



BRIEF

July 16, 2025

Pledge of Allegiance

In Attendance

Chair McPhail, Vice-Chair Brown; Commissioners – Carroll, Moses-Nedd, Ross, Scheufler, Sheikh; Land Use Review Assistant Director Alex Vanegas, Countywide Assistant Director Tony Alston; Planners Scott Meyer, Ahmad Behzad.

Consent Agenda

RES 25-063

Brief and Resolutions – June 25, 2025, Planning Commission Hearing

Approved; motion carried.

[Ross-Scheufler; Ayes – Carroll, McPhail, Ross, Moses-Nedd, Sheikh, Scheufler; Nays–None; Abstain from Vote – None; Absent from Vote - Brown; Absent from meeting – Justice]

Remote Participation Request from Planning Commission Member

RES 25-064

To approve remote participation through electronic means of Commissioner Brown during the June 17, 2025, Planning Commission Public Hearing.

Approved; motion carried.

[Ross-Sheikh; Ayes – McPhail, Carroll, Ross, Moses-Nedd, Sheikh, Scheufler; Nays–None; Abstain from Vote – Brown; Absent from Vote - None; Absent from meeting – Justice]

Expedited Agenda

None

Public Comment

None

Deferral Requests

None

Planning Director's Time

None

Regular Agenda

RES 25-065

Public Facility Review PFR2025-00007, Gainesville Battery Energy Storage System: Public Hearing closed. Denies Public Facility Review #PFR2025-00007, Gainesville Battery Energy Storage System.

Deny; motion failed.

[Carroll-Ross; Ayes – Carroll, Ross, Moses-Nedd; Nays–McPhail, Brown, Sheikh, Scheufler; Abstain from Vote – None; Absent from Vote - None; Absent from meeting – Justice]

A request for a Public Facility Review to approve the construction of the Gainesville Battery Energy Storage System (BESS), an electrical energy storage facility on a ±3.06-acre site located at 13149 University Boulevard, Bristow, VA 20136, identified as GPIN 7496-08-9964 on County maps. The site is situated west of Linton Hall Road and immediately adjacent to the existing NOVEC Linton Hall Substation to the east and a data center facility to the south. Zoned M-1, Heavy Industrial, the site falls within the Data Center Opportunity Zone Overlay District. The property is designated Parks and Open Space (POS) in the Comprehensive Plan. **Brentsville Magisterial District.**

RES 25-066

Public Facility Review PFR2025-00007, Gainesville Battery Energy Storage

System: Public Hearing closed. Approves the general location or approximate location, character, and extent of Public Facility Review #PFR2025-00007, Gainesville Battery Energy Storage System, to be substantially in accord with the adopted Comprehensive Plan.

Approve; motion carried.

[Sheikh- Brown; Ayes – McPhail, Brown, Sheikh, Scheufler; Nays-Carroll, Ross, Moses-Nedd; Abstain from Vote – None; Absent from Vote - None; Absent from meeting – Justice]

A request for a Public Facility Review to approve the construction of the Gainesville Battery Energy Storage System (BESS), an electrical energy storage facility on a ±3.06-acre site located at 13149 University Boulevard, Bristow, VA 20136, identified as GPIN 7496-08-9964 on County maps. The site is situated west of Linton Hall Road and immediately adjacent to the existing NOVEC Linton Hall Substation to the east and a data center facility to the south. Zoned M-1, Heavy Industrial, the site falls within the Data Center Opportunity Zone Overlay District. The property is designated Parks and Open Space (POS) in the Comprehensive Plan. **Brentsville Magisterial District.**

RES 25-067

Public Facility Review PFR2025-00010, Manassas Battery Energy Storage

System: Public Hearing closed. Approves the general location or approximate location, character, and extent of Public Facility Review #PFR2025-00010, Manassas Battery Energy Storage System, to be substantially in accord with the adopted Comprehensive Plan.

Approve; motion carried.

[Carroll-Sheikh; Ayes – Brown, Carroll, Ross, McPhail, Moses-Nedd, Scheufler,

Sheikh; Nays–None; Abstain from Vote – None; Absent from Vote - None; Absent from meeting – Justice]

A request for a Public Facility Review to approve the construction of the Manassas Battery Energy Storage System (BESS), an electrical energy storage facility on a ±6.0-acre site located at 8400 Bethlehem Road, Manassas, VA 20109, identified as GPIN 7596-76-4603 on County maps. The site is situated north of the intersection of Bethlehem Road and Berkley Drive, adjacent to the existing NOVEC Paradise Substation to the north and Dominion Energy Railroad Substation to the east. Zoned M-1, Heavy Industrial, the site falls within the Data Center Opportunity Zone Overlay District and the Airport Safety Overlay District (Transitional Zone). The property is designated Parks and Open Space (POS) in the Comprehensive Plan and is located within the Bethlehem Road Activity Center. **Brentsville Magisterial District.**

RES 25-068

Proffer Amendment #REZ2023-00001, Innovation on the Parkway: Public Hearing closed. Recommend denial of Proffer Amendment #REZ2023-00001, Innovation on the Parkway.

Recommend Denial; motion failed.

[Carroll-Ross; Ayes – Carroll, Ross, Scheufler; Nays–McPhail, Brown, Sheikh; Abstain from Vote – Moses-Nedd; Absent from Vote - None; Absent from meeting – Justice]

This is a request to amend the proffers associated with #REZ2000-0001 to allow for an increase in building height for data center buildings up to 80 feet (excluding rooftop mechanical equipment and screening walls that may be an additional 15 feet, not to exceed a total height of 95 feet) and to allow a maximum floor area ratio (FAR) up to 0.75 for data center uses, and with other associated development waivers and modifications. The ±17.73-acre project site is located at the southeastern intersection of University Blvd. and Prince William Pkwy. (Rt. 234) and west of Innovation Dr.; is currently addressed as at 11101 University Blvd.; and is identified on County maps as GPIN 7695-09-7902. The subject site is designated OMU-4, Office Mixed Use – High Rise, with a T-4 Transect that recommends a range of 0.58 to 1.38 FAR, and is located within the Innovation Park Small Area Plan and Innovation Park – Technology Center special planning areas of the Comprehensive Plan. The site is currently zoned PBD, Planned Business District; and is also located within the Data Center Opportunity Zone Overlay District, Airport Safety Overlay District, Technology Overlay District, and Technology Overlay District – Employment Center Office / R&D subdistrict. **Brentsville Magisterial District**

RES 25-069

Proffer Amendment #REZ2023-00001, Innovation on the Parkway: Public Hearing closed. Recommend approval of Proffer Amendment #REZ2023-00001, Innovation on the Parkway, subject to the proffers dated June 6, 2025.

Recommend Approval; motion carried.

[Brown-Sheikh; Ayes – Brown, McPhail, Moses-Nedd, Sheikh; Nays–Carroll, Ross, Scheufler; Abstain from Vote – None; Absent from Vote - None; Absent from meeting – Justice]

This is a request to amend the proffers associated with #REZ2000-0001 to allow for an increase in building height for data center buildings up to 80 feet (excluding rooftop mechanical equipment and screening walls that may be an additional 15 feet, not to exceed a total height of 95 feet) and to allow a maximum floor area ratio (FAR) up to 0.75 for data center uses, and with other associated development waivers and modifications. The ±17.73-acre project site is located at the southeastern intersection of University Blvd. and Prince William Pkwy. (Rt. 234) and west of Innovation Dr.; is currently addressed as at 11101 University Blvd.; and is identified on County maps as GPIN 7695-09-7902. The subject site is designated OMU-4, Office Mixed Use – High Rise, with a T-4 Transect that recommends a range of 0.58 to 1.38 FAR, and is located within the Innovation Park Small Area Plan and Innovation Park – Technology Center special planning areas of the Comprehensive Plan. The site is currently zoned PBD, Planned Business District; and is also located within the Data Center Opportunity Zone Overlay District, Airport Safety Overlay District, Technology Overlay District, and Technology Overlay District – Employment Center Office / R&D subdistrict.
Brentsville Magisterial District

Planning Commission Procedures

Old Business

None

New Business

None

Commission Members' Time

Carroll- Deadline to submit comments for the Prince William County School will be August 29, 2025.

Adjourn Meeting

Moses-Nedd; Adjourned 11:42 p.m.



PLANNING COMMISSION RESOLUTION

MOTION: ROSS

SECOND: SCHEUFLER

RE: BRIEF AND RESOLUTIONS – June 25, 2025

ACTION: APPROVED

July 16, 2025
Regular Meeting
RES. No. 25-063

WHEREAS, on July 16, 2025, at 7:00 p.m., the Prince William Planning Commission convened its regular meeting in the Board's chamber, located in the James J. McCoart Administration Building, One County Complex Court, Prince William, Virginia; and

WHEREAS, the Prince William Planning Commission conducted business in accordance with a published agenda dated July 16, 2025;

NOW THEREFORE, BE IT RESOLVED that the Prince William County Planning Commission does hereby approve the brief and resolutions for June 25, 2025, as presented on the July 16, 2025, Consent Agenda.

Votes:

Ayes: Carroll, McPhail, Moses-Nedd, Ross, Scheufler, Sheikh

Nays: None

Abstain from Vote: None

Absent from Vote: Brown

Absent from Meeting: Justice

MOTION CARRIED

Attest:

Phibe Wallace

Phibe Wallace

Acting Clerk to the Planning Commission



PLANNING COMMISSION RESOLUTION

MOTION: ROSS

SECOND: SHEIKH

RE: APPROVE REQUEST TO PARTICIPATE REMOTELY THROUGH ELECTRONIC
COMMUNICATION MEANS

ACTION: APPROVED

June 16, 2025
Regular Meeting
RES. No. 25-064

WHEREAS, on December 2, 2020, the Prince William County Planning Commission ("Commission") adopted a policy pursuant to Virginia Code § 2.2-3708.2, VA Code Ann. to allow for remote participation by Commission members ("Policy"); and

WHEREAS, in accordance with the Policy, Commissioner Qwendolyn Brown ("Member") notified the Commission Chair that the Member is requesting permission from the Commission to electronically participate at the Commission's June 16, 2025, meeting; and

WHEREAS, the Member certified that (*check A or B*):

A. ☐ the Member is unable to attend the meeting due to a temporary or permanent disability or other medical condition that prevents the Member's physical attendance; OR

B. ☒ the Member is unable to attend the meeting due to the following specifically identified personal matter: Travel

AND the Member has not already participated electronically due to a personal reason for more than one meeting this calendar year. (*Section (B) shall be limited to two meetings each calendar year*); and

WHEREAS, the remote location from which the Member plans to electronically participate is the Dominican Republic; and this remote location will not be open to the public; and

WHEREAS, the Member verifies that the Member's participation in any closed session of the meeting shall remain confidential and not be disclosed to any unauthorized persons or entities; and

WHEREAS, pursuant to the Policy, a request for electronic participation from a remote location shall be approved unless participation violates the Policy or any provisions of the Virginia Freedom of Information Act;

NOW, THEREFORE, BE IT RESOLVED that the Prince William County Planning Commission does hereby approve the request by Member Qwendolyn Brown to participate in the meeting through electronic communication means in accordance with the Policy; a quorum of the Commission being physically assembled at one primary or central meeting location; and arrangements being made for the voice of the Member to be heard by all persons at the primary or central meeting location.

Votes:

Ayes: McPhail, Carroll, Ross, Moses-Nedd, Sheikh, Scheufler

Nays: None

Abstain from Vote: Brown

Absent from Vote: None

Absent from Meeting: Justice

MOTION CARRIED

Attest: Phibe Wallace
Phibe Wallace
Acting Clerk to the Planning Commission



PLANNING COMMISSION RESOLUTION

MOTION: CARROLL

SECOND: ROSS

RE: PUBLIC FACILITY REVIEW #PFR2025-00007, GAINESVILLE BATTERY ENERGY STORAGE SYSTEM - BRENTSVILLE MAGISTERIAL DISTRICT

ACTION: DENIAL

**July 16, 2025
Regular Meeting
Res. No. 25-065**

WHEREAS, this is a Public Facility Review ("PFR") request to allow the construction of a Battery Energy Storage System (BESS), to be known as the "Gainesville Battery Energy Storage System," on an approximately 3.06-acre parcel; and

WHEREAS, the proposed facility will be located at 13149 University Blvd, Bristow VA 20136, and is identified as GPIN 7496-08-9964, in the Brentsville Magisterial District; and

WHEREAS, the proposed Gainesville VA BESS facility will connect to the adjacent NOVEC Linton Hall Substation and will support distribution grid reliability and peak demand management through 20 megawatts (MW) of alternating current (AC) capacity and 90.3 MWh of energy storage, thereby enhancing the area's electric utility infrastructure; and

WHEREAS, the site is designated Parks and Open Space (POS) in the Comprehensive Plan; is zoned M-1, Heavy Industrial; and is located within both the Data Center Opportunity Zone Overlay District and the Airport Safety Overlay District's Transitional Zone; and

WHEREAS, the Prince William County Planning Commission duly ordered, advertised, and held a public hearing on July 16, 2025, receiving public testimony and considering the merits of this Public Facility Review; and

WHEREAS, County staff recommends the Planning Commission approve this Public Facility Review, finding its general location or approximate location, character, and extent to be substantially in accord with the Comprehensive Plan, as outlined in the staff report and supporting analyses; and

WHEREAS, the Prince William County Planning Commission does not believe that public general welfare is served by the approval of this request;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Planning Commission does hereby close the public hearing and denies Public Facility Review #PFR2025-00007, Gainesville Battery Energy Storage System.

July 16, 2025
Regular Meeting
Res. No. 25-065
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Votes:

Ayes: Carroll, Ross, Moses-Nedd

Nays: Brown, Scheufler, McPhail, Sheikh

Absent from Vote: None

Absent from Meeting: Justice

Abstain from Vote: None

MOTION FAILED

Attest:

Phibe Wallace

Phibe Wallace

Acting Clerk to the Planning Commission



PLANNING COMMISSION RESOLUTION

MOTION: SHEIKH

SECOND: BROWN

RE: PUBLIC FACILITY REVIEW #PFR2025-00007, GAINESVILLE BATTERY ENERGY STORAGE SYSTEM - BRENTSVILLE MAGISTERIAL DISTRICT

ACTION: APPROVAL

**July 16, 2025
Regular Meeting
Res. No. 25-066**

WHEREAS, this is a Public Facility Review ("PFR") request to allow the construction of a Battery Energy Storage System (BESS), to be known as the "Gainesville Battery Energy Storage System," on an approximately 3.06-acre parcel; and

WHEREAS, the proposed facility will be located at 13149 University Blvd, Bristow VA 20136, and is identified as GPIN 7496-08-9964, in the Brentsville Magisterial District; and

WHEREAS, the proposed Gainesville VA BESS facility will connect to the adjacent NOVEC Linton Hall Substation and will support distribution grid reliability and peak demand management through 20 megawatts (MW) of alternating current (AC) capacity and 90.3 MWh of energy storage, thereby enhancing the area's electric utility infrastructure; and

WHEREAS, the site is designated Parks and Open Space (POS) in the Comprehensive Plan; is zoned M-1, Heavy Industrial; and is located within both the Data Center Opportunity Zone Overlay District and the Airport Safety Overlay District's Transitional Zone; and

WHEREAS, the Prince William County Planning Commission duly ordered, advertised, and held a public hearing on July 16, 2025, receiving public testimony and considering the merits of this Public Facility Review; and

WHEREAS, County staff recommends the Planning Commission approve this Public Facility Review, finding its general location or approximate location, character, and extent to be substantially in accord with the Comprehensive Plan, as outlined in the staff report and supporting analyses; and

WHEREAS, the Prince William County Planning Commission believes that public general welfare as well as good planning practices are served by the approval of this request;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Planning Commission does hereby close the public hearing and finds and approves the general location or approximate location, character, and extent of Public Facility Review #PFR2025-00007, Gainesville Battery Energy Storage System, to be substantially in accord with the adopted Comprehensive Plan.

July 16, 2025
Regular Meeting
Res. No. 25-066
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Votes:

Ayes: Brown, McPhail, Sheikh, Scheufler

Nays: Carroll, Ross, Moses-Nedd

Absent from Vote: None

Absent from Meeting: Justice

Abstain from Vote: None

MOTION CARRIES

Attest:

Phibe Wallace

Phibe Wallace

Acting Clerk to the Planning Commission



PLANNING COMMISSION RESOLUTION

MOTION: CARROLL

SECOND: SHEIKH

RE: PUBLIC FACILITY REVIEW #PFR2025-00010, MANASSAS BATTERY ENERGY STORAGE SYSTEM - BRENTSVILLE MAGISTERIAL DISTRICT

ACTION: APPROVAL

**July 16, 2025
Regular Meeting
Res. No. 25-067**

WHEREAS, this is a Public Facility Review ("PFR") request to allow the construction of a Battery Energy Storage System (BESS), to be known as the "Manassas Battery Energy Storage System," on an approximately 6.0-acre parcel; and

WHEREAS, the proposed facility will be located at 8400 Bethlehem Road, Manassas, Virginia 20109, and is identified as GPIN 7596-76-4603; and

WHEREAS, the proposed Manassas Battery Energy Storage System will provide 24.2 MVA of alternating current (AC) capacity and 105.315 MWh of battery storage, supporting regional electric grid reliability and operational efficiency for NOVEC through energy storage and discharge during peak demand periods; and

WHEREAS, the site is designated Parks and Open Space (POS) in the Comprehensive Plan; is zoned M-1, Heavy Industrial; and is located within both the Data Center Opportunity Zone Overlay District and the Airport Safety Overlay District's Transitional Zone; and

WHEREAS, the subject property is located within the Bethlehem Road Activity Center, which supports continued industrial growth and infrastructure development consistent with the goals of the Comprehensive Plan; and

WHEREAS, the Prince William County Planning Commission duly ordered, advertised, and held a public hearing on July 16, 2025, receiving public testimony and considering the merits of this Public Facility Review; and

WHEREAS, County staff recommends the Planning Commission approve this Public Facility Review, finding its general location or approximate location, character, and extent to be substantially in accord with the Comprehensive Plan, as outlined in the staff report and supporting analyses; and

WHEREAS, the Prince William County Planning Commission believes that public general welfare as well as good planning practices are served by the approval of this request;

July 16, 2025
Regular Meeting
Res. No. 25-067
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NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Planning Commission does hereby close the public hearing and finds and approves the general location or approximate location, character, and extent of Public Facility Review #PFR2025-00010, Manassas Battery Energy Storage System, to be substantially in accord with the adopted Comprehensive Plan.

Votes:

Ayes: Brown, Carroll, McPhail, Moses-Nedd, Sheikh, Scheufler

Nays: Ross

Absent from Vote: None

Absent from Meeting: Justice

Abstain from Vote: None

MOTION CARRIES

Attest:

Phibe Wallace

Phibe Wallace

Acting Clerk to the Planning Commission



PLANNING COMMISSION RESOLUTION

MOTION: CARROLL

SECOND: ROSS

**RE: PROFFER AMENDMENT #REZ2023-00001, INNOVATION ON THE PARKWAY
BRENTSVILLE MAGISTERIAL DISTRICT**

ACTION: RECOMMEND DENIAL

**July 16, 2025
Regular Meeting
Res. No. 25-068**

WHEREAS, this is a request to amend the proffers associated with #REZ2000-0001 to allow for an increase in building height for data center buildings up to 80 feet (excluding rooftop mechanical equipment and screening walls that may be an additional 15 feet, not to exceed a total height of 95 feet) and to allow a maximum floor area ratio (FAR) up to 0.75 for data center uses, and with other associated development waivers and modifications; and

WHEREAS, the subject ±17.73-acre project site is located at the southeastern intersection of University Boulevard and Prince William Parkway (Route 234) and west of Innovation Drive, is currently addressed as at 11101 University Boulevard, and is identified on County maps as GPIN 7695-09-7902; and

WHEREAS, the subject site is designated OMU-4, Office Mixed Use – High Rise, with a T-4 Transect that recommends a range of 0.58 to 1.38 FAR, and is located within the Innovation Park Small Area Plan and Innovation Park – Technology Center special planning areas of the Comprehensive Plan; and

WHEREAS, the site is currently zoned PBD, Planned Business District, with proffers. The site is also located within the Data Center Opportunity Zone Overlay District, Airport Safety Overlay District, Technology Overlay District, and Technology Overlay District – Employment Center Office / R&D subdistrict; and

WHEREAS, County staff recommends that the Planning Commission recommend approval of this proffer amendment/rezoning for the reasons stated in the staff report; and

WHEREAS, the Prince William County Planning Commission duly ordered, advertised, and held a public hearing on July 16, 2025, at which time public testimony was received and the merits of the above-referenced case were considered; and

WHEREAS, the Prince William County Planning Commission finds that public necessity, convenience, general welfare, and good zoning practice are served by recommending denial of this request;

NOW, THEREFORE, BE IT RESOLVED that the Prince William County Planning Commission does hereby close the public hearing and recommend denial of Proffer Amendment #REZ2023-00001, Innovation on the Parkway.

Votes:

Ayes: Carroll, Ross, Scheufler

Nays: Brown, McPhail, Sheikh

Abstain from Vote: Moses-Nedd

Absent from Vote: None

Absent from Meeting: Justice

MOTION FAILED

Attest:

Phibe Wallace

Phibe Wallace

Acting Clerk to the Planning Commission



PLANNING COMMISSION RESOLUTION

MOTION: BROWN

SECOND: SHEIKH

**RE: PROFFER AMENDMENT #REZ2023-00001, INNOVATION ON THE PARKWAY
BRENTSVILLE MAGISTERIAL DISTRICT**

ACTION: RECOMMEND APPROVAL

**July 16, 2025
Regular Meeting
Res. No. 25-069**

WHEREAS, this is a request to amend the proffers associated with #REZ2000-0001 to allow for an increase in building height for data center buildings up to 80 feet (excluding rooftop mechanical equipment and screening walls that may be an additional 15 feet, not to exceed a total height of 95 feet) and to allow a maximum floor area ratio (FAR) up to 0.75 for data center uses, and with other associated development waivers and modifications; and

WHEREAS, the subject ±17.73-acre project site is located at the southeastern intersection of University Boulevard and Prince William Parkway (Route 234) and west of Innovation Drive, is currently addressed as at 11101 University Boulevard, and is identified on County maps as GPIN 7695-09-7902; and

WHEREAS, the subject site is designated OMU-4, Office Mixed Use – High Rise, with a T-4 Transect that recommends a range of 0.58 to 1.38 FAR, and is located within the Innovation Park Small Area Plan and Innovation Park – Technology Center special planning areas of the Comprehensive Plan; and

WHEREAS, the site is currently zoned PBD, Planned Business District, with proffers. The site is also located within the Data Center Opportunity Zone Overlay District, Airport Safety Overlay District, Technology Overlay District, and Technology Overlay District – Employment Center Office / R&D subdistrict; and

WHEREAS, County staff recommends that the Planning Commission recommend approval of this proffer amendment/rezoning for the reasons stated in the staff report; and

WHEREAS, the Prince William County Planning Commission duly ordered, advertised, and held a public hearing on July 16, 2025, at which time public testimony was received and the merits of the above-referenced case were considered; and

WHEREAS, the Prince William County Planning Commission finds that public necessity, convenience, general welfare, and good zoning practice are served by recommending approval of this request;

NOW, THEREFORE, BE IT RESOLVED that the Prince William County Planning Commission does hereby close the public hearing and recommend approval of Proffer Amendment #REZ2023-00001, Innovation on the Parkway, subject to the proffers dated June 6, 2025.

ATTACHMENT: Proffer Statement, Dated June 6, 2025

Votes:

Ayes: Brown, McPhail, Moses-Nedd, Sheikh

Nays: Carroll, Ross, Scheufler

Abstain from Vote: None

Absent from Vote: None

Absent from Meeting: Justice

MOTION CARRIED

Attest:

Phibe Wallace

Phibe Wallace

Acting Clerk to the Planning Commission

PROFFER STATEMENT

REZ2023-00001, Innovation on the Parkway
Amendment to REZ2000-0001
Owner: University Blvd LLC
Property: ±17.7267 acres Prince William County, Virginia
Zoning: PBD: O/F, O(H), and M-2
GPIN 7695-09-7902
Brentsville Magisterial District
Date: June 6, 2025

The undersigned Property Owner and/or Assigns (the “Applicant”) hereby proffers that the use and development of the subject Property (“Property”) shall be in substantial accordance with the following proffers or development conditions and shall supersede any and all other proffers made prior hereto, including REZ #PLN2000-0001. In the event the referenced rezoning is not granted as applied for by Applicant, then these proffered conditions shall be deemed withdrawn and null and void and Rezoning #PLN2000-0001 shall remain in effect.

The headings of the proffers set forth below have been prepared for convenience of reference only and shall not control or affect the meaning nor shall the headings be taken as an interpretation of any provision of the proffers.

“Final Rezoning,” as the term is used herein, shall be defined as that zoning which is in effect on the day following the last day upon which the Prince William Board of County Supervisors’ decision granting the rezoning may be contested in the appropriate court or, if contested, the day following entry of a final court order affirming the decision of the Board of Supervisors which has not been appealed or, if appealed, the day following which the decision has been affirmed on appeal.

There is an approved site plan on the Property, identified as Prince William County File No. 00-00132R1, which shall govern current development on the Property. All future development/redevelopment of the Property, shall be in substantial conformance with the Master Zoning Plan entitled “Master Zoning Plan - Innovation on the Parkway”, prepared by Urban Ltd., dated September 1, 2022, last revised June 6, 2025 (the “MZIP”) subject to minor modifications in connection with final site plan review or final engineering, or modifications as allowed pursuant to the Amended INNOVATION Design Guidelines adopted by the Prince William Board of County Supervisors on February 15, 2001. The MZIP consists of the following sheets:

1. Cover Sheet
2. General Development Plan:
 - 2.A Utility Plan;

3. Open Space Plan;
4. Landscape Plan (“Landscape Plan”);
- 4.A. 50’ Enhanced Landscape Buffer Detail;
5. Concept Layout; and
6. General Notes & Details.

USES & SITE DEVELOPMENT

1. Uses. The Property is zoned PBD, Planned Business District with a Landbay designation of O(F), Office/Flex District, O(H), Office High-Rise District, and M-2, Light Industrial District. Uses set forth as by right uses, secondary uses, and special use permit uses in the Prince William County Zoning Ordinance (the “Zoning Ordinance”) shall be so permitted on the Property, except for those uses listed below shall be prohibited:
 - a. Adult day care facility.
 - b. Ambulance services, commercial.
 - c. Bus station, commercial.
 - d. Cafeteria/lunchroom/snack bar/automat.
 - e. Crematory, secondary to hospital only.
 - f. Donated materials collection center.
 - g. Electric substation
 - h. Flea market.
 - i. Fraternity or sorority, secondary to college, university or seminary (on campus only).
 - j. Greenhouse, nursery (wholesale) (not more than twenty (20) percent of the lot area may be devoted to retail garden center uses).
 - k. Gunsmith shop.
 - l. Helipad.
 - m. Heliport.
 - n. Heliport, secondary only.
 - o. Helistop.
 - p. Hospital.
 - q. Live entertainment in accordance with the provisions of section 32-400.15.
 - r. Marina.
 - s. Mortuary, funeral or wedding chapel.
 - t. Quick service food store (not freestanding).
 - u. Racetrack (equestrian or motorized).
 - v. Radio or TV broadcasting station.
 - w. Railroad passenger station.
 - x. Ranges, shooting, indoor or outdoor.
 - y. Recording Studio.
 - z. Recycling collection points, subject to the standards in section 32-250.84.

- aa. Recyclable materials separation facility.
- bb. Stadium or arena, indoor or outdoor.
- cc. Solar energy facility.
- dd. Testing/experimental laboratories (HAZMAT).
- ee. Trade or convention center.
- ff. Veterinary hospital.
- gg. Watchman's dwelling.
- hh. Water transportation facility.

2. Building Height. Pursuant to Section 32-506.03.2.(f)(1), the maximum height of any data center building, located on the Property may be eighty feet (80'). The maximum height with all other rooftop equipment and screening walls shall not exceed ninety-five feet. (95'), exclusive of elevator overrides. Building height shall be measured based on the existing definition of height in the Zoning Ordinance in effect at the time of approval of this Proffer Amendment. The building height for non-data center buildings shall be limited by the applicable provisions of the Zoning Ordinance.
3. Floor Area Ratio. Pursuant to Section 32-400.04.3 and Section 32-506.09.1 of the Zoning Ordinance, the maximum floor area ratio ("FAR") for any data center/data center associated use on the Property may be up to 0.75 FAR. In the event the Property is subdivided, the FAR shall be calculated as the cumulative total on the Property and not on a percentage of each subdivided parcel.
4. Development Parameters. Development of the Property, subject to compliance with all applicable County ordinances, requirements and individual site plan approvals, shall be allowed in accordance with the development parameters set forth below. The Applicant may amend the development parameters as they apply to the Property during any future rezoning of any portion of the Applicant's Property without the consent of other landowners within Innovation.
 - a. The minimum building height for any new data center or office buildings shall be forty-five feet (45'). This Proffer shall not apply to accessory buildings or structures.
 - b. The maximum lot coverage on the Property shall not exceed seventy percent (70%).
 - c. At the time a site plan is submitted for the Property, the Applicant shall provide a tabulation on each such site plan which demonstrates compliance with the development parameters set forth in 4.a and 4.b above.
 - d. Security fencing and a gated entrance shall be provided as shown on the MZP, In the event a guard booth is constructed, it shall be located in proximity to the gated entrance.

5. Architecture. Data center building architecture shall be subject to the following:
- a. Any new data center building shall be designed in substantial accordance with the sample elevations identified below, data center design standards and design guidelines set forth in Section 32-509.02.4.(A) – (F) of the Prince William County Zoning Ordinance and the Amended INNOVATION Design Guidelines adopted by the Prince William Board of County Supervisors on February 15, 2001 (the “Guidelines”).
 - b. Notwithstanding the requirement set forth in Section 32-509.02.4(A)(1), the Applicant shall include all five (5) of the design elements listed therein on principal building facades and shall provide a minimum of thirty percent (30%) fenestration on any building façade facing and visible from the Innovation Drive, and University Boulevard. Architectural design concepts for the data center building(s) are provided in the exhibit entitled “Innovation on the Parkway – Building Elevations,” (the “Elevations”) prepared by DMA Architects and Urban LTD., dated April 4, 2025.
 - c. The Elevations may be subject to changes approved by the Innovation Architectural Review Board pursuant to the review process identified in the Guidelines. In addition, minor modifications may be approved by the County in connection with site plan review.
 - d. Additional changes to the architecture and materials may be made provided that any such changes are approved by the Planning Director or designee, prior to the issuance of a building permit release letter. Such approval shall be based on a determination that the changes result in a building that is of equal or better quality than that shown on the Elevations.
 - e. At least two weeks prior to requesting a building permit release letter from Development Services, the Applicant shall submit building elevations so that it may ensure compatibility with the Elevations.
6. Interparcel Connection. In the event the Property is developed with a secured campus, the Applicant may close the existing interparcel access subject to obtaining written consent from the owner of the property identified as GPIN 7695-08-9341 (adjacent and to the south of the Property), to close the existing ingress/egress point, that provides interparcel access along the shared property line.
7. Monument/Entrance Sign. Any new monument sign on the Property sign shall not exceed ten feet (10') in height and low-growth landscaping shall be planted around the base.

8. Bicycle Rack. As a condition of final site plan approval, the Applicant shall provide a bicycle rack at each new data center building located on the Property. The final location and design of the bike rack will be determined by the Applicant at final site plan approval.

Generators. All generators shall be screened in a manner so as to not be visible from the public right-of-way and said screening shall be shown on the final site.

9. Noise. Notwithstanding and in addition to the applicable 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: 60 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 7:00 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, alteration or demolition work on buildings, structures, alleys or appurtenances thereto in the outdoors 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.
10. Emergency Operations. Emergency operations shall not be subject to the limitations outlined in Proffer 10 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.
11. Sound Studies. Prior to the approval of each final site plan for the Property that includes a data center building, the Applicant shall provide a Sound Study (the “Sound Study”) that is specific to the proposed site layout and building type to ensure compliance with the

maximum permissible sound levels as outlined in Proffer 10. 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 the issuance of a building permit. The Applicant shall be responsible for the cost and expenses for said acoustical consultant to perform the work outlined in these proffers.

12. Construction Management Plan. As a condition of site plan approval, the Applicant shall prepare a Construction Management Plan which shall identify the haul routes for earth-moving construction trucks to and from the site during the site development stage of the Property. The Applicant shall provide a courtesy copy of the Construction Management Plan to the Brentsville District Supervisor's office.
13. Optimized Performance Strategies for Data Center Building. The Applicant shall utilize the below performance strategies to reduce energy and water usage associated for any Data Center uses on the Property. Information detailing compliance with this Proffer shall be submitted prior to the approval of each building permit issued for a data center building on the Property. The Optimized Performance Strategies shall consist of the following:
 - a. Low Water Usage or Liquid Cooling Systems, defined as use of an air-cooled/adiabatic chiller plant and/or liquid to chip (or liquid to liquid) closed loop cooling system to reduce cooling water usage;
 - b. Low Flow Plumbing Fixtures, defined as use of low-flow or ultra-low-flow restrooms;
 - c. LED light fixtures including advanced zoned lighting controls with occupancy sensors;
 - d. Building Management System, consisting of a computer system(s) that monitors and controls the building's physical environment, including temperature, humidity levels, and air quality sensors;
 - e. A minimum of two (2) strategies developed for Leadership in Energy and Environmental Design ("LEED") by the US Green Building Council, or equivalent environmental strategies, proposed by the Owner and deemed acceptable by the Prince William County Sustainability Officer;
 - f. The Applicant shall report its energy withdrawn from the grid to the Zoning Administrator and Office of Sustainability on an annual basis; and Energy withdrawn from the electric grid will be monitored by the Applicant at least every quarter hour and will be reported to the Zoning Administrator and Office of Sustainability on an

annual basis for three (3) years beginning one year after initially reaching Full Power.;
and

- g. Energy withdrawn from the electric grid will be monitored by the Applicant at least every quarter hour and will be reported to the Zoning Administrator on an annual basis for three (3) years beginning one year after initially reaching Full Power. The purpose of this monitoring commitment is to reasonably minimize the use of electricity from the grid at times of peak grid demands.

ENVIRONMENT

14. Water Quality. In the event a new building is constructed on the Property, the Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$75.00 per acre for water quality monitoring, drainage improvements and/or stream restoration projects. Said contribution shall be made prior to and as a condition of final site plan approval for such new building with the amount to be based on the acreage reflected on the final site plan.
15. Spill Contingency. In the event the Property involves the storage of potentially hazardous products, a "Spill Contingency Plan" shall be submitted to the Fire Marshal's Office, which is consistent with similar plans reviewed and approved by the Fire Marshal. Said plan shall set forth the procedures to be followed in the event of a product leak or spill on the Property. Fire Marshal approval shall be required for such plan prior to final site plan approval. If any tenant, operator or owner handles or produces hazardous chemical waste or petroleum products, the individual site owners and their operators shall be responsible for notifying the Fire Marshal's Office in a timely manner in the event of a spill of any such hazardous chemical waste or petroleum products on the Project. The Applicant, tenant and/or operator shall assume full responsibility for all public expenses incurred in the clean-up of such products spilled, even if an on-site spill requires off-site cleanup. The owner, tenant and/or operators of the individual units located on the Property shall be solely responsible for any product spills from their respective sites.
16. Landscaping and Buffers. The Applicant shall provide buffers in substantial conformance as shown on the Landscape Plan. The planted buffers shall be planted in accordance with the DCSM planting requirements or as otherwise provided herein. The use of existing vegetation/trees within the buffer and landscaped areas shall be credited towards the planting requirements. In addition, at final site plan, the Applicant shall meet the minimum landscaping standards of DCSM 800 for interior parking lot landscaping.
 - a. Prince William Parkway Buffer. Pursuant to Proffer 16 below, the Applicant shall preserve areas of existing healthy forest area within the one hundred foot (100') buffer

located along Prince William Parkway, as shown on the MZP. The existing forest area shall be credited towards the planting requirement such that the combination of existing vegetation and, if needed, supplemental vegetation consists of 600 plant units per 100 linear feet within this buffer.

- b. University Boulevard Buffer. Notwithstanding the Typical 50' Type C Buffer planting graphic shown on the Landscape Plan, the fifty foot (50') buffer located along University Boulevard shall be planted primarily with evergreen trees and shrubs in addition to those existing trees that are identified to be preserved pursuant to Proffer 16 below.
 - c. Innovation Drive Buffer. A fifty foot (50') buffer shall be provided along Innovation Drive as shown on the Landscape Plan.
 - d. Southern Property Line Buffer. A fifty foot (50') buffer shall be provided along the southern property lines as shown on the Landscape Plan. A portion of the 50' buffer shall include enhanced landscaping, and a six foot (6') board-on-board fence, as identified and detailed on Sheet 4.A of the MZP entitled, "50' Enhanced Landscape Buffer Detail, ("the Buffer Detail"). To facilitate tree growth within this 50' buffer, the Applicant shall plant the trees identified on the Buffer Detail prior to construction for the purposes of allowing the trees to establish a root system which will enhance the growth time to maturity.
 - e. Supplemental Plantings on Adjacent Property. Prior to site plan approval, the Applicant shall contact the property owner of GPIN 7695-08-9341 (parcel address 9400 Innovation Drive, Manassas, Virginia) (the "Adjacent Property") and offer to provide supplemental plantings within the Adjacent Property's existing ten foot (10') landscape strip located along the shared property line with the subject Property. Any such supplemental plantings agreed to shall be planted prior to issuance of the first occupancy permit for any new data center building on the Property. Upon planting, the Adjacent Property owner shall be responsible for the maintenance of said plantings, and the Applicant shall have no further obligation pursuant to this proffer.
17. Preservation of Existing Trees. Within the buffers and landscaped areas shown on the Landscape Plan, the Applicant shall prepare a tree survey at the time of final site plan to identify trees measuring ten inch (10") caliper d.b.h. within the buffer or landscaped areas that are determined to be preserved. A tree preservation plan shall be provided with the final site plan submission identifying locations of trees to be preserved and methods and procedures for protection during construction. The tree preservation plan shall be prepared in accordance with the DCSM, and in consultation with the Prince William County Arborist.

18. Native Plant Species. Eighty percent (80%) of all new plantings required by the DCSM for buffers, landscape strips, and parking lots shall be comprised exclusively of landscape material that is drought resistant and native to Virginia in accordance with the DCSM.
19. Soil Remediation. To facilitate adequate expansion of tree and shrub roots to support healthy plants, all landscape areas, parking lot islands, and buffers, which have been subject to pavement and/or compaction shall have, prior to planting: a) all foreign materials (asphalt, concrete, rock, gravel, debris, etc.) removed and the soil loosened to a depth of a minimum of 3', and b) a top dressing of 4" to 6" of clean topsoil provided. This topsoil shall be a loam, sandy loam, clay loam, silt loam, or sandy clay loam. The topsoil shall not be a mixture of or contain contrasting textured subsoils. The topsoil shall contain less than 5% by volume of cinders, stones, slag, coarse fragments, sticks, roots, trash, or other materials larger than 1" in diameter and shall not contain gravel. The topsoil shall contain a minimum of 5% natural fine organic matter, such as leaf mold, peat moss, etc. Areas to receive this remediation will be clearly shown on the final site/subdivision plan.
20. Limits of Disturbance. The Applicant shall limit disturbance ("LOD") on the Property to be in substantial conformance with the LOD shown on the Landscape Plan, except for utility crossings permitted per the DCSM.

FIRE AND RESCUE

21. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$0.61 per square foot of new building area constructed on the Property. Said contribution shall be used for fire and rescue purposes and shall be paid prior to and as a condition of the issuance of a building permit release letter for each building constructed on the Property.
22. For buildings with a building height greater than sixty feet (60'), the Applicant shall, as a condition of final site plan approval, be in full compliance with the fire and safety systems standards set forth in Section 300 of the DCSM, unless otherwise waived by the Fire Marshal's Office. Issuance of Occupancy Permits shall be contingent upon full compliance with Virginia Uniform Statewide Building Code requirements.

WATER AND SANITARY SEWER

23. All uses on the Property shall be connected to public water and sewer as a part of the development of the Property.

24. Applicant shall be responsible for the design and construction of all on-site water lines and sanitary sewer lines necessary to provide service to its Property in accordance with applicable Service Authority, County and state requirements.

EASEMENTS

25. Applicant shall grant utility easements or other easements necessary for the development of any property in Innovation subject to the following limitations and requirements being observed by the property owner in Innovation requesting the easement over the Property: The owner or owners of property within Innovation requesting the easement grant shall (1) provide a copy of the proposed easement document and plat with at least forty-five (45) days written notice explaining the necessity of the proposed easement; (2) provide that the easement shall be of the minimum width required by the applicable government authority or utility company needing the easement and use commercially reasonable efforts to minimize any economic or aesthetic injury to the subject property; (3) locate the proposed easement as near to the property boundary perimeter as is possible and reasonable; and (4) endeavor to locate the proposed easement in a manner that does not unreasonably interfere with the granting party's use or enjoyment of the property over which the easement is granted; and utility easements shall not be located within any buffers, except to allow for perpendicular crossings across the buffer. No easement requested pursuant to this provision shall go through the building envelope of the Property based on an approved site plan. Provided further that any disturbance or damage resulting from the exercise of the rights created by this paragraph shall be promptly repaired and the site restored to its original condition prior to such disturbance or damage by the requesting party. In any event, the cost of such repair and restoration shall be paid for by the party requesting the easement.

WAIVERS AND MODIFICATIONS

26. Pursuant to Section 32-400.04.3 and Section 506.09.1 of the Zoning Ordinance, a modification to increase the maximum floor area ratio (F.A.R.) to 0.75.
27. Pursuant to Sections 32-506.09.1 and 32-700.25 of the Zoning Ordinance, waiver of Section 32-506.07.1(a) of the Zoning Ordinance requiring 5% of the parking spaces to be available for vehicles used for ridesharing by employees.
28. Pursuant to Sections 32-506.09.1 and 32-700.25 of the Zoning Ordinance, waiver of Section 32-506.07.2(a) of the Zoning Ordinance requiring shared access driveways and interparcel connecting streets or travelways and facilities and access routes for deliveries, service, and maintenance shall be separated from other parts of a development's on-site circulation system; and service.

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29. Pursuant to Sections 32-506.09.1 and 32-700.25 of the Zoning Ordinance, waiver of Section of the Zoning Ordinance 32-506.08.2(d) to allow for a maximum monument sign height of ten feet (10').

[SIGNATURES APPEAR ON FOLLOWING PAGES]

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SIGNATURE PAGE

UNIVERSITY BLVD LLC

By: _____
Name: _____
Title: _____