

## EDA – UPPER MAGNOLIA GREEN WEST TRACT A AND TRACT B 25SN1038

The Owner-Applicant in this rezoning Case 25SN1038, pursuant to Section 15.2-2298 of the Code of Virginia (1950 as amended) and the Zoning Ordinance of Chesterfield County, Virginia, for itself and its successor or assigns, proffers that the development of the approximately 979.23 +/- total acres with Chesterfield County Tax Identification Numbers 691687675500000 (in part)(71.5 +/- acres; 4200 Moseley Rd), 693685201900000 (126.67 +/- acres; 4401 Moseley Rd), 693685613600000 (3.98 +/- acres; 4411 Moseley Rd), 696684493400000 (336 +/- acres; 4321 Mt. Hermon Rd), 698685791200000 (10 +/- acres; 4310 Mt. Hermon Rd), 698683874100000 (122 +/- acres; 4301 Mt. Hermon Rd), 700681512500000 (74.8 +/- acres; 4305 Mt. Hermon Rd), 701684286500000 (51.84 +/- acres; 4201 Mt. Hermon Rd), 703685433500000 (in part)(76.7 +/- acres; 4221 Mt. Hermon Rd), 703684812900000 (in part)(15 +/- acres; 4211 Mt. Hermon Rd), 698680060200000 (in part)(55.9 +/- acres; 18100 Duvall Rd), 695681055400000 (10 +/- acres; 19320 Duval Rd), 695681505000000 (10 +/- acres; 19310 Duval Rd), and 694681431600000 (14.84 +/- acres; 19330 Duval Rd)(collectively, the “Property”) under consideration will be developed, as applicable, as set forth below; however, in the event the request is denied, these proffers shall be immediately null and void and of no further force or effect.

### The following proffered conditions are applicable to Tract A

1. Conceptual Plan. Development of Tract A shall generally conform to the conceptual plan entitled, “UPPER MAGNOLIA GREEN WEST TRACT A AND TRACT B CONCEPTUAL PLAN” prepared by Timmons Group, dated March 27, 2025 and attached hereto as Exhibit A (the “Conceptual Plan”) with respect to buffers and proposed roads. The Conceptual Plan is conceptual in nature and may vary based on the final site plan depending on the final soil studies, grading, RPA lines, building footprints, other engineering reasons or as otherwise approved at the time of plans review.
2. Tract A. “Tract A” is defined as the approximately 880.23 +/- acre portion of the Property shown as “TRACT A” and buffer areas on the Conceptual Plan (Exhibit A).
3. Uses. The following uses shall be permitted on Tract A:
  - a. Principal Use:
    - i. data center
  - b. Accessory Uses:
    - i. office
    - ii. research and development facility
    - iii. contractor’s office, shop and storage yard
    - iv. warehouse
    - v. electric power transforming substations to include switching stations
    - vi. utility uses requiring a structure, to include elevated water tank(s) and tank-mounted communications equipment, and/or wastewater pumping station
4. Dedication. The following rights-of-way, as described below, immediately adjacent to the Property, shall be dedicated, free and unrestricted, to and for the benefit of the County:
  - a. Mount Hermon Road Extension. Ninety feet (90’) from extended Mount Hermon Road/Westerleigh Pkwy to Moseley Road, based on an approved alignment by the

Transportation Department.

- b. Westerleigh Pkwy. Ninety feet (90') from the Tract A eastern property boundary line to its intersection with Mount Hermon Road, based on an approved alignment by the Transportation Department.
- c. Moseley Road. Ninety feet (90')(forty-five feet (45') on each side of the road, as measured from the revised centerline) along Tract A frontage along Moseley Road, based on an approved alignment by the Transportation Department.
- d. Powhite Pkwy. Two hundred feet (200') total, where right-of-way does not currently exist for the extension of Powhite Pkwy, south to north, from southern boundary of GPIN 7036848129 (4211 Mount Hermon Road) to northern boundary of GPIN 7036854335 (4221 Mount Hermon Road) adjacent to Powhite Pkwy, based on an approved alignment by the Transportation Department.

In the event the County Thoroughfare Plan is modified to reduce or remove right-of-way dedications referenced in this proffered condition, or adequate transportation improvements can be provided, as determined by the Transportation Department, to accommodate full development of Tract A without necessitating the aforementioned dedications, then those right-of-way dedications may be reduced or removed, as determined by the Transportation Department.

Prior to any site plan approval, a phasing plan for these dedications shall be submitted to and approved by the Transportation Department. The dedications listed in this proffered condition shall be made in accordance with the approved phasing plan, as may be amended and approved by the Transportation Department, or within sixty (60) days from a written request by the County, whichever occurs first.

5. Access.

- a. Prior to any plan approval, an access plan for roads to be dedicated to the County pursuant to the "Dedication" proffered condition shall be submitted to and approved by the Transportation Department. An access plan shall be provided to the corresponding road referenced in such plan at such time vehicular access is proposed from/to Tract A. Vehicular access from Tract A to these roads shall conform to the approved access plan for the road.
- b. Construction vehicle access to Tract A shall be limited to/from Mount Hermon Road.
- c. Direct vehicular access to/from the Property shall be provided by public road access to/from Mount Hermon Road, as approved by the Transportation Department. Direct vehicular access to/from the Property to/from Moseley Road shall be limited to an emergency access only (gated), as approved by the Fire Department, until such time as a public road is extended from Mount Hermon Road to Moseley Road, as approved by the Transportation Department.

- 6. Road Improvements. The following road improvements shall be provided as noted below, unless a phasing plan is submitted to and approved by the Transportation Department at the time of plans review. The exact design and length of road improvements shall be approved by the

Transportation Department.

- a. Construction of a two (2) lane facility for Mount Hermon Road, including pedestrian accommodations and crosswalk improvements, to VDOT Urban Minor Arterial standards (50 mph), with modifications approved by the Transportation Department, from the existing terminus to the proposed intersection with Westerleigh Parkway, based on an approved alignment by the Transportation Department. Unless otherwise approved by the Transportation Department, left and right turn lanes shall be provided at each approved access and the Westerleigh Parkway intersection. These improvements shall be provided in conjunction with initial development of Tract A.
- b. Construction of a two (2) lane facility for Westerleigh Parkway, including pedestrian accommodations and crosswalk improvements, to VDOT Urban Minor Arterial standards (50 mph), with modifications approved by the Transportation Department, from the existing terminus to the proposed intersection with Mount Hermon Road, based on an approved alignment by the Transportation Department (the "Westerleigh Pkwy Extension"). Unless otherwise approved by the Transportation Department, left and right turn lanes shall be provided at each approved access and the Mount Hermon Road intersection. Improvement shall be provided in conjunction with vehicular access where Westerleigh Pkwy Extension intersection is planned.
- c. At the time the Westerleigh Pkwy Extension is accepted into the VDOT system, the owner/developer shall request a through truck restriction on Westerleigh Pkwy in accordance with VDOT requirements.
- d. Construction of intersection control (signal, roundabout, or other innovative intersection control proposed by the developer and approved by the Transportation Department), if warranted, as determined by the Transportation Department with each phase of development:
  - i. Mount Hermon Road/Genito Road; and
  - ii. Site access to Mount Hermon Road, Westerleigh Parkway, or other Thoroughfare Plan Road.
- e. Dedication to Chesterfield County, free and unrestricted, any additional right-of-way (or easements) required to accommodate the road improvements identified above.

If adequate road improvements can be provided, as determined by the Transportation Department, to accommodate full development of Tract A without necessitating the aforementioned road improvements and supported by a traffic study, the Transportation Department may waive the requirement for those road improvements deemed unnecessary.

7. Utilities.

- a. Water and Wastewater. Any new structure on Tract A requiring water and wastewater service shall use the County water and wastewater systems, with wastewater conveyance to County approved wastewater treatment facilities as approved by the Utilities Department; provided, however, that any existing structure located on Tract A and using private systems as of the effective date of the rezoning shall be allowed to continue using the private

systems provided that these private systems are maintained consistent with all regulatory requirements. County water and wastewater easements and service connections shall be provided to properties containing private water and wastewater systems at time of plans review for existing structures.

- b. Overall Water and Wastewater System Plan. Prior to any plan approval, an Overall Water and Wastewater System Plan for Tract A shall be submitted to and approved by the Utilities Department (the "Overall Plan"). The Overall Plan shall be coordinated with the Overall Water and Wastewater System Plan for Upper Magnolia Green West associated with prior approved case 21SN0676, and include, but not be limited to, the following:
- i. A minimum of two (2) adequately sized connections to the Physic Hill Pressure Zone for redundancy, looped through the Property.
  - ii. A minimum of one (1) adequately sized interconnection between the Physic Hill Pressure Zone and Clover Hill Pressure Zone, at a location acceptable to the Utilities Department, with any infrastructure necessary for the operation of the interconnections.
  - iii. A minimum of one (1) elevated water tank ("Water Tank") to be constructed at a location with an elevation acceptable to the Utilities Department. Construction phasing of the Water Tank(s) will be as required by detailed engineering analysis specific to the demands generated by the development as approved by the Utilities Department.
  - iv. A wastewater pump station ("Pump Station") to be constructed, at a location acceptable to the Utilities Department, if needed by the development, to allow for wastewater service to the portion of Tract A naturally draining towards the Appomattox River.
  - v. Detailed engineering analysis of the impact the proposed Tract A development will have on the existing water and wastewater systems to determine proposed water and wastewater infrastructure sizing, locations of facilities, points of connection/interconnection for the water system and hydraulic analysis of the existing water and wastewater systems. A maximum gallons per minute instantaneous flow rate of water demand and wastewater discharge will also be as required by detailed engineering analysis provided in an operational plan submitted to and approved by the Utilities Department.
  - vi. Any off-site water and wastewater improvements needed to provide the volume of water delivery and wastewater conveyance required for the development of Tract A. This shall include new water and wastewater lines and their associated appurtenances, as well as upgrades to existing water and wastewater lines and facilities.
  - vii. An appropriately sized waterline extension, with all necessary appurtenances to properly operate the public water system, from the existing waterline terminus

in Mount Hermon Road to the development.

- c. Phasing. Phased construction of the Overall Plan improvements shall be allowed to meet the phased demands of the proposed Tract A development provided they will meet the demands and needed fire flow of the proposed phased development of the proposed Tract A development.
- d. Dedications. Following the approval of the Overall Plan, upon request of the County, access to Tract A and dedication of land for the Water Tank(s) and, if needed, the Pump Station shall be provided to the County, at no cost to the County, as shown on the approved Overall Plan. Dedications of land shall be provided as described below:
  - i. The land dedication for the Water Tank(s) shall be a minimum of two (2) acres up to a maximum of five (5) acres, at a grade elevation of at least three hundred ten feet (310'), or as otherwise approved by the Utilities Department, together with the appropriate access to a public road.
  - ii. The land dedication for the Pump Station, if needed, shall be a minimum of three (3) acres up to a maximum of seven (7) acres, together with the appropriate access to a public road.
- e. Easements. Following the approval of the Overall Plan, and upon request of the County, access to the Property and any public easements required within the Property for the construction and operation of proposed public waterlines and wastewater lines included in the Overall Plan shall be provided, at no cost on standard County documents, in the location(s) shown on the approved Overall Plan, independent of the timing of this development.
- f. Industrial Wastewater Discharge Permit. Any user discharging non-domestic wastewater to the public wastewater system shall be required to comply with the Industrial Wastewater Discharge Permit requirements of the Utilities Department.
- g. Infrastructure Improvements – Costs. The development shall be responsible for the design and construction cost of any on-site and off-site water and wastewater infrastructure improvements needed to support the development, as required in the Overall Plan.
- h. Water and Wastewater Usage.
  - i. Development on Tract A shall use a maximum of 1,994 gallons per day per acre of potable water from the County's public water system and discharge no more than 1,994 gallons per day per acre of wastewater to the County's wastewater system (collectively, the "Usage Cap") which is the planned capacity as determined by the Utilities Department based on Tract A's Zoning and Land Use designations within the Comprehensive Plan, as shown on Exhibit B attached hereto ("Water and Wastewater Usage Chart"). The Usage Cap will not apply to a public safety event that requires additional water demand or wastewater discharge.

- ii. Owner/developer may not exceed the Usage Cap until one or a combination of the following is achieved, as determined by the owner/developer and approved by the Utilities Department, which approval shall not be unreasonably withheld if the proposed solution conforms with applicable local, state and federal requirements:
  - 1. the owner/developer provides infrastructure upgrades, modifications and/or expansions to the County's public water and wastewater infrastructure that are necessary to provide additional capacity to meet the owner/developer's water and wastewater needs;
  - 2. the owner/developer implements its own system upgrades, water usage reduction or re-use strategies, on-site water storage tanks and/or use of a combination of potable water and alternative water sources (such as reclaimed wastewater or industrial water), at the owner's/developer's expense, in order to provide capacity to meet the owner/developer's water needs; or
  - 3. there becomes additional capacity in the County's public water and wastewater systems and the Utilities Department has confirmed adequate capacity for the owner/developer's requested water and wastewater needs, and the owner/developer has submitted and the Utilities Department has approved an updated Overall Plan that includes any on-site and off-site water and wastewater improvements needed to provide the volume of additional requested water delivery and wastewater conveyance requested, including new water and wastewater lines and their associated appurtenances, and the commitment by owner/developer to be responsible for the design and construction of such improvements.
- iii. The use of private well water for water cooling data center equipment is strictly prohibited.
- iv. The owner/developer shall submit a Utility Operational Plan (the "Plan") for review and approval by Utilities with each site plan for development of Tract A. The Plan shall include an onsite point of contact to coordinate operations, the anticipated peak hourly demand, seasonal changes in demands, and the utility infrastructure, including sizing and alignment, necessary to accommodate the proposed operations to avoid adversely impacting the County's utility systems. This Plan shall be approved in writing by Utilities prior to approval of the associated site plan. Unless agreed upon otherwise, the owner/developer shall meet with Utilities annually to discuss any changes to the Plan desired by the owner/developer or to confirm that no changes to the Plan are requested by the owner/developer at that time. Any anticipated changes in the water and wastewater flow rates and their applicable timing shall be approved by Utilities prior to their implementation. The total daily water demands and wastewater discharges shall be limited to those stated in the conditions of this development.

In the event adequate utilities infrastructure improvements can be provided, as determined by the Utilities Department, to accommodate full development of Tract A without necessitating the

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aforementioned improvements as supported by detailed engineering analysis of the proposed development's impacts on the existing water and wastewater systems, the Utilities Department may waive the requirement for those utility infrastructure improvements deemed unnecessary.

8. Associated Infrastructure and Uses. The following infrastructure and associated uses shall be permitted on Tract A as set forth below:

a. Utility Uses. Utility uses requiring a structure (which does not include water and wastewater lines and appurtenances, service lines to consumers, and below or above ground cables, wires or pipes) shall be subject to the following:

i. Elevated Water Tank(s) and tank mounted communications equipment shall be permitted provided:

1. All mechanical equipment located on or associated with any building or structure for the Water Tank(s) shall be screened from view from any property that is residentially zoned as of the date of approval of this zoning case 25SN1038 or residentially developed as of the date of approval of this zoning case 25SN1038, and from public roads (except for Powhite Parkway), in accordance with the Emerging Growth Design District standards. This condition shall not require screening for the Water Tank(s) structure or communication equipment.
2. The Water Tank(s) shall be a new composite style elevated water storage tank meeting the Utilities Department requirements.
3. The Water Tank(s) shall be secured by a minimum eight foot (8') high fence designed to preclude trespassing.
4. There shall be no signs or logos permitted on the Water Tank(s) or communications equipment.
5. The Water Tank(s) shall be white, grey, or another neutral color, as approved by the Utilities Department. Any communication equipment (antennas, mounting hardware, cables, etc.) mounted on the outside of the Water Tank(s) shall be the same or similar color as the Water Tank(s).
6. Except for security lighting over the access doors at the base of the Water Tank(s) the Water Tank(s) and communications equipment shall not be permanently lighted unless required by the Federal Aviation Administration or the Federal Communications Commission.

ii. Wastewater Pumping Station together with the various structures and appurtenances shall be secured by a minimum eight foot (8') high fence designed to preclude trespassing. All mechanical equipment located on or associated with any building or structure for the Wastewater Pumping Station shall be screened from view from any property that is residentially zoned as of

the date of approval of this zoning case 25SN1038 or residentially developed as of the date of approval of this zoning case 25SN1038, and from public roads (except for Powhite Parkway), in accordance with the Emerging Growth Design District standards.

9. Environmental Engineering.

- a. Super Silt Fence, or an alternative as approved by the Department of Environmental Engineering, shall be provided as a perimeter control in locations where standard silt fence would have been required.
- b. Sediment traps and basins sized at least 25% larger than the minimum Virginia Stormwater Management Handbook's standard shall be provided, unless otherwise approved by the Department of Environmental Engineering at the time of plan review.
- c. Anionic polyacrylamide "PAM" (a non-toxic synthetic polymer used to control soil erosion and sedimentation), Flexible Growth Medium (erosion control product that forms a flexible, porous blanket on soil surfaces to prevent erosion and promote rapid plant growth), and/or a County-approved equivalent shall be applied to denuded areas (areas that have been cleared of vegetative cover) during construction and at final stabilization in the locations shown on plans approved by the Department of Environmental Engineering at the time of plan review.
- d. The maximum post-development discharge rate for the 100-year storm shall be based on the maximum capacity of the existing facilities downstream, and shall not increase the recorded and/or established 100-year backwater and/or floodplain. Or on-site detention of the post-development 100-year discharge rate to below the pre-development 100-year discharge rate shall be provided to satisfy this requirement.

10. Buffers.

- a. A variable width buffer with a minimum width of two hundred feet (200') shall be provided along the perimeter of Tract A as generally shown on the Conceptual Plan (Exhibit A), subject to the provisions of this proffered condition.
- b. For any western boundary line of Tract A shared with property on Moseley Road that is residentially zoned as of the date of approval of this zoning case 25SN1038 or property on Moseley Road that is residentially developed as of the date of approval of this zoning case 25SN1038 (collectively, "Adjoining Residential Property"), a minimum distance of seven hundred fifty feet (750') shall exist from the nearest primary residential dwelling units existing on Adjoining Residential Property at the time of approval of this case 25SN1038, as generally shown on the Conceptual Plan (Exhibit A). The portion of the measured 750' that falls within Tract A shall become buffer area, subject to the provisions of this proffered condition.
- c. Existing forested vegetation located within the areas shown as buffers on the Conceptual Plan (Exhibit A) shall be preserved and incorporated in a landscape plan to be submitted to the Planning Department at the time of plans review. Any buffer areas without forested



vegetation shall be planted and maintained in accordance with the following standards:

- i. Any portion of the first two hundred feet (200') of any buffer area without forested vegetation shall be planted to meet two (2) times the planting standard for one hundred foot (100') wide buffers in Table 19.1-263.A.2.b. of the Zoning Ordinance, including the ability to use berms. These plantings shall be planted adjacent to any public road, or from any property that is residentially zoned as of the date of approval of this zoning case 25SN1038 or residentially developed as of the date of approval of this zoning case 25SN1038. The remaining portion of the buffer area shall be left in a natural state.
  - ii. All plantings shall be indigenous and drought resistant. Any dead or diseased vegetation, noxious plants, or invasive species may be removed from such buffer.
- d. Buffers shall be inclusive of required setbacks, and provided the uses are consistent with the intent of buffers, the following uses shall be permitted in the buffers: landscaping and screening, signs, security fencing or walls, utility easements (including drainage and stormwater facilities), utilities which run generally perpendicular through the buffer, pedestrian ways, access roads, bikeways, or similar uses as may be permitted at the time of plan review.

11. Screening.

- a. Loading bays. All loading and service areas shall be oriented on Tract A such that loading areas are substantially screened from view from a public road (except for Powhite Parkway) or from any property that is residentially zoned as of the date of approval of this zoning case 25SN1038 or residentially developed as of the date of approval of this zoning case 25SN1038, by building design, durable architectural walls or fences of comparable materials to the principal building and designed to be compatible to the principal building, berms or other land forms which are part of, or appear to be part of, the natural terrain, or as otherwise approved at the time of plans review.
- b. Exterior Rooftop Equipment. All exterior rooftop mechanical equipment which is visible from a public road (except for Powhite Parkway) or from any property that is residentially zoned as of the date of approval of this zoning case 25SN1038 or residentially developed as of the date of approval of this zoning case 25SN1038, shall to the extent possible be screened from public view, generally by the incorporation into the roof form through the use of materials similar to those employed in the construction of the principal structure.

12. Building Height. The maximum building height for any building located west of the Mount Hermon Road/Westerleigh Pkwy extension shall be one hundred fifty feet (150'). The maximum building height for any building located east of the Mount Hermon Road/Westerleigh Pkwy extension shall be one hundred feet (100'). Structures, including elevated water tanks, telecommunications towers or facilities and electric transmission structures are not subject to this limitation and shall follow the requirements specified in the Zoning Ordinance.

13. Noise.

- a. No use on Tract A shall generate noise that exceeds a sound level of 75 decibels as measured on the Decibel A Scale (“dBA”) between the hours of 6 am and 8 pm, or 65 dBA between the hours of 8 pm and 6 am, each as measured at any boundary line of Tract A that adjoins any property that is residentially zoned as of the date of approval of this zoning case 25SN1038 or residentially developed as of the date of approval of this zoning case 25SN1038, adjusting for ambient or background noise levels. This condition shall not apply to noise generated by emergency generators, back-up power equipment, alarms or beepers required by law, ordinances, rules or regulations.
  - b. Emergency back-up generators shall be permitted for emergency use only on the Property. Testing of any emergency back-up generators on the Property will be limited to between the hours of 8:00 a.m. and 7:00 p.m., Monday through Saturday, unless otherwise required by applicable state or federal law or regulation. 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.
14. Architectural Standards for Data Centers. Acceptable siding materials for data center buildings developed on Tract A include brick, brick veneer, stone, stone veneer, stucco, concrete, engineered metal panels used in conjunction with other materials, precast concrete, tilt-up concrete panels with brick or stone facing, cultured stone, other masonry materials. A variety of materials shall be used to avoid monotony. Other materials may be used for parapets, roof or equipment screening (including but not limited to metal louvers), cornices, surrounds, trim, awnings, architectural decorations, and design elements. Roofing material for a sloped roof shall be standing seam metal, dimensional architectural shingles or similar, unless a different material is approved by the Planning Director at the time of plan review (however, flat roofs are exempt from this requirement). Buildings shall be neutral colors (such as taupe, tan, brown, beige, ivory, cream, white, black, grey or similar) and accent colors may be used to complement the dominant building color.
15. Security. Owner shall, prior to any certificate(s) of occupancy being issued on the Property, coordinate emergency vehicle and building access with the County Police Department’s CPTED Planner, the County Fire Department’s Deputy Fire Marshal (for site plan review) and the County Emergency Communications Center (“ECC”) Operations Manager. Labeled building floor plans shall be provided to the County ECC Operations Manager prior to the certificate(s) of occupancy being issued.
16. Fencing. Chain link fencing material shall not be permitted along the Tract A property boundary line where the fencing would be visible from a public road or visible from any property that is residentially zoned as of the date of approval of this zoning case 25SN1038 or residentially developed as of the date of approval of this zoning case 25SN1038.

**The following proffered conditions are applicable to Tract B**

17. Tract B. “Tract B” is defined as the approximately 99 +/- acre portion of the Property shown as “TRACT B” on the Conceptual Plan (Exhibit A).
18. All proffered conditions of County Zoning Case 21SN0676, as approved on May 26, 2022, shall apply to Tract B.

25SN1038  
EDA - UPPER MAGNOLIA GREEN WEST TRACT A AND TRACT B  
PROFFERED CONDITIONS SIGNATURE PAGE

WITNESS the following signature:

Economic Development Authority of the County of Chesterfield,  
a political subdivision of the Commonwealth of Virginia

By: 

Kimberly M. Lacy, by power of attorney

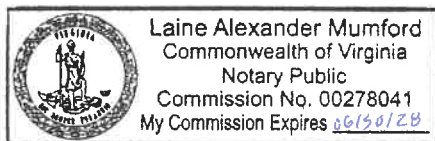
COMMONWEALTH OF VIRGINIA  
CITY OF RICHMOND, to-wit:

The foregoing was acknowledged before me this 9<sup>th</sup> day of April, 2025, by Kimberly M. Lacy,  
with power of attorney to act on behalf of the Economic Development Authority of the County of  
Chesterfield, a political subdivision of the Commonwealth of Virginia.



[Notary Stamp]

Notary Public



Notary Registration No. 00278041  
My commission expires: 06/30/2028