

The Owner-Applicant in this rezoning Case 25SN1040, 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 successors or assigns, proffers the development of the approximately 349.97+/- total acres with Chesterfield County, Virginia ("County") Tax Identification Numbers 715706303700000 (1.1 +/- acres; 218 Dry Bridge Rd), 715705246900000 (40.82+/- acres; 721 Old Hundred Rd), 716706972000001 (in part)(73.7 +/- acres; 750 Watkins Centre Pkwy), 718705602200000 (67.8 +/- acres; 760 Watkins Centre Pkwy), 718706363600000 (5.1 +/- acres; 751 Watkins Centre Pkwy), 717703628600000 (in part) (71.5 +/- acres; 800 Otterdale Rd), 718702466900000 (in part)(25 +/- acres; 900 Otterdale Rd), and 716704334500000 (64.95 +/- acres; 961 Old Hundred Rd), (collectively, the "Property") under consideration will be developed according to the following conditions; however, in the event this request is denied or approved with conditions not agreed to by the Owner-Applicant, these proffers shall be immediately null and void and of no further force or effect.

1. Conceptual Plan. Development of the Property shall generally conform to the conceptual plan entitled, "WATKINS CENTRE SOUTH CONCEPTUAL PLAN, CHESTERFIELD COUNTY, VA" prepared by Timmons Group dated March 27, 2025 and attached hereto as Exhibit A (the "Conceptual Plan") with respect to buffers. 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. Uses. The uses permitted on the Property shall be as set forth below:
 - 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
3. Dedication. Prior to any final site plan approval or within sixty (60) days of a written request by the county, whichever occurs first, sixty feet (60') of right-of-way on the east and west sides of Watkins Centre Parkway/Otterdale Road, measured from the centerline of those portions of Watkins Centre Parkway/Otterdale Road located immediately adjacent to the Property, for the portion of the Property that has frontage along the road that is part of this request. This excludes road frontage adjacent to part of GPIN 7177036286 (800 Otterdale Road) and all of GPIN 7187024669 (900 Otterdale Road) as generally shown on the Conceptual Plan (Exhibit A).
4. Access. Prior to any plan approval, an access plan for Watkins Centre Parkway/Otterdale Road shall be submitted to and approved by the Transportation Department. Vehicular access from the Property to these roads shall conform to the approved access plan for Watkins Centre Parkway/Otterdale Road.

5. Road Improvements The following road improvements shall be completed based on the phasing specified below, unless otherwise approved by the Transportation Department at time of plans review. The exact design and length of road improvements shall be approved by the Transportation Department.

- a. Construction of additional pavement along Watkins Centre Parkway/Otterdale Road at each approved vehicular access to provide left and right turn lanes, unless otherwise approved by the Transportation Department at time of plans review. Improvement shall be provided in conjunction with development of each vehicular access.
- b. 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, at the Route 288 On/Off Ramps/Watkins Centre Parkway intersection. Improvement shall be provided in conjunction with any vehicular access that aligns with this intersection or when intersection control is warranted, as determined by the Transportation Department.
- c. Dedication to Chesterfield County, free and unrestricted, any additional right-of-way (or easements) required to accommodate road improvements identified above.

If adequate road improvements can be provided, as determined by the Transportation Department, to accommodate full development of the Property 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.

6. Utilities.

- a. Water and Wastewater. Any new structure on the Property 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 the Property 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 applicable 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 the Property shall be submitted to and approved by the Utilities Department (the "Overall Plan"). The Overall Plan shall include, but not be limited to the following:

- i. Detailed engineering analysis of the impact the proposed Property 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.
 - ii. Any off-site water and wastewater improvements needed to provide the volume of water delivery and wastewater conveyance required for the development of the Property. This shall include new water and wastewater lines and their associated appurtenances, as well as upgrades to existing water and wastewater lines and facilities.
 - iii. A minimum of one (1) elevated water tank ("Water Tank") to be constructed on the Property at a location with an elevation acceptable to the Utilities Department. Construction phasing and sizing 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. An appropriately sized waterline extension, with all necessary appurtenances to properly operate the public water system, from the existing waterline terminus in Watkins Center Parkway to the development and along the development's Otterdale Road frontage to the limits of the development's property in an alignment approved by the Utilities Department.
 - v. An appropriately sized waterline extension, with all appropriate appurtenances to properly operate the public water system that will connect the existing waterline in Old Hundred Road to the proposed waterline along Watkins Center Parkway in an alignment approved by the Utilities Department.
 - vi. Conceptual boundaries of the Huguenot Springs (534' HGL) and Old Hundred (428' HGL) pressure zone that will serve the development shall be shown on the Overall Plan.
- c. Phasing. Phased construction of the Overall Plan improvements shall be allowed to meet the phased demands of the Property provided they will meet the demands and needed fire flow of the proposed phased development of the Property.
 - d. Dedications. Following the approval of the Overall Plan, upon request of the County, access to the Property and dedication of land for the Water Tank(s) shall be provided to the County, at no cost to the County, as shown on the approved Overall Plan. Dedication 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 approved by the Utilities Department, 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 the Property shall use a maximum of 2,428 gallons per day per acre of potable water from the County's public water system and discharge no more than 2,428 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 the Property'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 the Property. 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 the Property without necessitating the 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.

7. Associated Infrastructure and Uses. The following infrastructure and associated uses shall be permitted on the Property 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 adjoining property that is residentially zoned as of the date of approval of this zoning case 25SN1040 or property that is residentially developed as of the date of approval of this zoning case 25SN1040 ("Adjoining Residential Property") and public roads (excluding State Highway 288) in accordance with the Employment Center Design District standards. This condition shall not require screening for the Water Tank structure or communication equipment.
2. The Water Tanks(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.

8. 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 may be provided to satisfy this requirement.

9. Buffers.

- a. A variable width buffer with a minimum width of one hundred feet (100') shall be provided as generally shown on the Conceptual Plan (Exhibit A), including the minimum one hundred foot (100') buffer from the Property boundary along adjoining County GPINs 7197020579 (1000 Otterdale Road), 7187029964 (1004 Otterdale Road), 7187028849 (1024 Otterdale Road), 7187028832 (1028 Otterdale Road), 7187028816 (1030 Otterdale Road), 7187018496 (1100 Otterdale Road), 7187018282 (1106 Otterdale Road), 7187018066 (1112 Otterdale Road), 7187017234 (1124 Otterdale Road), and 7187015314 (1200 Otterdale Road).
- b. 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 County Zoning Ordinance requirements for 2.5 times Perimeter Landscaping C, including the ability to use berms a minimum of three feet (3') in height. All plantings shall be indigenous and drought resistant. Any dead or diseased vegetation, noxious plants, or invasive species may be removed from such buffer.
- c. 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, utilities which run generally perpendicular through the buffer, pedestrian ways, access roads, bikeways, or similar uses as may be permitted through site plan review.

10. Screening.

- a. Loading bays. All loading and service areas shall be oriented on the Property such that loading areas are substantially screened from a public road (not including State Route 288) or Adjoining Residential Property 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 (not including State Route 288) or an Adjoining Residential Property,

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.

11. Building Height. The maximum building height for any building located west of Watkins Centre Parkway shall be one hundred fifty feet (150'). The maximum building height for any building located east of Watkins Centre Parkway 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 County Zoning Ordinance.

12. Noise.

- a. No use on the Property 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 the Property that adjoins Adjoining Residential Property, 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.

13. Architectural Standards for Data Centers. Acceptable siding materials for data center buildings developed on the Property 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) with accent colors to complement the dominant building color.

14. 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.

15. Fencing. Chain link fencing material shall not be permitted along the Property boundary line where the fencing would be visible from a public road or visible from Adjoining Residential Property.

16. Lighting. Operational data center building light levels allowed at the Property boundary line shall meet the requirements of the County Zoning Ordinance and lighting on the exterior of data center buildings shall be full cut-off lighting fixtures designed to direct light downward and away from the sky to minimize light trespass and glare.

[SIGNATURE PAGE FOLLOWS]

25SN1040
EDA – WATKINS CENTRE SOUTH
PROFFERED CONDITIONS SIGNATURE PAGE

WITNESS the following signature:

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

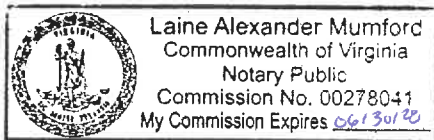
By: 
Kimberly M. Lacy, by power of attorney

COMMONWEALTH OF VIRGINIA
CITY OF RICHMOND, to-wit:

The foregoing was acknowledged before me this 13 day of May, 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