance of all common areas within the relevant portion of the Property, as set forth in the Covenants. Notwithstanding the foregoing, if the entire Data Center Campus (less any areas dedicated to a public entity) is owned in fee by the same owner (but not

including any governmental entity or quasi-governmental entity, such as the Town, VDOT, or Dominion Energy, Inc. (Dominion Power)), the Covenants will not be required as set forth herein.

11. HVAC Units. Any mechanical units used for heating, ventilation and air conditioning on the Property visible from a public right-of-way (not including Interstate 95) or existing residential homes will be screened, and if on the roof, located behind building parapets that match the architectural features of the building façade. Screening will be so designed so as to block such units from view by persons on any public streets immediately adjoining the Property or from adjacent residential homes. The method of screening will be submitted at the time of site plan review and line of sight profiles will be provided prior to site plan approvals.
12. Signs. With the exception of on-site directional signs, all free standing signs will be monument type. Such signs may be either internally illuminated or lit with down lighting; directional signs will be internally illuminated only. Building or façade mounted advertising signs will not be illuminated. The materials and design of any signs will be compatible with the proposed materials and architectural theme of the proposed structures.
13. Lighting. House side shields must be installed on all parking lot lighting fixtures. Lighting will be limited to thirty feet (30') in height. Bollard lighting must also be shielded. No wall pack lighting will be permitted on exterior building walls facing and adjoining property currently used for residential purposes unless required by the applicable Building Code or Town Code.
14. Trash Enclosures. Any proposed enclosure area for dumpsters, if provided, that can be seen from a public right-of-way (not including Interstate 95) or existing residential homes must be constructed of masonry, tilt, or other cementitious product on three (3) sides that is complementary to the buildings and the fourth side must be gated with an opaque material. Any such trash enclosures will be additionally screened from view with landscaping or other screening materials.
15. Uses. Only the following uses will be permitted on the Property:
 - a. Data Center Uses.
 - b. Uses related to Data Center Uses, including, but not limited to (i) electric generation, distribution, transmission and substation facilities (including

solar facilities designed to serve the electricity or thermal needs of any building used for a Data Center Use located on the same parcel as the solar facility), (ii) energy and fuel storage facilities, (iii) security buildings and facilities, (iv) storage, logistics and maintenance buildings and facilities, (v) water and sewer facilities, (vi) water and sewer treatment facilities, (vii) water storage facilities (storm water, potable and non-potable water) and associated water pumps, (viii) communication, broadband, fiber optic utilities and facilities, and (ix) and other private utilities, all public utilities, and other supporting uses that relate to and support Data Center Uses.

16. Outside Storage. Outside storage of materials or supplies will be prohibited, however, this will not preclude the loading, unloading, or parking of trucks or trailers in designated loading and parking areas.
17. Elevations. Buildings used for Data Center Uses will (i) generally be in conformance with the Data Center Elevations with respect to quality of design, massing, architecture, and variety of features and (ii) principal building facades will meet the following standards:
 - a. For the purposes of this subsection, the term “principal building facades” will include all building facades substantially visible to abutting public roads or adjacent to planned or existing residential or agricultural districts.
 - b. Principal building facades will avoid the use of undifferentiated surfaces by including at least four (4) of the following design elements:
 - i. change in building height
 - ii. building step-backs, projections or recesses
 - iii. fenestration
 - iv. changes in building material, pattern, texture, color
 - v. use of accent material
 - vi. overhangs
 - vii. canopies or porticos
 - viii. arcades
 - ix. variations in the roof line
 - c. Principal building facades will use one or more neutral colors (such as taupe, tan, brown, beige, ivory, cream, white, black, grey) with accent colors to complement the dominant building color. High contrast colors will be avoided.
 - d. When a building has more than one principal facade, such facades will be consistent in their design, materials, details, and treatments.

- e. Building elevations must be submitted with the site plan application for each 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.
18. Building Materials. Exposed exterior wall surfaces (above finished grade) of all individual buildings (excluding rooftop screening materials for mechanical equipment) must be constructed with one or more of the following siding materials: decorative concrete block (including, without limitation, split face block, smooth face block, fluted block, and ground face block), tilt-up or pre-cast concrete, brick, brick veneer, glass, metal (other than corrugated metal), stone, cast stone, stone veneer, stucco, synthetic stucco, glass block, cementitious siding, insulated panels, concrete tile, or ceramic tile, unless other material is approved at time of site plan review. In no case will unpainted concrete block, unfinished corrugated metal, or unfinished sheet metal be permitted. For purposes of these proffered conditions, "wall surfaces" will not be deemed to include columns, pilasters, trim, gutters, accent materials, architectural features, windows, doors, bay doors, piers, wall sections and headers near roll up doors and loading doors.
19. Building Setbacks. Any building will be set back at least two hundred feet (200') from the exterior boundary lines of the Project, which such setback will be measured from the ultimate right-of-way line of the Project after any right-of-way dedications (the "Setback Line"). The Setback Line is more particularly shown on the Concept Plan as "200' SITE SETBACK" and is intended that no building setback will be required by this proffer with respect to the Jurisdictional Boundary or any internal parcel, lot, property or boundary line, regardless of fee ownership.
20. Building Height. Any building constructed on the Property will be subject to the Town Zoning Ordinance and any conditions of a special exception granted for height of buildings and will be subject to the following:
- a. No building will exceed a height of one hundred ten feet (110').
 - b. Buildings located along the Setback Line will not exceed eighty-five feet (85') in height.
 - c. For every one foot of building height increased above 85 feet in building height, the building setback must increase by 3 feet from the Setback Line. For example, a building with a height of one hundred ten feet (110') feet must have a minimum building setback of two hundred seventy-five feet (275') from the boundary of the Project.

21. Buffers. The exterior boundary lines of the Project will contain a buffer a minimum of one hundred fifty feet (150') in width as generally shown on the Concept Plan as "Natural Buffer" and developed generally as shown on the Data Center Landscape Plans. Any trees within such buffer will remain undisturbed; provided, however, this will not prevent the removal of trees necessary for the construction of drainage or public utility improvements, access drives, or the planting of other trees pursuant to an approved landscape plan. No buffer will be required by this proffer with respect to the Jurisdictional Boundary or any internal parcel, lot, property or boundary line, regardless of fee ownership.

22. Security and Fencing. Fencing, security gates, and guard buildings may be installed to surround the perimeter of the Project or any portion thereof, but inside of any buffer required herein. Security fencing will also be installed around the perimeter of any substation serving a Data Center Campus unless prohibited by Dominion Energy, Inc. (Dominion Power) or as otherwise approved at time of site plan review and approval. Fencing will appear generally as shown on the Iron Horse Data Center Fencing Exhibit dated February 23, 2024, attached hereto as **Exhibit D**, and will not be chain-link, and will not include barbed wire. The design and final location of the perimeter fencing and security fencing must be approved at the time of site plan review and approval.

23. Noise Control. The applicant will engage a certified professional to conduct a noise study for any building in the Data Center Campus within thirty (30) days of the date each building becomes operational. The noise study will include recommendations for any necessary mitigation measures required to ensure conformity with the Town Noise Ordinance. Such recommended mitigation measures will be implemented within sixty (60) days after the noise study, unless a particular mitigation measure will be implemented within a longer period of time as approved by the Planning Director. There will be no exterior alarms or speaker systems permitted on any building located on the Property except for emergency alarms and alarms or beepers located on vehicles.

24. Open Space. No less than thirty percent (30%) of the Property will be open space, buffers and undeveloped land not consisting of buildings, structures, parking areas and drive aisles.

25. Transportation Improvements.
 - a. Phasing. Prior to any site plan approval, a phasing plan for all improvements required herein will be submitted to and approved by the

Town. The improvements will be made in accordance with the approved phasing plan to the extent not otherwise completed. Prior to each site plan approval, an update of such phasing plan for these road improvements will be submitted to and approved by the Town.

- b. Entrances. Entrances will be installed at the general locations shown on the Data Center Landscape Plan. The final locations and design of the entrances will be completed as required during the site plan review and approval process, subject to the approval of VDOT.
- c. Turn Lanes. Any turn lanes warranted by VDOT will be constructed in accordance with VDOT standards. The final locations and design of any turn lanes will be completed as required during the site plan review and approval process, subject to the approval of VDOT.
- d. Internal Roads. Roads internal to the Property will be private. The final locations and design of the internal roads will be completed as required during the site plan review and approval process.
- e. Route 54 at Mount Hermon Road. To the extent a connection from the Commercial Property to Mount Hermon Road is requested, eastbound right and westbound left turn lanes on Route 54 will be constructed to accommodate the development of the Property. This work includes modifying the eastbound approach to have one (1) left turn lane, one (1) through lane, and one (1) right turn lane. The right turn lane will be a drop lane.
- f. Route 54 at Site Entrance A. An eastbound right and a westbound left turn lane will be constructed when the Site Entrance A roadway connection is made to Route 54.

[Signatures on following page.]

These proffers are being submitted prior to the Ashland Town Council Public Hearing on this request, scheduled to occur on _____, 2024.

Andrew M. Condlin, by Power of Attorney

Date:

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

I, Tracy Gibrall Craddock, a Notary Public for the Commonwealth of Virginia, do hereby certify that Andrew M. Condlin, whose name is signed to the above, bearing date on the ____ day of _____, 2024, has acknowledged the same before me in the jurisdiction aforesaid.

Given under my hand this _____ day of _____, 2024.

(SEAL)
Notary Public

My commission expires: _____

Registration number: _____

EXHIBIT A

EXHIBIT B

EXHIBIT C

EXHIBIT D

EXHIBIT E