



PLANNING COMMISSION RESOLUTION

MOTION:

November 8, 2023

SECOND:

Regular Meeting

RES. No. 23-xxx

**RE: REZONING #REZ2022-00032, DIGITAL GATEWAY NORTH
GAINESVILLE MAGISTERIAL DISTRICT**

ACTION: RECOMMEND DENIAL

WHEREAS, this is a request to rezone ±534 acres (collectively “Property” or “Properties”) from A-1, Agricultural Zoning District, to PBD, Planned Business District, using the O(H), Office High-Rise District, to allow for data centers and ancillary and secondary uses; and public facilities, including electric substations. The request is for a maximum of 7 million square feet of gross floor area (“GFA”) with ancillary and secondary uses limited to a maximum of ten percent (10%) of the total GFA in each building which includes such ancillary and secondary uses. The application also includes associated waivers and modifications. The proposed floor area ratio (“FAR”) for the Property is no greater than an overall 0.30 FAR; and

WHEREAS, the Properties are generally located on both the east and the west side of Pageland Lane, to the south of Catharpin Recreational Park and Sudley Road, north of Thornton Drive, and east of Catharpin Valley Drive. The Properties are identified on County maps as GPINs 7499-51-0789, 7499-50-2914, 7499-62-5386, 7499-82-1020, 7499-70-3896, 7499-81-6203, 7499-83-9783, 7499-83-4804, 7499-92-7290, 7499-73-5646, 7499-84-0870, 7499-72-1255, 7499-94-6530, 7499-84-7796, 7499-85-6806, 7599-04-3214, 7599-14-2313, and 7599-13-0663; and

WHEREAS, the Properties are designated I-3, T/F Technology/Flex with a T-3 Transect for density purposes (“I-3”), and POS, Parks and Open Space (“POS”) in the Comprehensive Plan and are located within the Airport Safety Overlay District and Domestic Fowl Overlay District. A portion of the Property is located within the ERPO, Environmental Resource Protection Overlay and the Highway Corridor Overlay District. The Properties are also subject to the Comprehensive Plan Amendment, CPA2021-00004, PW Digital Gateway; and

WHEREAS, the Properties are zoned A-1, Agriculture, and are partially within the Environmental Resource Protection Area Overlay District, Resource Protection Overlay District, the Highway Corridor Overlay District (Rte. 234/ Sudley Road), and are located within the Airport Safety Overlay District and Domestic Fowl Overlay District; and

WHEREAS, County staff reviewed the subject application and recommends that the Planning Commission recommend denial 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 November 8, 2023, 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 recommends denial of rezoning, #REZ2022-00032, Digital Gateway North, subject to proffers dated August 25, 2023.

ATTACHMENT: Proffer Statement, dated August 25, 2023

Votes:

Ayes:

Nays:

Abstain from Vote:

Absent from Vote:

Absent from Meeting:

MOTION CARRIED

Attest:

Aholibama Pena
Clerk to the Planning Commission

QTS – PW DIGITAL GATEWAY NORTH PROFFER STATEMENT

RE: REZ2022-00032, Digital Gateway North

“Owners”: Abulhusn Ajaj, Trustee; Pageland Limited Liability Company; Beverly Davis; Mary E. Lawson; Frank E. Surface; Sandra H. Surface; David Mitchell, Trustee; Kimberly Mitchell, Trustee; Phillip Harrover, Trustee; Nancy Harrover, Trustee; William A. Becker and Beverly Story Becker as Trustees of the William Alan Becker Revocable Trust dated May 1, 2006; Faye M. Howard, Trustee of the Faye M. Howard Trust Agreement May 31st, 2017; John N. Seeley, Trustee under that certain John N. Seeley Revocable Trust Agreement dated June 18, 2001; Melanie Williams; Garland Williams; Syed Ali

“Applicant”: GW Acquisitions Co., LLC and GW Acquisition I, LLC

“Property”: GPIN Nos. 7499-51-0789, 7499-50-2914, 7499-62-5386, 7499-82-1020, 7499-70-3896, 7499-81-6203, 7499-83-9783, 7499-83-4804, 7499-92-7290, 7499-73-5646, 7499-84-0870, 7499-72-1255, 7499-94-6530, 7499-84-7796, 7499-85-6806, 7599-04-3214, 7599-14-2313, 7599-13-0663

“Rezoning”: Gainesville Magisterial District
±534 acres
A-1, Agricultural to PBD, Planned Business District

Date: August 25, 2023

The undersigned hereby proffers that the use and development of the Property shall be in substantial conformance with the following conditions and which shall supersede all other proffers and conditions made prior hereto with respect to the Property. In the event the referenced rezoning is not granted as applied for by the Applicant, these proffers shall be withdrawn and shall be null and void.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. Any improvements proffered herein shall be provided at the time of development of the portion of the site served by the improvement, unless otherwise specified. The term “Applicant”, as referenced herein, shall include within its meaning all current and future fee owners, successors in interest and assigns of the Property

References in this Proffer Statement to plans and exhibits as binding on the Applicant are limited to the following as described in these Proffers, with all other plans and exhibits provided for illustrative purposes only:

1. Master Zoning Plan (the “MZP”) prepared by IMEG Corp., entitled “Digital Gateway North”, dated February 28, 2022 last revised August 25, 2023, consisting of the following sheets:
 - i. Cover Sheet
 - ii. Master Zoning Plan (Sheets 02, 03, 04)
 - iii. Green Infrastructure Plan (Sheets 05, 06, 07)
 - iv. Infrastructure Plan (Sheet 08)
2. Exhibit A: Transportation Infrastructure Improvements Concept Plan & Phasing, prepared by Gorove/Slade dated January 19, 2023 and revised through August 14, 2023
3. Exhibit B: “Prince William Digital Gateway Master Corridor Plan, prepared by LandDesign, dated January 2023 and revised August 2023 (the “MCP”)
4. Exhibit C: Building Section 2 Story and 3 Story Concept and Rooftop Plan Views
5. Exhibit D: Substation screening, depictions and examples.

USES AND SITE DEVELOPMENT

1. Master Zoning Plan: The Property shall be developed in substantial conformance with the MZP Sheets 02 through 07, subject to minor modifications permitted by the Prince William County Zoning Ordinance (the “Zoning Ordinance”) and as further described in this Proffer Statement.
2. Prohibited Uses: Except as set forth hereafter, the uses identified in Section 32-404.03(2) and Section 32-280.41(1) of the Zoning Ordinance shall be prohibited. The following uses as identified in Section 32-402.21, Section 32-402.22 and Section 32-402.23 of the Zoning Ordinance shall also be prohibited:
 - a. Alarm systems operations, office.

- b. Business school.
- c. College, university or seminary.
- d. Computer and network services.
- e. Hospital.
- f. Hotel, motel, or short-term lodging.
- g. Institute for special education and training.
- h. Medical care facility, specialized.
- i. Medical or dental laboratory.
- j. Medical or dental office and clinic.
- k. Neighborhood retail and fulfillment center, up to 30,000 square feet in gross floor area.
- l. Private school (no boarding).
- m. Religious institution with related facilities (excluding cemeteries).
- n. Recycling collection points, subject to the standards in section 32-250.84.
- o. Research and development (non-HAZMAT).
- p. Trade or convention center.
- q. Trade, technical or vocational school.
- r. Adult day care facility.
- s. Art gallery (private).
- t. Barber shop, beautician studio, or tanning salon.
- u. Commercial artist or photographer's studio.
- v. Fraternity, sorority, secondary to college, university or seminary (on campus only).
- w. Helistop.
- x. Hotel.
- y. Live entertainment in accordance with the provisions of section 32-400.15.
- z. Office equipment sales, lease and service.
- aa. Optical and eye care facility.
- bb. Retail store.
- cc. School of special instruction.
- dd. Travel Agency.
- ee. Bus station, commercial.
- ff. Continuing care retirement community.
- gg. Heliport, secondary only.
- hh. Helipad.

- ii. Solar energy facility.
 - jj. Taxi or limousine dispatching.
 - kk. Veterinary hospital.
3. Use Parameters: Pursuant to Section 32-404.05 of the Zoning Ordinance, the Applicant's use of the Property is limited to the following, provided that use and occupancy of any existing agricultural activities, dwelling units and structures located on the Property may continue until the same is removed or replaced in accordance with these Proffers. Ancillary, secondary uses shall be limited to those listed as 3.c. through 3.h below and shall be limited to a maximum of ten percent (10%) of the total gross floor area for each building which includes such uses. below Pursuant to § 32-201.12(a)(2) of the Zoning Ordinance, the MZP constitutes a Plan of Development within the meaning of Va. Code Ann. § 15.2-2232 and § 15.2-2286(a)(8), the public facilities identified on the MZP are deemed approved and not subject to separate public facilities review and determination or Special Use Permit. Should the location and/or extent of a public facility changes, or a new public facility added, and such facility is determined not to be in substantial conformance with the MZP and these Proffers, then the change and/or addition shall be permitted upon approval of a separate Public Facility Review without a requirement to amend the MZP or these Proffers.
- a. Data centers;
 - b. Public facilities including, but not limited to, streets, parks and electric substations;
 - c. Office, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development;
 - d. Cafeteria/lunchroom/snack bar/automat, restaurants, and restaurants (carry-out), provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development;
 - e. Recreation facility commercial (indoor), and recreation facility for employees provided that such facilities are for the use of employees and/or contractors and

visitors of employees and/or contractors to the buildings comprising the Development.

- f. Childcare facility and any associated outdoor play area, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development;
 - g. Event Center/Meeting Hall, provided that such facilities are primarily for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development; and
 - h. Recording Studio, provided that such facilities are primarily for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development (as defined below) (collectively, the “Approved Uses”).
4. Land Bays. For all purposes associated with its development and use, the Property shall be divided into four (4) Land Bays (each a “Land Bay”) as shown on Sheets 02, 03, 04, 05, 06 and 07 of the MZP. The Applicant may adjust the boundaries and acreage of one or more Land Bays, as part of final site plan approval, by up to 10% of the land area of each such Land Bay.
5. Floor Area Ratio: The Applicant shall develop the Property with data centers, parking, and other uses and structures as set forth in these Proffers (collectively, the “Development”), at no greater than an overall 0.30 floor area ratio (“FAR”). For purposes of these Proffers, FAR is defined as the ratio of gross square footage of the area of buildings to be constructed on the Property to the gross square footage of land area of the Property, prior to the dedication or conveyance of any public right-of-way or land for public facilities and public parks.
- a. Tabulation. As part of each final site plan submitted for the Property, the Applicant shall provide a tabulation indicating the development status of the Property to include a listing of all building(s) constructed to date and their associated gross floor area (“GFA”) and relationship to the overall maximum permitted FAR. The

tabulation also shall identify the reassignment of any GFA between or among Land Bays on the Property (as defined below) and will be updated with each subsequent final site plan approved for the Property.

6. Interim Development. Pursuant to Section 32-404.05.1 of the Zoning Ordinance, the Applicant may develop by-right any portion of the Property with parking lots and/or staging areas necessary for site construction, with approval of a final site plan.
7. Height:
 - a. For purposes of this Proffer, the term “Building Height” shall include the building rooftop and parapets and/or screening walls that screen rooftop mechanical equipment. Buildings shall be limited to up to three stories. Illustrative examples of two- and three-story building sections are depicted in Exhibit C attached to these proffers. The maximum building height shall be permitted and limited as follows:
 - i. Buildings in Land Bay A shall not exceed eighty-three feet (83’) in height measured from finished slab, nor shall buildings exceed four hundred and four feet (404’) above mean sea level. The lesser of the two measurements shall dictate the maximum Building Height.
 - ii. Buildings in Land Bay B shall not exceed eighty-three feet (83’) in height measured from finished slab, nor shall buildings exceed three hundred and eighty-nine feet (389’) above mean sea level. The lesser of the two measurements shall dictate the maximum Building Height.
 - iii. Buildings in Land Bay C shall not exceed eighty-three feet (83’) in height measured from finished slab, nor shall buildings exceed three hundred and ninety-seven feet (397’) above mean sea level. The lesser of the two measurements shall dictate the maximum Building Height.
 - iv. Buildings in Land Bay D shall not exceed a maximum height of eighty-three feet (83’) measured from finished slab, nor shall buildings exceed three

hundred and seventy-nine feet (379') above mean sea level. The lesser of the two measurements shall dictate the maximum Building Height.

- b. Each building may include one elevator penthouse which (i) may be up to, but no more than, ten (10) feet above the Building Height up to 93 feet and (ii) may not consist of more than two (2) percent of the total square footage of the entire building roof area shown in Exhibit C.
 - c. Prior to requesting a building permit release letter from Development Services, the Applicant shall submit building elevations to ensure compliance with this Proffer.
8. Federal Aviation Administration. The Applicant shall obtain approval from the FAA prior to final site plan approval for buildings whose height is subject to approval by the Federal Aviation Administration (the "FAA"). The Applicant shall provide documentation to Development Services demonstrating receipt of such FAA approvals concurrently with the submission of each applicable building permit application
9. Construction Impact Management. The Applicant shall undertake actions to address anticipated impacts of construction, which shall include the following:
- a. Pre-Construction Information Distribution. Prior to the commencement of construction, the Applicant shall distribute written information to the homeowner's associations or boards of Heritage Hunt and Catharpin Valley Estates, a representative from the Virginia Department of Forestry on behalf of Conway Robinson State Forest and the Manassas National Battlefield Park ("MNBPF") Superintendent regarding planned construction activities for the Development. The information shall include: (a) the anticipated phasing of construction, (b) a preliminary schedule for each phase of construction, (c) a preliminary plan for the routing of construction vehicles, and (d) planned measures to minimize off-site dirt and debris in accordance with applicable law. In addition, the Applicant shall provide the name, email address, and telephone number of a contact person responsible for managing construction activities on the Property to the Planning Director and the Gainesville District Supervisor's Office prior to the commencement of construction on each building(s).

- b. Construction Hours. Outdoor construction activities, including deliveries, on the Property shall occur only between the hours of 7:00 am to 9:00 pm Monday through Friday and 9:00 am to 9:00 pm on Saturday. The Applicant shall inform all contractors and subcontractors of the permitted hours of construction and reduce the use of outdoor construction site lighting outside of the designated construction activity hours. The Applicant shall post signs identifying such construction hours at all construction entrances on the Property.
- c. Construction Truck Routing. The Applicant shall prepare a plan for the routing of construction trucks, in accordance with applicable law. The Applicant shall provide such plan to the Virginia Department of Transportation (“VDOT”), Prince William County Department of Transportation (“PWCDOT”), the homeowner’s associations or boards of Heritage Hunt and Catharpin Valley Estates, a representative from the Virginia Department of Forestry on behalf of Conway Robinson State Forest Park and the Manassas National Battlefield Park Superintendent prior to the commencement of construction. The Applicant shall inform all contractors and subcontractors of the plan for the routing of construction trucks and shall post signs identifying such construction truck routes at all construction entrances on the Property.

CULTURAL RESOURCES

10. Phase I, Phase II, Mitigation Plan, Phase III.

- a. Phase I. The Applicant has completed and submitted a Phase I Archeological Survey and Phase I Historic Architecture Survey of the Property to evaluate/update previous investigations of the Property (the “Phase I Study”). Based on the results of that evaluation, the Applicant agrees to retain the services of a third-party historical or cultural resources firm and conduct one or more Phase II investigations of the Property as recommended by the Phase I Study (the “Phase II Study”).
- b. Phase II. In the event the findings of the Phase I survey indicate that a Phase II Archeological Evaluation (the “Phase II Study”) is warranted, the Applicant shall conduct such Phase II Study on identified sites and resources. The Applicant shall

submit the results of the Phase II Study with the first submission of the final site plan for the first building in each Land Bay for which such a study is required. A qualified professional shall be hired by the Applicant to conduct all Phase II excavations. All Phase II scopes of work shall be approved by the Planning Director or designee. Three (3) copies of the draft Phase II Study documenting the results and recommendations of the archaeological evaluation shall be submitted to the Planning Office for review, comment and approval concurrent with any relevant, impacted site plan. The qualified professional, the archaeological testing and the reports shall meet the standards set forth in the current version of the *Virginia Department of Historic Resources (VDHR) Guidelines for Conducting Cultural Resource Survey in Virginia*. Final Phase II reports shall be submitted in quantities, formats and media as requested by the County Archaeologist.

- i) In addition to the Phase I survey recommendations, the Applicant shall conduct Phase II Studies of Sites 44PW2127, 44PW2128, 44PW2130, 44PW2131 and 44PW2132 as documented in the *Phase I Archaeological Survey, QTS Manassas Digital Gateway, Prince William County, Virginia Project No. 0630223 dated April 10, 2023*. Additionally, the Applicant shall conduct a Phase II Study of Site 076-5190 as documented in the *Phase I Historic Architecture Survey, QTS Manassas Digital Gateway, Prince William County, Virginia Project No. 0630223 dated April 14, 2023*. The Applicant shall submit the results of these Phase II Studies with the first submission of the final site plan of the affected Land Bay or portion thereof. A qualified professional shall be hired by the Applicant to conduct all excavations. The Phase II scope of work shall be approved by the Planning Director or designee. Three (3) copies of the draft Phase II Study documenting the results and recommendations of the archaeological evaluation shall be submitted to the Planning Office for review, comment and approval concurrent with any relevant, impacted site plan. The qualified professional, the archaeological testing and the reports shall meet the standards set forth in the current version of the *Virginia Department of Historic Resources (VDHR) Guidelines for Conducting Cultural Resource Survey in Virginia*. Final Phase II

reports shall be submitted in quantities, formats and media as requested by the County Archaeologist.

- c. Mitigation Plan. In the event the Phase II Study finds an archaeology site to be significant and such site shall be disturbed by construction, the Applicant shall initiate mitigation of the archaeology site through Section 106 of the *National Historic Preservation Act* (NHPA), with the County as a consulting party; or, if Section 106 review is not required, the Applicant shall prepare a mitigation plan for approval by the Planning Director or designee, and such approval shall be based on the mitigation plan meeting the standards set forth in the current version of the *Virginia Department of Historic Resources (VDHR) Guidelines for Conducting Cultural Resource Survey in Virginia* and the *Advisory Council on Historic Preservation's (ACHP) Recommended Approach for Consultation on Recovery of Significant Information from Archeological Sites* (<http://www.achp.gov/archguide.html#supp>). If a County mitigation plan is required, its stipulations shall be completed prior to final site plan approval for each Land Bay where the mitigation plan is applicable. Final mitigation reports shall be submitted in quantities, formats, and media as requested by the County Archaeologist after the report(s) have been approved by the County.
 - d. Phase III. In the event the findings of the Phase II survey indicate that a Phase III Archeological Evaluation (the "Phase III Study") is warranted, the Applicant shall conduct such Phase III Study on identified sites and resources. The Applicant shall either pursue preservation in place and/or conduct a Phase III data recovery excavation and thereafter process any artifacts recovered from the Property, including completing interpretations and additional analyses of such artifacts (the "Phase III Recovery"). Data recovery must be carried out by a qualified archeologist and as approved by the Planning Director or designee.
11. Curation. The Applicant shall curate with the County all artifacts, field records, laboratory records, photographic records, and other records recovered and produced as a result of the investigations and excavations undertaken in connection with the Phase I Study, the Phase II Study and, as applicable, the Mitigation Plan, or any Phase III Recovery. Any artifacts, field records, laboratory records, photographic records, and other record generated from the investigations and/or excavations that the County

requests to receive from the Applicant shall be turned over to the County within three (3) months following completion of the final report or prior to the commencement of ground disturbance for the specific area or site, whichever is first in time. All artifacts and records submitted for curation shall meet current professional standards and The Secretary of the Interior's Standards and Guidelines for Archeology and Historic Preservation. The Applicant shall pay to the County a curation fee identical to VDHR's curation fee at the time of delivery to the County. Ownership of all records submitted for curation shall be transferred to the County with a letter of gift. If curation as described in this Proffer is necessary, the Applicant shall complete such curation prior to final site plan approval on any Land Bay(s) where curation is undertaken. Compliance shall be demonstrated by a written confirmation from the County Archaeologist prior to site plan approval for a given Land Bay or section of a Land Bay.

12. Temporary Protection of Archaeology Sites and Cemeteries. The Applicant shall erect a protective fence that is either a tree-save fence, six-foot tall temporary chain link fence, or other fence of a similar quality around archaeology sites that shall be preserved, archaeology sites that require additional work as outlined in Proffer 10, and all cemeteries. Such temporary fencing shall remain in place until ground disturbance activities contiguous to such resources have concluded. Temporary fencing shall be shown on the final site plan submission for each Land Bay where it is applicable. Conclusion of the contiguous ground disturbing activities shall be confirmed through the Applicant's (or its consulting engineers) letter to the County Archaeologist prior to protective fence removal.
13. County Archaeology Research. For any archaeology site selected to be preserved by the Applicant, the Applicant shall permit the County to conduct archaeological research, at the County's own expense, on those preserved sites. All such excavations and research shall not be performed until after final site plan approval and shall be coordinated with the Applicant so as not to affect the Applicant's business needs and implementation timeline, which shall include, but may not be limited to, the processing of site construction permits, the site work schedule, Pageland Lane improvements schedule, and security needs. The results of the research will be shared with the Applicant prior to releasing the information to the public.
14. On-Site Archeological Monitoring During Grading Activities. During initial construction

rough grading and excavation activities, the Applicant shall provide an on-site archeologist, reasonably acceptable to the Director of Planning, who will inspect areas of high and moderate potential for underground cultural resources to be found, as the topsoil is removed to identify any historically significant structures or graves (“features”) that might be uncovered. The County Archeologist or his/her designee shall be offered the opportunity to accompany the aforesaid on-site archeologist.

15. Civil War Cemetery Study. Prior to site plan approval, the Applicant shall provide a study, conducted by a qualified specialist utilizing ground penetrating radar technology or mechanical scraping, of an area 50 feet in width measured from the proposed limits of clearing and grading around any known Civil War cemetery on the Property, for the purpose of determining whether there are Civil War soldiers gravesites within the said area. The results of said study shall be provided to the Prince William County Planning Department.
16. Unanticipated Discovery of Cultural Resources or Human Remains. Prior to the issuance of final site construction permits, the Applicant shall submit an approved Unanticipated Discovery Plan (“UDP”) prepared by a third-party historical or cultural resources firm. The UDP shall include the procedures and protocols that will be used by the Applicant’s employees, contractors, and subcontractors if there is an unanticipated discovery of archaeological material or human graves/remains during construction. The UDP shall be sent to the County Archeologist, County Cemetery Preservation Coordinator, and the Virginia Department of Historic Resources (“VDHR”) for review and approval no later than at the time of first final site plan submission for the Property.
17. Reinterment of Human Remains. If the Applicant discovers human remains during any land disturbance activities, the Applicant shall follow the procedures and protocols contained in the UDP and comply with all applicable federal and state laws regarding the protection, evaluation, removal and reinterment of human remains. In addition, a specific disinterment and reburial plan shall be prepared by a third-party historical or cultural resources firm based on the circumstances of the particular location and condition of any human burial(s) that are discovered. The disinterment and reburial plan shall be submitted to the County Archeologist, County Cemetery Preservation Coordinator, and VDHR for review and comment prior to the continuation of land disturbance in the affected location. If the reinterment of human remains is recommended on the Property, such reinterment

shall occur in a location that is mutually deemed appropriate by the Applicant, the County Archeologist and VDHR. If consented to by the American Battlefield Trust, any land owned by the American Battlefield Trust and contiguous to MNBP shall be included as one of the locations considered for reinterment.

18. Preservation of Cemeteries. Prior to final site plan approval for grading or development in the vicinity of each of the known cemeteries identified on the MZP and located on the Property, the Applicant must delineate the boundaries of and thereafter preserve each cemetery in accordance with the standards of Section 32-250.110 of the Zoning Ordinance (Preservation of Existing Cemeteries). The perimeter of each cemetery must be clearly marked with protective fencing in accordance with Sections 32-250.110 of the Zoning Ordinance. In additions, the the Applicant shall:

- a. Grant an access easement for family members and descendants of deceased persons buried at each such cemetery (consistent with governing Commonwealth of Virginia State guidelines). Such easement shall be shown on a plat and associated deed, and site plan as part of the relevant site plan approval for the land containing such cemetery.
- b. Erect a permanent sign providing the name of the cemetery
- c. Provide a 50' preservation area around the three delineated cemeteries (Settle and Davis), with the first 25' to be an undisturbed area and the next 25' to consist either of a modified Type B buffer (with the same plant unit count as a 30' buffer), or use the meaningful, significant, healthy existing vegetation. Buffering of the second 25' will need to be approved by the Virginia Department of Historic Resources ("VDHR"), or the Applicant shall implement a 50' undisturbed area, as typically required by VDHR. Furthermore, if buffering within the second 25' is permitted by VDHR, the buffering should be as follows:
 - i. Settle Cemetery
 - First 25' – Undisturbed
 - Second 25' – A modified Type B buffer (with the same plant unit count as a 30' buffer)
 - ii. Davis Cemetery
 - First 25' – Undisturbed
 - Second 25' - Retain the meaningful, significant, healthy vegetation within the 50' perimeter. The Applicant shall work with and meet the County Archaeologist or his/her designee in the field

and walk the area to identify and propose to retain as much of the healthy vegetation as possible. Where there are cleared areas within the second 25', if VDHR allows, the Applicant shall commit to a modified Type B buffer (with the same plant unit count as a 30' buffer).

COMMUNITY DESIGN

19. Architecture and Building Materials. The quality and character of the architectural design for the Development shall be in substantial conformance with the building elevations shown on Page 37 of the MCP. Exterior building materials for the Development shall include, but is not limited to, a minimum of three of the following materials: brick, masonry/stone, aluminum, steel, glass, precast concrete, metal paneling, cementitious paneling, composite insulated panels, vinyl windows, and/or aluminum windows, provided that final architectural details, roofs, and accents may include other materials as approved by the Planning Director, as permitted in Section 32-700.30 of the Zoning Ordinance. Compliance with this Proffer shall be evidenced with the submission of building elevations for review and approval to the Planning Director at least two (2) weeks prior to the issuance of a building permit release letter.

a. Principal Building Facades Visible from Public Right of Way.

- i. Building Façade Materials. The principal building facades of any data center building(s) (which does not include facades of structures or enclosures for an electric substation) constructed on the Property that are visible from public road right-of-way shall avoid the use of undifferentiated surfaces by including at least three (3) of the following design elements: precast or tilt-wall concrete panels with reveals and an accent color scheme, architectural concrete masonry units (e.g., simulated stone, split face, ground face), EIFS (exterior insulation and finishing system) and/or metal panels of architectural grade and quality.
- ii. Building Façade Design. Principal building facades as defined in this proffer shall include at least three of the following design elements:
 1. Variations in building height in accordance with Proffer 7;
 2. Building step-backs or recesses;

3. Fenestration;
4. Change in building material, pattern, texture and/or color; or
5. Use of accent materials.

- b. Security booths/accessory structures. The architectural design of any security booth(s) or other accessory structure(s) on the Property shall be coordinated with the design utilized for the principal building(s) they serve.
 - c. Non-Reflective and Earth Tone Façade Colors. For all building facades, the Applicant shall provide non-reflective and earth tone façade colors, including, but not limited to, earth tone grey, brown, or green. The Applicant has separately submitted proposed, appropriate color palettes satisfying this requirement to Prince William County, chosen from a color palette that is mutually deemed appropriate by the Applicant and the Planning Director or designee. The building elevations as shown on Pages 36 and 37 of the MCP depict facades in Munsell Gley 2.6 and 2.7 as previously approved by the Planning Director. The Planning Director may approve other colors for buildings to which this proffer applies, provided the Applicant demonstrates they shall facilitate the ability for the building facade to blend into the tree line or the façade shall be screened by other buildings. The Applicant shall limit any branded and trademarked company identity banners/signage that is part of the façade and façade accent colors to a maximum of 30 percent of each applicable front façade and a maximum of 15 percent of each applicable side façade. The building facades shall be submitted to Development Services at least two weeks prior to the issuance of a building permit release letter.
20. Building Footprints. The Applicant shall design the layout of buildings in each Land Bay in general conformance with the illustrative QTS Land Bays shown on pages 40 through 45 of the MCP with respect to (i) the general orientation of the building(s) located in the “Development Area” for each Land Bay as shown on the MZP; (ii) the general locations of points of access to each Land Bay and accompanying pedestrian and vehicular circulation to and from the “Development Area” for each Land Bay; and (iii) the extent of the LOD within each Land Bay as more particularly set forth in these Proffers. The Applicant reserves the right to adjust the number of buildings and dimensions of each building from those represented by the illustrative concepts, provided that such changes are otherwise in general conformance with the MZP and these Proffers.

21. Rooftop Mechanical Equipment Screening. The Applicant shall screen or enclose all rooftop mechanical equipment.
22. Ground Level Mechanical Equipment Screening. The Applicant shall screen ground level mechanical equipment not screened by a principal building, topography, or vegetation which is visible from MNBP, Catharpin Valley Estates, Marble Hill, other adjacent land planned and zoned for residential use, adjacent land planned and zoned for agricultural use, or public road rights-of-way. Such screening shall utilize a visually solid fence, screen wall or panel (louvers shall be permitted for air flow and circulation), or other visually solid screen that shall be constructed with materials and colors compatible with those used in the exterior construction of the principal building. Ground-level mechanical equipment located in a manner found to have no adverse impact on MNBP, Catharpin Valley Estates, other adjacent land planned and zoned for residential use, adjacent land planned and zoned for agricultural use or public road right of way, as determined by the Planning Director or designee, shall not be required to be screened.
23. Dumpster Locations. The Applicant shall screen any dumpsters that are visible from public road rights-of-way or surrounding non-data center properties using materials that are architecturally compatible with the building(s) they serve.
24. Security Fences, Gates and Cameras. The Applicant may separately fence data center buildings in each Land Bay and may employ additional security measures such as, but not limited to, the use of surveillance cameras, inspection lanes, guard houses and similar facilities. With the exception of construction fencing used during construction of each applicable building and/or Land Bay, the design of any security fence shall include black steel or other metal, provided that chain link fencing or barbed wire fencing is prohibited along public street frontages. Security fencing shall not be located within any required buffer yards or Tree Save Area (as defined below).
25. On-site Lighting.
 - a. All freestanding streetlights shall have a maximum height of thirty feet (30'), and shall have fixtures that direct light downward and inward.

- b. All freestanding lighting for open, off-street parking areas shall have a maximum height of twenty-four (24) feet in height, and shall be shielded and directed downward.
- c. All building-mounted lighting, if any, shall be directed or shielded in such a manner to prevent glare from projecting onto adjacent properties or public rights-of-way, but allow for sufficient lighting for security and safety purposes.
- d. All on-site lighting shall utilize full cut-off fixtures and shall be energy-saving smart lights or incorporate automatic shut-off to conserve energy.

LANDSCAPE. OPEN SPACE, LIMITS OF DISTURBANCE TREE PRESERVATION

26. Master Landscape Plan. The Applicant shall submit a master landscape plan that provides for a coordinated and consistent pattern of landscape throughout the Development and along Pageland Lane (the “Master Landscape Plan”). The Master Landscape Plan shall be in substantial conformance with the landscape framework and landscape typologies depicted on Pages 22 through 31 in the MCP.

- a. Master Landscape Plan Review and Approval Process. The Applicant shall submit a Master Landscape Plan for review and approval by the Planning Director within six (6) months of approval of the first rezoning application for the Property. The Applicant may make adjustments to the tree species within the plant palettes, fence design and location, and/or the type of landscape typology depicted for a specific section of Pageland Lane, provided the modifications result in a similar quality, quantity, size and character of landscape plantings and materials as shown on the MCP. The Applicant shall also submit the Master Landscape Plan to the County Archeologist, County Arborist, MNBP, Conway Robinson State Forest, Heritage Hunt and Catharpin Valley Estates for review and comment. Following receipt of the Master Landscape Plan, the County Archeologist, County Arborist, MNBP, Conway Robinson State Forest, Heritage Hunt and Catharpin Valley Estates shall have sixty (60) days to provide comments to the Applicant.

Notwithstanding the foregoing, in the event the Applicant is unable to obtain approval from the Planning Director after up to four (4) meetings or one hundred and twenty (120) days of the initial submittal, the Applicant's Master Landscape Plan shall be deemed approved. The Applicant reserves the right to modify the Master Landscape Plan for individual buildings and/or Land Bays as part of final engineering and building design for each building and/or Land Bay, or as part of the final design and engineering of the Pageland Lane transportation improvements, provided such modifications provide a similar quality, quantity and character of landscape plantings and materials as shown on the Master Landscape Plan.

- b. Master Landscape Plan Implementation. The Applicant shall implement the Master Landscape Plan in phases based on the Applicant's order of construction and staging requirements, provided that the Applicant may, due to weather or other conditions and with the concurrence if the Director of Public Works or designee, defer installation of all or portions of the required landscape to the next available planting season to provide an increased chance for its long-term survival. The Applicant shall provide design details for the Master Landscape Plan as part of final site plan approval for each building and/or Land Bay. The Applicant shall use predominantly native or acclimated, regionally appropriate species that are considered non-invasive as determined by the Virginia Department of Conservation and Recreation Native Plant Finder for plantings and landscape materials throughout the Development. The Applicant also shall incorporate native pollinator plantings consisting of shrubs, perennials, and ornamental grasses incorporated into required and/or enhanced landscape on the Property to provide nectar or pollen during all four flowering periods.
27. Soil Compaction. Upon completion of initial, rough grading for each building(s), the Applicant shall conduct, in consultation with the Watershed Management Branch Site Inspector, one or more Agronomic Soil Fertility Analyses by a reputable, certified, agronomic soils laboratory and develop and implement specifications for amending and/or correcting the sampled soil conditions prior to installation of new plantings. The Applicant shall incorporate applicable note(s) into each applicable final site plan stating that the

Applicant and/or contractor will be responsible for coordinating with the Watershed Management Branch Site Inspector for the development and implementation of specifications related to amending and/or correcting the sampled soil conditions prior to installation of new plantings.

28. Soils in Landscape Areas. To facilitate adequate expansion of tree and shrub roots to support healthy plants, all landscape areas inclusive of parking lot islands and buffers that shall be landscaped and which have been subject to pavement and/or compaction shall have, prior to planting: a) removal of all foreign materials (asphalt, concrete, rock, gravel, debris, etc.) and the soil loosened to a depth appropriate for planned vegetation, and b) a top dressing of 4" to 6" of clean topsoil provided when recommended by soil testing data results. 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 shall be clearly shown on the final site/subdivision plan. Once rough grading has been accomplished, and prior to commencing soil preparation operations (amendments, fertilizers, etc.), soil samples shall be taken from representative areas and below grade depths of the project site. Locations and depths to gather the representative soil samples shall be accomplished by the contractor under direction of a qualified the landscape architect selected by the Applicant in its sole discretion.
29. Maintenance of Landscape and Facilities. The Applicant and/or subsequent owner of each Land Bay or building shall provide for continuous and ongoing maintenance of landscape to minimize concealment or overgrown areas, provide non-native species control, keep shrubbery and trees trimmed to not interfere with security lighting and to allow common observation from the street or buildings consistent with County Police recommendations. The maintenance per this Proffer 29 shall exclude Tree Preservation Areas as shown on the MZP.
30. Open Space. The Applicant shall develop the Property such that, upon completion of the

Development on the Property and the Property subject to REZ2022-00033 (the “Properties”), at least forty percent (40%) of the Properties comprise open space as more particularly defined and set forth below. Such open space shall be comprised of three (3) separate types: (i) Protected Open Space (as defined below); (ii) open space under or over existing and/or future major utility easements greater than sixty feet (60’) in width (“Major Utility Easements”); and (iii) open space areas within each “Development Area” as shown on the MZP (items (i), (ii), and (iii) collectively being the “Development Open Space”). For the purpose of clarity, the Development Open Space is to be calculated cumulatively across the Properties and not within individual Land Bays or each individual Property, or portions thereof. As part of each building site plan submitted for the Properties, the Applicant shall provide a tabulation showing the acreage and percentage of Open Space and Protected Open Space (as defined below) established or approved to date on the Properties, inclusive of any Open Space to be provided in connection with the pending site plan to demonstrate compliance with this Proffer.

- a. Protected Open Space. The Applicant shall provide a minimum of thirty percent (30%) Protected Open Space on the Properties upon completion of the entire Development of the Properties. The Applicant shall designate on each site plan for the Properties areas that are to be maintained and/or established as Protected Open Space within such Land Bays or portions thereof. In no event shall any permitted encroachments on/in areas designated as Protected Open Space (as set forth in Proffer 31 below) reduce the Applicant’s obligation to achieve thirty percent (30%) Protected Open Space on the Properties. Protected Open Space shall be comprised of:

- i.) “Natural Open Space” as defined in Article 1 of the Zoning Ordinance. The Applicant shall identify areas of Natural Open Space on each site plan and, prior to final bond release for the portion of the Property shown on the site plan, either record a covenant or easement against the area designated as Natural Open Space or convey such area to a Property Owners Association with a restriction on its future use to public uses or utilities requiring a public facilities review pursuant to VA Code Section 15.2-2232, or for public or private amenities either shown on the approved site plan or as may be permitted pursuant to DCSM Sections 740 through 742. The easement

or covenant or Property Owners Association documents, as applicable, shall include a requirement for perpetual maintenance of the Natural Open Space consistent with DCSM standards;

ii.) “Restored Open Space” consisting of areas disturbed prior to or during the construction of the Development that the Applicant restores to native or acclimated (non-invasive), regionally appropriate forest (“Reforestation”), supplemental landscape areas (as shown on the MZP), pollinator meadows (as defined in Proffer 30), perimeter or roadway or internal buffers and/or wetlands, which shall be protected from further disturbance except as provided herein; and

iii) Environmental Resource Areas consisting of Federal Emergency Management Agency (FEMA) floodplain, FEMA Flood Hazard or natural 100-year floodplains as defined by the DCSM, Chesapeake Bay Resource Protection Areas, wetlands, areas of 25% or greater slopes, areas with 15% or greater slopes in conjunction with soils with severe limitations, areas of marine clays, public water supply sources, and critically erodible shorelines and streambanks as may be present on the Property.

b. Pollinator Meadow. The Applicant shall include a minimum of ten percent (10%) Pollinator Meadow within its designated seeded pervious areas as shown on the MZP of the Properties (the “Seeded Pervious Area”). Plant unit species in the Pollinator Meadow shall be limited to a combination of shrubs, ornamental grasses, and perennials that will provide nectar and/or pollen sources during all four flowering periods (spring, early summer, late summer, fall). The pollinator plant species shall consist of one hundred percent (100%) Virginia native species, with an emphasis on Northern Virginia native species. Any created Pollinator Meadow shall be maintained by the Applicant or successor property owners association or other entity to include protection from pesticides, replanting or reseeding as needed to assure long-term native pollinator plant diversity. The Applicant shall limit any mowing of the Pollinator Meadow to times of each year when plants are not in flower. The Applicant shall designate

on each final site plan areas that are to be maintained and/or established as Pollinator Meadows. Subject to Dominion Energy's approval, the Applicant may install Pollinator Meadow under the existing Dominion Transmission Line Easement as shown on the MZPs of the Properties (the "Existing Power Line Easement"). If the Applicant is unable to secure approval from Dominion Energy for the Pollinator Meadow, this shall not preclude the Applicant's ability to provide utility easement plantings set forth in Proffer 30.c. below.

- c. Open Space Under or On Top of Major Utility Easements. The Applicant may provide plantings in open space under or on top of Major Utility Easements in accordance with the requirements of the applicable utility providers; and
 - d. Open Space areas within the "Development Areas" on the MZP. Open Space areas within the "Development Areas" on the MZP shall include, but are not limited to, lawns, decorative plantings, walkways, sidewalks, and landscaped islands.
 - e. Modifications to Location of Open Space. As part of final site plan approval, the Applicant may adjust the location and dimensions of Open Space from that shown on the MZP, provided the Applicant provides the minimum percentages/acreage of (i) Open Space (40%) and (ii) Protected Open Space (30%) upon completion of the Development on the Properties.
31. Limits of Disturbance. The Applicant shall develop the Property in substantial conformance with the Limits of Disturbance ("LOD") as shown on the MZP, provided that the Applicant may conduct land disturbing activities outside the LOD pursuant to the limitations set forth below:
- a. Demolition and Removal of Existing Structures and Driveways Outside the LOD and Slated for Removal. The Applicant shall demolish and remove existing structures (such as to-be-vacated houses, structures, driveways, etc.) on the Property that fall outside of the LOD identified for removal on the final site plan for the Land Bay or portion thereof and/or building where such structures or driveways are located. Following completion of the demolition and/or removal, the Applicant shall replant with grasses, reforest and/or landscape in accordance

with the applicable Master Landscape Plan approved for the Land Bay or portion thereof and/or building in which such area is located. All such structures and driveways shall be disposed of properly in accordance with applicable County, state and federal laws, ordinances and regulations.

- b. LOD Encroachments Not Impacting Resource Protection Areas (“RPA”). Notwithstanding the provisions of this proffer, the Applicant may conduct land disturbance outside the LOD in areas of the Property not constituting RPA as part of final design and engineering for each Land Bay or portion thereof and/or building or to accommodate tree preservation requirements. The Applicant shall, as part of final site plan approval for the area impacted by the encroachment, quantify the extent of such encroachment and provide-a 1:1 replacement of any trees impacted by the encroachment(s) elsewhere on the Property. The Applicant shall make a good faith effort to fulfill the 1:1 tree replacement within the same Land Bay; however, if this cannot be accommodated, the Applicant shall provide for the replacement trees on or in another Land Bay on the Property. The final location and species of tree for such 1:1 tree replacement is subject to review and consultation with the Department of Environmental Management and shall be shown on the final site plan submittal for the affected building and/or Land Bay.

- c. LOD Encroachments Permitted by the DCSM. The Applicant shall conduct any land disturbance outside of the LOD pursuant to Sections 740 through 742 of the DCSM, as may be amended, including:
 - i. Passive Recreation Facilities. The Applicant may install and maintain passive recreation facilities to include trails, fencing, lighting, pathways, supplemental landscape benches, tables, or other similar facilities for the purposes of creating and promoting a cohesive environment for employees of and visitors to the Development (collectively, the “Site Amenities”) outside of the LOD in accordance with the standards of the DCSM.

- ii. Utilities. The Applicant may install wet and dry utilities, such as water/sewer lines, natural gas lines, fiber optic and telephone transmission lines, underground telecommunications and cable television lines outside the LOD in accordance with the standards of the DCSM. The Applicant shall use good faith, best efforts to coordinate with and encourage all applicable utility providers (Dominion Energy, NOVEC, Washington Gas, etc.) to (1) locate dry utility connections, electric transmission lines, and electric distribution lines running to/from the electric transmission lines and substations outside of Protected Open Space areas and the Wildlife Corridor except for minimal, perpendicular crossings and (ii) to collocate such utility connections to minimize disruption of such land disturbances outside of the LOD.
 - iii. Stormwater Management Facilities/BMPs. The Applicant may provide stormwater outfall (including pond outfall pipes), wetlands, wetlands mitigation, stream restoration and supplemental plantings outside the LOD in accordance with the standards of the DCSM.
 - iv. Public and Private Roadways. The Applicant shall be permitted to construct public and private roads and driveways outside of the LOD in accordance with the standards of the DCSM.
 - v. Dead, dying trees, noxious vegetation. The Applicant may remove dead or dying trees and noxious vegetation outside the LOD in accordance with the standards of the DCSM.
32. Reforestation. The Applicant shall provide reforestation in accordance with these Proffers and in the locations shown as “Reforestation Area” on the MZP; provided, however, that the Applicant reserves the right to modify and/or relocate the reforestation locations as part of PIP and/or final site plan approval, that the changes are otherwise in conformance with the MZP.
- a. Reforestation Plan. As part of each PIP and/or final site plan containing a reforestation area, the Applicant shall submit a reforestation plan, prepared by a

Certified Arborist, Urban Forester, or Landscape Architect, in accordance with the reforestation standards as set forth in DCSM Section 802.21.E and shall provide plantings at a density at a minimum of four hundred and fifty (450) trees per acre, seedlings twelve (12) to eighteen (18) inches in height, and a combination of overstory and understory species indigenous to Virginia in accordance with the reforestation standards of the DCSM. Such Reforestation Plan shall also include the maintenance and restocking provisions, concurrent with the development of the building(s) or improvements on such PIP and/or final site plan for the applicable Land Bay or portion thereof. Protective tubes shall not be required as part of the Applicant's reforestation efforts pursuant to this Proffer.

- b. Reforestation Bond. Prior to approval of each PIP and/or final site plan containing a reforestation area for the applicable Land Bay or portion thereof, the Applicant shall post a bond (the "Reforestation Bond") with the County in an amount sufficient to cover the cost of implementing the Reforestation Plan.
- c. Two-Year Reforestation Maintenance Plan. As part of the Reforestation Plan, the Applicant shall include a maintenance plan (the "Reforestation Maintenance Plan"), which shall last over the course of two (2) consecutive years following initial installation of the plant material in accordance with the Reforestation Plan (the "Reforestation Maintenance Period") To protect against potential damage to such plantings during land disturbance activities, the Applicant shall commence planting following completion of land disturbing activities on each Land Bay or portion thereof on which such plantings shall be located. The Reforestation Maintenance Plan shall include a minimum of two (2) treatments using mechanical, chemical, or a combination of treatment techniques, with yearly monitoring conducted by the Applicant and the County Arborist before such treatment occurs. At the end of the Reforestation Maintenance Period, the Applicant and the County Arborist shall conduct an inspection to verify that a minimum of seventy five percent (75%) of the initial planting pursuant to the Reforestation Plan has been established. In the event that seventy five percent (75%) or more of the initial planting is determined to have been established at the time of such inspection, the Reforestation Bond shall be released. In the event that less than seventy five percent (75%) of the initial planting has been established at the time of such inspection, the Applicant shall conduct a one-time

supplemental planting to achieve the full stocking identified in the Reforestation Plan, and, thereafter, upon satisfactory completion of such supplemental planting, the reforestation bond shall be released.

33. Land Erosion and Siltation During Construction. The Applicant shall provide enhanced erosion control measures beyond current Design and Construction Standards Manual (the “DCSM”) during construction. Such measures may include, but are not limited to, the use of the polymer polyacrylamide (PAM) to reduce turbidity, construction phasing, larger sediment basins, and two-layer erosion controls for areas close to environmentally sensitive areas, such as along stream valleys, wetlands and steep slopes, as appropriate to site conditions. The enhanced erosion control measures shall be finalized with each applicable submitted site plan.
34. Tree Preservation Plan. The Applicant shall develop a tree preservation plan (the “Tree Preservation Plan”) to govern the means and methods by which the Applicant shall preserve trees outside of the LOD in the portion of the Development shown on such site plan (“the Tree Save Areas”). The Tree Preservation Plan shall be provided to the County Arborist for review and approval prior to each final site plan approval. The Tree Preservation Plan shall be in accordance with the elements outlined in the DCSM Plan Selection Guide, Paragraph III. All tree preservation measures shall be clearly identified, labeled, and detailed on the erosion and sediment control plan sheets and Tree Preservation Plan.
35. Implementation of Tree Save Areas
 - a. Tree Preservation/Pre-construction Meeting: Prior to the commencement of grading work on each land bay, the Applicant shall retain the services of a certified arborist or registered consulting arborist (also known as the “Project Arborist”) and conduct a pre-construction meeting with the Prince William County Public Works’ Watershed Management Branch’s Site Inspector to review the LOD, the Tree Preservation Plan as defined in Proffer 34 and any Site Amenities as defined in Proffer 31 to be installed by the Applicant as part of the construction of the Development. Prior to such pre-construction meeting, the Applicant shall flag or cause to have flagged the LOD for the Development and the designated Tree Save

Area with a continuous line of flagging representing the approved limits of clearing and grading for areas to be disturbed and the Tree Save Area(s) areas that are to remain in their forested condition. Minor adjustments to the LOD may be made as a result of this inspection with concurrence of the Applicant and County Inspector. The Applicant must adhere to any adjustments in the LOD approved as part of such pre-construction meeting.

- b. Site Monitoring. The Applicant's Project Arborist shall be present on site and monitor clearing, root pruning, tree protection fence installation, and any other work conducted within or adjacent to the boundaries of Tree Save Area(s) during implementation of the Phase 1 erosion and sediment control plan approved with each final site plan for the Development. In addition, the Project Arborist shall be present to monitor tree preservation measures throughout construction of the applicable building or improvements. The Project Arborist shall provide bi-monthly (that is, every two months) reports to the County Arborist and Watershed Site Inspector throughout Phase 1 erosion and sediment control activities. Once the Phase I erosion and sediment control activities are completed, the Project Arborist shall submit a final report to the County Arborist and Watershed Site Inspector prior to the Watershed Site Inspector's final bond release inspection.

STORMWATER MANAGEMENT AND ENVIRONMENTAL SUSTAINABILITY

36. Stormwater Management. The Applicant shall design and install stormwater management facilities on the Property consistent with applicable state stormwater regulations and DCSM standards. Stormwater management measures may include dry/wet ponds, bioretention areas, underground detention, Low Impact Development ("LID") features and manufactured Best Management Practices ("BMPs") (collectively, the "SWM Facilities").
 - a. Virginia Stormwater Management Handbook and the DCSM. All SWM Facilities shall be designed and implemented in accordance with the adopted provisions of the latest edition of the Virginia Stormwater Management Handbook and the DCSM, unless modified or waived by the County, and shall be depicted on each Public Improvement Plan ("PIP") and/or final site plans for development of each Land Bay or part thereof or other improvements.

- b. LID/BMPs. The Applicant shall incorporate LID/BMPs to treat stormwater runoff that may include, but are not limited to, water quality swales, bioretention facilities/rain gardens, sheet flow to vegetated buffers, cisterns, permeable pavement for driveways and/or parking spaces, filtered strips, or any alternative LID/BMPs practice) as specified in the VA Stormwater BMP Clearinghouse and is deemed to be acceptable by the Director of Public Works or designee. The general locations of the SWM Facilities and/or related drainage areas are shown on the MZP, with the exact locations, type and number to be determined as part of final site plan approval based on final engineering and as approved by the County provided the Applicant shall provide a minimum of one (1) LID for each data center building constructed on the Property, as demonstrated at the time of submission of each PIP or final site plan. The Applicant shall install such SWM Facilities concurrently with development such SWM Facilities are intended to support shown on the approved PIP or final site plan, but in no event later than the issuance of the final occupancy permit or its equivalent for the associated building(s).
- c. The Applicant shall submit an initial Stormwater Management Concept Plan outlining the nature and extent of the anticipated SWM Facilities needed to serve the Development (the “SWM Concept Plan”) to Environmental Services for review and comment as part of the first site plan for the Development. The Applicant may refine and update the SWM Concept Plan as part of each subsequent site plan submitted for the Development.
- d. The Applicant shall demonstrate as part of each PIP and/or final site plan that the measures shown thereon further the following water quality and water quantity objectives for the Property:
 - 1. A minimum of eighty percent (80%) of the total phosphorous nutrient reductions shall be achieved on-site before pursuing the use of off-site compliance options; and
 - 2. The maximum peak flow rate from the post-development, one-year 24-hour storm calculated in accordance with the Energy Balance Methodology per

the latest VA Stormwater Management regulations is reduced to a “good-forested condition.”

3. Subject to Virginia Department of Transportation (“VDOT”) approval and/or the execution of appropriate maintenance agreements, the Applicant may install LID measures in the median of Pageland Lane to provide for the treatment of storm runoff from the road surface. Design details for such measures shall be provided on each PIP for the widening of Pageland Lane, as more particularly described below.

- e. The Applicant shall not locate SWM Facilities within Resources Protection Areas within the Development that are proposed to be maintained as part of the Development.

37. Wildlife Corridors. The Applicant shall designate and maintain a wildlife corridor through portions of Land Bays A and B in substantial conformance with the locations shown on Sheets 05, 06 and 07 of the MZP to accommodate the movement of wildlife through and around the Property. The Wildlife Corridor shall consist of areas inclusive of, but not necessarily limited to, reforestation areas, tree preservation areas, supplemental landscape, and/or stream valley no less than 300 feet (300’) in width. Applicant may collocate and provide the Natural Surface Trail, other Site Amenities, and other crossings as permitted under Proffer 31 within the Wildlife Corridor .

38. Data Center Cooling. The Applicant shall utilize air or closed-loop cooling systems for all data center buildings on the Property, or other similar technology, and shall not use groundwater, surface water withdrawals, or surface water discharges for cooling purposes associated with data center uses on the Property.

39. Sustainability Measures. The Applicant shall implement measures and techniques as part of the design and construction of data center buildings to promote sustainable design and energy efficiency (collectively, the “Sustainability Measures”). The Applicant shall incorporate specific Sustainability Measures into the applicable site plan or building documents. The Applicant shall incorporate a minimum of four (4) Sustainability Measures for each data center building and associated development on the Property. The

Applicant's Sustainability Measures shall be selected from among the following, provided that the Applicant may implement alternative measures in consultation with the County's Environmental and Energy Sustainability Officer or designee(s) to reflect changes in technologies and strategies over time:

1. Minimize impervious areas and providing enhanced landscape within the Development Areas;
2. Use onsite renewable energy such as solar power;
3. Use a minimum of fifty percent (50%) of solar power for aeration of water retention;
4. Use stormwater runoff from on-site detention facilities to irrigate landscape, lawn or buffer areas;
5. Provide a minimum of 5 EV parking spaces per building per data center employee parking area;
6. Use LED fixtures for a minimum of sixty-five percent (65%) of all interior lighting;
7. Use LED fixtures for a minimum of sixty-five percent (65%) of all exterior lighting;
8. Recycle construction material waste;
9. Incorporate heat reflective roofing on a minimum of sixty percent (60%) of the data center building roof;
10. Use sustainable building materials in the construction of data centers;
11. Capture and use reclaimed water for non-potable use;

12. Trap and reuse heat sources;
13. Prepare and implement a winter management plan in consultation with the County's Environmental and Energy Sustainability Officer (e.g., SaMS toolkit) to minimize the use of sodium and chloride, and to address any impacts of their use;
14. Improve Indoor Environmental Quality ("IEQ") through the maximization of daylighting, ventilation and moisture control, and avoiding materials with high-VOC emissions;
15. Design the data center buildings to achieve PUE (Power Utilization Effectiveness) or Green Globes;
16. Purchase of clean energy through Power Purchase Agreements or renewable energy certificates; and
17. Utilize less carbon intensive or carbon neutral energy generation for backup generation systems.

OPEN SPACE AND TRAIL NETWORK

40. Natural Surface Trail. In consultation with the County's Department of Parks, Recreation and Tourism, and subject to the issuance of any required County, state, or federal permits and/or approvals, the Applicant shall design and construct a multi-use, natural surface trail ("Natural Surface Trail") in Land Bays A and B located on the Property as shown on Sheets 05, 06 and 07 of the MZP. The Natural Surface Trail shall be a minimum of five feet (5') in width as required by the Prince William County Trail Standards Manual. The Natural Surface Trail also may include, but need not be limited to, wetlands crossings, retaining walls and other infrastructure as may be required to accommodate the facilities. The design and layout of the Natural Surface Trail shall minimize disturbance of mature trees to the extent possible. The Natural Surface Trail may be constructed in phases concurrent with the development of each applicable Land Bay or portion thereof to which it is adjacent. The Applicant shall include design details for the Natural Surface Trail on the final site

plan for the development of each applicable Land Bay or portion thereof to which it is adjacent and thereafter construct that section of the Natural Surface Trail prior to issuance of the occupancy permit for the first building shown on the applicable site plan. Prior to site plan approval for each Land Bay that contains the Natural Surface Trail, the Applicant shall coordinate with the Department of Parks, Recreation and Tourism to field locate the Natural Surface Trail within each such Land Bay and in an alignment consistent with the MCP. The Applicant shall have no responsibility for ongoing maintenance of the Natural Surface Trail and the Interpretive Features (as defined below) once completed.

a. Public Interpretation Features Along Trail Network. The Applicant shall prepare and install an interpretative plan along the Natural Surface Trail. The interpretative plan shall include elements such as, but not limited to: (a) historical markers and other interpretative media in areas of public access; (b) a self-guided map for the Natural Surface Trail incorporating interpretation of historic resources along the trail; (c) interpretative kiosks; and (d) digital media (collectively, the “Interpretive Features”). The Interpretive Features shall be developed in consultation with the Planning Director, or designee, the County’s Office of Historic Preservation, the Historical Commission, and the Manassas National Battlefield Park, and shall be submitted as part of final site plan approval for the first building to be constructed on the Property. Notwithstanding the foregoing, in the event the Applicant is unable to reach agreement with the County’s Office of Historic Preservation, the Historical Commission, and/or the Manassas National Battlefield Park on the design of the Interpretive Features after not less than three (3) meetings or one hundred eighty (180) days of the initial consultation, the Applicant may proceed with a final design selected in its sole discretion and install the same as set forth in this Proffer. Thereafter, each applicable final site plan should include those elements of the Interpretive Features that are to be implemented by that site plan. The Applicant shall install the Interpretive Features in phases concurrent with the development of the Land Bays in which they are located.

b. Easements. The Applicant shall grant a minimum twenty foot (20’) non-

exclusive trail easement over the Natural Surface Trail (inclusive of the Interpretative Features). The Applicant shall grant the trail easement for the Natural Surface Trail (inclusive of the Interpretative Features) prior to bond release following the Applicant's completion of the construction of the Natural Surface Trail, and shall include all necessary temporary and permanent easements to permit ongoing maintenance of the Natural Surface Trail and Interpretive Features by the County.

- c. Natural Surface Trail Maintenance Contribution. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors (the "Board") in an amount of \$10,000 for each data center building constructed on the Property to be used as seed money for the ongoing maintenance of the Natural Surface Trail and Interpretive Features located on the Property. The Applicant shall provide the contribution prior to obtaining the building permit release letter for each applicable data center building.

41. Environmental Programs and/or Ownership for Open Spaces.

- a. Establishment of Environmental Programs. The Applicant also may, either on its own or in partnership with governmental and/or nongovernmental agencies and organizations (e.g., Northern Virginia Soil & Water Conservation District, etc.), or corporate foundations/entities, as appropriate, establish educational, interpretive, and other uses or activities along the Natural Surface Trail in Land Bays A and B to promote environmental stewardship, enhance the natural environment and conserve natural resources (collectively, the "Environmental Programs"). The potential Environmental Programs include, but are not limited to, Adopt-a-Stream campaigns, Adopt-a-Trail campaigns, water quality monitoring programs, bee/pollinator resources, butterfly sanctuaries, wildlife habitats, botanical gardens, etc. The Applicant shall design and construct any Site Amenities and/or improvements associated with one or more Environmental Programs (i.e., interpretive features, benches, support structures, etc.) to minimize land disturbance and shall install, as appropriate, supplemental landscaping or plantings to account for vegetation that is removed as part of completing such

improvements.

- b. Conveyance of Open Space. Notwithstanding the foregoing, either prior to or subsequent to establishment of the Environmental Programs in any such Land Bay, The Applicant may convey ownership of a portion of one or more Land Bays in which an Environmental Program is located to the County or a third party, provided that the deed of conveyance restricts the use of such land area consistent with the terms of these Proffers. For the purpose of clarity, unless and until any portion of a Land Bay on which an Environmental Program is established is conveyed to the County or a third party as provided in this Proffer, the Applicant shall provide for continuous and ongoing maintenance of such portion of the Land Bay.

NOISE ATTENUATION

42. Noise Attenuation.

a. Noise Levels. 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. 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 pm to 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, shall be subject to the following maximum permissible sound levels: 55 dBA when measured at the property boundary of any land planned, zoned and/or used for Cultural Resource Historical Site (CHRS) (that is, CHRS areas are defined by and limited to the designated Thornton School location, Mt. Calvary Baptist Church) or residential use. 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.

b. Sound Studies: For data center buildings, prior to obtaining a building permit release letter for each building that includes heating and cooling systems, the Applicant shall provide a Sound Study (each a “Sound Study”) prepared by a qualified acoustical consultant licensed to operate in the Commonwealth of Virginia that is specific to the proposed site layout and building type to ensure compliance with the maximum permissible sound levels as outlined in this Proffer. The Sound Study shall include recommendations for any necessary mitigation measures, and the Applicant shall implement said measure prior to the issuance of an occupancy permit for the applicable building to the extent feasible in relation to the timing of the effectiveness of such measures. In addition, the Applicant shall conduct subsequent Sound Studies one (1) month after issuance of each occupancy permit to ensure compliance with this Proffer. To the extent the Noise Study shows that noise impacts shall exceed maximum permissible sound levels as outlined in Proffer 42, the Applicant shall incorporate sound attenuation enclosures or walls around generators, heating and cooling systems, and other mechanical equipment (including rooftop equipment) to minimize noise impacts and/or other appropriate mitigation measures approved by Prince William County.

c. Emergency Operations: Emergency operations shall not be subject to the limitations outlined in Proffer 42 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. The timeline for emergency operations shall meet Virginia’s Department of Environmental Quality provisions and/or other relevant federal regulation.

ELECTRIC SUBSTATIONS

43. Electric substations are identified as Electric Infrastructure Areas on the MZP. An electric substation shall be deemed a permitted use the locations identified as Electric Infrastructure Areas on the MZP and shall consist of transmission voltage switching, transformation equipment and other associated NOVEC facilities, with NOVEC substation poles not to exceed seventy-five (75) feet in height. Locations of the Electric Infrastructure Areas on the Property may be modified by the Applicant as a result of additional coordination on the final design and locations in consultation with Dominion Energy and/or NOVEC. Any modifications shall not result in exceeding the maximum acreage of the Electric Infrastructure Area as shown on the MZP. In the event the side(s) of the Electric Infrastructure Areas have an unobstructed, direct line of sight from MNBP, residentially zoned properties, or public road right-of-way, such side(s) of the Electric Infrastructure Area shall be enclosed by a visually solid fence, wall or panel a minimum of 12 feet in height and shall include a 15-foot-wide perimeter landscape buffer (“Substation Screening”). The quality and character of the visually solid fence, wall or panel shall be in general conformance with the type of screening wall depictions and examples included as Exhibit D to these Proffers. The Substation Screening does not apply to those limited areas of ingress/egress to the substation. Such access points shall remain closed when ingress/egress is not necessary. In instances where a perimeter buffer, tree preservation area, or supplemental landscape area provides screening along a side(s) of a substation, the 15-foot perimeter landscape buffer shall not be required.

FIRE AND RESCUE

44. Fire and Rescue Contributions. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in an amount of \$0.61 per square foot of nonresidential GFA constructed on the Property to be used for fire and rescue facilities in the vicinity of the Property. The Applicant shall pay said contribution prior to and as a condition of the issuance of the building permit for each building constructed on the Property and the amount paid shall be based on the nonresidential GFA in each such building.

45. Fire Service Accessibility. For buildings with a building height higher 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.

TRANSPORTATION

46. Roadway Network Improvements. Roadway Network Improvements that were identified as part of the Comprehensive Plan Amendment ("the CPA") approved by the Board shall be provided within the approximately 2,139 acres of land along Pageland Lane, generally bounded by Route 29 in the south and Sudley Road (Route 234) to the north (the "CPA Area"). The Roadway Network Improvements shall be provided in four (4) distinct phases based on the total GFA of data center buildings constructed in the CPA Area as shown on Exhibit A, regardless of which property therein the buildings are located (the "Road Phasing Plan"), provided that the Road Phasing Plan assumes that development of the CPA Area shall occur from south to north, with development in the area south of Artemus Road occurring the earlier phases and development north of Thornton Drive occurring in the later phases. Accordingly, subject to acquisition of all necessary rights-of-way and ancillary construction easements and approval by the Prince William County Department of Transportation ("PWCDOT") and Virginia Department of Transportation ("VDOT"), the Applicant agrees to provide, either on its own or in cooperation with other data center developments in the CPA Area, the following improvements in accordance with the phasing schedule set forth below. If available, the Applicant can use funds held by PWCDOT or the Board of County Supervisors that were previously or may in the future be proffered by other data center projects in the CPA Area for the Road Network Improvements (the "Escrowed Funds"):

- a. Public Improvements Plan. A Public Improvement Plan (PIP) (that is, an approximate thirty percent (30%) design) for Pageland Lane (between Route 29 to the south and Sudley Road to the north, approximately 3.5+ miles) shall be submitted with the first site plan on the Property.
- b. Phase 0 – Prior to the issuance of the first occupancy permit for the Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened

to traffic but not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:

1. Construction of a southbound right turn lane bay from southbound Pageland Lane at Route 29 ;
2. Extension of the eastbound left turn bay along Route 29 at Pageland Lane;
3. Modification of the signal at Route 29 with Pageland Lane, if necessary;
4. Closure of the median break along Route 29 located approximately 140 feet east of Lolan Street and 645 feet from Pageland Lane;
5. Construction of a westbound right turn lane on Sudley Road from westbound Sudley Road to northbound Gum Springs Road and modification of the signal if necessary;
6. Construction of a 2-lane roundabout at the intersection of Pageland Lane and Artemus Road;
7. Realignment of Pageland Lane at the intersection of Pageland Lane and Artemus Road;
8. The 2-lane roundabout at the intersection of Pageland Lane and Artemus Road shall transition back to existing Pageland Lane to the north and to the south of Artemus Road, and transitions back to existing Artemus Road to the west of Pageland Lane.

c. Phase I - Prior to the issuance of an occupancy permit representing the eight millionth (8,000,000th) cumulative square foot of Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened to traffic but not

necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:

1. Reconstruction of the eastbound left turn bay along Route 29 at Pageland Lane to accommodate dual left bays from eastbound Route 29 to northbound Pageland Lane;
2. Reconstruction of the southbound right turn bay along Pageland Lane at Route 29 to accommodate a free flow right turn lane from southbound Pageland Lane to westbound Route 29 and restriping of the southbound lanes;
3. Reconstruction of Pageland Lane as a four-lane divided section between Route 29 in the south and Artemus Road in the north, including a two-lane roundabout;
4. Modification of the signal at Route 29 with Pageland Lane to accommodate the southbound free flow lane, eastbound dual lefts on Route 29 and a four-lane divided Pageland Lane north on Route 29;
5. Construction of an eastbound right turn lane along Sudley Road at Pageland Lane and modification of the signal at the intersection of Sudley Road and Pageland Lane if necessary; and
6. Addition of a northbound right overlap phase at Sudley Road and Pageland Lane.

d. Phase II - Prior to the issuance of an occupancy permit representing the sixteen millionth (16,000,000th) cumulative square foot of Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened to traffic but not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:

1. Reconstruction of Pageland Lane as a four-lane divided section between Artemus Road in the south and Sudley Road in the north, including 2-lane roundabout intersections at designated locations;
2. Extension of the southbound right turn bay along Gum Springs Road at Sudley Road;
3. Reconstruction of the eastbound left turn bay along Sudley Road at Gum Spring Road from eastbound Sudley Road to northbound Gum Springs and modification of the signal, if necessary;
4. Reconstruction of the westbound left bay along Sudley Road at Pageland Lane to accommodate dual left turn bays from westbound Sudley Road to southbound Pageland Lane;
5. Construction of a free-flow right turn bay from northbound Pageland Lane to eastbound Sudley Road, including a receiving lane on eastbound Sudley Road;
6. Modification of the traffic signal at Pageland Lane and Sudley Road, if necessary;
7. Construction of a roundabout or turn lane improvements at the intersection of Sudley Road and Catharpin Road;
8. Construction of an “RCUT” intersection at the intersection of Sanders Lane and Sudley Road; and
9. Construction of two eastbound travel lanes on Sudley Road from the intersection of Pageland Lane and Sudley Road to Kyle Wilson Way .

e. Phase III - Prior to the issuance of an occupancy permit representing the twenty millionth (20,000,000th) cumulative square foot of Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened to traffic but

not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:

1. Construction of two eastbound travel lanes on Sudley Road from Kyle Wilson Way extending through GPIN 7599-14-5921 and terminating prior to Marble Hill Lane;
2. Construction of a directional site entrance along Sudley Road west of Kyle Wilson Way to accommodate a westbound left turn bay along Sudley Road and an eastbound right turn bay along Sudley Road at the proposed entrance;
3. Construction of a “RCUT” intersection at the intersection of Pageland Lane and Route 29; and
4. If not yet completed or constructed to substantial completion by others, as required in association with REZ2018-00008, construct a signal at the intersection of Route 29 and the entrance to REZ2018-00008, subject to an agreement with the owner(s) of the REZ2018-00008 property and/or VDOT or PWDOT to reimburse the Applicant for all costs associated with its construction of an improvement previously required to be constructed in association with REZ2018-00008.

47. Design Details for the Roadway Network Improvements. Subject to PWCDOT and VDOT approval, the Applicant shall design and construct the Road Improvements in accordance with the applicable DCSM and VDOT standards:

- a. Onsite Portions of Roadway Network Improvements. The Applicant shall design the onsite portions of the Roadway Network Improvements as shown on Exhibit A and in the roadway sections set forth on the MZP and on page 21 of the Master Corridor Plan,

provided that the final design, dimensions and, as necessary or appropriate, extent of right-of-way to be dedicated shall be determined as part of PIP and/or final site plan approval for the associated improvements, but at a minimum shall accommodate:

- i. A four-lane, divided section of Pageland Lane, including of a sixteen foot (16') landscaped median, either within the existing right-of-way or right-of-way to be dedicated by the Applicant along the Property's Pageland Lane frontage;
- ii. Roundabouts on Pageland Lane in the general locations shown on Exhibit A;
- iii. A ten foot (10') wide shared use path along each side of Pageland Lane along the Property's frontage; and
- iv. A fifty-foot (50') buffer along each side of the Pageland Lane along the Property's frontage.

b. Dedication of Right-of-Way for Roadway Network Improvements. The Applicant shall dedicate in fee simple, at no cost to the County, sufficient right-of-way, along with ancillary temporary construction, grading and utility easements, from the Property as may be necessary to accommodate the onsite portion of the Road Network Improvements (the "Onsite ROW Dedication"), consistent with the roadway sections set forth on the MZP. The Applicant shall provide the Onsite ROW Dedication upon written demand from PWCDOT and/or VDOT as part of its review and approval of a PIP and/or final site plan approval for all or any portion of the onsite Roadway Network Improvements, whether such plans are prepared by the Applicant or on behalf of a third party proposing to construct such improvements across the Property's frontage.

c. Offsite Portions of Roadway Network Improvements. For those portions of the Roadway Network Improvements located offsite from the Property that the Applicant proposes to construct or cause to be constructed, the Applicant shall design such improvements generally as shown on Exhibit A, with the final design, dimensions

and, as necessary or appropriate, extent of right-of-way to be acquired to be determined as part of PIP and/or final site plan approval for the associated improvements. Except as set forth herein related to the use of eminent domain, the Applicant shall be responsible for the acquisition, or cost thereof (if any), of offsite right-of-way required to complete the Roadway Network Improvements, including, but not limited to, any easements required for utilities, utility relocation, and stormwater management.

48. Primary Access and Low Volume Commercial Entrances on Pageland Lane. Subject to PWCDOT and VDOT approval, the Applicant shall design and construct any data center land bay curb cuts along the Property's frontage on Pageland Lane (other than the proposed roundabout intersections) as minor commercial entrances, as shown on the MZP.

49. Bicycle Parking. The Applicant shall provide a minimum of one (1) inverted-U bicycle parking rack for each new building constructed on the Property. The bicycle parking shall be shown on the final site plan for the associated building and installed prior to issuance of an occupancy permit for such building.

WATER AND SANITARY SEWER

50. Water and Sewer. Subject to the acquisition of all necessary offsite easements and/or rights-of-way, the Applicant shall construct and install water and sewer lines to serve the demand generated by the development of the Property and provide all connections for the Development as generally shown on Sheet 8 of the MZP (collectively, the "Wet Utilities") in accordance with the requirements of the Prince William County Service Authority. In the event an alternate routing of water and/or sanitary sewer lines is required, if such alternate routing is subject to a separate Public Facility Review, the Applicant shall not be required to amend the MZP or these Proffers. The Applicant reserves the right to phase construction of the Wet Utilities in accordance with the Applicant's phasing plans for the Development. The Applicant shall pursue and, if successful, acquire, at no public cost, any off-site easements for the benefit of the Service Authority, if needed, to extend public water and/or sanitary sewer lines to the Property. Unless otherwise approved by the Prince William County Health Department, any existing wells and drainfields located on the Property within each Land Bay

must be abandoned prior to approval of the first occupancy permit or its equivalent for the first building in such Land Bay and in accordance with Health Department standards and requirements then in effect, unless otherwise agreed to by the Health Department. Notwithstanding the foregoing sentence, the Applicant may, in consultation with the Health Department and/or the PWCSA, maintain one (1) or more existing wells in lieu of abandonment solely for the use of ongoing groundwater monitoring to assess water quality on and in the vicinity of the Property (each a “Monitoring Well”). For any such Monitoring Well, the Applicant shall, upon request by applicable county agencies and as part of final site plan approval for the portion of the Property on which the Monitoring Well is located, grant ingress-egress easements to the County to permit access to the Monitoring Well.

51. Authorization. Acceptance and approval of this Application by the Board shall fulfill the requirement for a Public Facility review and authorizes extension and construction of water and sewer lines and facilities necessary to serve the Property pursuant to Virginia Code Section 15.2-2232(D) and Prince William County Zoning Ordinance Section 32-201.12(a)(2).

52. Water Quality Monitoring Contribution. The Applicant shall make a monetary contribution to the Board in the amount of \$75.00 per acre for water quality monitoring or offsite drainage improvements. Said contribution shall be made at the time of final site plan approval for the corresponding acreage reflected on each such site plan.

53. Expansion of Water Quality Monitoring Program. The Applicant shall work with the Virginia Department of Environmental Quality (“DEQ”), in collaboration with the Upper Occoquan Service Authority (“UOSA”), the Fairfax County Water Authority (“FCWA”), and other relevant stakeholders to expand DEQ’s water quality monitoring program and implement additional waterway monitoring to include sites along Little Bull Run and Lick Branch within the Property. The Applicant shall supply written confirmation and/or proof of collaboration, or attempt thereof, with DEQ, UOSA and FCWA and/or other relevant stakeholders to the Land Development Division prior to final site plan approval of the first site plan on the Property.

MISCELLANEOUS

54. Eminent Domain. In the event the Applicant is not able to acquire off-site right-of-way required to provide any offsite improvements identified in these Proffers, including any easements required for utilities, utility relocation, grading and stormwater management for such improvements, the Applicant may request the County to acquire the right-of-way and easements by means of its condemnation powers at the Applicant's expense.

a. County's Eminent Domain Policy. The Applicant's request shall be in writing and shall comply in all respects with the County's Eminent Domain Policy. The condemnation request shall be made prior to each phase of development as provided in Proffer 46 to the appropriate County agency (with a copy to PWCDOT) and be accompanied by the following:

1. The names of the record owners, the property addresses, tax map parcel numbers and GPIN numbers for each landowner from whom such right of way and/or easements are sought;
2. Plats, plans and profiles showing the necessary right of way and/or easements to be acquired and showing the details of the proposed transportation improvements to be located on each such property;
3. A 60-year title search of each involved property;
4. Documentation demonstrating to the County's satisfaction Applicant's good faith, best efforts to acquire the right of way and/or easements, at a cost of at least the appraised value of the involved property interests;
5. A letter of credit acceptable to the County, cash or equivalent (from a financial institution acceptable to the County) in an amount equal to the appraised value of the property to be acquired, and all damages to the residue, together with an amount representing the County's estimate of its cost of condemnation proceedings, in a form permitting the County to draw upon the same as necessary to effectuate the purposes hereof; and

6. An agreement signed by Applicant's representative and approved by the County Attorney whereby Applicant agrees to pay all costs of the condemnation, including expert witness fees, court costs, exhibit costs, court reporter fees, attorney fees for the Office of the County Attorney, and all other costs associated with the litigation, including appeals. The Agreement shall specifically provide that in the event the property owner is awarded in the condemnation suit more than the appraised value estimated by Applicant's appraiser, Applicant shall pay to the County the amount of the award in excess of the amount represented by the letter of credit or cash deposit within fifteen (15) days of the award.

b. Pursuant to Virginia Code § 25.1-417, a determination of the value of the Property shall be based on the following:

- i. If the assessed value is less than \$25,000, then the value shall be determined by assessment records or other objective evidence; or
- ii. If the assessed value is greater than \$25,000 an independent appraisal of the value of the right of way and easements to be acquired, and any and all damages to the residue of the involved property, said appraisal to be performed by an appraiser licensed in Virginia and approved by the County.

c. In the event the County does not acquire the right of way and/or easements in accordance with the above despite its good faith, best efforts to do so, the County shall provide written notice to the Applicant of its failure to acquire said right of way and/or easements. Within a reasonable time following receipt of such written notice from the County, the Applicant shall either (i) provide the County with a cash in lieu contribution equal to the amount representing the Applicant's estimate of what it would have otherwise cost the Applicant to build or complete the portion of the Road Network Improvements and/or the Wet Utilities for which the County attempted, but was unable to acquire pursuant to this Proffer or (ii) use the equivalent of the Applicant's estimate

in subsection (i) herein to analyze and provide alternative improvements in consultation with PWCDOT and as approved by VDOT. For the purpose of clarity, the Applicant, in coordination with the County, shall continue to develop if the right of way and/or easements are not acquired while other mitigation measures are pursued.

55. Advanced Density/Intensity Credit. Density/intensity credit is reserved for all eligible dedications of any public right-of-way or land for public facilities described herein or as may be required by Prince William County or VDOT pursuant to the DCSM at the time of the final site plan approval(s) for the Property.
56. Tree Preservation Area along Land Bay A Thornton Drive Access. In the event the Applicant cannot accommodate tree preservation on both sides of the Low Volume Commercial Entrance at Thornton Drive as depicted on Sheet 05 of the MZP, the Applicant shall provide for reforestation, supplemental landscape, or buffer in this area.
57. Buffers and Supplemental Landscape Areas Against Future Adjacent PBD Properties. In the event adjacent properties are rezoned to PBD and developed with uses compatible (that is, data centers, substations and/or associated ancillary facilities such as transmission lines, water and sewer infrastructure, and similar uses) with the Development, the perimeter buffers required by the DCSM and supplemental landscape areas as shown on the MZP may be removed and/or not provided.
58. Marble Hill Community Area (that is, that area located south of Sudley Road, east of the unnamed tributary of Lick Branch, also located east of the Applicants pending Rezoning)
- a. The Marble Hill Community is currently private property, not subject to a pending rezoning. The Marble Hill Community is part of the Prince William Digital Gateway CPA. The Applicant anticipates that Marble Hill will pursue a rezoning of its community.
 - b. If and when the Marble Hill Community submits and pursues a rezoning application consistent with the governing CPA, the Applicant shall work with the County, Archaeologist and/or their designee ,and Marble Hill to:

- i. Coordinate access through the Applicants property (if necessary) to enter the Marble Hill area to conduct archaeological research; and
- ii. Provide a place for relevant historical markers and educational/interpretative information in the area; and
- iii. If not provided by Marble Hill, coordinate a route for public access (that shall not interfere with Applicants security requirements) to relevant and preserved archaeological site(s) within Marble Hill.

59. Escalator Clause. In the event that the monetary contributions set forth in this Proffer Statement are paid to the Board of County Supervisors within eighteen (18) months of final unappealable approval of this Rezoning, as applied for, said contributions shall be in the amounts stated herein. Any monetary contributions required hereby which are paid to the Board after eighteen (18) months following approval of this Rezoning shall be adjusted in accordance with the Urban Consumer Index ("CPI U") published by the United States Department of Labor, such that at the time contributions are paid they shall be adjusted by the percentage change in the CPI U from that date eighteen (18) months after approval hereof, to the most recently available CPI U to the date the contributions are actually paid, subject to a cap of six percent (6%) per year, non-compounded.
60. Extension of Time. The Applicant reserves the right to request from the Planning Director an extension of the time within which specific proffers may be fulfilled or completed to reflect challenges or limitations beyond the Applicant's control or for such other reason as the Planning Director may agree. This Proffer 60 does shall relieve the Applicant of the obligation to demonstrate proffer compliance if such proffer is required to be satisfied prior to County issuance of an approval or permit.
61. Successors and Assigns. These Proffers shall bind and inure to the benefit of the Applicant, the Owners and their successors, tenants and assigns. Each reference to "Applicant" in this proffer statement includes within its meaning and is binding upon Applicants', Owners', and their successor(s) in interest and/or developer(s)/user(s) of any portion of the Property.
62. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together constitutes one and the same instrument.

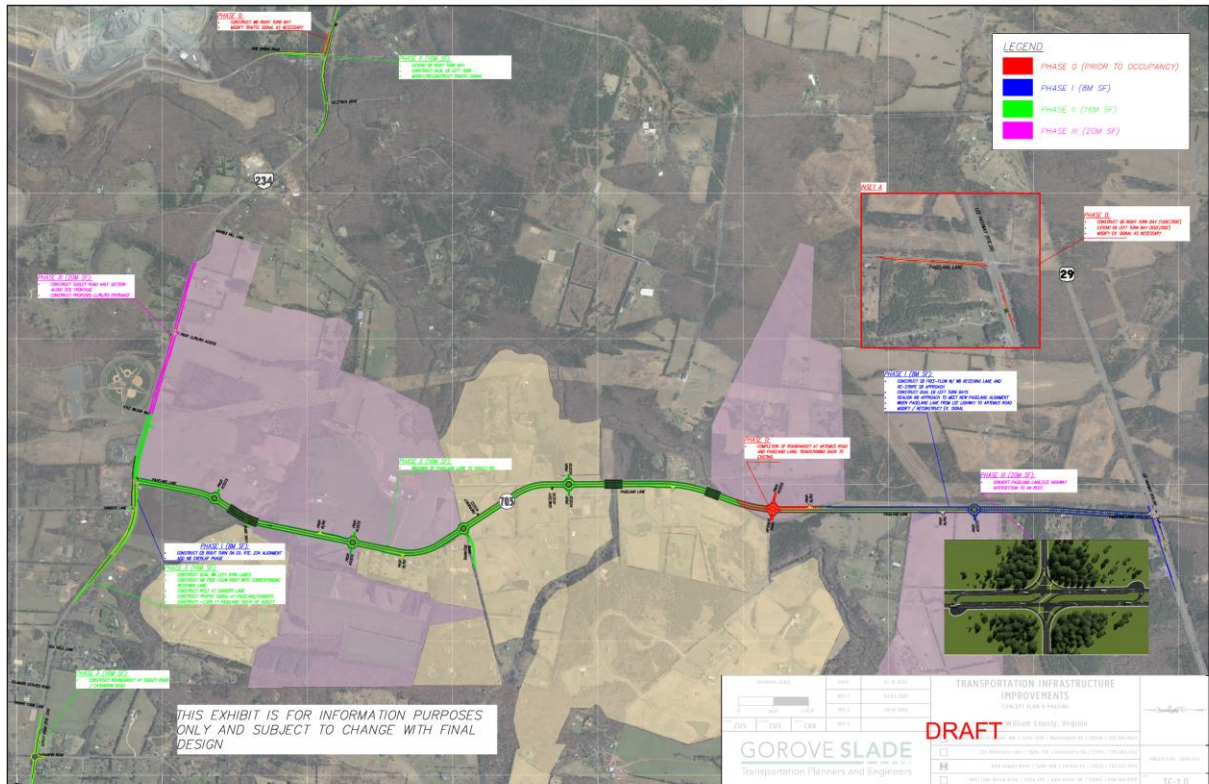
MODIFICATIONS AND WAIVERS

63. Pursuant to Sections 32-404.05 and 32-700.04 of the Zoning Ordinance, of the Zoning Ordinance, the following modifications and waivers are approved as part of these Proffers:

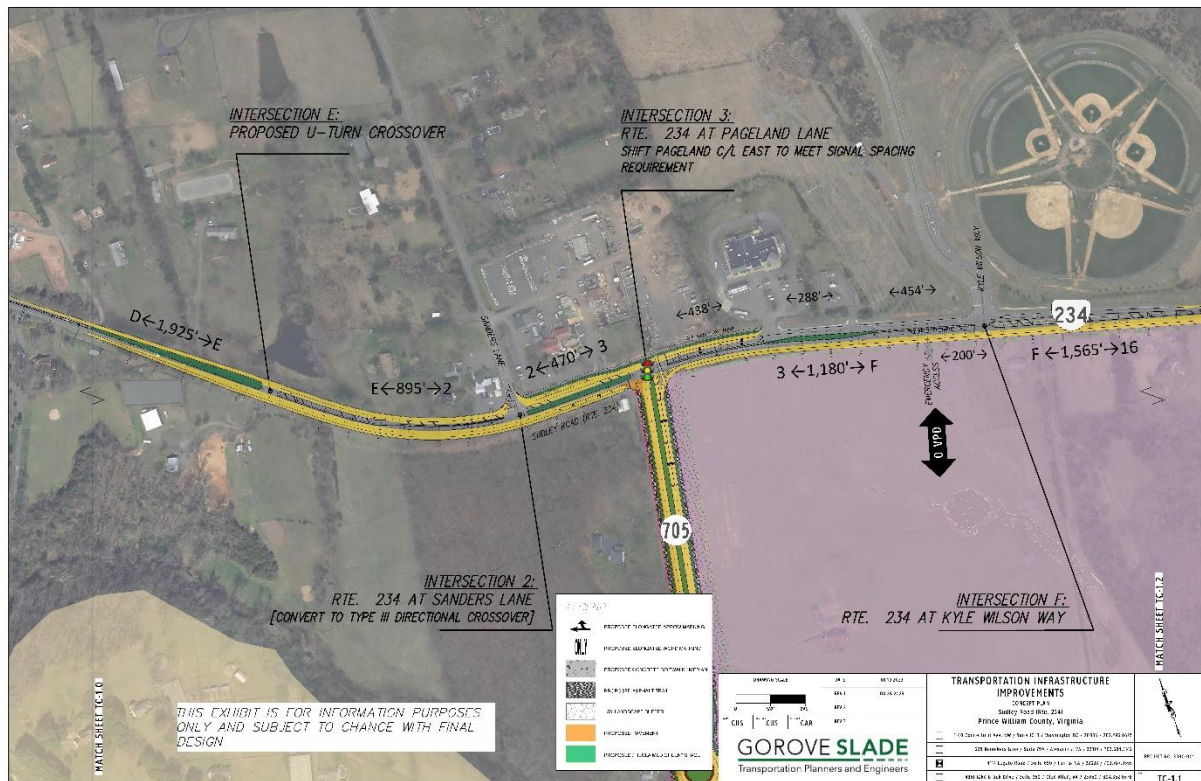
- a. Waiver of Section 32-250.31 of the Zoning Ordinance, Sections 802.11.A and DCSM Table 8-1 of the DCSM to not require internal buffers between similar uses and waive buffers between Land Bays on the Property to allow that shown on the MZP.
- b. Waiver of Section 32-404.04.5 of the Zoning Ordinance requiring a perimeter Type C buffer between Land Bays, along public right-of-way and adjacent to properties zoned PBD to allow for buffers as shown on the MZP.
- c. Modification of Section 32-201.18 of the Zoning Ordinance requiring a 15' perimeter landscape area around substations (considered a public facility), for instances where a side(s) of a substation is interior to the Property and is screened and not visible from public rights-of-way, parks, and residential areas or adjacent properties that are designated and rezoned for development of data center and/or data center supporting uses compatible with the Development.
- d. A modification to the uses permitted by right pursuant to Section 32-404.05.1 of the Zoning Ordinance by modifying Section 32-402.23(3) to permit data centers, public facilities and parking (per Proffer 3 above) by-right, above.

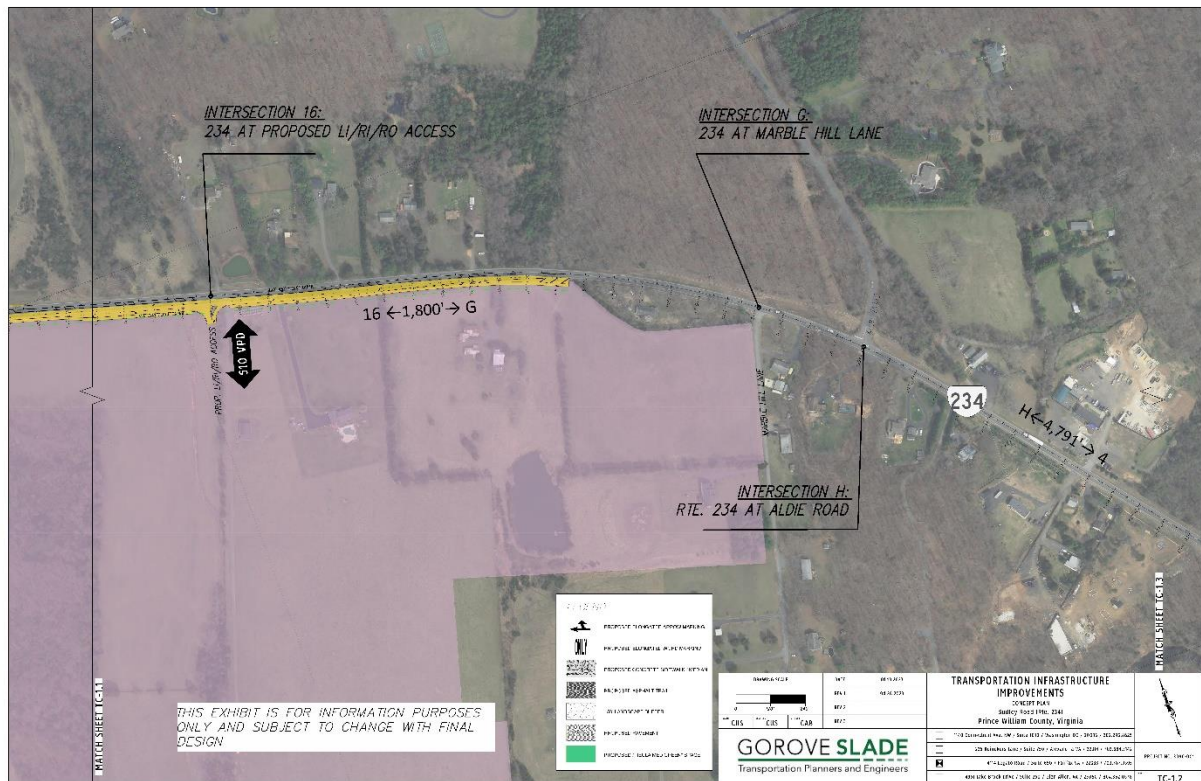
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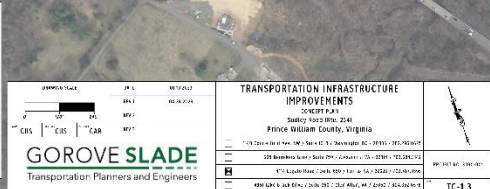
Exhibit A: Transportation Infrastructure Improvements Concept Plan & Phasing,
prepared by Gorove/Slade dated January 19, 2023 and revised through August 14, 2023.

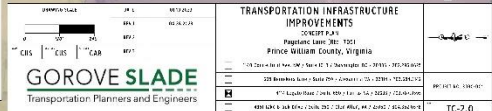


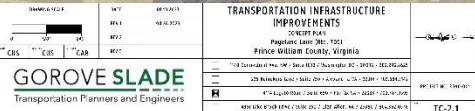


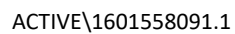












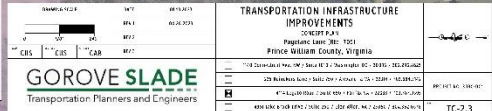
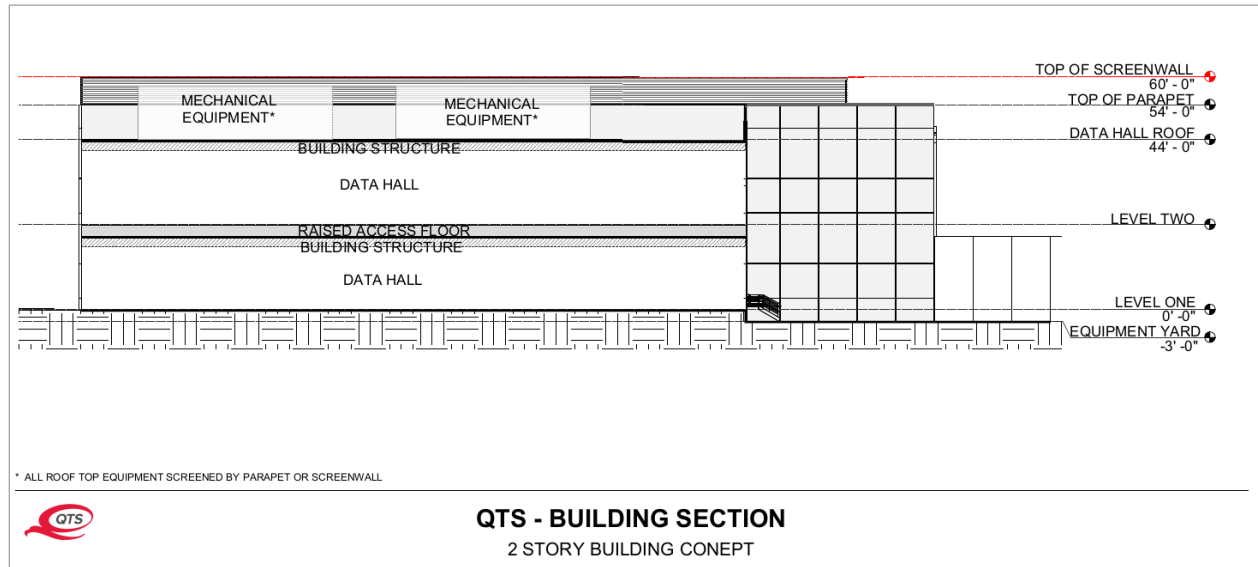


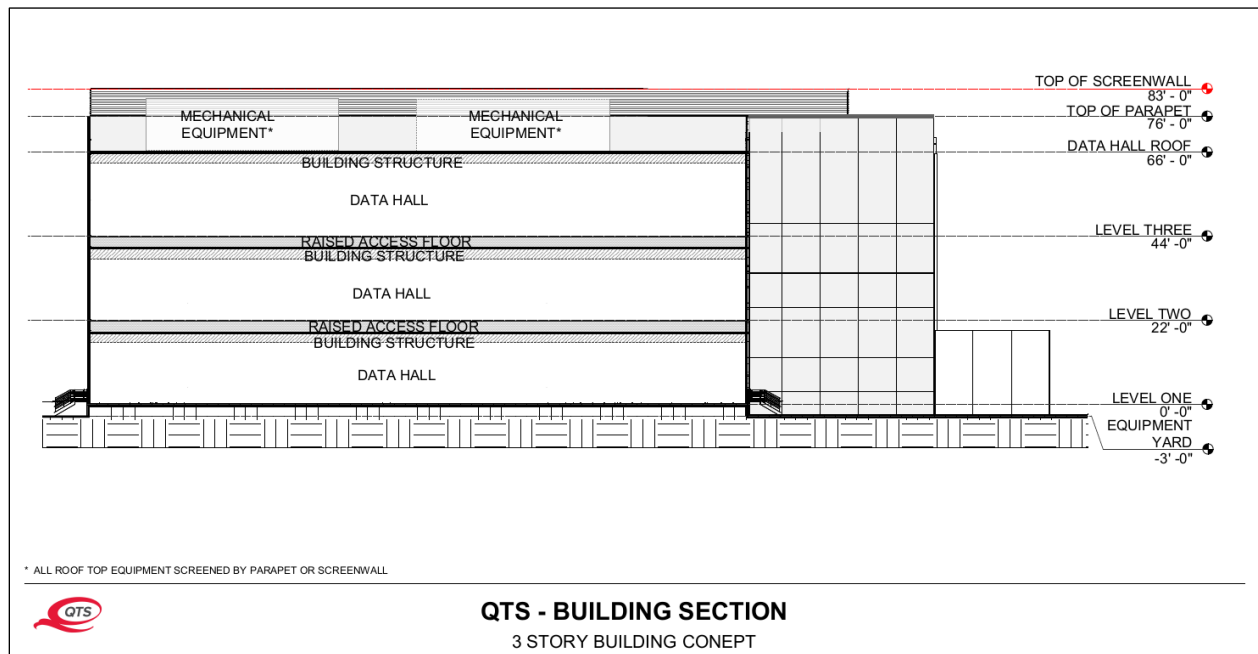


Exhibit B: "Prince William Digital Gateway Master Corridor Plan, prepared by LandDesign, dated January 2023 and revised August 2023. Provided under separate cover.

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Exhibit C, Building Sections 2 Story and 3 Story Concept and Rooftop Plan Views.





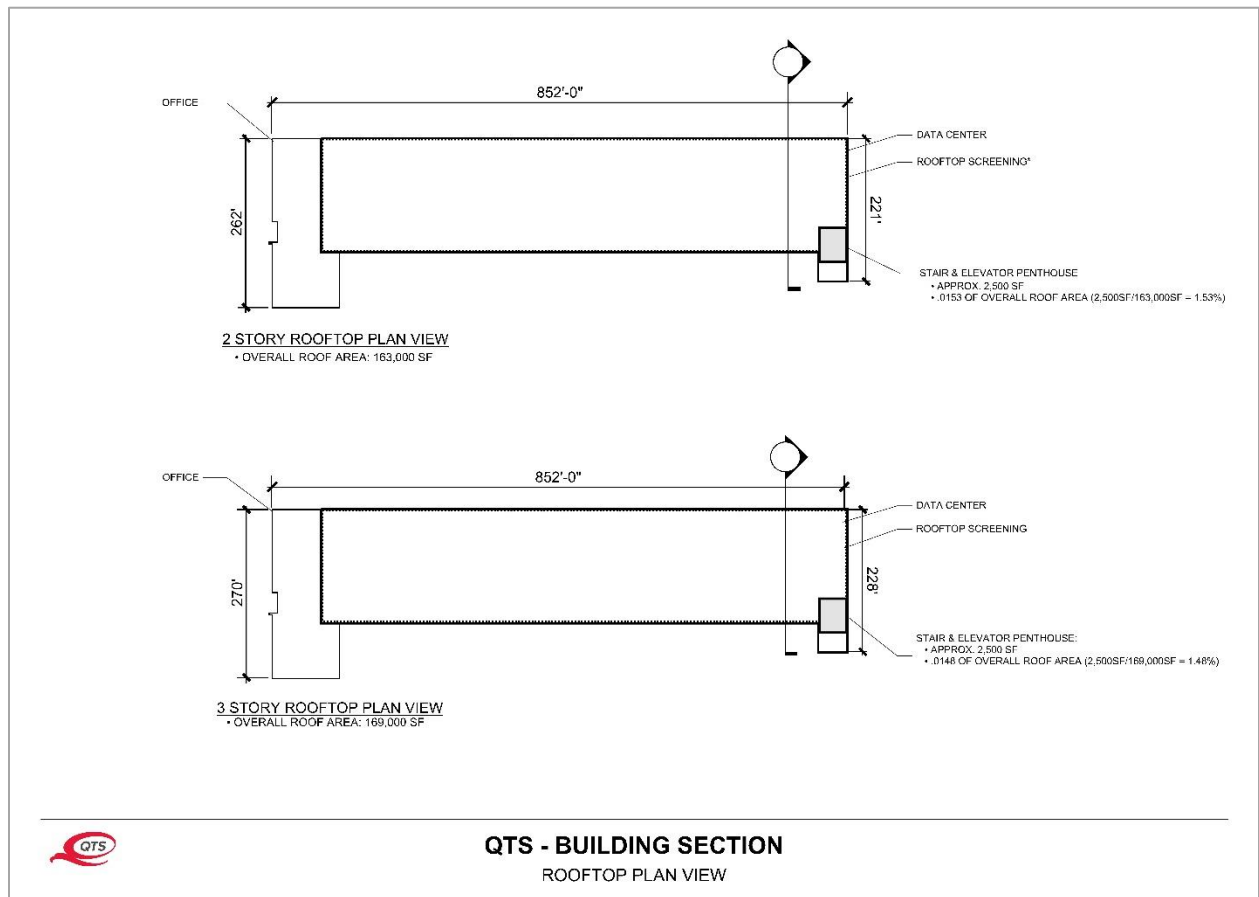




Exhibit D: Substation screening, depictions and examples

**Shakespeare**
A valmont COMPANY

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Shakespeare SafeFence substation perimeter fencing



SAFE FENCE
NON-CONDUCTIVE BARRIER

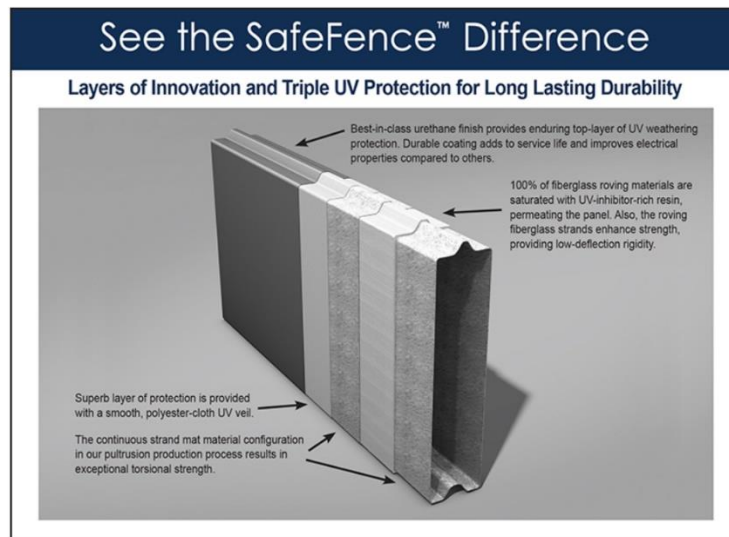
conductive SafeFence

SafeFence Substation Barrier System Protects People, Utility Assets

SafeFence™ non-conductive perimeter barrier fencing provides safety and security around substations, transformer yards and other utility properties with installed power-delivery assets.

The fiberglass wall deters would-be vandals, excludes wildlife, and hides

Shakespeare SafeFence panels are available in a range of horizontal lengths and in 6-inch high or 12-inch high profiles. The 12-inch panels are now available with ballistic-grade inserts to enhance utility asset protection.



DRAFT Proffer Statement
REZ2022-00032, Digital Gateway North
GW Acquisitions Co. LLC and GW Acquisition I, LLC
August 25, 2023
Page 66 of 66

[Signature Page(s) to Follow]



STAFF REPORT

PC Meeting Date:	November 8, 2023
Agenda Title:	Rezoning #REZ2022-00032, Digital Gateway North
District Impact:	Gainesville Magisterial District
Requested Action:	Recommend Denial of rezoning #REZ2022-00032, Digital Gateway North, subject to proffers dated August 25, 2023.
Department:	Planning Office
Case Planner:	Christopher Perez

EXECUTIVE SUMMARY

The following is a request to rezone ±534 acres (collectively "Property" or "Properties") from A-1, Agricultural Zoning District, to PBD, Planned Business District, using the O(H), Office High-Rise District, to allow for data centers and ancillary and secondary uses and public facilities, including electric substations. The request is for a maximum of 7 million square feet of gross floor area ("GFA") with ancillary and secondary uses limited to a maximum of ten percent (10%) of the total GFA in each building which includes such ancillary and secondary uses. The application also includes associated waivers and modifications. The proposed floor area ratio ("FAR") for the Property is no greater than an overall 0.30 FAR.

It is the recommendation of staff that the Planning Commission recommend denial of rezoning, #REZ2022-00032, Digital Gateway North, subject to proffers dated August 25, 2023.

BACKGROUND

- A. Request: To rezone ±534 acres (collectively “Property” or “Properties”) from A-1, Agricultural Zoning District, to PBD, Planned Business District, using the O(H), Office High-Rise District, to allow for data centers and ancillary and secondary uses and public facilities, including electric substations. The request is for a maximum of 7 million square feet of gross floor area (“GFA”) with ancillary and secondary uses limited to a maximum of ten percent (10%) of the total GFA in each building which includes such ancillary and secondary uses. The application also includes associated waivers and modifications. The proposed floor area ratio (“FAR”) for the Property is no greater than an overall 0.30 FAR.

Uses/Features	Existing	Proposed with Rezoning
Zoning	A-1 ±534 acres	PBD, Planned Business District, with nonresidential Land Bays of O(H), Office High-Rise District
Use(s)	Existing dwelling units and existing farm buildings, fields, and farmland.	A maximum of 7 million square feet of gross floor area (“GFA”) with ancillary and secondary uses limited to a maximum of ten percent (10%) of the total GFA in each building which includes such uses as listed in the proffers
Development Standards	Permitted in PBD, O(H)	Proposed with Rezoning to PBD, O(H)
Density/FAR	Maximum of 1.25 FAR	Maximum FAR no greater than an overall 0.30 FAR
Lot Coverage	Maximum of 80%	Maximum of 60%
Open Space	Minimum of 20%	Approximately 140 acres of Protected Open Space is proposed or 26% of the overall Property acreage
Building Height	Maximum of 100 feet	Maximum of 83 feet (inclusive of parapet and screening walls that screen rooftop mechanical equipment)

- B. Site Location: The four proposed Land Bays, Land Bays A through D, are depicted on the Master Zoning Plan. The Properties are generally located on both the east and the west side of Pageland Lane, to the south of Catharpin Recreational Park and Sudley Road, north of Thornton Drive, and east of Catharpin Valley Drive. The subject Properties are identified on County maps as GPINs 7499-51-0789, 7499-50-2914, 7499-62-5386, 7499-82-1020, 7499-70-3896, 7499-81-6203, 7499-83-9783, 7499-83-4804, 7499-92-7290, 7499-73-5646, 7499-84-0870, 7499-72-1255, 7499-94-6530, 7499-84-7796, 7499-85-6806, 7599-04-3214, 7599-14-2313, and 7599-13-0663.

- C. Comprehensive Plan: The Properties are designated I-3, T/F Technology/Flex with a T-3 Transect for density purposes ("I-3"), and POS, Parks and Open Space ("POS") in the Comprehensive Plan and are located within the Airport Safety Overlay District, and Domestic Fowl Overlay District. A portion of the Property is located within the ERPO, Environmental Resource Protection Overlay and the Highway Corridor Overlay District. The Properties are also subject to the adopted Comprehensive Plan Amendment, #CPA2021-00004, PW Digital Gateway.
- D. Zoning: The Properties are zoned A-1, Agriculture, and are partially within the Environmental Resource Protection Area Overlay District, Resource Protection Overlay District, the Highway Corridor Overlay District (Rte. 234/ Sudley Road), and are located within the Airport Safety Overlay District and Domestic Fowl Overlay District
- E. Data Center Opportunity Overlay District: The Properties are not located within the Data Center Opportunity Overlay District.
- F. Surrounding Land Uses: The Properties are located on both the east and the west side of Pageland Lane. On the west side of Pageland Lane, Land Bay A is nearly 139 acres and is generally bounded by parcels subject to REZ2022-00036 Compass Data Centers to the north, Catharpin Valley Estates (residential) to the west, properties subject to REZ2022-00036 Compass Data Centers and Thornton Drive to the south and Pageland Lane to the east. On the east side of Pageland Lane, Land Bay B totals nearly 157 acres and is generally bounded by Resource Protection Area (RPA) of Lick Branch to the north, Marble Hill (residential) to the east, properties subject to REZ2022-00036 Compass and other residential properties to the south and Pageland Lane to the west. Land Bays C and D adjoin Land Bay B to the north. Land Bay C is approximately 90 acres in size and is generally bounded by Sudley Road to the north, the Dominion transmission lines and transmission line easement to the east, RPA to the south and Pageland Lane to the west. Land Bay D totals approximately 149 acres and is generally bounded by Sudley Road to the north, Marble Hill (residential) to the east, RPA to the south and the Dominion transmission lines/ easement to the west. In summary, various portions of the Properties abut single-family homes, open space areas, natural areas consisting of forests, streams, fields, meadows, various agricultural properties, and public roads.
- G. PW Digital Gateway Comprehensive Plan Amendment: On November 1, 2022, the Prince William Board of County Supervisors adopted Comprehensive Plan Amendment #CPA2021-00004 PW Digital Gateway. The CPA serves as an addition to the Comprehensive Plan, and the Policies and Action Strategies contained within the CPA represent additions or modifications to the relevant chapters of the Comprehensive Plan to address the unique conditions within the Study Area.

Existing Comprehensive Plan components and action strategies remain applicable, but where PW Digital Gateway Study Area conflicts with these policies, the PW Digital Gateway Special Study Area prevails.

The CPA designates this area as a technology corridor with I-3, T/F Technology/Flex with a T-3 Transect designation, and Parks and Open Space designations. Data centers are identified as the primary uses with supportive office, retail and service commercial uses as secondary uses.

The recommended target floor area ratio (FAR) of the I-3, T/F Technology/Flex with a T-3 Transect designation is 0.23-0.57, with buildings ranging from one to three stories in height and a minimum of 30 percent open space within the entire CPA Area. Building heights in the Northern District are recommended to be a maximum of 85 feet inclusive of parapets and/or screen walls that screen rooftop mechanical equipment. The CPA recommends additional viewshed analysis to be submitted with any request for building heights that exceed 85 feet. The overall vision established by the CPA is to promote opportunities for expanding the data center industry, which is a County-designated Targeted Industry, to increase the County's overall commercial tax base, while encouraging context sensitive building design, the provision of a connected trail system, and the preservation and enhancement of the natural environment and cultural resources.

- H. Concurrent Applications: In addition to this application, REZ2022-00033, Digital Gateway South, and REZ2022-00036, Compass Data Centers, have been reviewed and processed currently with this application. The figure below depicts the various rezoning applications that have been submitted to the County within the CPA study area.

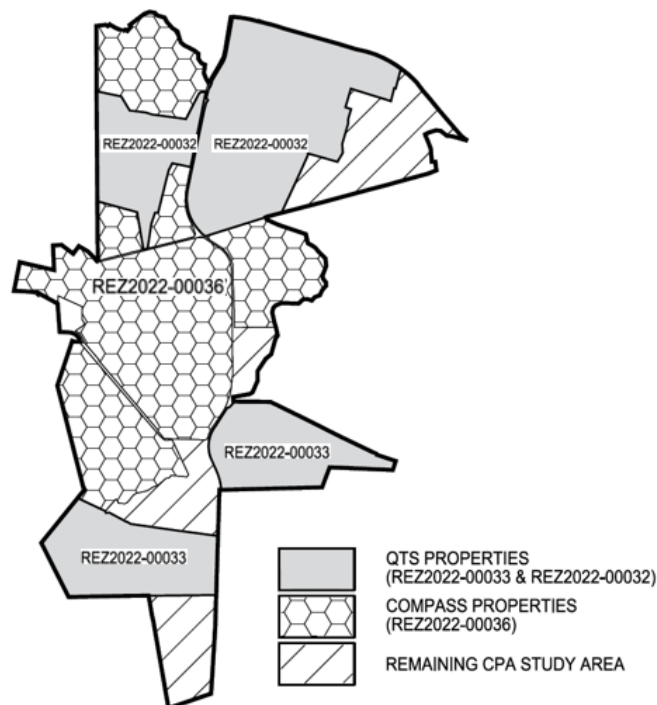


Figure 1: PW Digital Gateway Rezoning Locations within the CPA Study Area

STAFF RECOMMENDATION

Staff recommends that the Planning Commission recommend denial of Rezoning #REZ2022-00032, Digital Gateway North, subject to proffers dated August 25, 2023, for the following reasons:

- Lack of Building Footprint and Site Layout: The MZP does not provide site layouts consistent with the information required for a MZP under Sections 32-280.02 and 32-700.23 and 32-700.21 of the Zoning Ordinance, which requires the location of all buildings and other structures, the proposed plan for all major sanitary sewers, water systems and storm water management and drainage improvements. The proposal is not consistent with the Comprehensive Plan, nor the CPA policies, that encourage the depiction of site layouts for rezonings and special use permits. Currently, the Master Corridor Plan (MCP) is proffered to general conformance with respect to (i) the general orientation of the buildings, (ii) the general locations of points of access to each Land Bay, and (iii) the extent of the LOD within each Land Bay. Proffered site layouts and building footprints are of the utmost importance for this project because the viewshed analysis is predicated on the proposed building height and building locations as they are depicted on the MCP; however, in this instance, the building locations and site layouts depicted in the MCP are for illustrative purposes. As such, the Applicant provides no assurances that the buildings will be located in these specific locations and layouts upon final buildout. Without proffered site layouts that depict building footprints, the County is provided less assurances that the massing and scale of buildings and resulting viewshed impacts presented in the viewshed study is what will result when the project is built out.
- Lack of Proffered Elevations: The Applicant has not proffered elevations of the data center buildings. Staff encourages the Applicant to proffer to substantial conformance with the building elevations provided in the MCP. Without substantial conformance to the elevations, the design of the building may look different than what is shown in the elevations. Currently, the Applicant only proffers the “quality and character” of the architectural designs, whereas the CPA policy encourages colored architectural elevations for rezonings and special use permits. Without proffered elevations, the County is provided less assurances that what is presented in the MCP for the building architecture will result when the project is built out.
- Waiver of Special Use Permit (SUP) to Permit Data Centers Outside of the Data Center Opportunity Overlay District: Staff does not support the approval of this waiver because the Application lacks building footprints, site layouts, and proffered elevations, and the SUP is the mechanism by which these specific details are typically provided. The equivalent level of detail has not been provided on the MZP. Additionally, the proffers provide uncertainty in the proposed buffers and supplemental landscaping, and the ability for the Planning Director and the Applicant to make substantial changes after the BOCS approval.
- Target Densities: As proffered, the maximum floor area ration (FAR) for each individual land bay is undefined. This provides no assurances that the proposal is in conformance with the

targeted densities of the I-3, T/F Technology/Flex with a T-3 Transect designation, as provided for in the CPA.

- Ability to Make Changes: As proffered, the Planning Director is permitted to approve changes to various proffered elements based on their own subjective decision. If the Planning Director or other County staff are approving changes, it should be based on clear, expressed, and objective criteria. Furthermore, as proffered, the Applicant is providing significant flexibility to make substantive changes to the project after Board of County Supervisors approval. These include the following: Proffer 19, which permits the Director of Planning to approve changes to architecture, building material, and building colors; Proffer 20, which provides the Applicant significant flexibility with number of buildings, the building sizes, and the building layout/orientation after BOCS approval; Proffer 26, which permits the Applicant to develop and modify the Master Landscape Plan outside of the conventional process and with limited input from County staff; Proffer 39, which permits the Sustainability Officer to approve alternative sustainability measures than are being proffered and approved by the BOCS; Proffer 42, which permits staff to make a subjective decision related to the type of noise mitigation measures acceptable for the project; Proffer 60, which permits the Director of Planning to approve extensions of time for proffer fulfillment; additionally, various proffers provide ultimate flexibility for the Applicant to modify the proposal after the BOCS approval.
- Significant Flexibility in Landscaping: As proffered, the Applicant is providing significant flexibility to dictate what landscaping will be provided through the proffers associated with the Master Landscape Plan, proposed limits of disturbance, reforestation areas, buffers, tree save areas. Staff will have limited ability to evaluate this commitment against the goals of the Comprehensive Plan regarding landscaping.
- Proposed Electrical Infrastructure: Other than substation locations, no information is provided about the proposed location of the electrical infrastructure on the property that will serve the facilities in each land bay, such as transmission lines. Without this information, staff is not fully able to analyze the projects' impacts on the surrounding community, to include but not limited to impacts on viewsheds, proposed open space, proposed tree preservation areas, buffering, and site layout. By not including proposed transmission line corridors on the MZP, and as proffered to provide maximum flexibility for the location of these utility lines, the Applicant is likely causing these transmission corridors to be located in areas identified to preserve forests and sensitive environmental resources and cultural resources, the perimeter buffers required by the DCSM, and the supplemental landscaping areas shown on the MZP.
- Inconsistencies with the Comprehensive Plan: The application is found to be inconsistent with the relevant components of the Community Design Plan, Cultural Resources Plan, Environment Plan, Electrical Utilities Services Plan, and the Transportation Plan in the Comprehensive Plan, and the Sustainability Focus Area of the PW Digital Gateway Study Area (CPA).

- Proffer Issues/Deficiencies: As currently written, many of the proffers contain technical errors, are contradictory, and contain non-descript verbiage, that may make enforcement of some of the proffers difficult. Additionally, some of the proffers contain larger policy issues that staff is unable to support (See Attachment H).
- Outstanding 4th Review Comments: There are many unresolved issues with the following agencies (see Attachment G): Transportation Department, VDOT, Watershed Management, Parks and Recreation, Land Development, Manassas National Battlefield Park, Conway Robinson State Park, County Archaeologist and Cemetery Preservation Coordinator, Historical Commission.

Comprehensive Plan Consistency Analysis

Long-Range Land Use: The property is designated I-3, T/F Technology/Flex with a T-3 Transect and POS, Parks and Open Space in the Comprehensive Plan.

- The requested O(H), Office High-Rise District does not implement the I-3, T/F Technology/Flex with a T-3 Transect designation. Only three Zoning Districts implement the Technology/Flex designation, they are PBD, Planned Business District, O(F), Office/Flex District, and M-2, Light Industrial District. While the Applicant requests PBD, only O(F) and M-2 are implementing districts. However, to modify the requested implementing district to better align with the I-3, T/F Technology/Flex with a T-3 Transect designation, the Applicant has proffered out/prohibited various uses, and limited the building height including rooftop mechanical equipment and parapets. This methodology is appropriate to help the O(H), Office High-Rise District come closer to aligning with the designation.

Level of Service (LOS): The LOS impacts for this proposed rezoning are being mitigated by the proffered monetary contributions, as follows:

Water Quality	\$75.00 per acre	+/- 534 acres	\$40,050
Fire and Rescue	\$0.61/sf of building area	Total potential building area = 7,000,000 sf	\$4,270,000
Total			\$4,310,050

Strategic Plan

Resilient Economy: The proposed rezoning is favorably aligned with the County's Resilient Economy objective to continue efforts to preserve and expand the commercial tax revenue base. The rezoning will result in an increased assessed tax value and commercial tax base.

Targeted Industry: The proposed use positively aligns with the strategic goal to create and support programs, policies and strategies that encourage profit-generating business expansion, new business development and redevelopment that enhances or complements targeted industries.

Sustainable Growth: The proposed rezoning is not favorably aligned with the County's Strategic Plan goals associated with sustainable growth. For an analysis of the proposal and its consistency with the Sustainability component of the CPA, see the Sustainability section of this staff report.

Environmental Conservation: The proposed rezoning is not favorably aligned with the County's Strategic Plan goals associated with environmental conservation. For an analysis of the proposal and its consistency with the Environmental Section of the Comprehensive Plan and the Green Infrastructure component of the CPA, see the Environmental Plan Analysis section of this staff report.

Transportation & Mobility: The proposed rezoning is favorably aligned with the County's Transportation & Mobility objective to improve multi-modal options by increasing pedestrian connectivity and providing multi-use trails. For an analysis of the proposal and its consistency with the Mobility Plan of the Comprehensive Plan and the Mobility component of the CPA, see the Transportation Plan Analysis section of this staff report.

Community Input

Notice of this application has been transmitted to property owners within 500 feet of the site. As of the date of this staff report, staff has received verbal and written feedback from the public and interested parties on this proposal. Also, at various times throughout the review of this project residents have spoken at Planning Commission meetings and Board of County Supervisors meetings.

The majority of comments can be categorized under the following themes that emerged from public feedback from those opposed to the project:

1. Concerns about the environmental impacts of the rezoning on the County's wildlife, water table, and supply, environmental resources, soils, and stormwater runoff.
2. Concerns about impacts on cultural and historic resources.
3. Concerns and opposition to the change of agricultural designated land to industrial for the development of data centers.
4. Request for additional studies to be conducted to further evaluate the feasibility and potential impact of the proposed development.
5. Concerns about impacts to adjacent uses including viewsheds, noise, and pollution.
6. Concerns about the long-term viability of data center technology and marketability.
7. Concerns about energy and water consumption, and sustainability.
8. Concerns about the need for additional transmission lines.
9. Concerns about increased traffic.
10. Concerns about the power infrastructure and potential pollution caused by supplying power to the project.

The majority of comments can be categorized under the following themes that emerged from public feedback from those in support of the project:

1. Support of anticipated economic activity generated by data centers, an identified targeted industry.
2. Support for the potential increase in commercial tax offering relief to residential tax burden and supporting County Infrastructure and services.
3. Support for the location offering access to existing transmission lines, fiber optics, and available land.
4. Support for the widening of Pageland Lane and other roadway improvements to relieve traffic.
5. Support for reevaluating the land use as it is no longer “rural.”

Comments from Others

Due to the proximity to the **Manassas National Battlefield Park (MNBP), The United States Department of the Interior, National Park Service (NPS)**, was sent the proposal for review and comment. In summary, the NPS has determined that the proposed rezoning will adversely affect the battlefield and the numerous historic resources outside of the MNBP legislative boundary, and the application does not provide sufficient modifications to mitigate the impacts to these resources. Additionally, the NPS believes that the full extent of the impacts are unclear. Within the project area there are significant resources that are not being properly assessed through the evaluations provided in the application, notably the resources associated with historically marginalized communities. Prior to any further evaluation of the proposed project, the NPS requests that the studies, research, and investigations mentioned in their attached comment letter be completed. In addition, further investigation into potential mitigation to the effects to the battlefield are necessary in order to continue to protect and preserve these resources for future generations to enjoy and understand. Additionally, the projects’ transportation improvements have a critical impact on the park’s strategic goals, specifically the threat posed by increased traffic. To review the entire letter, see Attachment G.

Additionally, due to the proximity to the **Conway Robinson State Park, the Virginia Department of Forestry** was sent the proposal for review and comment. In summary, the Department of Forestry believes that the rezoning could have substantial impacts on the local forest and associated ecosystem services, which consist of flood mitigation, water quality, clean air, habitat for forest and aquatic biodiversity, and scenic value. The Department of Forestry raised concern about the loss of open space land and riparian forest, fragmentation and loss of ecosystem functions. They also mentioned that the park provides recreational opportunities to the public and is a working forest, and they request consultation with VDOT about any projects that may increase access to the Conway Robinson State Forest Property. To review the entire letter, see Attachment G.

Legal Issues

If the rezoning is approved, the site could be developed with data center uses, along with associated modifications, as proffered. If the rezoning is denied, the site can continue to be utilized for by-right uses under the current A-1, Agricultural Zoning District. Legal issues resulting from the Planning Commission's action are appropriately addressed by the County Attorney's Office.

Timing

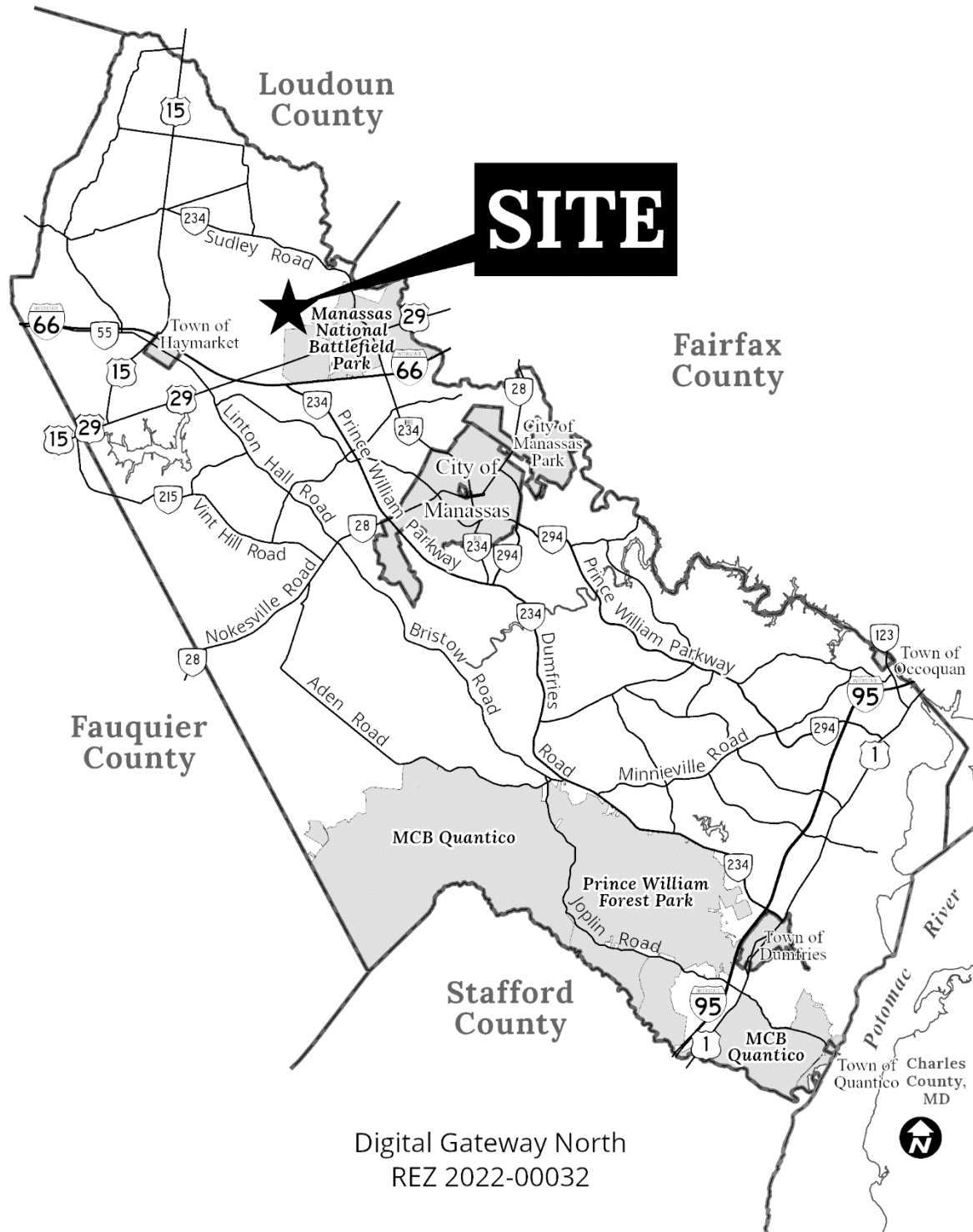
The Planning Commission has until February 6, 2024, which is 90 days from the first public hearing date, to take action. A recommendation to approve or deny the request would meet the 90-day requirement.

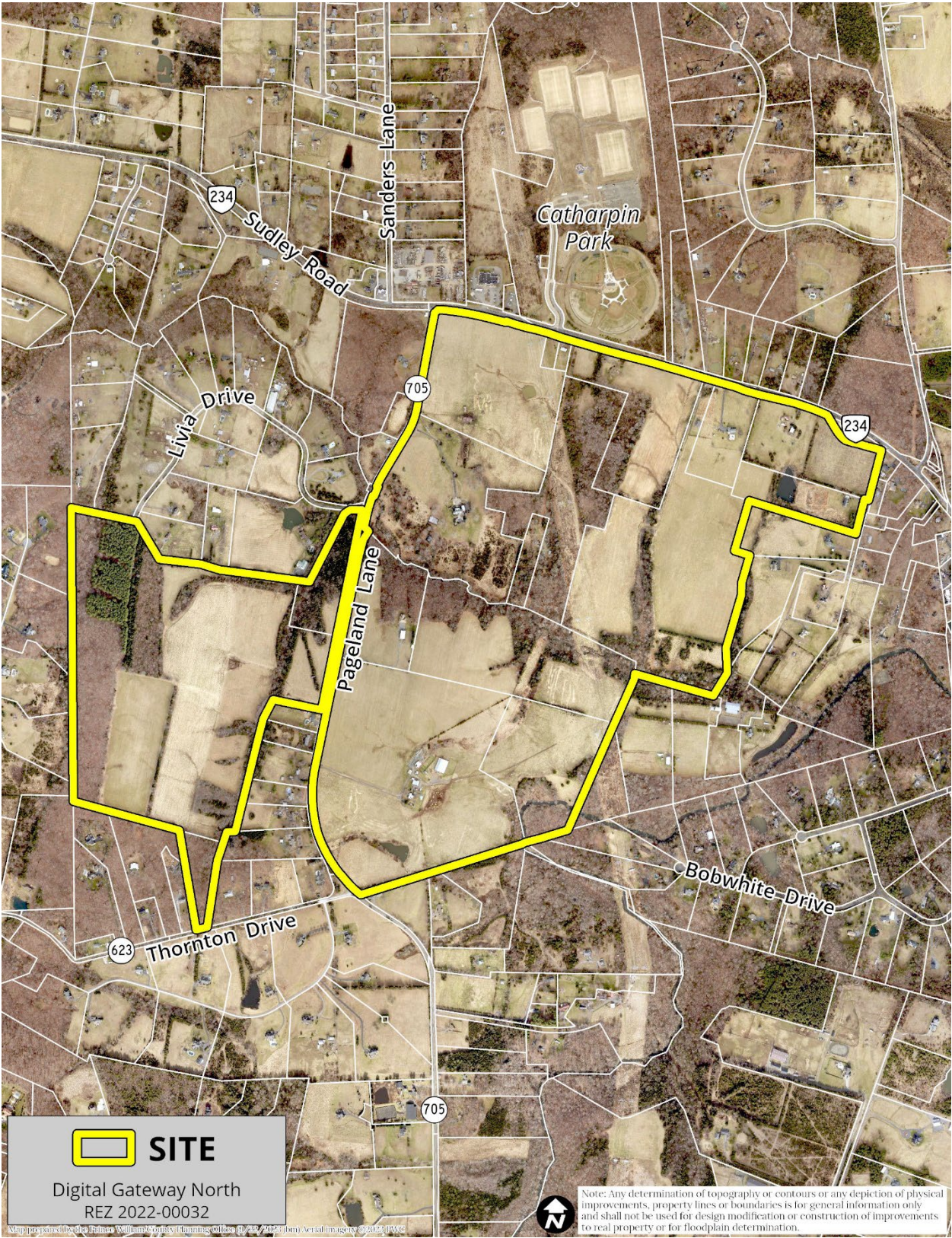
STAFF CONTACT INFORMATION

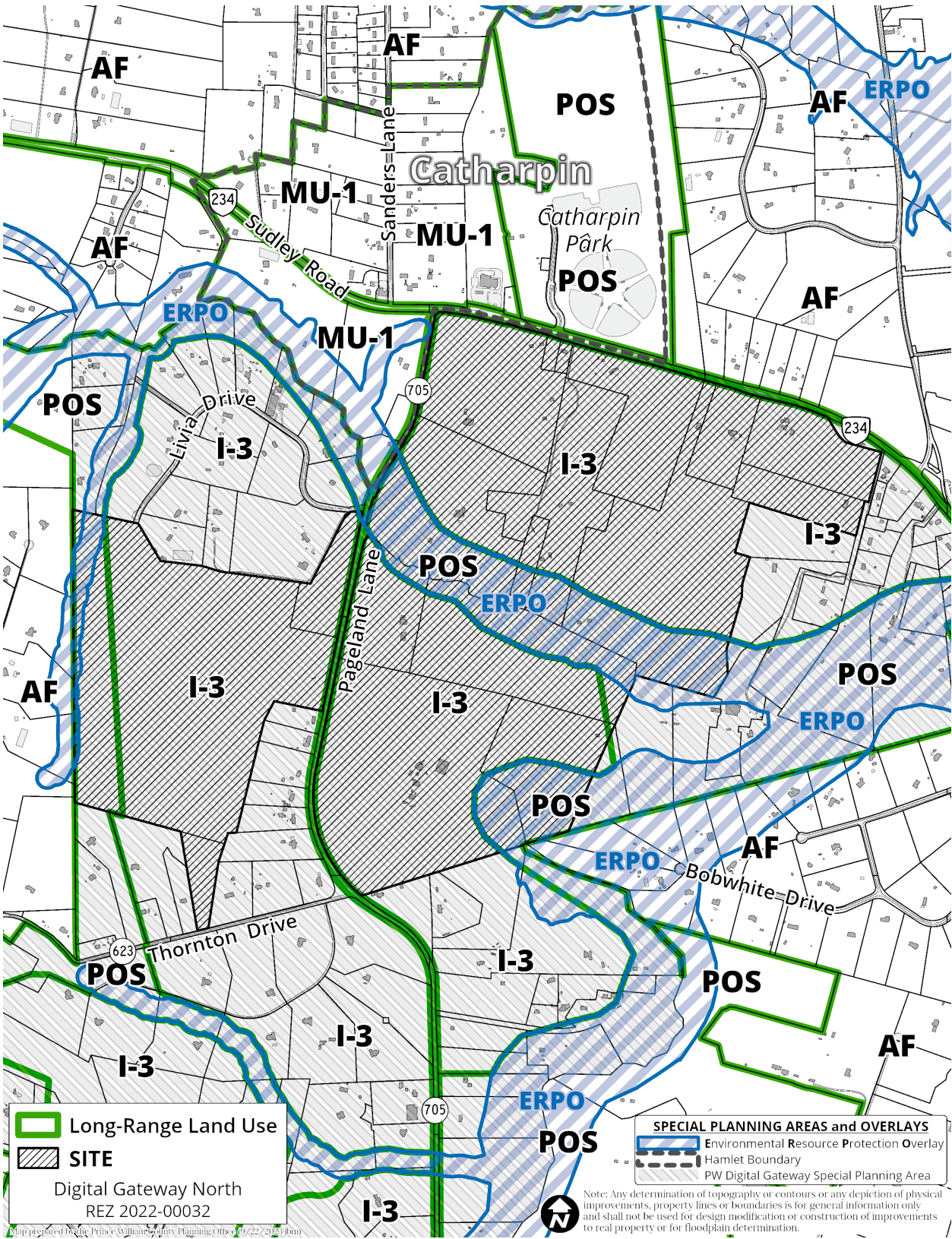
Christopher Perez | (703) 792-8050
cperez@pwcva.gov

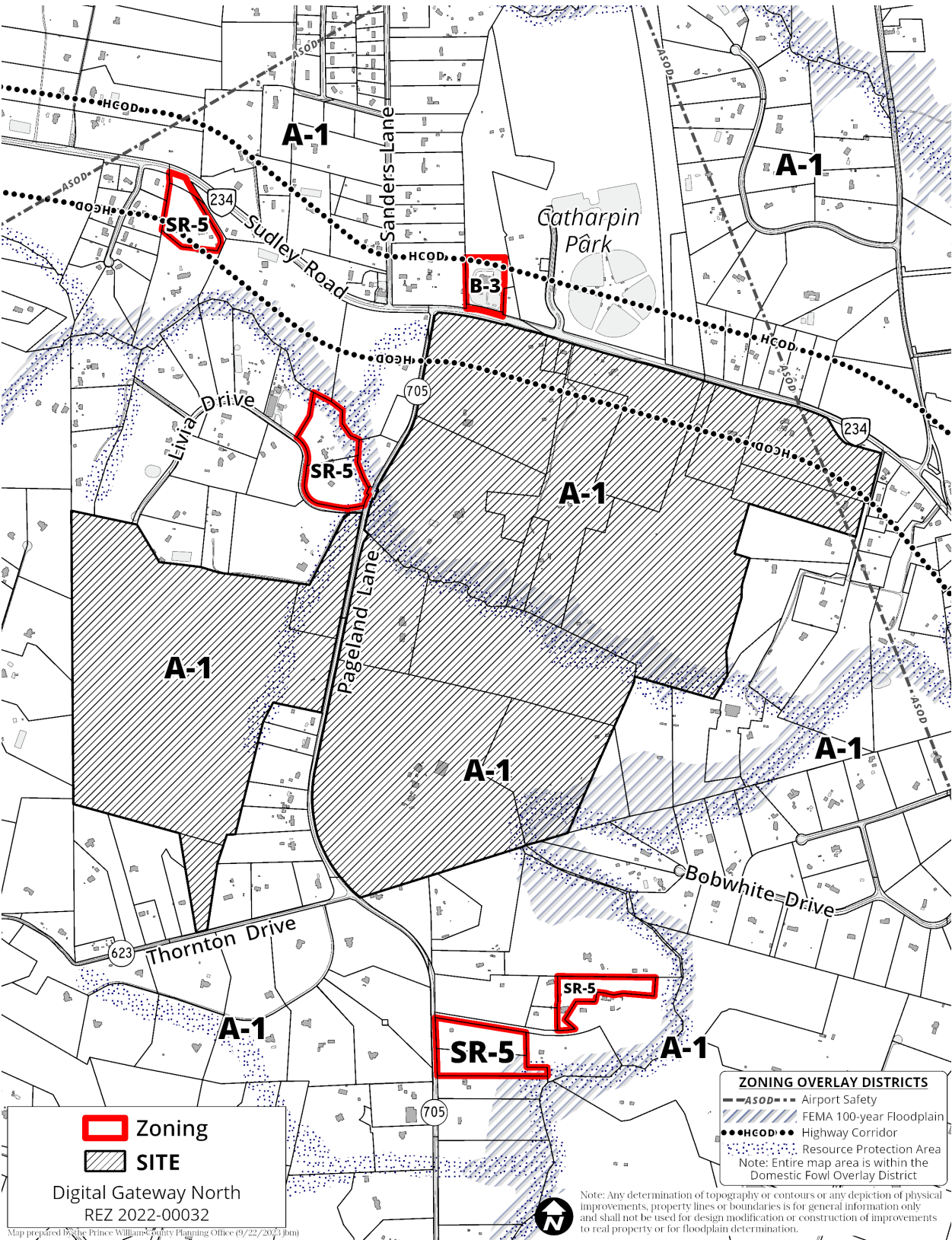
ATTACHMENTS

Attachment A - Proffers
Attachment B - Master Zoning Plan (MZP)
Attachment C - Environmental Constraints Analysis (ECA)
Attachment D - Master Corridor Plan (MCP)
Attachment E - Viewshed Analysis and Line of Sight /Cross Section Exhibits
Attachment F - Historic Commission Resolution
Attachment G - Review Agency Comments on 4th Submission
Attachment H - Proffer Issues/Deficiencies
Attachment I - Sustainability Commission Resolution
Attachment J - Transportation Infrastructure Improvements Concept Plan









Part I. Summary of Comprehensive Plan Consistency

Staff Recommendation: DENIAL

This summary analysis is based on the relevant Comprehensive Plan action strategies, goals, and policies. A complete analysis is provided in Part II of this report.

Comprehensive Plan Sections	Plan Consistency
Long-Range Land Use	Yes
Community Design	No
Cultural Resources	No
Economic Development	Yes
Environmental	No
Fire & Rescue	Yes
Parks, Open Space and Trails	Yes
Police	Yes
Potable Water	Yes
Sanitary Sewer	Yes
Electrical Utilities Services	No
Transportation	No

The above mentioned sections that have a “no” listed under plan consistency have been determined to be inconsistent with the relevant components of the Comprehensive Plan. These sections are weighted heavier than the sheer number of sections that received a “yes” and were found to be consistent with the relevant Comprehensive Plan section.

While there is no Comprehensive Plan chapter focused on sustainability, it is identified as a focus area in the Prince William County 2021-2024 Strategic Plan. The Sustainability component of the CPA provides additional policies and action strategies that apply specifically to Study Area.

Sustainability	No
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Part II. Comprehensive Plan Consistency Analysis

The following tables summarizes the area characteristics and are broken down by the various Land Bays of the project:

Direction	Land Use	LRLU	Zoning
North of Land Bay A	<ul style="list-style-type: none"> Portions associated with REZ2022-36 Compass Data Centers 	<ul style="list-style-type: none"> POS and I-3 	<ul style="list-style-type: none"> Requested rezoning

Staff Analysis

			from A-1 to PBD
South of Land Bay A	<ul style="list-style-type: none"> • Thorton Drive • Portions associated with REZ2022-36 Compass Data Centers 	<ul style="list-style-type: none"> • ROW • POS and I-3 	<ul style="list-style-type: none"> • A-1
East of Land Bay A	<ul style="list-style-type: none"> • Pageland Lane • Portions associated with REZ2022-32 PW Digital North (this application) 	<ul style="list-style-type: none"> • ROW • POS and I-3 	<ul style="list-style-type: none"> • A-1
West of Land Bay A	<ul style="list-style-type: none"> • Catharpin Valley Community 	<ul style="list-style-type: none"> • AF 	<ul style="list-style-type: none"> • A-1

Direction	Land Use	LRLU	Zoning
North of Land Bay B	<ul style="list-style-type: none"> • Portions associated with REZ2022-32 PW Digital North (this application) 	<ul style="list-style-type: none"> • POS and I-3 	<ul style="list-style-type: none"> • Requested rezoning from A-1 to PBD
South of Land Bay B	<ul style="list-style-type: none"> • Portions associated with REZ2022-36 Compass Data Centers 	<ul style="list-style-type: none"> • POS and I-3 	<ul style="list-style-type: none"> • A-1
East of Land Bay B	<ul style="list-style-type: none"> • Private residential parcels that are inside the CPA study area but are not currently part of a rezoning application. 	<ul style="list-style-type: none"> • POS 	<ul style="list-style-type: none"> • A-1
West of Land Bay B	<ul style="list-style-type: none"> • Pageland Lane • Portions associated with REZ2022-32 PW Digital North (this application) • Portions associated with REZ2022-36 Compass Data Centers 	<ul style="list-style-type: none"> • ROW • POS and I-3 • POS and I-3 	<ul style="list-style-type: none"> • A-1 • Requested rezoning from A-1 to PBD • Requested rezoning from A-1 to PBD

Direction	Land Use	LRLU	Zoning
North of Land Bays C & D	<ul style="list-style-type: none"> • Sudley Road (Rte. 234) • Commercial uses • Catharpin Recreational Park • Private residential parcels 	<ul style="list-style-type: none"> • ROW • MU-1 • POS • AF 	<ul style="list-style-type: none"> • A-1 & B-3 • A-1 • A-1

South of Land Bays C & D	<ul style="list-style-type: none"> • Portions associated with REZ2022-32 PW Digital North (this application) • Private residential parcels that are inside the CPA study area but are not currently part of a rezoning application. 	<ul style="list-style-type: none"> • POS and I-3 • POS 	<ul style="list-style-type: none"> • A-1 • A-1
East of Land Bays C & D	<ul style="list-style-type: none"> • Private residential parcels that are inside the CPA study area but are not currently part of a rezoning application. 	<ul style="list-style-type: none"> • POS and I-3 	<ul style="list-style-type: none"> • A-1
West of Land Bays C & D	<ul style="list-style-type: none"> • Pageland Lane • Private residential parcels • Portions associated with REZ2022-36 Compass Data Centers 	<ul style="list-style-type: none"> • ROW • MU-1 • POS and I-3 	<ul style="list-style-type: none"> • A-1 • A-1 • Requested rezoning from A-1 to PBD

Long-Range Land Use Plan Analysis

Through wise land use planning, the County ensures that landowners are provided a reasonable use of their land while the County is able to judiciously use its resources to provide the services for residents and employers' needs. The Long-Range Land Use Plan sets out policies and action strategies that further the County's goal of concentrating on population, jobs, and infrastructure within vibrant, walkable, mixed-use centers serviced by transit. In addition to delineating land uses on the Long Range Land Use Map, the Plan includes smart growth principles that promote a countywide pattern of land use that encourages fiscally sound development and achieves a high-quality living environment; promotes distinct centers of commerce and centers of community; complements and respects our cultural and natural resources, and preserves historic landscapes and site-specific cultural resources; provides adequate recreational, park, open space and trail amenities that contribute to a high quality of life for county residents; and revitalizes, protects, and preserves existing neighborhoods.

The Long-Range Land Use Chapter of the Comprehensive Plan states the policies and action strategies in support of the County's goal to promote a Countywide pattern of land use that encourages fiscally sound development and achieves a high-quality living environment. The Land Use component of the PW Digital Gateway Special Study Area provides additional policies and action strategies that apply specifically to the Study Area.

The CPA recommends Pageland Lane as a technology corridor promoting opportunities for the expanding data center industry. The Study Area is primarily intended for data center and associated uses. Other industrial uses within the corridor are discouraged.

The Properties are designated I-3, T/F Technology/Flex with a T-3 Transect and POS, Parks and Open Space in the Comprehensive Plan.

Long Range Land Use Map Designation	Intended Uses and Densities										
I-3, T/F Technology/Flex with a T-3 Transect	<p>The purpose of the industrial classifications is to provide areas for a range of industrial and employment uses which promote a diverse tax base, encourage economic vitality, and support at place employment. Retail/retail service uses may be located to support the needs of those employed within the greater industrial area. Within an industrial designated area, the more intense uses shall be located in the core of the area and transition to less intense uses at the periphery. Data Centers and distribution and fulfillment centers are discouraged in I-2.</p> <p>Technology/Flex permits the following uses:</p> <p>Primary Uses</p> <table border="1" data-bbox="537 842 1393 957"> <tr> <td>Flex Space</td><td>Light Industrial</td></tr> <tr> <td>Technology, Warehousing & Logistics</td><td>Advanced Manufacturing</td></tr> <tr> <td>Data Center</td><td></td></tr> </table> <p>Secondary Uses</p> <table border="1" data-bbox="537 1031 1393 1104"> <tr> <td>Retail & Service</td><td>Office</td></tr> <tr> <td>Institutional</td><td></td></tr> </table> <p>Implemented Zoning Districts: O(F), M-2, PBD Minimum Open Space: 30% of the site Mix of Uses: Residential: 0%; Non-Residential: 95-100%; Civic: 0-5% Target FAR: 0.23-0.57 Target Building Height: 3-5 stories</p>	Flex Space	Light Industrial	Technology, Warehousing & Logistics	Advanced Manufacturing	Data Center		Retail & Service	Office	Institutional	
Flex Space	Light Industrial										
Technology, Warehousing & Logistics	Advanced Manufacturing										
Data Center											
Retail & Service	Office										
Institutional											
POS, Parks and Open Space	<p>The purpose of this classification is to designate existing and projected parks, open space, and recreational areas of the County. This classification designates all existing federal, state, and local parks, and planned parks within the County. These areas allow for either active or passive activities or in some cases both types of uses may occur. Those areas that are dedicated open space may be planned for passive use provided there are no restrictions associated with the land. For properties within the Arts & Entertainment overlay, uses may include an equestrian center, fairgrounds, small arena, indoor track and field, or pool facility.</p>										
ERPO, Environmental Resources Protection Overlay	<p>Includes areas located in sensitive environmental places in which special building regulations and restrictions operate in order to help to maintain natural integrity. The purpose of the Environmental Resource Protection Overlay is to maintain natural spaces, provide a safe environment for residents, control the safety of houses, keep the surface water clean, preserve habitats of wild animals, maintain slope and soil stability, as well</p>										

	<p>as maintaining open spaces between buildings. Environmental Resources areas include all 100-year floodplains as determined by the Federal Emergency Management Agency ("FEMA"), Flood Hazard Use Maps or natural 100 year floodplains as defined in the DCSM, and Resource Protection Areas ("RPAs") as defined by the Chesapeake Bay Preservation Act. In addition, areas shown in an environmental constraints analysis submitted with a rezoning or special use permit application with wetlands; 25 percent or greater slopes; areas with 15 percent or greater slopes in conjunction with soils that have severe limitations; soils with a predominance of marine clays; public water supply sources; and critically erodible shorelines and stream banks. These areas should be considered as open space or part of an open space corridor. ERPO areas should not be deducted in density calculations for Activity Centers, Redevelopment Corridors, Small Area Plans and areas where Targeted Industries are to be developed. In areas with 25 percent or greater slopes and areas with 15 percent or greater slopes in conjunction with soils that have severe limitations that are to be disturbed by a proposed development, enhanced stabilization and stormwater protections should be provided during construction. In addition, to the extent required, stabilization should be provided for such remaining areas that will not be disturbed.</p>
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The Property is encumbered by and proximate to high voltage transmission lines and multi-carrier fiber optic lines, making this area uniquely well suited for data centers requiring power infrastructure and high-speed connectivity. The proposed rezoning requests data centers as the primary use, which is consistent with the CPA, with necessary supportive electric infrastructure/substation areas. Ancillary, secondary uses such as office uses are limited to a maximum of ten percent (10%) of the total gross floor area of any building.

The target density in the I-3, T/F Technology/Flex with a T-3 Transect designation is between 0.23-0.57 FAR. The CPA encourages development in the Northern District of the CPA Study Area at a target floor area ratio (FAR) between 0.23-0.57, with buildings ranging from one to three stories in height and a minimum of 30 percent open space within the entire CPA Area. As proffered, the overall FAR for the rezoning is 0.30. However, the maximum FAR for each individual land bay is undefined. This allows any single land bay to potentially carry more FAR than targeted in the CPA. For example, Land Bay A could be at 1.20 FAR, if Land Bay B had 0 FAR, if Land Bay C had 0 FAR, and if Land Bay D had 0 FAR. With this scenario the overall FAR would be 0.30 FAR; however, this does not meet the CPA policy. As proffered, there is no assurance that the proposal is in conformance with the targeted densities of the I-3, T/F Technology/Flex with a T-3 Transect designation, as provided for in the CPA. To remedy this issue, the Applicant is encouraged to specify a FAR transfer maximum that ensures no single land bay develops above 0.57 FAR and still allows the transfer of undeveloped square footage from one land bay to another.

The CPA encourages building heights in the Northern District of the CPA Study Area to be limited to 85 feet inclusive of parapets and/or screen walls that screen rooftop mechanical equipment, unless a viewshed analysis is provided that shows at the studied building heights, either no impacts to viewsheds from Manassas National Battlefield Park or a mitigated impact to viewsheds from Manassas National Battlefield Park. The Applicant proposes 83 foot maximum building heights

(inclusive of rooftop mechanical equipment and parapets). Each building may contain no more than one elevator penthouse that is up to ten feet in height and limited to no more than two (2) percent of the total square footage of the entire building roof area, as depicted in an exhibit to the Proffer Statement. The elevator penthouse was considered in the Applicant's viewshed analysis but does not count towards the building height. Because the proposed maximum building heights are below those recommended in the CPA, the Applicant is not required to provide a viewshed analysis for the proposal. A viewshed study would only have been required if the buildings were taller than 85 feet.

Regardless, the Applicant provided viewshed analysis and line of sight exhibits/cross section exhibits to show the anticipated impacts to viewsheds from Manassas National Battlefield Park. The viewshed analysis accounts for maximum building heights, plus the very modest portion of the roof area (2 percent or less) for elevator penthouses, in addition to substation areas at a maximum of 75 feet in height. The analysis was conducted during leaf-off conditions (i.e. winter). During the months when foliage is present (i.e. spring, summer), enhanced screening would be expected. For a detailed analysis of the impacts to viewsheds, see the Community Design section of this staff report. For the purposes of the Long Range Land Use compliance related to targeted building height in the Comprehensive Plan and CPA; the project is in compliance with both.

Proposal's Strengths

- Target Building Heights in the CPA: The Applicant proposes 83 foot maximum building heights (inclusive of rooftop mechanical equipment and parapets). Based on the proposed maximum building heights, the Applicant is not required to provide a viewshed analysis for the proposal. Regardless, the Applicant provided viewshed analysis and line of sight exhibits/cross section exhibits to show the anticipated impacts to viewsheds from Manassas National Battlefield Park. For a detailed analysis of the impacts to viewsheds, see the Community Design section of this staff report. For the purposes of the Long Range Land Use compliance related to targeted building height in the Comprehensive Plan and CPA; the project is in compliance with both.
- Primary Uses Within the Technology/Flex Designated Areas: The primary uses within the Technology/Flex designated areas of the Study area are data centers and accessory uses. The proffers state that data centers and accessory uses and structures are the uses anticipated for the project. A maximum of 10 percent ancillary and secondary uses are permitted. The proposed uses for the project are in line with what was anticipated as the primary uses within the Technology/Flex designated areas in the CPA and fall in line with DGLU 1.1.
- Delivery of Targeted Industry: The primary uses being proposed with the rezoning are data centers and accessory uses. These uses are among businesses with targeted industry status by the Department of Economic Development.
- Existing Infrastructure: The site is abutting existing power infrastructure.

Proposal's Weaknesses

- **Land Use & Zoning Implementation:** The requested O(H), Office High-Rise District does not implement the I-3, T/F Technology/Flex with a T-3 Transect designation. Only three Zoning Districts implement the Technology/Flex designation, they are PBD, Planned Business District, O(F), Office/Flex District, and M-2, Light Industrial District. While the Applicant requests PBD, only O(F) and M-2 are implementing districts. However, to modify the requested implementing district to better align with the I-3, T/F Technology/Flex with a T-3 Transect designation, the Applicant has proffered out/prohibited various uses, and limited the building height including rooftop mechanical equipment and parapets. This methodology is appropriate to help the O(H), Office High-Rise District come closer to aligning with the designation. However, the implementation of the Technology/Flex designation remains an issue, and, as proffered any single land bay can potentially carry more FAR than targeted in the CPA.
- **Target FAR in the CPA:** The CPA encourages development in the Northern District of the CPA Study Area to develop at a target floor area ratio (FAR) between 0.23-0.57. As proffered, the overall FAR for the rezoning is 0.30. However, the maximum FAR for each individual land bay is undefined. This allows any single land bay to potentially carry more FAR than targeted in the CPA. As such, the application is not consistent with the CPA's Long Range Land Use DGLU 1.2 policy. To remedy this issue, the Applicant is encouraged to specify a FAR transfer maximum that ensures no single land bay develops above 0.57 FAR and still allows the transfer of undeveloped square footage from one land bay to another.

On balance, this application is found to be consistent with the relevant components of the Long-Range Land Use Plan.

Community Design Plan Analysis

An attractive, well-designed County will attract quality development, instill civic pride, improve the visual character of the community, and create a strong, positive image of Prince William County. The Community Design Plan sets out policies and action strategies that further the County's goals of providing quality development and a quality living environment for residents, businesses, and visitors, and creating livable and attractive communities. The Plan includes recommendations relating to building design, site layout, circulation, signage, access to transit, landscaping and streetscaping, community open spaces, natural and cultural amenities, stormwater management, and the preservation of environmental features.

The Community Design section of the CPA provides additional policies and action strategies that apply specifically to the Study Area. The PW Digital Gateway Special Study Area recommends Pageland Lane as a technology corridor promoting opportunities for the expanding data center industry. Development within the Study Area should prioritize context sensitive design considerations towards adjacent land uses, historic viewsheds, and natural resources. Protection of historic viewsheds is important to the economic development of Prince William County, as well as

preservation of significant national history. The policies contained within are necessary to provide these protections and proposed uses need to address these issues as a matter of mitigating the impacts of their proposed uses and structures. The following are features of this application that affect community design.

Building Height

The CPA encourages building heights within the Northern District of the CPA Study Area, to be limited to 85 feet inclusive of parapets and/or screen walls that screen rooftop mechanical equipment, unless a viewshed analysis is provided that shows, at the studied building height, either no impacts to viewsheds from Manassas National Battlefield Park or a mitigated impact to viewsheds from Manassas National Battlefield Park. As mentioned earlier in this staff report, the Applicant proposes 83 foot maximum building heights (inclusive of rooftop mechanical equipment and parapets). Because the proposed maximum building heights are below those recommended in the CPA, the Applicant is not required to provide a viewshed analysis for the proposal. A viewshed study would only have been required if the buildings were taller than 85 feet. Regardless, the Applicant provided viewshed analysis and line of sight exhibits/cross section exhibits to show the anticipated impacts to viewsheds from Manassas National Battlefield Park. A detailed analysis of the viewshed study is provided below.

Viewshed Analysis from/to Manassas National Battlefield Park

Line of Sight/Cross Section Exhibits: The Applicant provided line of sight/cross section exhibits, which are titled, *"Viewshed Study: General Massing and Rooflines of QTS Northern Landbays A - D as seen from: Manassas National Battlefield Park."* The study provides views from two camera locations. The first is from camera location 8 into Land Bay C and Land Bay D, which spans 2.19 miles. The second is from camera location 13 into Land Bay C and Land Bay D, which spans 2.85 miles (see Figure 1 below, which is an overview map that provides guidance as to the direction of the views presented). These same line of sight/cross section exhibits can also be viewed in Attachment E.

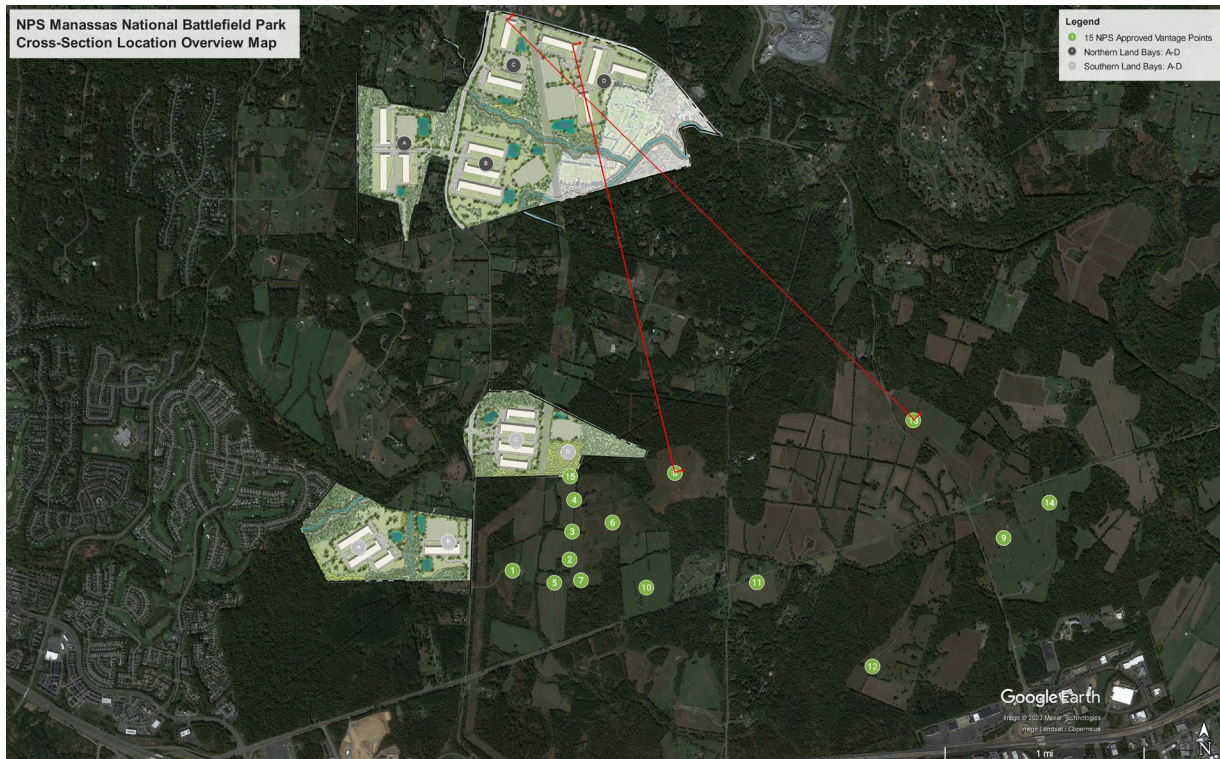


Figure 1: MNBP Location Overview Map

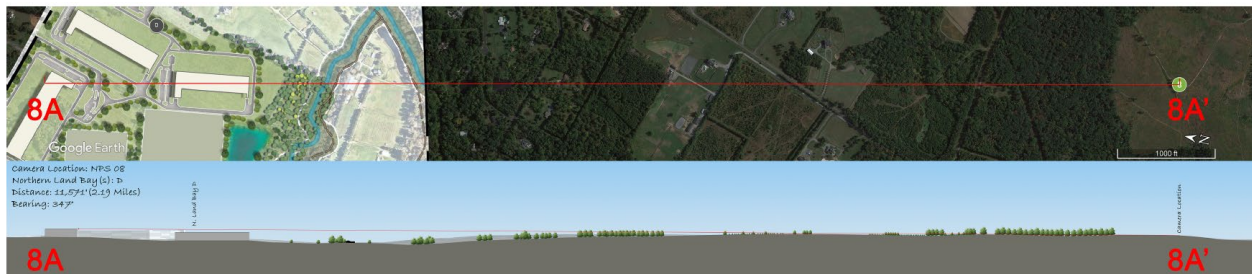


Figure 2: Line of Sight/Cross Section Exhibit

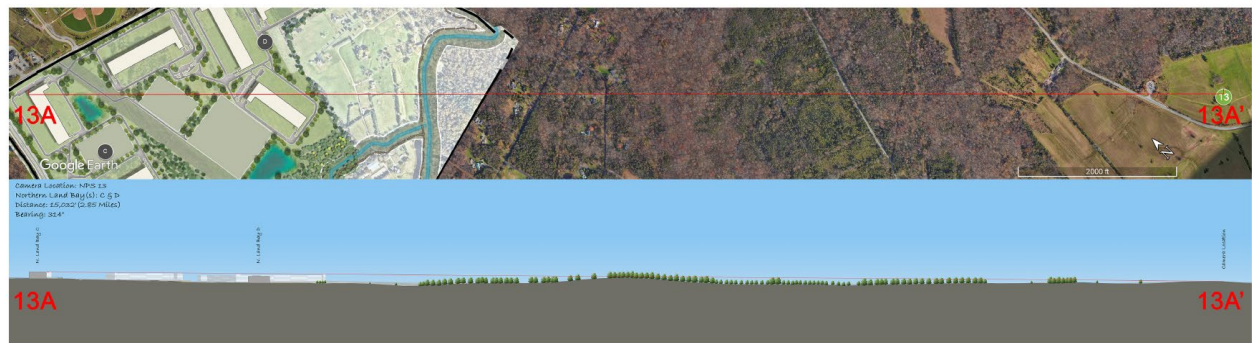


Figure 2a: Line of Sight/Cross Section Exhibit

Findings: The proposed buildings and substations are located considerable distances from the camera locations, with large amounts of trees, and varied topography between the proposal and the MNBP.

Viewshed Study: The Applicant also provided a viewshed study titled *“Viewshed Study: General Massing and Rooflines of QTS Landbays A - D as seen from: Manassas National Battlefield Park.”* The study provides views from camera locations 9, 13, and 14 (see Figure 3 below, which is an overview map that provides guidance as to the direction of the views presented). The study depicts electric substation locations and heights, proposed maximum building heights, and proposed elevator penthouse heights. Below is the view from camera location 13, which is one of the three camera views provided by the Applicant. To view the entire study, see Attachment E.



Figure 3: MNBP Photo Location Map



Figure 4: Viewshed Study from Camera 13 (building & substation outlines are being shown behind the trees) – not visible.



Figure 5: Viewshed Study from Camera 13 (proposed condition) – not visible.

Findings: The study shows, at the studied building height, that the proposed buildings and substations are not visible, and there are no impacts to viewsheds from the three camera locations provided from the Manassas National Battlefield Park. The mitigating factors of building height limitations, distance, topography, earthtone building color, and existing vegetation contribute to this finding. The proposed buildings and substations are located between 2.20 miles and 2.97 miles in distance from the camera locations, with large amounts of trees, and varied topography contributing to the lack of visibility.

Architecture

The Applicant has provided the “Prince William Digital Gateway Master Corridor Plan”, prepared by Land Design, dated January 2023 and revised August 2023 (the “MCP”), for illustrative purposes (see Attachment D). The MCP provides typical building elevations related to QTS’s proposed building designs. The Applicant has proffered that the quality and character of the architectural design for the Development shall be in substantial conformance with the building elevations shown on Page 37 of the MCP. Staff has encouraged the Applicant to proffer to substantial conformance with the building elevations. Without substantial conformance to the elevations, the design of the building may look different than what is shown in the elevations, as the only thing that is being proffered is the “quality and character” of the architectural designs.

The Applicant has not proffered the elevations; rather, they have proffered various design standards above those required in the Data Center Opportunity Overlay District. They proffered enhanced datacenter design standards of at least three design elements, which is an increase above the standard two required by Section 32-509.02.4(A) of the Zoning Ordinance. They proffered that the principal building facades of any data center building constructed on the Property that are visible from the public right-of-way shall avoid the use of undifferentiated surfaces by including at least 3 design elements as proffered. Additionally, principal building facades shall include at least 3 of the

proffered standards. Additionally, the Applicant has also proffered that all building facades shall provide non-reflective and earthtone façade colors. While the Applicant has proffered the above, what is proposed is not consistent with the CPA policy that encourages colored architectural elevations for rezonings and special use permits. Without proffered elevations, the County is provided less assurances that what is being presented in the MCP for the building architecture will result when the project is built out.

Building Footprints and Site Layout

The CPA encourages all rezoning and special use permit applications to include site layouts within the MZP and/or GDP. Notably, this proposal requires a rezoning and a special use permit, because it is a datacenter and substation proposal outside of the Data Center Opportunity Overlay District. The Applicant has requested to waive the SUP requirement as part of the rezoning.

As proposed, the MZP does not provide site layouts consistent with the information required for an MZP under Sections 32-280.02 and 32-700.23 and 32-700.21 of the Zoning Ordinance, which requires the location of all buildings and other structures, the proposed plan for all major sanitary sewers, water systems and storm water management and drainage improvements. Rather, the MZP delineates the Limits of Disturbance (LOD), development areas, right-of-way dedication, land bay entrances, the maximum acreage of substation areas, tree preservation, reforestation areas, supplemental landscape areas, buffers, trails, cemeteries, cultural resources, land dedication to NPS and for parks. Additionally, the MCP provides typical land bays associated with QTS's proposed building footprint and site layouts; however, this document is only for illustrative purposes, and is not proffered to strict conformance.

Additionally, Proffer 20 establishes "general conformance" with building footprints and land bays as shown on pages 40-45 of the Master Corridor Plan (MCP); however, the Applicant reserves the right to adjust the number of buildings and the dimensions of each building from those represented by the illustrative concepts, provided such changes otherwise are in general conformance with the MZP and these Proffers. As drafted currently, if there should be changes to the number and size of buildings, this may have a greater impact on viewsheds. By only providing illustrative concepts, there is no level of certainty of the final product at build out, and this gives the Applicant significant flexibility to make substantial changes to the project after the Board of County Supervisors approval. Staff does not support this proffer, and the Applicant is encouraged to revise the proffer to provide less flexibility and more assurances to the County and the public about the proposed site layout. The Applicant is encouraged to revise the proffer to be more definitive (i.e., "strict conformance"). Also, Proffer 20 references general conformance to the Master Corridor Plan; however, the Proffer Statement has the MCP as being for "illustrative purposes only". This appears to be in conflict.

The Applicant's latest comment response letter provides a compelling argument to not require building footprints associated with site layouts. However, such a decision to not require the information required by the Zoning Ordinance would need to be made by the BOCS with an approval of a waiver. At this time, such a waiver has not been submitted, nor requested by the Applicant.

If the BOCS agrees that building footprints and site layouts are not warranted and grants a waiver to not require them, the Applicant is also encouraged to revise the proffer to be more definitive (i.e., strict conformance). Also, Proffer 20 references general conformance to the MCP; however, the

Proffer Statement has the MCP as being for “illustrative purposes only.” This appears to be in conflict. Additionally, this proffer should be revised to correctly reference the pages associated with the MCP that are applicable to QTS layout of the buildings. The proffer currently lists pages 40-45; however, it appears it should be pages 42-47.

While staff understands the inherent need for flexibility, a detailed site layout that includes building footprints is required in the Zoning Ordinance per Sections 32-280.02 and 32-700.23 and 32-700.21, and the CPA encourages all rezoning and special use permit applications to include site layouts within the MZP and/or GDP.

For this project, the site layouts and building footprints are important for the project because the viewshed analysis is predicated on proposed building height and building locations that are depicted in the MCP; however, as mentioned above, the MCP is for illustrative purposes, and the Applicant provides no assurances that the buildings will be located in the specific locations and layouts. Without proffered site layouts that depict buildings footprints, the County is provided less assurances than what is being presented in the viewshed study is what will result when the project is built out.

Substation Locations and Screening

The CPA recommends that electrical infrastructure areas be located to the interior of proposed development and that screening and buffering be addressed. The Applicant proposes screening of substation areas that have an unobstructed and direct line of sight from Manassas National Battlefield Park, residentially zoned properties, or public road right-of-way. Land Bays A, B, C, and D each contain electrical infrastructure areas, which are the planned locations of substations associated with the proposal. Each of these areas is located interior to the site and is screened.

- Land Bay A: provides a 50 foot wide buffer abutting Pageland Lane, reforestation areas, and natural open space areas consisting of RPA areas.
- Land Bay B: depicts the electrical infrastructure area adjacent to the existing Dominion power lines and set back from Pageland Lane. To the electrical infrastructure area's north and northeast, are reforestation and preservation areas. There is a 50 foot wide buffer along Pageland Lane that will provide screening from the roadway.
- Land Bays C and D: depicts the electrical infrastructure areas interior to the Land Bay and adjacent to the existing Dominion power lines. The electrical infrastructure areas are set back from Sudley Road and Pageland Lane. There is a 50 foot wide buffer along Pageland Lane and Sudley Road that will provide screening from these roadways.

The Applicant proffers substation poles throughout the proposal, not to exceed 75 feet in height, which limits the impacts these structures will have on the viewsheds of the area. Additionally, as proffered, in the event the side(s) of the Electric Infrastructure Areas have an unobstructed, direct line of sight from MNBP, residentially zoned properties, or public road right-of-way, such side(s) of the Electric Infrastructure Area shall be enclosed by a visually solid fence, wall or panel a minimum

of 12 feet in height and shall include a 15-foot-wide perimeter landscape buffer ("Substation Screening").

Perimeter Landscape Buffers

The proposal includes many of the specific elements of the CPA; however, the proffers do not adequately commit to many of these elements. A minimum 50 foot wide buffer along Pageland Lane is shown on the MZP and proffered. Landscape typologies included in the MCP to address historic landscape themes and provide screening of the proposed development from Manassas National Battlefield Park are proffered via Proffer 26. However, Sheet 08 of the MZP, the "Infrastructure Plan," indicates proposed water and sanitary lines may conflict with achieving the intent of these buffers in some locations. To view the MZP, see Attachment B.

The Study Area perimeter buffers called for in the CPA and Zoning Ordinance may be provided as shown on the MZP at 50 foot in width. The proposal includes this buffer along most of its perimeter. A portion of Land Bay B is missing this buffer. The buffer will be either planted per the "50 foot Type C Buffer" standards of the DCSM or may be entirely composed of preserved existing trees or a combination of both. In some areas, the tree save area may extend beyond the 50 foot width. The proposed 50 foot wide perimeter buffer includes the frontage of Sudley Road. At the western side of Land Bay A, the proposed 300 foot wide Wildlife Corridor includes the 50 foot wide buffer and provides additional separation from surrounding incompatible uses.

The Master Landscape Plan (MLP) called for in the Cultural Resources section of the CPA is provided for by Proffer 26. In the CPA, this plan is to be a guidance document for the entire development covering landscaping, vegetation, fencing and signage and is intended to mitigate the adverse effects of the development on Manassas National Battlefield Park, Conway Robinson State Forest, and the surrounding land uses. The language of the proffer does not include all the elements the MLP is intended to cover. Additionally, the language of the proposed proffer limits the review time for approval of the MLP to 120 days or 4 meetings. It refers to the MLP as applying to "the Development," a reference that appears to include only portions of the site and not necessarily the entire property. This is significant since several aspects of the MLP are to address landscaping and reforestation located outside of the Development Area.

Additionally, staff is concerned with the lack of commitment to the perimeter buffers required by the DCSM and the supplemental landscaping areas shown on the MZP. Proffer 57 as written, leaves too much unknown about the fate of these features if the utilities, to include transmission lines, water lines, and sewer lines are located in locations where the Applicant proposes reforestation, buffer, tree save, or landscape areas, which constitute open space areas proposed throughout the proposal. Such utility requirements will supersede the perimeter buffers required by the DCSM and the supplemental landscaping areas shown on the MZP. See Proffer 57 below.

57. Buffers and Supplemental Landscape Areas Against Future Adjacent PBD Properties. In the event adjacent properties are rezoned to PBD and developed with uses compatible (that is, data centers, substations and/or associated ancillary facilities such as transmission lines, water and sewer infrastructure, and similar uses) with the Development, the perimeter buffers required by the DCSM and supplemental landscape areas as shown on the MZP may be removed and/or not provided.

To avoid the above situation, the Applicant is encouraged to work with NOVEC and Dominion Power to depict, label, and provide dimensions on the MZP for the proposed electrical infrastructure on the property, which will serve each land bay. Additionally, the Applicant is encouraged to revise Proffer 57 to state that the Applicant will work with NOVEC and Dominion Power to ensure that transmission lines are routed through the development envelop and inside the Limits of Disturbance (LOD) shown on the MZP. The Applicant is also encouraged to revise the proffer to only permit limited perpendicular crossings of these areas. The Applicant is encouraged to revise the proffer to provide contingency language that requires replacement of the limited perpendicular crossings with conservation of additional area of equal quantity and quality to makeup the lost areas.

Noise Attenuation

Staff has provided guidance to the Applicant on numerous submissions to improve the noise attenuation proffers, as well as provide guidance on more standards on mechanical equipment screening and their location. Staff has worked with the Applicant closely to provide appropriate mitigation and attenuation strategies. While there are several deficiencies within the proffers as written, which staff points out below, the inclusion of a noise attenuation proffer is integral to mitigating the projects' impacts.

While screening mechanical equipment can mitigate visual impacts, it also can serve to mitigate some noise impacts. As proffered, rooftop mechanical equipment, as well as ground level mechanical equipment not screened by a principal building, topography, or vegetation which is visible from MNBP, Catharpin Valley Estates, Marble Hill, other adjacent land planned and zoned for residential use, adjacent land planned and zoned for agricultural use, or public road rights-of-way, shall be screened.

Currently the noise attenuation proffer, Proffer 42, includes a definition of noise, parameters of noise levels, provisions for emergency operations, and provision on sound studies. The Noise Ordinance is separate and distinct from the Zoning Ordinance and the proffers. As stated in Attachment G, the Applicant should not cross reference or incorporate Noise Ordinance provisions as it may result in an inadvertent conflict that may complicate implementation. Furthermore, the regulations around emergency operations are important and staff is pleased that this proffer has been included. However, staff has concerns that this proffer is being provided to mitigate/limit the noise from emergency generators by limiting their duration of use, but the only limiting factor to their use is emission standards and the permitting of the generator. This is beyond the County's authority once they have been permitted by DEQ. The Applicant is encouraged to revise the proffer to determine a time frame to ensure that all emergency generators onsite are considered and their impacts are addressed cumulatively, and not each individual generator separately. Regarding the sound study, staff is also pleased that this has been included, however; staff recommends that this proffer is clarified to provide additional clear and objective criteria.

Other Improvements

The Wildlife Corridors, the Stormwater Management (SWM) features, and the various types of Open Space provided with this Application will be analyzed in the Environmental Section of this staff

report. Additionally, the robust and connected system of greenways, trails, open space, and parks will be analyzed in the Parks, Open Space, and Trails section of this staff report.

Proposal's Strengths

- **Building Height and Viewshed Study:** The Applicant proposes 83 foot maximum building heights (inclusive of rooftop mechanical equipment and parapets). Based on the proposed maximum building heights, the Applicant is not required to provide a viewshed analysis for the proposal. Regardless, the Applicant provided viewshed analysis and line of sight exhibits/cross section exhibits to show the anticipated impacts to viewsheds from Manassas National Battlefield Park. These studies show that at the studied building height that there are no impacts to viewsheds from Manassas National Battlefield Park. The CPA's Cultural Resource Policies DGCR 1.5 and 1.7 are met.
- **Exclusive Uses:** The Applicant has proffered exclusive data centers and supporting facilities, including electric substations, and ancillary and secondary uses.
- **Noise Attenuation:** The Applicant has proffered that prior to the approval of each building permit for the Property, the Applicant shall provide a Sound Study that is specific to the proposed site layout and building type. This Sound Study shall include recommendations for any necessary mitigation measures and the Applicant shall implement the mitigation measures prior to the issuance of an occupancy permit. In addition, the Applicant shall conduct subsequent Sound Studies one (1) month after the issuance of each occupancy permit to ensure compliance with the proffer.
- **Architectural Standards:** The Applicant is proffering to meet three out of five of the architectural items identified in the data center design guidelines in the Zoning Ordinance, which is a higher standard than what is identified in the data center design guidelines.
- **Rooftop Equipment:** The maximum building heights are inclusive of rooftop mechanical equipment and parapets. Each building may contain no more than one elevator penthouse that is up to ten feet in height and limited to no more than two (2) percent of the total square footage of the entire building roof area.
- **Proposed Substations:** All the proposed substations are located interior to the site, and almost all abut the existing power infrastructure, which is not visible from the public road. Screening shall include screen walls, solid board opaque fences at a minimum of twelve feet in height.
- **Pageland Lane Frontage (CPA DGCD 1.6 & DGM 1.2):** The MZP shows a 50 foot wide buffer along the length of this rezoning's frontage of Pageland Lane. Various conceptual "Landscape Typologies" are proposed in the MCP. These are committed to in Proffer 26 on the Master Landscape Plan (MLP). In some areas the buildings setbacks may exceed 50 foot in width with additional forest preservation and restoration provided.

- Study Area Perimeter Buffer (CPA DGCI 1.6): The Study Area perimeter buffer shown on the MZP is consistent with CPA DGCI 1.6 and the minimum Zoning Ordinance requirement for the PBD perimeter 50 foot wide buffer (Section 32-404.04.5 of the Zoning Ordinance).
- Master Landscape Plan (MLP): Through Proffer 26, the Applicant has proposed a MLP that provides for a coordinated and consistent design intended to address what the CPA DGCI 1.5 calls for in regard to historic landscape themes and mitigating impacts adverse effects of the proposed development on Manassas National Battlefield Park, Conway Robinson State Forest and the surrounding area. Although the inclusion of this proffer is consistent with Policy DCCR 1.15 of the CPA in concept, there are significant issues related to the extent of encroachments, the process by which the MLP will be approved, and subsequent modifications following approval that are further described in the weaknesses below.
- Construction Impacts: The Applicant has provided a proffer that addresses the anticipated impact of construction which include the following: pre-construction information distribution, limiting outdoor construction hours, and a plan for construction trucks.

Proposal's Weaknesses

- Uncertainty in Transmission Line Corridors and Potential Impacts to Buffers and Supplemental Landscaping: By not including proposed transmission line corridors on the MZP, and as proffered to provide maximum flexibility for the location of these utility lines, these transmission corridors may be located in areas identified to preserve forests and sensitive environmental resources and cultural resources, the perimeter buffers required by the DCSM, and the supplemental landscaping areas shown on the MZP.
- Lack of Building Footprint and Site Layout: The MZP does not provide site layouts consistent with the information required for an MZP under Sections 32-280.02 and 32-700.23 and 32-700.21 of the Zoning Ordinance, which requires the location of all buildings and other structures, the proposed plan for all major sanitary sewers, water systems and storm water management and drainage improvements. What is proposed is not consistent with the Comprehensive Plan, nor the CPA policies, that encourage the depiction of site layouts for rezonings and special use permits. Currently the Master Corridor Plan (MCP) is proffered to general conformance with respect to (i) the general orientation of the buildings, (ii) the general locations of points of access to each Land Bay, and (iii) the extent of the LOD within each Land Bay as more particularly set forth in the Proffers. However, proffered site layouts and building footprints are of the utmost importance for this project because the viewshed analysis is predicated on proposed building height and building locations that are depicted in the MCP; however, the building locations and site layouts depicted in the MCP are for illustrative purposes. As such, the Applicant provides no assurances that the buildings will be located in these specific locations and layouts. Without proffered site layouts that depict building footprints, the County is provided less assurances that the massing and scale of buildings and resulting viewshed impacts presented in the viewshed study is what will result when the project is built out.

- Lack of Proffered Elevations: The Applicant has not proffered elevations of the data center buildings. Staff encourages the Applicant to proffer to substantial conformance with the building elevations provided in the MCP. Without substantial conformance to the elevations, the design of the building may look different than what is shown in the elevations. Currently, the Applicant only proffers the “quality and character” of the architectural designs. What is proposed is not consistent with the CPA policy that encourages colored architectural elevations for rezonings and special use permits. Without proffered elevations, the County is provided less assurances that what is being presented in the MCP for the building architecture will result when the project is built out.
- Pageland Lane Frontage: Sheet 08 of the MZP indicates proposed routing of water lines and sanitary lines and their associated easements are likely to conflict with the establishment of the road frontage buffers/landscaping. Finally, without a commitment to the routing needed for electric lines in the development envelope, it is possible these lines will impact this frontage.
- Study Area Perimeter Buffer: Proffer 31(B) on Limits of Disturbance (LOD) allows the applicant to develop outside the LOD proposed on the MZP in an unspecified and unlimited manner. This could impact areas of preservation proposed in the 50 foot wide perimeter buffer. Further, Proffer 1 and Proffer 26 in combination make it unclear if the Applicant has committed to providing these buffers or if these provisions could be changed in the not-yet-written Master Landscape Plan. See Watershed Management Branch’s comments on Proffer 26 in Attachment G for additional specific, recommended language changes.
- Master Landscape Plan (CPA DGCR 1.5, DGM 1.2 and DGCD 1.6): As proffered, the Applicant has committed to substantial conformance to the landscape framework and landscape topologies as depicted on Pages 22 through 31 of the MCP. However, the Applicant has provided significant flexibility to dictate what landscaping will be provided through the proffers associated with the Master Landscape Plan, and staff will have limited ability to evaluate this commitment against the goals of the Comprehensive Plan regarding landscaping. Additionally, the language of the proposed proffer limits the review time for approval of the MLP to 120 days or 4 meetings. Although the creation of the MLP is provided through Proffer 26, significant work on this proffer is needed for the MLP to become the guidance document for the entire development covering landscaping, vegetation, fencing and signage to mitigate the adverse effects of the development. See Watershed Management Branch’s comments on Proffer 26 in Attachment G for specific, recommended language changes.
- Noise Attenuation- Emergency Operations: If Virginia’s Department of Environmental Quality (DEQ)’s regulations for emissions thresholds change, or if the generators themselves emit less pollution, or if legislation is enacted to permit the generators to run longer, then the duration of time in which emergency generators may be used could be expanded. These variables make it hard to determine the effectiveness of this proffer to mitigate/limit the noise from emergency generators.
- Inconsistency with Surrounding Area: The proposed rezoning to PBD permits uses that are not consistent with the uses on adjacent properties that are designated AF, Agriculture &

Forestry. The rezoning will carry forward this identified incompatibility. However, as mentioned throughout this report, the Applicant has proposed mitigation between the subject property and the adjacent properties. Some are more successful than others in mitigating impacts, others are not as effective or as definitive.

- Proffer Issues/Deficiencies: As currently written, many of the proffers contain technical errors and non-descript verbiage, that may make enforcement of many of the proffers difficult to enforce. Additionally, some of the proffers contain larger core issues that staff is unable to support (See Attachment H).

On balance, this application is found to be inconsistent with the relevant components of the Community Design Plan.

Cultural Resources Plan Analysis

Prince William County promotes the identification, evaluation, and protection of cultural resource sites throughout the County, as well as the tourism opportunities these sites present. The Cultural Resources Plan recommends identifying, preserving, and protecting Prince William County's significant historical, archaeological, architectural, and other cultural resources – including those significant to the County's minority communities – for the benefit of all of the County's citizens and visitors. To facilitate the identification and protection of known significant properties that have cultural resource values worthy of preservation, the land use classification County Registered Historic Site (CRHS) is used in the Comprehensive Plan. The Plan includes areas of potentially significant known but ill-defined or suspected pre-historic sites, Civil War sites, historic viewsheds, landscapes or areas of potential impact to important historic sites, and encourages the identification, preservation, protection, and maintenance of all cemeteries and/or gravesites located within the County.

The Cultural Resources section of the CPA provides additional policies and action strategies that apply specifically to the Study Area. The PW Digital Gateway Special Study Area is located northwest of the congressionally designated Manassas National Battlefield Park and contains portions of the Manassas Battlefield Historic District (076-0271) as identified on the National Register of Historic Places. Due to the cultural sensitivity of this area, all development within the PW Digital Gateway Special Study Area should be developed with the utmost sensitivity to cultural resources and historic viewsheds while leveraging opportunities to provide meaningful contributions to preservation and interpretation of the extensive local and national history.

This rezoning area consists of approximately 534 acres +/- and is divided into four land bays, A, B, C and D, and land outside the land bays. It is both west and east of Pageland Lane, with the east portion bounded by Sudley Road. The Applicant submitted the following reports during submission number 3 of their rezoning application:

- Phase I Archaeological Survey, QTS Manassas Digital Gateway (Stanyard et al. April 10, 2023)
- Phase I Historic Architecture Survey, QTS Manassas Digital Gateway” (Stanyard et al. April 10, 2023)

- Cemetery Investigations, QTS Manassas Digital Gateway (Stanyard et al. April 10, 2023)

All three reports investigated resources on this rezoning as well as rezoning REZ2022-00033, Digital Gateway South. All three reports were prepared by the cultural resources consulting company ERM.

Cultural Resources- Land Bay A: No archaeological sites and no architectural resources were identified in this land bay.

Cemeteries Land Bay A: In 200,1 in a Historic Commission sponsored cemetery inventory conducted by Ron Turner, the Settle Cemetery was recorded as having the stones removed and the field farmed, but evidence of a location could be found through active groundhogs. The Ruth E. Lloyd Information Center (RELIC) has an image of one of the removed headstones in their archive on the cemetery from a 1985 Prince William County Genealogical Society.

The Settle Cemetery was investigated by ERM during their 2023 cultural resource survey. This cemetery was identified through mechanical stripping using a backhoe with flat bladed bucket. Nine trenches were excavated in the location of the reported cemetery. Four burial shafts were identified through this investigation in an area roughly 1800 square feet in size.

Cultural Resources- Land Bays B, C, and D: Eight archaeology sites were identified in Land Bays B, C, and D (see Table 1 for summary information). The limited archival research, artifact types, low artifact counts, the site locations at the fringes of agricultural fields and in proximity to surface water sources, suggest domestic occupations. This data, at least for the moment, aligns with other studies, suggesting these might be sites of African American occupation. The data gathered during the Phase I testing is not sufficient to conclusively determine the significance and integrity of these archaeology sites and Phase II evaluation is recommended. A large portion of archaeological site 44PW2130 was not tested, and this is recommended for Phase II evaluation.

The architectural survey identified four resources in these land bays (Table 2). Three of these four resources were recommended Not Eligible for listing on the National Register of Historic Places and one resource was recommended potential eligible for listing on the NRHP with the County concurring. Architectural Site 076-5190, Manassas II. However, the County recommends 076-5321, Lone Oak Farm, potentially eligible under Criteria A, Broad Patterns of History, and Phase II Evaluation is recommended.

The Settlement on Thornton drive contained approximately 15 households of formerly enslaved families, according to United States Census records from 1870 – 1930. Family names included Watson/Meed, Elliot, Allen, Shellington, Berry, Beal, Williams, Smith, Mason, Harris, Davis, Page, Ewell, Thomas, and Willis. The population ranged from a low of nine to a high of 33 individuals. The boundary of this community is well defined, and this cemetery may extend into this rezoning area.

During the same period from 1870 – 1930, for the Marble Hill / Flat Iron area, there were approximately 22 households, with family names including Ashey, Peters, Glenn, Ms. Dean Wilkens, Dean, Berry, Paine, Elzney, Hamilton, Wright, Michee, Robinson, Jones, Shelington, Henry Halmos, Deron, Alexandria, Bur, Gaskin, and Griffith. The population ranged from a low 35 to a high of 59 individuals. Many of these names are depicted on the 1904 Burr map.

These communities were organized enough to petition the school board to build a school so their children could go to school and get an education. First named Elliot School, its name changed to Thorton School circa 1877-1878. It was also called, likely depending on one's race, the Catharpin Colored School.

Land Bays C and D include portions of the Marble Hill plantation. Meaghan Reddick, Prince William County Historical Commissioner, reports that "Jane Serepta "Jennie Dean" was born into slavery on the Marble Hill plantation, the farm owned by the Cushing and Newman families. Her birthplace [is] said to be only 300 yards from where she is buried at Mount Calvary Baptist Church. As an enslaved child, Jennie lived with her parents, Charles and Anna, and siblings in a small log cabin on the plantation. Charles served in a high position as a household slave and was able to learn how to read and write. He shared this knowledge with Jennie. She [Jennie] would utilize her informal education to her greatest advantage by establishing churches in the area and later, the Manassas Industrial School for Colored Youth (see African American History of Jennie Dean's Homeplace by Meaghan Reddick)." This history warrants additional research, in the form of historical research and cultural resource landscape study to document the Marble Hill Plantation.

Table 1. Archaeological Resources in Rezoning Land Bays B, C and D - REZ2022-00032, Digital Gateway North

Site #	Historic / Precontact	Description	Age	ERM NRHP/VLR Recommendation	PWC Recommendation
44PW0596	Historic	Artifact Scatter	20th Century	Not Eligible	Concur
44PW2127	Historic	Artifact scatter	Late 19th- Early 20th century	Not Eligible	Phase II Evaluation
44PW2128	Historic	Artifact scatter	Late 19th- Early 20th century	Not Eligible	Phase II Evaluation
44PW2129	Historic	Artifact scatter	20th century	Not Eligible	Concur
44PW2130	Historic	Residence associated with the Davis Cemetery	Late 19th through 20 th Century	Not evaluated	Phase II Evaluation
44PW2135	Historic	Davis Cemetery associated with 44PW2130	Mid-19th Century	Not Evaluated	Avoid Phase II on non-cemetery portion
44PW2131	Prehistoric	Lithic Scatter	Unknown	Not Eligible	Phase II Evaluation
44PW2132	Prehistoric	Lithic scatter	Unknown	Not Eligible	Phase II Evaluation

Table 2. Architectural Resources Land Bays B, C, and D – REZ2022-00032, Digital Gateway North

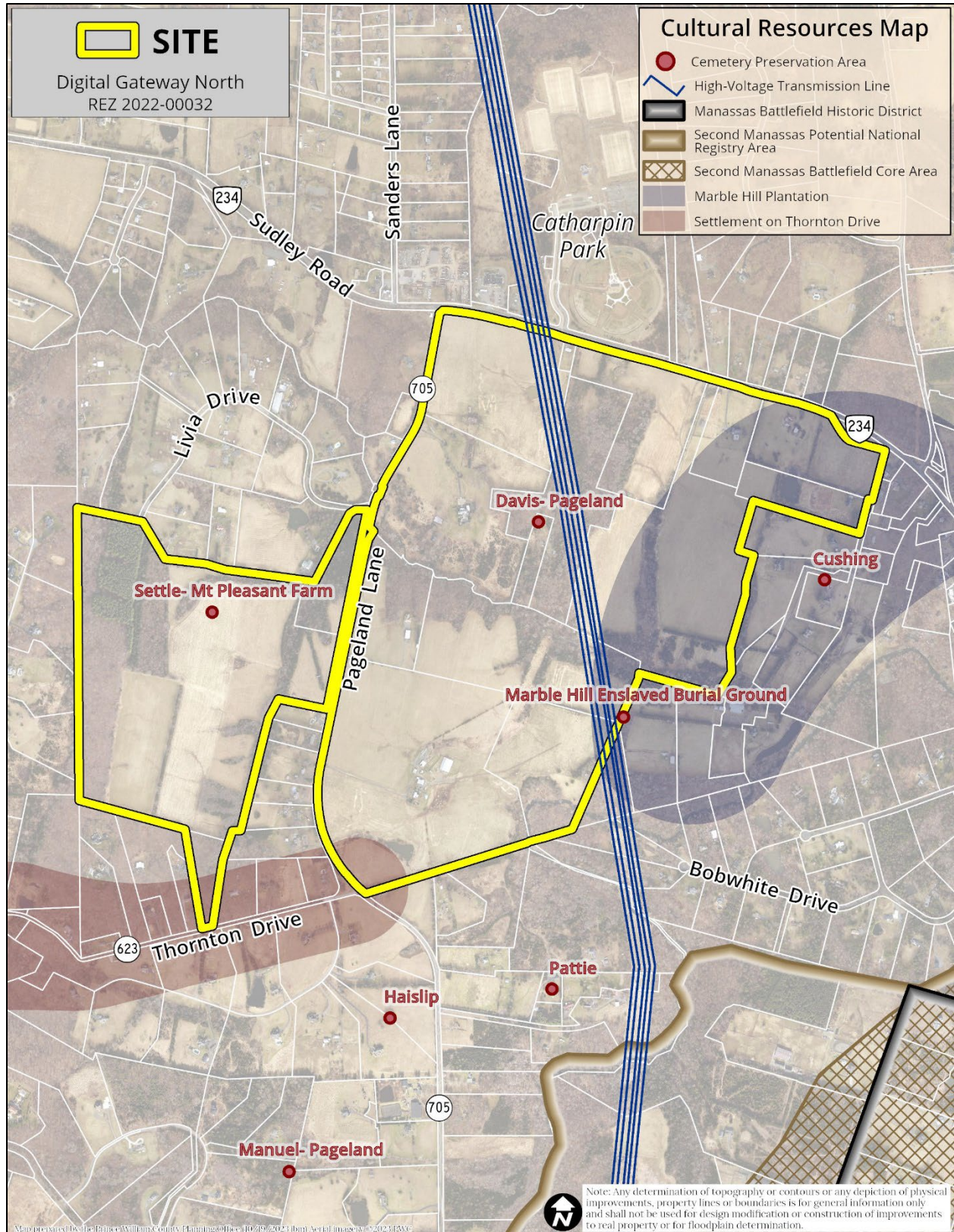
DHR ID	Primary Resource	Property Names	ERM NRHP/VLR Recommendation	PWC Recommendation
076-5102	Single Dwelling	House, 4904 Sudley Road	Not Eligible	Concur
076-5190	Battlefield	Battle of Gainesville, Brawner's Farm, Groveton, Manassas Plains, Second Battle of Bull Run, Second Battle of Manassas	Potentially Eligible	Phase II Evaluation
076-5321	Single Dwelling	Farm, 5305 Pageland Lane, Lone Oak Farm	Not Eligible	Phase II Evaluation
076-5323	Barn	Barn, Pageland Lane	Not Eligible	concur

Cemeteries Land Bays B, C and D: One previously unrecorded cemetery was identified and delineated by ERM during their 2023 cultural resource survey. The Davis Cemetery is a small family cemetery located on property owned by the Davis descendants. The cemetery is in a wooded area, near the driveway and is partially fenced. It consists of burials marked by fieldstone, modern inscribed stones, and visible depressions. The cemetery was delineated by mechanical stripping with a flat bladed backhoe and hand excavated trenches around the visible boundary of the cemetery, and on the opposite side of the driveway. No additional human burials were identified through this investigation. Adjacent Land Bay D is the Marble Hill Cemetery, which has not been delineated.

Viewshed Analysis Impacts: see the Community Design section of this staff report.

Manassas National Battlefield Park (MNBP): The Manassas National Battlefield Park commented that "...within and around the project area is the presence of the post-Civil War settlement community of African Americans like the Dean family. What is present within the project area is potentially an intact cultural landscape for this community. Cultural landscapes are historically significant places that reveal human interaction with the physical environment over time."

Historical Commission Comments: The Prince William County Historical Commission reviewed each submission for this rezoning application. On August 8, 2023, during their regularly scheduled meeting the Historical Commission passed a resolution making requesting additional studies (archival, archaeological, and architectural research) and revisions to the existing archaeological, architectural reports and viewshed studies. On September 12, 2023, during their regularly scheduled Historical Commission meeting, they passed a resolution recommending deferral of this application and requested Phase II evaluations, cemetery delineations, additional research on marginalized communities, additional study of viewsheds, and noise modelling studies. The full list of recommendations and their full resolution is included in Attachment F.



Proposal's Strengths

- The Applicant conducted a Phase 1 Cultural Resource Survey
- The Applicant conducted a cemetery delineation on suspected cemeteries
- The Applicant conducted a Phase I Historic Architecture Survey
- Viewshed studies were conducted with observation points identified in consultation with Planning staff and staff from the Manassas National Battlefield Park

Proposal's Weaknesses

- The Applicant did not conduct Phase II evaluation studies on identified resources during this rezoning review. This prevents preservation in-place of resources determined significant, also not in accord with Policy DGCR 1.2.
- No information is provided about the proposed location of the electrical transmission lines that will serve the facilities in each land bay. Without this information staff cannot analyze possible direct impacts on cultural resources, including but not limited to cemeteries, and resources potentially eligible for listing on the VLR/NRHP and resources already listed and MNBP.
- Regarding proffers on Limits of Disturbance, staff remains concerned about the flexibility of exceeding or changing the limits of disturbance as currently written.
- The Applicant has not delineated that portion of the Marble Hill Cemetery that may extend onto the rezoning area.

On balance, this rezoning is found to be inconsistent with the with the relevant components of the Cultural Resources Plan. There are many unknown data points with the current level of cultural resource analysis, including Phase II evaluations, mitigation of the VLR/NRHP listed battlefield landscape.

Economic Development Analysis

A robust and diversified nonresidential tax base not only enhances the commercial tax revenue but also facilitates the creation of quality jobs. This empowers residents to improve their overall quality of life by both residing and working within Prince William County. The Economic Drivers outlined in the Land Use Plan put forth policies and action strategies that “encourage Comprehensive Plan amendments and rezonings which could lead to increased acreage for targeted industries and mixed-use development.”

The Economic Development component of the CPA provides additional policies and action strategies that apply specifically to the Study Area. PW Digital Gateway represents a substantial investment

with the potential to propel Prince William County as a leader in the Data Center Industry from a regional, national, and global level. This includes a significant increase in the County's commercial tax revenue, expansion of an identified targeted industry identified by the Board of County Supervisors, and opportunity to promote Prince William County as a "high-tech" community.

The PW Digital Gateway will increase the County's commercial tax base by addressing the rising demand in the data center industry. By doing so, the project will further establish Prince William County as a leading high-tech hub, attracting more businesses from the Information Communication Technology (ICT) sector. Furthermore, it will provide essential support to small business vendors and contractors who heavily rely on the data center industry. The project will also generate a diverse range of job opportunities, from roles in information technology and construction to high-paying tech positions that will sustain the data center campus for its entire operational duration. The PW Digital Gateway application also includes viewshed considerations to protect the Manassas National Battlefield Park visitor experience. The development commits to design standards, ensuring high-end tech office facades facing roadways.

The Board of County Supervisors recognizes data centers as a targeted industry for driving economic growth and retaining businesses. The PW Digital Gateway project is a notable investment that positions the County at the forefront of the data center landscape. It aligns with the County's Strategic Plan goal to expand its commercial tax base and could help attract more high-tech jobs and businesses to the area.

Proposal's Strengths

- Alignment with Targeted Industry: The endorsement of data centers as a targeted industry by the Board of County Supervisors underscores the strategic alignment of the proposal.
- Enhancement of Commercial Tax Base: The proposal may expand the commercial tax base, aligning with the Economic Resilience objectives of the county's 2021 to 2024 Strategic Plan.
- Addressing Land Needs for Development: The proposal addresses the gap identified in the 2022 land need analysis by Camoin Associates, contributing towards meeting the high-demand scenario for all target industries.

Proposal's Weaknesses

- Community Image and Perception: The proximity of the data centers to significant historical and cultural sites, such as the Manassas National Battlefield Park, may impact the community image and perception of the area. The County's 2021-2024 Strategic Plan - Objective RE-3, aims to "create a positive brand image of Prince William County that reflects the diversity of the community including its history, places, and people." Locating data centers this close to the MNBP may create challenges for this objective to be fulfilled.

On balance, this application is found to be consistent with the relevant components of guiding economic development policies.

Environment Plan Analysis

Prince William County has a diverse natural environment, extending from sea level to mountain crest. Sound environmental protection strategies will allow the natural environment to co-exist with a vibrant, growing economy. The Environment Plan sets out policies and action strategies that further the County's goal of preserving, protecting, and enhancing significant environmental resources and features. The Plan includes recommendations relating to the incorporation of environmentally sensitive development techniques, improvement of air quality, identification of problematic soil issues, preservation of native vegetation, enhancement of surface and groundwater quality, limitations on impervious surfaces, and the protection of significant viewsheds.

The Green Infrastructure component of the CPA provides additional policies and action strategies that apply specifically to the Study Area. The PW Digital Gateway Special Study Area provides an opportunity to ensure a robust and connected system of greenways, trails, open space, and parks which provide a benefit to the environment, County residents, and local wildlife.

Existing Environmental Conditions: The site's existing environmental conditions are characterized by an assemblage of numerous large residential properties (with lawns and various buildings), agricultural land (including open fields/crop land), wetlands and forested acreage.

- Land Bay A contains vegetative cover that is characterized by mature hardwood forests, pine plantation, open hay fields, cropland and older old field successional forests. Two perennial streams are located onsite. One along the eastern side running parallel to Pageland Lane. The other along the western property line. The land within and adjacent to these Chesapeake Bay RPAs includes steep slopes with highly erodible soils and other features defined as Environmental Resource (ER). Residential properties outside the proposed CPA boundary abut to the west.
- Land Bays B, C, and D contain some hardwood forests and early successional forests. A major electrical transmission line traverses the site from south to north. The Chesapeake Bay RPA for Lick Branch separates Land Bay B from Land Bays C and D, flowing in a west to east direction. The Chesapeake Bay RPA for Little Bull Run lies within a small portion of the southeastern corner of the site. Steep slopes with highly erodible soils (ER) covered by forest lie within both of these environmental corridors.

Environmental Constraints Analysis (ECA): The Applicant conducted an Environmental Constraints Analysis, which identified various environmental aspects of the site (see Attachment C). The ECA states that the Department of Conservation and Recreation (DCR) indicates suitable habitat may be onsite for certain rare, threatened, and endangered species (R/T/E) such as the Henslow's Sparrow, Dwarf Wedge Mussel and Brook Floater Mussel. A Letter from DCR addresses recommendations for assessments, the need for further review of and/or actions for rare, threatened & endangered species; unique and exemplary natural communities; Conservation Sites; and significant geological formations. The Applicant indicates they want to defer providing this information until the site plan review stage. However, Comprehensive Plan Policies EN 5.19, EN 5.3, EN 5.17, EN 3.13 call for these types of assessments to be conducted as part of the rezoning planning process.

Proposed Wildlife Corridor: The MZP depicts a Wildlife Corridor within Land Bays A, B, C, and D that varies in width from a minimum of 300 feet in Land Bay A, up to 950 feet in Land Bays B and C along Lick Branch.

Proposed Open Space: The MZP provides calculation of Protected Open Space, as well as proffered commitment for a minimum of thirty percent (30%) Protected Open Space cumulatively among rezoning, REZ2022-00032, Digital Gateway North and rezoning, REZ-2022-00033, Digital Gateway South. Below is a chart provided in the MZP, which categorizes the various types of open space within the proposal. Approximately 140 acres of Protected Open Space is proposed or 26% of the overall Property acreage, which exceeds the Zoning Ordinance requirement for a Planned Business District, of a minimum 20% open space.

OPEN SPACE TABULATIONS (REZ2022-00032)						
LAND BAY	LAND BAY ACREAGE	NATURAL OPEN SPACE	RESTORED OPEN SPACE	PROTECTED OPEN SPACE	% OPEN SPACE	SEEDED PERVIOUS AREA
A	±138.75	±40.18	±10.06	±50.24	±36.21%	±15
B	±156.99	±38.1	±27.91	±66.01	±42.05%	±14
C	±89.56	±5.46	±7.32	±12.78	±14.27%	±7
D	±149.19	±1.05	±9.63	±10.68	±7.16%	±20
TOTAL	±534.49	±84.79	±54.92	±139.71	±26.14%	±57
TOTAL W/SEEDED PERVIOUS AREA	±534.49			±196.71*	±36.80%	

Figure A. Open Space Tabulations Chart.
Source: MZP REZ2022-00032

Natural Open Space (NOS): NOS is characterized by preservation of natural resources such as forests, critical habitats for threatened and endangered species and natural wetlands. It excludes areas where activities have destroyed the natural habitat to create man-made habitat (e.g., pastures/lawns). The applicant has identified specific areas as Natural Open Space (NOS) on the MZP. The land labeled NOS has characteristics consistent with the definition of NOS in the Zoning Ordinance. The Limits of Disturbance (LOD) is proposed in a manner that may preserve areas of higher environmental quality and/or sensitivity such as, mature hardwood forest, steep slopes with highly erodible soils, and stream corridors that include preservation beyond the Chesapeake Bay RPAs. However, Proffer 31(b) and Proffer 31(c) on LOD make it difficult for the staff to enforce the provision of the NOS shown.

The Applicant provided the above open space tabulations chart within the MZP. This chart indicates that 84.79 acres (or 15.9% of the total site area) is proposed as Natural Open Space (NOS). The CPA target for NOS per Policy DGGI 1.3 is 30% for the entire Study Area. Each rezoning case is responsible for contributing NOS to achieve the 30% NOS target for the study area. The proffers do not adequately commit to providing any NOS.

Table 3 below provides information on the total acreage and percentage of land area qualifying as NOS and what the Applicants indicate they are proposing as NOS for each of the 3 rezoning cases. It also shows a hypothetical provision of NOS for the outparcels as well as the entire Study Area. The total NOS shown for the entire Study Area presumes 100% of the existing NOS in the Outparcels is preserved.

Table 3. Proposed Natural Open Space

	Compass	QTS North	QTS South	Total Rezoning Area	Outparcels	Study Area
Total Acres	884.25	534.13	341.52	1759.90	379.10	2139.00
Acres of qualifying Natural Open Space*	310.15	136.72	117.89	564.77	170.54	735.31
Percent qualifying Natural Open Space*	35.1%	25.6%	34.5%	32.1%	45.0%	34.4%
Proposed Natural Open Space (acres)**	149.50	84.79	74.47	308.76	170.54	479.30
Percent proposed Natural Open Space**	16.9%	15.9%	21.8%	17.5%	45.0%	22.41%

* Based on staff analysis of existing conditions

** Proposed Natural Open Space information obtained from the MZP Open Space Computations Table for each case

Staffs position: It is worth noting that across the entire Study Area today, only 34% of the land qualifies as NOS. This means that the CPA goal of 30% NOS could be difficult to achieve if the location of most of the existing NOS is not concentrated in or adjacent to areas already indicated for preservation of forest cover such as wildlife corridors, RPA's and other Environmental Resource (ER) features. However, the 16% NOS proposed for this rezoning is far below the 30% goal. Staff's analysis of each rezoning case has identified forested areas not currently proposed to be preserved which qualify as NOS and which have connectivity to other NOS already proposed to be preserved. Staff recommends these areas be added to the NOS proposed. See Watershed Management Branch comments on additional acreage in Attachment G.

Restored Open Space (ROS): The Applicant has designated specific areas for reforestation. These include areas of ER, such as Chesapeake Bay RPA and steep slopes with highly erodible soils, and areas contiguous to ER. This is in accordance with the CPA policy DGGI 1.5. Proffer 31 on reforestation needs refinement to ensure this is accomplished.

Protected Open Space (POS): The proposal commits to a minimum of 30% Protected Open Space (POS), which consists of a combination of NOS and ROS. The CPA does not call for a minimum acreage or percentage of POS. The proposal emphasizes providing 30% POS over meeting the specific CPA goal of 30% NOS.

Table 4. Proposed Restored Open Space

	Compass	QTS North	QTS South	Total Rezoning Area	Outparcels	Study Area
Proposed Restored Open Space**	113.50	54.92	64.95	233.37	0.00	233.37
Percent Restored Open Space**	12.8%	10.3%	19.0%	13.3%	0.0%	10.9%
Total Natural and Restored	263.00	139.71	139.42	542.13	170.54	712.67
Percent Natural and Restored	29.7%	26.2%	40.8%	30.8%	45.0%	33.3%

** Proposed Restored Open Space information obtained from the applicants' 4th submission

Wildlife Corridors: The proposal includes providing the onsite portions of the three Wildlife Corridors included in the CPA: the Little Bull Run Corridor, the Lick Branch Corridor, and the Western Corridor that runs north-south connecting Little Bull Run to Lick Branch. Wildlife Corridors are primarily intended to provide wildlife safe travel between and connectivity to larger blocks of habitat in areas of strongly fragmented habitat. Their secondary purpose is to provide habitat within the corridor. The proposed Lick Branch Wildlife Corridor appears to exceed the recommended 500 foot width over most of its length, although the actual boundaries of the corridor are not shown on the MZP.

The Western Corridor is proposed at the minimum 300 foot width for most of its length. It does not include most of the existing mature pine forest and additional oak forest that would improve the quality of the corridor if it were widened to the 500 foot width encouraged in CPA Policy DGGI 1.4. The small section of the Little Bull Run corridor is not labeled as such on the MZP. As with all site features pertaining to the preservation of existing forest cover, the quality of these corridors is not guaranteed due to the language proposed in Proffer 31(b) and Proffer 31(c).

Stormwater Management (SWM): The MZP shows all proposed SWM features within the Development Area and outside of the proposed NOS. Proffers for stormwater management adequately address some of the CPA Policies by committing to going beyond minimum standards. However, Proffer 31(b) and Proffer 31(c) would allow regional SWM ponds in all perennial stream corridors. Proffer 36(e) on SWM does not appear sufficient to prevent such design. These stream corridors are labeled as and credited toward meeting the Natural Open Space (NOS) goals.

Outstanding 4th Review Comments: The items mentioned within the Environmental Section of this staff report are a summary of the major items that the Applicant is encouraged to address. There are many outstanding review comments associated with the 4th submittal that are not mentioned in this section (see Attachment G). Some of these comments relate to requested changes to the ECA, requested changes to the MZP, and as mentioned above various proffer issues/deficiencies that should be addressed before an action is taken on this project.

Proposal's Strengths

- Restored Open Space: Significant areas are designated for reforestation that will connect new forested areas to existing forests in environmentally sensitive areas and within wildlife corridors. This is in accordance with the CPA policy DGGI 1.5. However, Proffer 31 on reforestation needs refinement to ensure that these reforestation areas are implemented.
- Wildlife Corridors: The Applicant has provided the three wildlife corridors as shown on the PWDG CPA Green Infrastructure Map and referenced in DGGI 1.4. Additionally, the Lick Branch Wildlife Corridor exceeds the recommended 500 foot width over much of its length.

Proposal's Weaknesses

- Natural Open Space:
 - The Applicant has only proposed 15.9% of their total site area to be set aside as NOS. This is inadequate to meet the CPA's overall Study Area target of 30% NOS.
 - The Applicant has not proposed for preservation certain areas qualifying as NOS that would contribute toward reaching the 30% NOS target. See staff's comments in Attachment G for specific recommended additions to NOS.
 - A commitment to locating the power line corridors needed to feed the data centers within the Development Area has not been provided. Staff is concerned that NOS will be utilized for these powerline corridors, particularly since the MZP and site layouts do not appear to have allowed for routes within the Development Area. Proffer 31(C)(ii), rather than committing to locating utilities outside NOS specifically allows them within NOS, including RPAs. The "good faith effort" standard proposed is not measurable or enforceable.

- Proffer 31 on Limits of Disturbance (LOD) contains so many exceptions allowing encroachment beyond the LOD that preservation of NOS cannot be ensured, leaving no assurance that areas of ER, Wildlife Corridors, forested areas, RPA will be preserved.
 - The proposal emphasizes providing 30% Protected Open Space over meeting the specific CPA goal of 30% NOS.
- Wildlife Corridors:
 - The Wildlife Corridor in Land Bay A has some of the highest quality forests and numerous specimen trees within the Study Area, but this corridor is only 300 foot wide and does not achieve the CPA Policy DGGI 1.4 recommended 500 foot width. This also reduces the extent of overall preserved forest and limits the potential to achieve the 30% NOS.
 - It is unclear how needed transmission line routing will impact Wildlife Corridors.
 - Proffer 31 on LOD allows numerous exceptions to encroach beyond the LOD and does not protect the quality in both width and character of the Wildlife Corridor.
 - The Applicant has not clearly identified the boundaries of the Wildlife Corridors on the MZP. This makes Proffer 37 on the provision of the Wildlife Corridors unenforceable due to them not being clearly shown.
- Rare, Threatened and Endangered Species: The ECA provided states that DCR indicates suitable habitat may be onsite for certain R/T/E species such as the Henslow's Sparrow, Dwarf Wedge Mussel and Brook Floater Mussel. A Letter from DCR addresses recommendations for assessments, the need for further review of and/or actions for rare, threatened & endangered species; unique and exemplary natural communities; Conservation Sites; and significant geological formations. The Applicant indicates they want to defer providing this information until the site plan review stage. However, Comprehensive Plan Policies EN 5.19, EN 5.3, EN 5.17, EN 3.13 call for these types of assessments to be conducted as part of the rezoning planning process.
- Lack of Site Layout Information: No detailed proffered site layout has been provided. Without this staff is not able to determine if the Applicant intends to meet minimum requirements for landscaping of interior parking lots. A proffer to meet minimum landscaping requirements is recommended.
- Proffer Issues/Deficiencies:
 - Numerous proposed proffers should be revised including but not limited to, committing to the proposed LOD and providing clear and enforceable language. Other proffers that need work include but are not limited to: Proffer 26 on the MLP, Proffer 28 on Soil Remediation, Proffer 30 on Open Space, Proffer 31 on LOD, Proffer 32 on reforestation and Proffer 36 on stormwater management.
 - The direction of the CPA and Comprehensive Plan is for Applicants to meet higher standards of environmental protection and preservation by avoiding such disturbances in environmentally sensitive areas. Proffer 31(c) would allow for unlimited encroachments in the Chesapeake Bay RPA that are considered either

Exempt or Permitted Uses. Proffer 36(e) does not appear adequate to prevent these encroachments.

- Outstanding 4th Review Comments/Concerns: There are many outstanding review staff comments and concerns associated with the 4th submittal that have not been addressed (see Attachment G). Some of these comments relate to requested changes to the ECA, requested changes to the MZP, and as mentioned above various proffer issues/deficiencies that should be addressed before an action is taken on this project.

On balance, this application is found to be inconsistent with the relevant components of the Environment Plan.

Fire and Rescue Plan Analysis

Quality fire and rescue services provide a measure of security and safety that both residents and businesses have come to expect from the County. The Fire and Rescue Plan sets out policies and action strategies that further the County's goal of protecting lives, property, and the environment through timely, professional, humanitarian services essential to the health, safety, and well-being of the community. The Plan includes recommendations relating to siting criteria, appropriate levels of service, and land use compatibility for fire and rescue facilities. The Plan also includes recommendations to supplement response time and reduce risk of injury or death to County residents, establishment of educational programs, such as cardio-pulmonary resuscitation (CPR) training, automatic external defibrillators (AED), and encourage installation of additional fire protection systems—such as sprinklers, smoke detectors, and other architectural modifications.

Fire Rescue Station 22 is the first due fire/rescue resource. The facility is outside the required 4 minute travel time for Basic Life Support and Fire. The facility is inside the required 8 minute travel time for Advanced Life Support. Station 22 responded to 3,063 incidents in FY2022. The workload capacity for Station 22 is 4,000 incidents per year. The proposed rezoning will facilitate the extension of public water to serve the site, which will provide enhanced and more efficient fire suppression capabilities in this area of the County. Additionally, the proposed improvements to Pageland Lane and surrounding intersections will facilitate quicker and more reliable fire and rescue response times. Additionally, the Applicant has proffered to fire and rescue contributions of \$0.61 per square foot of nonresidential GFA to be used for fire and rescue facilities in the vicinity of the Property.

Proposal's Strengths

- Level of Service Mitigation/Monetary Contribution: As proffered, the Applicant will make a monetary contribution to the Board of County Supervisors for \$0.61/sf of building area. Assuming a total potential build area of 7,000,000 sf, the maximum contribution would be \$4,270,000.
- Development Site Within of 8.0-Minute Travel Time: The site is located within the required 8.0-minute travel time for advanced life support.

- Station Workload: The most recent figures indicate that Fire and Rescue Station 22 is currently operating under capacity.
- Fire Service Accessibility: As proffered, buildings with a building height higher than sixty feet, 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 Marshall's office. Issuance of Occupancy Permits shall be contingent upon full compliance with Virginia Uniform Statewide Building Code requirements.
- Public Water and Road Improvements: The extension of public water to serve the site will provide enhanced and more efficient fire suppression capabilities in this area of the County. Additionally, the proposed improvements to Pageland Lane and surrounding intersections will facilitate quicker and more reliable fire and rescue response times.

Proposal's Weaknesses

- Development Site Outside of 4.0-Minute Travel Time: The site is located outside of the required 4.0-minute travel time for basic life support and fire suppression services.

On balance, this application is found to be consistent with the relevant components of the Fire and Rescue Plan.

Parks, Open Space and Trails Plan Analysis

The quality of life for residents of Prince William County is linked closely to the development and management of a well-maintained system of parks, trails, and open space. Prince William County contains a diverse array of parks, open space, and trail resources. These parklands, open spaces, and trail networks, play a key role in shaping both the landscape and the quality of life of Prince William County residents through the conservation of natural and cultural resources, protection of environmental quality, and promotion of overall health and wellness of County residents. The Parks, Recreation, and Tourism Chapter of the County's Comprehensive Plan sets out policies and action strategies that further the County's goal of providing parks and recreational facilities of a quantity, variety, and quality appropriate to meet the needs of the current and future residents of Prince William County. The Plan includes recommendations to preserve existing protected open space, maintain high quality open space, expand the amount of protected open space within the County, and increase the number of County-owned park acres. In addition, the Plan includes recommendations to plan and implement a comprehensive countywide network of recreational trails within County parks, and greenway and blueway corridors.

The Green Infrastructure component of the CPA provides additional policies and action strategies that apply specifically to the Study Area. The PW Digital Gateway Special Study Area provides an opportunity to ensure a robust and connected system of greenways, trails, open space, and parks which provide a benefit to the environment, County residents, and local wildlife.

The Applicant has implemented the CPA policy guidance related to parks and trails as provided for in the Green Infrastructure section of the CPA by providing a system of greenways, trails, open space, and parks. This application proposes a 5-foot-wide natural surface trail along segments of Catharpin Creek, Little Bull Run, Lick Branch, and associated green corridors in alignments that provide connections to similar trails proposed in adjoining applications. All proposed trails coincide with the County's planned extensions of the Catharpin Creek and Little Bull Run Greenway trail corridors, with additional trail access provided along Lick Branch. The application proposes interpretive signs/features to be located along the natural surface trail, at locations to be determined. All natural surface trail segments are to be located within a 20-foot-wide non-exclusive trail easement, inclusive of the referenced interpretive features. The proffers explicitly state the Applicant will not be responsible for maintenance of the trail or the interpretive features. At their own discretion, the Applicant has proposed a monetary contribution in the amount of \$10,000 for each data center building constructed on the property payable to the Prince William County Board of County Supervisors, to be used as seed money for the on-going maintenance of the natural surface trail and associated interpretive features. Given the County will be responsible for maintenance, the proffers should clearly state that the easement will be granted to the benefit of the County. Currently, the entity to whom the natural surface trail easement will be granted is unclear. Given that the proposed natural surface trails are an extension of the Catharpin Creek and Little Bull Run Greenway trails, the Department of Parks and Recreation has been, and remains, open to accepting maintenance of the natural surface trails on the site, and related interpretive elements (if that is the desire of the Applicant) as long as these trails are available to the public.

Per the proposed proffers, the Applicant also indicates that they may establish environmental programs along the natural surface trails and that they will design and construct site amenities as may be necessary to serve such programs. The Applicant states they may opt to convey ownership of the land containing an environmental program area to the County or a third party, and that they will continue to maintain any program areas until such time the area is conveyed.

Proposal's Strengths

- None

Proposal Weaknesses

- None

On balance, this application is found to be consistent with the relevant components of the Parks and Recreation component of the Comprehensive Plan.

Police Plan Analysis

Residents and businesses expect a high level of police service for their community. This service increases the sense of safety and protects community investments. The Police Plan is designed to promote Prince William County's public safety strategic goal to continue to be a safe community, reduce criminal activity, and prevent personal injury and loss of life and property, as well as to

ensure effective and timely responses throughout the County. This Plan encourages funding and locating future police facilities to maximize public accessibility and police visibility as well as to permit effective, timely response to citizen needs and concerns. The Plan recommends educational initiatives, such as Neighborhood and Business Watch, and Crime Prevention through Environmental Design (CPTED), which encourages new development to be designed in a way that enhances crime prevention. The Plan also encourages effective and reliable public safety communications linking emergency responders in the field with the Public Safety Communications Center.

Proposal's Strengths

- Secured Campus: As proposed, the data center facility will be designed as a secure campus with associated security measures.
- Road Improvements: The proposed improvements to Pageland Lane and surrounding intersections may facilitate quicker police response times.

Proposal's Weaknesses

- None identified.

On balance, this application is found to be consistent with the relevant components of the Police Plan.

Potable Water Plan Analysis

A safe, dependable drinking water source is a reasonable expectation of County residents and businesses. The Potable Water Plan sets out policies and action strategies that further the County's goal of providing an economically and environmentally sound drinking water system. The Plan includes recommendations relating to system expansion, required connections to public water, and the use of private wells or public water.

The Water component of the CPA provides additional policies and action strategies that apply specifically to Study Area. The PW Digital Gateway Special Study Area is not currently served by public water.

The Applicant has implemented the CPA policy guidance related to public water infrastructure to serve the development. The Applicant has proffered to construct public water lines and off-site connections to serve the demand generated by the development of the Property, subject to the acquisition of all necessary offsite easements and/or rights-of-way. The Applicant has included the conceptual CPA area water and sewer routing as an exhibit in the MZP. Public water will be extended north along Pageland Lane. The Applicant has proffered to utilize closed loop water or no water cooling systems for data center buildings. The Applicant has also proffered to abandon existing wells, pursuant to Health Department requirements.

During the review of the rezoning, the Service Authority commented that additional planning studies

are currently ongoing to determine the optimal configuration of water and sewer facilities and additional capacity requirements to serve the proposed development. The study is anticipated to be completed by mid-January 2024. They stated that the Applicant should submit the projected maximum daily water demands and peak wastewater flows for each phase of the proposed Digital Gateway development early in the review process to facilitate the hydraulic capacity studies.

Proposal's Strengths

- Public Water Policy Guidance in the CPA: The Applicant has implemented the CPA policy guidance related to public water infrastructure to serve the development.
- Public Water Connection & Service: As proffered, the Property shall be served by public water, and the Applicant shall be responsible for those improvements required in order to provide such service for the demand generated by the development of the Property.
- Data Center Cooling: As proffered, the Applicant shall utilize air or closed-loop cooling systems for all data center buildings on the Property, or other similar technology, and shall not use groundwater, surface water withdrawals, or surface water discharges for cooling purposes associated with data center uses.
- Abandonment of Existing Wells: The Applicant has also proffered to abandon existing wells, pursuant to Health Department requirements.

Proposal's Weaknesses

- Installation of Utilities and Easements: As currently written, some of the proffers related to the installation of utilities and associated utility easements contain technical errors and non-descript verbiage that may make enforcement difficult (See Attachment H: Proffer Issues/Deficiencies).

On balance, this application is found to be consistent with the relevant components of the Potable Water Plan.

Sanitary Sewer Plan Analysis

Appropriate wastewater and sanitary facilities provide needed public health and environmental protections. The Sanitary Sewer Plan sets out policies and action strategies that further the County's goal of providing an economically and environmentally sound sanitary and stormwater sewer system. The Plan includes recommendations relating to system expansion, required connections to public sewer in the development area, and the use of either private or public sewer systems.

The Sewer component of the CPA provides additional policies and action strategies that apply specifically to Study Area. The PW Digital Gateway Special Study Area is not currently served by public sewer.

The Applicant has implemented the CPA policy guidance related to public sewer infrastructure to serve the development. Drain fields will not be used to serve data center development, rather, the Applicant has proffered to construct public sewer lines and off-site connections to serve the demand generated by the development of the Property, subject to the acquisition of all necessary offsite easements and/or rights-of-way. The Applicant has included the conceptual CPA area water and sewer routing as an exhibit in the MZP. The Applicant has also proffered to abandon all existing drainfields, pursuant to Health Department requirements.

During the review of the proposed rezoning, the Service Authority commented that additional planning studies are currently ongoing to determine the optimal configuration of water and sewer facilities and additional capacity requirements to serve the proposed development. The study is anticipated to be completed by mid-January 2024. They stated that the Applicant should submit the projected maximum day water demands and peak wastewater flows for each phase of the proposed Digital Gateway development early in the review process to facilitate the hydraulic capacity studies.

Proposal's Strengths

- Public Sewer Policy Guidance in the CPA: The Applicant has implemented the CPA policy guidance related to public sewer infrastructure to serve the development.
- Sewer Connection & Service: As proffered, the Property shall be served by public sewer, and the Applicant shall be responsible for those improvements required in order to provide such service for the demand generated by the development of the Property.
- Abandonment of Existing Drainfields: The Applicant has also proffered to abandon existing drainfields, pursuant to Health Department requirements.

Proposal's Weaknesses

- Installation of Utilities and Easements: As currently written, some of the proffers related to the installation of utilities and associated utility easements contain technical errors and non-descript verbiage that may make enforcement difficult (See Attachment H: Proffer Issues/Deficiencies).

On balance, this application is found to be consistent with the relevant components of the Sanitary Sewer Plan.

Electrical Utility Services Plan Analysis

Electrical utility services include facilities that generate, transmit, distribute, and/or store power. The need for these facilities accelerates commensurate with development. As the need for sites for these facilities increases, so does the scarcity of appropriate land for their construction. The policies and action strategies set forth in this plan provide guidance on siting and design issues and are to be used in evaluating land use applications. They should not be interpreted as superseding or amending any requirements of the Zoning Ordinance or other county, state, and federal laws

pertaining to these facilities.

There are three main policy objectives associated with this section of the comprehensive plan.

- 1) Locate electrical utility facilities to provide maximum service levels as unobtrusively as possible.
- 2) Design electrical facilities to minimize negative impacts on existing and future communities.
- 3) Support and encourage alternative green energy infrastructure.

The Community Design section of the CPA provides additional policies and action strategies that apply specifically to the Study Area. The PW Digital Gateway Special Study Area recommends Pageland Lane as a technology corridor promoting opportunities for the expanding data center industry. Development within the Study Area should prioritize context sensitive design considerations towards adjacent land uses, historic viewsheds, and natural resources. Protection of historic viewsheds is important to the economic development of Prince William County, as well as preservation of significant national history. The policies contained within are necessary to provide these protections, and proposed uses need to address these issues as a matter of mitigating the impacts of their proposed uses and structures.

To facilitate this, a policy objective associated with the CPA encourages substations to be located to the interior of proposed development or abutting existing high voltage line within the corridor, when possible, to minimize viewshed impacts. Additionally, substations that are visible to Manassas National Battlefield Park or from surrounding major roadways (Pageland Lane, Sudley Road, Lee Highway) are encouraged to use innovative designs to enhance screening from adjacent non-compatible uses.

As part of the 3rd submittal, the Applicant provided a transmission line routing exhibit, for informational purposes only, which depicted possible transmission line corridors. However, in the fourth submittal they withdrew this document from the Application. As currently proposed, other than substation locations, no information is provided on the proposed location of the electrical infrastructure on the property that will serve the facilities in each land bay, such as transmission lines. Without this information, staff is not fully able to analyze the projects' impacts on the surrounding community, to include but not limited to impacts on viewsheds, proposed open space, proposed tree preservation areas, buffering, and site layout.

During a recent meeting between County staff and NOVEC, NOVEC stated they will give preference to the developer and/or the County regarding the routing and locations of powerlines. They stated that preplanning of utility lines is preferred and they encourage the County to emphasize this as part of review of all datacenter developments. Without this type of planning, they are inevitably forced to install utilities along property lines and within buffers, as all other areas on the site are planned/approved for parking, access, and buildings. Thus, by not including proposed transmission line corridors on the MZP, and as proffered to provide maximum flexibility for the location of these utility lines, these transmission corridors may be located in areas identified to preserve forests and sensitive environmental resources and cultural resources, the perimeter buffers required by the DCSM and the supplemental landscaping areas shown on the MZP.

To avoid the above situation, the Applicant is encouraged to work with NOVEC and Dominion Power to depict, label, and provide dimensions on the MZP for the proposed electrical infrastructure on the

property, which will serve each land bay. Additionally, staff does not support Proffer 57 as written, as it leaves too much unknown about the fate of the perimeter buffers required by the DCSM and the supplemental landscaping areas shown on the MZP. The Applicant is encouraged to revise the proffer to state that the Applicant will work with NOVEC and Dominion Power to ensure that transmission lines are routed through the development area as it is depicted on the MZP and inside the Limits of Disturbance (LOD) shown on the MZP. The Applicant is also encouraged to revise the proffer to only permit limited perpendicular crossings of these areas. The Applicant is encouraged to revise the proffer to provide contingency language that if these areas are disturbed more than by permissible perpendicular crossings that additional areas shall be provided to makeup the lost areas.

Additionally, staff has concerns about Proffer 31(c)(ii). The inclusion of “good faith, best efforts to coordinate” makes this proffer non-quantifiable and it may be difficult to enforce. This proffer provides no assurances that the utilities will not be located in Protected Open Space areas and/or Wildlife Corridors; rather, proffer language utilized is non-committal, *“The Applicant shall use good faith, best efforts to coordinate with and encourage all applicable utility providers (Dominion Energy, NOVEC, Washington Gas, etc.) ...”*

Proposal's Strengths

- Substation Locations: Substations are depicted on the MZP and are located interior to the site or abutting to the existing high voltage line corridor to minimize viewshed impacts.

Proposal's Weaknesses

- Proposed Electrical Infrastructure: Other than substation locations, no information is provided about the proposed location of the electrical infrastructure on the property that will serve the facilities in each land bay, such as transmission lines. Without this information, staff is not fully able to analyze the projects' impacts on the surrounding community, to include but not limited to impacts on viewsheds, proposed open space, proposed tree preservation areas, buffering, and site layout. By not including proposed transmission line corridors on the MZP, and as proffered to provide maximum flexibility for the location of these utility lines, these transmission corridors may be located in areas identified to preserve forests and sensitive environmental resources and cultural resources, the perimeter buffers required by the DCSM, and the supplemental landscaping areas shown on the MZP.
- Installation of Utilities and Easements: As currently written, some of the proffers related to the installation of utilities and associated utility easements contain technical errors and non-descript verbiage that may make enforcement difficult (See Attachment H).

On balance, this application is found to be inconsistent with the relevant components of the Electrical Infrastructure Service Plan.

Transportation Plan Analysis

By providing a multimodal approach to traffic circulation, Prince William County promotes the safe and efficient movement of goods and people throughout the County and surrounding jurisdictions. The Transportation Plan sets out policies and action strategies that further the County's goal of creating and sustaining an environmentally friendly, multimodal transportation system that meets the demands for intra- and inter-county trips, is integrated with existing and planned development, and provides a network of safe, efficient, and accessible modes of travel. The Plan includes recommendations addressing safety, minimizing conflicts with environmental and cultural resources, maximizing cost effectiveness, increasing accessibility of all travel modes, minimizing projected trip demand, and providing sufficient network capacity. The County recognizes that it is not possible to address congestion through road investments alone and has reduced the acceptable standard to LOS E specifically in Small Area Plans, in Activity Centers, and on Arterials. Projects should include strategies that result in a level of service (LOS) of "E" or better on all roadway corridors and intersections, reduce traffic demand through transportation demand management strategies, dedicate planned rights-of-way, provide transit infrastructure, pedestrian and bicycle pathways, and improved and coordinated access to transit facilities.

Overview of Transportation Plan / Access / Traffic Impact Studies

The Compass Datacenters and Digital Gateway proposals are located along the Pageland Lane Corridor, north of Route 29 (Lee Highway), and south of Route 234 (Sudley Road). The vehicular study area for both proposals includes a total of 14 existing intersections and 12 future intersections. A traffic impact study was developed and conducted following the Virginia Department of Transportation (VDOT) Chapter 527 / 870 and Prince William County Transportation Impact Analysis guidelines (TIA). The analyses involved the evaluation of anticipated future roadway conditions with and without the proposed developments and includes recommended transportation improvements to offset the impacts of the increase in future traffic volumes and changes in traffic operations due to the developments. The TIS looked at several scenarios focusing on existing conditions, future conditions with and without the developments in 2030 and 2036. The TIS consisted of analyzing data center and ancillary uses of up to 11.552 million Square Feet (MSF) for the Compass Datacenters Development and 11.453 MSF for the Digital Gateway Development, totaling 23.005 MSF of total buildout area for both developments.

In order to offset the additional traffic volumes generated by the development, a number of transportation improvements presented in the study area must be provided by the Applicant to mitigate impacts. VDOT has completed their Chapter 527 / 870 review of the TIS/TIA and the acceptance of the study is pending based on several additional minor comments related to the TIS/TIA part of the fourth submission.

In addition to a TIS, the Applicant submitted an updated Technical Memorandum discussing the Traffic Impact Phasing Analysis on September 13, 2023. This memorandum analyzes the traffic impact of these developments over five analysis phases and proposes transportation mitigations to offset their impact. The submission of this Technical Memorandum occurred after the fourth submittal package. Staff has reviewed this memorandum and have no objection to the analysis

findings. Prior to final Board action, the Applicant should update the Proffers and Exhibits to reflect changes outlined in this memorandum to include the phasing and associated improvements.

The proposed improvements will be provided based on the gross floor area of data center development, regardless of where or which property the buildings are located. The phases include the following based on the MSF total area of data center and ancillary uses.

- Phase 0: Defined as prior to first occupancy.
- Phase 1: 4 MSF total area of data center and ancillary uses
- Phase 2: 8 MSF total area of data center and ancillary uses
- Phase 3: 16 MSF total area of data center and ancillary uses
- Phase 4: 20 MSF total area of data center and ancillary uses

More detailed information to include specific improvements proposed to offset the transportation impact of the background growth and approved developments by phase are shown below:

Phase 0 is defined as prior to the first occupancy and up to 4 MSF of data center uses.

Improvements for this phase include:

- Westbound right turn lane at Sudley Road and Gum Springs Road intersection.
- Additional southbound right turn lane and extension of eastbound left turn lane at Pageland Lane and Lee Highway intersection.

Phase 1 is defined as 4 MSF total area of data center and ancillary uses and is projected to generate a total of 514 trips during the AM peak hour, 434 trips during the PM peak hour and 3,960 weekday trips. Improvements for this phase include:

- Free-flow southbound right turn lane with receiving lane at Pageland Lane and Lee Highway intersection.
- Roundabout at Pageland Lane and Artemus Road intersection.

Phase 2 is defined as 8 MSF total area of data center and ancillary uses and is projected to generate a total of 1,034 trips during the AM peak hour, 874 trips during the PM peak hour and 7,920 weekday trips. Improvements for this phase include:

- Pageland Lane widened to 4 lanes from Lee Highway to Artemus Road.
- Eastbound right turn lane at Pageland Lane and Sudley Road intersection.
- Second eastbound left turn lane at Pageland Lane and Lee Highway intersection.
- Roundabout at Pageland Lane and first major site access north of Lee Highway.

Phase 3 is defined as 16 MSF total area of data center and ancillary uses and is projected to generate a total of 2,074 trips during the AM peak hour, 1,754 trips during the PM peak hour and 15,840 weekday trips. Improvements for this phase include:

- Pageland Lane widened to 4 lanes from Artemus Road to Sudley Road.
- Convert Sudley Road and Sanders Lane intersection to a Restricted Crossing U-Turn (RCUT) with a median crossing west of the intersection.
- Second westbound left turn lane and free-flow northbound right turn lane with a receiving lane at Sudley Road and Pageland intersection.
- Second eastbound left turn lane at Sudley Road and Gum Spring Road Intersection.
- Roundabouts at Sudley Road and Catharpin Road intersection, at Pageland Lane and

Thornton Drive, and at three other major site access points on Pageland Lane (five roundabouts total).

- Additional eastbound travel lane on Sudley Road from Pageland Lane to Kyle Wilson Way.

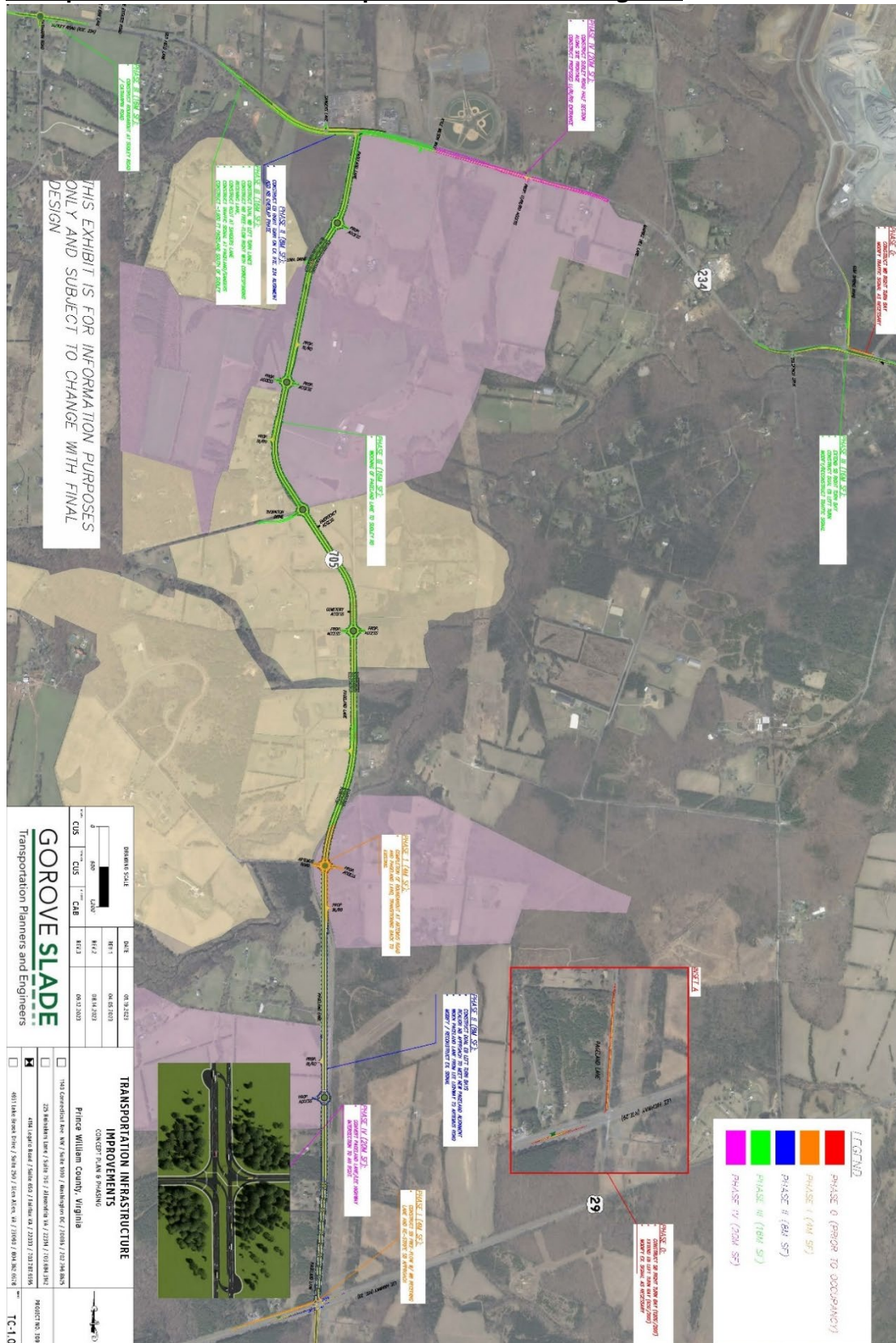
Phase 4 is defined as 20 MSF total area of data center and ancillary uses and is projected to generate 2,594 trips during the AM peak hour, 2,194 trips during the PM peak hour and 19,800 weekday trips. Improvements for this phase include:

- Restricted crossing U-turn (RCUT) intersection at Lee Highway and Pageland Lane intersection or other alternative intersection design as approved by the County and VDOT
- Additional eastbound travel lane along the remaining site frontage on Sudley Road east of Kyle Wilson Way.

With all the proposed mitigations, all intersections are anticipated to operate with acceptable approach levels of service (LOS E or better) in 2036 with the exception of the following intersections:

- Catharpin Road and Sudley Road northbound approach
 - After Phase 1 and Phase 2, the northbound approach delay is 5 seconds over LOS E.
 - Roundabout proposed in Phase 3.
- Sanders Lane and Sudley Road southbound approach
 - After Phase 1 and Phase 2, the southbound approach operates at LOS F
 - Mitigations proposed at Phase 3.
- Lee Highway and Groveton Road/Featherbed Lane
 - No mitigations are proposed at this intersection due to concerns expressed by the National Park Service about modifying the intersection that would require dedication of Park land.
- Lee Highway and Sudley Road
 - This intersection is included for information purposes and no improvements are proposed at this location.

Transportation Infrastructure Improvements and Phasing Plan



The following summary table provides the latest Virginia Department of Transportation (VDOT) annual average daily traffic counts and Prince William County Travel Demand model levels of service (LOS) information in the vicinity of the sites.

Roadway Name	Number of Lanes	2021 VDOT Annual Average Daily Traffic Count; Vehicles Per Day (VPD)	Travel Demand Model 2019 Daily LOS
Pageland Lane	2	5800	C
Sudley Road	2	9300	D
Lee Highway	4	18000	A

Proposal's Strengths

- Consistency with Digital Gateway CPA Mobility Policies** – The Applicant identified preliminary design details and phasing plans for roadway network improvements and includes portions to be constructed onsite and offsite the development properties. The Compass Datacenters and Digital Gateway proposals meet the following Mobility Policies of the CPA:
 - Pageland Lane will be designed and constructed as a 4-Lane Modified Arterial with shared use paths on both sides of the roadway.
 - Primary access to developments will be focused on Pageland Lane.
 - Access crossovers and spacing between major access points meet the 900 feet minimum spacing requirement to support a 45MPH speed limit.
 - Major intersections have been designated as roundabouts or innovative intersections.
 - New opportunities for pedestrian and equestrian connections to Manassas National Battlefield Park have been provided.
 - Buildings will include bike racks, to promote and encourage multimodal access.
- Dedication of Right-of-Way (ROW) Roadway Network Improvements** – The Applicant will in fee simple, at no cost to the County, provide sufficient right-of-way, along with ancillary temporary construction, grading and utility easements, as may be necessary to accommodate the onsite portion of the Roadway Network Improvements consistent with the roadway sections in the plan.
- Multimodal Connectivity** – The Applicant has proffered the shared use paths which will be constructed as part of the proffered widening of Pageland Lane. These improvements significantly enhance multimodal connectivity in the study area.
- Construction Traffic Provisions** – The Applicant has proffered to prepare a plan for the routing of construction trucks. Staff is requesting that the Applicant also include additional detailed information on the timing of construction of traffic as part of the overall plan.

Proposal's Weaknesses

- Additional County Comments from Fourth Submission – Staff has provided additional comments and concerns as part of the fourth submission that have not been addressed, focusing on the following:
 - Labeling of Roadway Network Improvements in the Proffers and Exhibits must be consistent.
 - An updated Digital Gateway Development and Compass Datacenters Development Traffic Impact Phasing Analysis Memo dated September 13, 2023 was submitted to supersede the Phasing Analysis Memo submitted as part of the fourth submission package. The Applicant should update the Proffers to match the revised number of phases to include accompanying improvements and addition of a new transportation improvements phase at 4 MSF total area of data center and ancillary uses.
 - The Applicant should add language or similar text that the funds held by Prince William County Department of Transportation or the Board that were previously or may in the future be proffered by other data center projects in the CPA Area for the Roadway Network Improvements can only be used with approval from the County.
 - The Applicant must be consistent in the description of phasing improvements as it relates to the mention of turn lanes. The text should include storage and taper lengths in the text where applicable.
 - With the proposed improvements as part of Phase 1 in the Phasing Analysis, the improvements listed under Study Intersection 7 (Pageland Lane at Route 29) related to the southbound right turn lane should be clarified in the text that the existing right-turn lane included as part of Phase 0 will be modified to a free-flow right turn lane as part of Phase 1.
 - Starting in Phase 2 as referenced in the Phasing Analysis, various approaches as part of study intersection 5 (Route 29 at Heathcote Blvd) begin to degrade to LOS F. The Applicant hasn't addressed these impacts and potentially mitigation.
- Additional VDOT Comments on Traffic Impact Analysis and Traffic Impact Phasing Analysis:
 - VDOT has several minor comments that will need to be addressed prior to the acceptance of the TIA:
 - Based on VDOT's Chapter 536 Requirements, the Applicant must include the Volume/Capacity (V/C) ratio for the west and east segment of Groveton Road in the analysis.
 - A trip generation combined table must be included in the final report as an appendix.
 - Page 44 of the Phasing Analysis mentions that Pageland Lane is shown in Figure 15, however, Figure 15 is not included in the report.
 - For Phase 0 and Phase 1 in the Phasing Analysis, the PM westbound left queue at intersection Study Intersection 3 (Sudley Road and Pageland Lane) exceeds the available storage. The Applicant has not addressed these impacts and potential mitigation.
 - Under the conclusion section of the Phasing Analysis, the Applicant should correct the reference to Study Intersection 16 (Sudley Road and Directional Crossover Site

- Access) that the improvements will consist of eastbound left/westbound right turn lanes instead of what is currently listed.
- Under Improvement Figure V.1.17 – Phase 3 of the Phasing Analysis, the Applicant must correct the reference that the signal will be constructed at the intersection of Sanders Lane and Sudley Road and not Pageland Lane at Sanders Lane.
 - Eminent Domain Clause – Under the proposed proffers, the request of the Applicant, the County can assist with acquiring right-of-way and/or easements for the Roadway Network Improvements. The Applicant proposes to provide a cash in lieu option if the County is unable to obtain the necessary right-of-way and/or easements. The Proffers currently state that development can continue once the cash-in-lieu option is provided. Staff does not agree with the language as currently stated in the proffers that development can continue. The Applicant should also add clarifying language that the cash in lieu contribution can only be utilized as an option if there is an active County Capital Improvement Program Project in vicinity of the Roadway Network Improvements area that can utilize the funds as part of the overall budget. The Applicant should include additional language in the Eminent Domain section of the Proffers that the County's ability to acquire the right-of-way and easements for offsite improvements excludes any land or property owned by the Federal Government or Commonwealth of Virginia.
 - Location of Development and Transportation Improvements – The proposal includes transportation roadway improvements that will occur generally from south to north. There are concerns about the timing of which sites will be developed and their proximity to the phased improvements.

On balance Based on the identified weaknesses related to the eminent domain proffers, this application is found to be inconsistent with the relevant components of the Transportation Plan.

Sustainability

While there is no Comprehensive Plan Chapter focused on sustainability, it has been identified as a focus area in the Prince William County 2021-2024 Strategic Plan. The Sustainability component of the PW Digital Gateway Study Area provides additional policies and action strategies that apply specifically to the Study Area. The Study Area provides an opportunity to encourage development which provides world-class sustainability initiatives which prioritize the environment, social, and fiscal impact of development. The CPA included several policies to ensure that there were initiatives aimed at environmental protection, reducing carbon emissions and energy conservation.

On September 28, 2023, the Prince William County Sustainability Commission passed a resolution regarding recommendations on critical information requirements to support decision making on energy-intensive commercial buildings. This resolution includes general recommendations for all such buildings, as well as specific recommendations related to the PW Digital Gateway rezoning applications. Their full resolution is included in Attachment I.

Sustainability Proffer 39 notes seventeen measures intended to promote sustainable design and energy efficiency. These measures include specific targeted benchmarks as well as general guidelines that are more difficult to quantify. Whereas the proffers do provide measures and techniques that promote sustainable design and energy efficiency, the Applicant is only committing to four out of seventeen of the identified measures, thus making it hard to understand how the proposal will measure up against reducing carbon emission and energy conservation. The most impactful strategy to reduce energy consumption and emissions of greenhouse gas would be if the Applicant were to commit to purchasing clean energy through Power Purchase Agreements or renewable energy certificates (CPA policy GGSU 1.4). While the Applicant does list this sustainability measure in the proffers as an option to choose from, it is not guaranteed to be selected for implementation. If the Applicant commits to implementing this sustainability measure, the annual emissions per metric tons of carbon dioxide (CO2) could be 0.

Proposal's Strengths

- Data Center Cooling: As proffered, the Applicant shall not use groundwater, surface water withdrawals, or surface water discharges for cooling purposes associated with data center uses.

Proposal's Weaknesses

- Sustainability Encouraged Proffer Revision: To address the Sustainability Policy, the Applicant is encouraged to revise the proffers to increase the minimum number of sustainability measures that will be used and, to provide more variety and cutting edge sustainability initiatives that are stated in both the CPA and Sustainability Commission's recommendations. Also, the Applicant is encouraged to consider revising the proffer to provide 100% LED lights for all interior and exterior lighting. Currently the proffer only commits to a minimum of 65% LED lighting.
- Provide Additional Clear and Objective Criteria: The Applicant is also encouraged to revise the proffer to provide additional clear and objective criteria. Staff does not support the Sustainability Officer being given authority to approve changes to the proffers based on their own subjective decision. If the Sustainability Officer or other County staff approve of changes, it should be based on clear, expressed, objective criteria.
- Green Globes Proffer- This proffer provides unclear reporting regarding whom is responsible for the review of this report.
- Unclear Impact on Greenhouse Gas Emissions- Given the uncertainty in sustainability proffer commitments, it makes it impossible to quantify what the CO2 impact will be, thus making it hard to know how this proposal will impact the County's goals in reaching the 2030 emission targets.

On balance this application is found to be inconsistent with the relevant components of the Sustainability Plan in the Digital Gateway CPA.

Strategic Plan

This section of the report is intended to address the project's alignment with the outcomes provided within the County's Strategic Plan. The [2021-2024 Strategic Plan](#) was developed through extensive community input, research of county policies and services and interviews with the Board to collect input on strategic priorities for the County over the next 4 years. The Plan envisions Prince William County as a diverse community striving to be healthy, safe, and caring with a thriving economy and a protected natural environment. In an effort to implement this vision, the Strategic Plan Team developed seven strategic focus areas to guide Board actions: "Health, Wellbeing & Human Services," "Safe and Secure Community," "Resilient Economy," "Quality Education & Workforce Development," "Environmental Conservation," "Sustainable Growth," and "Transportation and Mobility." It is important to note that no single area is viewed as more critical than another. Rather, each are interrelated and have direct impact on each other. Collectively, these goal areas impact the quality of life in all facets of the community issues raised during the review of the proposal, which are not directly related to the policies, goals, or action strategies of the Comprehensive Plan, but which are materially relevant to the County's responsibilities in considering land use issues. The aspects of the proposal relative to the Strategic Plan are as follows:

- **Resilient Economy:** The proposed rezoning is favorably aligned with the County's Resilient Economy objective to continue efforts to preserve and expand the commercial tax revenue base. The rezoning will result in an increased assessed tax value and commercial tax base.
- **Targeted Industry:** The proposed use positively aligns with the strategic goal to create and support programs, policies and strategies that encourage profit-generating business expansion, new business development and redevelopment that enhances or complements targeted industries.
- **Sustainable Growth:** The Strategic Plan promotes the promotion of clean and renewable energy consumption as well as the focus on recycling and reuse of materials. The Applicant has proffered that the office portion of the data center building will be generally equivalent to/with the sustainability standards of the Green Globes program, and the Applicant has proffered to 4 sustainability measures selected from a list of 17 measures which include recycling construction material waste, as well as using renewable energy. These proffered standards seem low and do not ensure the implementation of a variety and cutting edge sustainability initiatives to ensure this development is a steward of world-class innovation. For an analysis of the proposal and its consistency with the Sustainability component of the CPA, see the Sustainability section of this staff report.
- **Create a positive brand image of Prince William County:** The planning of data centers adjacent to significant elements of the County's, the State of Virginia, and our nation's history does not align with Objective RE-3 in the County's 2021-2024 Strategic Plan – create a positive brand image of Prince William County that reflects the diversity of the Community including its history, places, and people.

- Preserve the Cultural History of the County: Planning of data centers adjacent to significant elements of the County's, the State of Virginia, and our nation's history does not align with Objective SG-4 in the County's 2021-2024 Strategic Plan – Prioritize the continued preservation of historic buildings, cemeteries, sites, communities, and districts to preserve the cultural history of the County.
- Environmental Conservation: The Strategic Plan recommends promoting reforestation and meadow development with native plants on county land and on private land. The proposed rezoning, as proffered by the Applicant, does not favorably align with the County's Environmental Conservation objective to encourage the preservation and expansion of protected tree cover for carbon uptake and for general human welfare through preservation of existing tree cover and vegetation, as well as through reforestation, as there is too much flexibility in the proffers to ensure compliance. For an analysis of the proposal and its consistency with the Environmental Section of the Comprehensive Plan and the Green Infrastructure component of the CPA, see the Environmental Plan Analysis section of this staff report.
- Transportation & Mobility: The proposed rezoning is favorably aligned with the County's Transportation & Mobility objective to improve multi-modal options by increasing pedestrian connectivity and providing multi-use trails. In addition, the proposed rezoning is also favorably aligned with the action strategy that prioritizes critical infrastructure projects that expand roadway capacity through the construction of new roadways or widenings and new interchanges that support both local and regional mobility and sustainable growth. The Applicant is pursuing all necessary roadway vacations and relocation of existing roadways as needed to facilitate the development of the property; however, under the proposed proffers, at the request of the Applicant, the County can assist with acquiring right-of-way and or/easements for the Roadway Network Improvements through the use of eminent domain. The Applicant proposes to provide a cash in lieu option if the County is unable to obtain the necessary right-of-way and/or easements. The Proffers currently state that development can continue once the cash-in-lieu option is provided. Staff does not agree with the language as currently stated in the proffers that development can continue. For an analysis of the proposal and its consistency with the Mobility Plan of the Comprehensive Plan and the Mobility component of the CPA, see the Transportation Plan Analysis section of this staff report.

Materially Relevant

This section of the report is intended to identify issues raised during the review of the proposal, which are not directly related to the policies, goals, or action strategies of the Comprehensive Plan, but which are materially relevant to the County's responsibilities in considering land use issues. The materially relevant issues in this case are as follows:

1. The Virginia Department of Health (VDH) specified that the Applicant shall apply for well abandonment permits early in the process. Well abandonment completion paperwork, along with septic abandonment paperwork, must be completed prior to VDH issuing a demolition

approval letter for an associated home when application. The Applicant is encouraged to include the VDH letter with any demolition applications to Prince William County to help speed up the review process.

Modifications / Waivers

Pursuant to Sections 32-404.05 and Section 32-700.04 of the Zoning Ordinance, the following modifications and waivers have been requested and are included in the proffers:

1. **Waiver of Section 32-250.31 of the Zoning Ordinance** related to buffer areas required.

Staff Recommendation: Waiving buffers between Land Bays on the Property to allow what is shown on the MZP is appropriate. Notably, DCSM Section 802.11.A and Table 8-1, Minimum Buffer Area Required, do not require internal buffers between similar uses. Staff has no objection to the approval of this waiver request.

2. **Waiver of Section 32-404.04.5 of the Zoning Ordinance**, which requires a perimeter Type C buffer between Land Bays, along public right-of-way and adjacent to properties zoned PBD to allow for buffers as shown on the MZP.

Staff Recommendation: Staff has no objection to the approval of this waiver request. Notably, DCSM Section 802.11.A and Table 8-1, Minimum Buffer Area Required, do not require internal buffers between similar uses. Waiving buffers between Land Bays on the Property to allow what is shown on the MZP is appropriate.

3. **Waiver of Section 32-201.18 of the Zoning Ordinance**, which requires a 15-foot-wide perimeter landscape area around substations (considered a public facility). For instances where a side(s) of a substation is interior to the Property and is screened and not visible from public rights-of-way, parks, and residential areas or adjacent properties that are designated and rezoned for development of data center and/or data center supporting uses compatible with the Development.

Staff Recommendation: Staff has no objection to the approval of this waiver request.

4. **A modification to the uses permitted by right pursuant to Section 32-404.05.1 of the Zoning Ordinance** by modifying Section 32-402.23(3) to permit data centers, public facilities, outdoor cultural arts center and parking (per Proffer 3) by-right.

Staff Comment: This waiver seeks to permit data centers and supporting facilities by proffer rather than by special use permit and public facility review. This is specifically permitted by Section 32-404.05 of the Zoning Ordinance. This waiver precludes the need for additional applications that would duplicate the submission, analysis, and public hearings that will occur as part of this rezoning. Typically, this waiver would reduce staff time and eliminate the need for multiple public hearings before the Planning Commission and Board of County Supervisors. In addition, it permits the public, the Planning

Commission, and the Board of County Supervisors the ability to review the uses on the property in a more integrated and holistic fashion while permitting the same level of scrutiny, analysis and public input, as would occur with multiple special use permit applications that are in addition to the rezoning application.

Staff Recommendation: Staff does not support the approval of this waiver because the detail that would otherwise be provided via the special use permit has not been included as part of the rezoning, notably the lack of building footprints, site layouts, and proffered elevations. Additionally, the proffers provide uncertainty in the proposed buffers and supplemental landscaping, and include the ability for the Planning Director and the Applicant to make substantial changes after the BOCS approval. Staff could support this waiver provided the same level of detail and a commitment to these details is submitted with the rezoning as would be with a SUP application.

Additionally, as mentioned in Attachment H, the modification request is not formatted correctly. The Applicant should state the standard being modified or waived. Section 32-402.23(3) is not the provision that regulates public facilities or outdoor cultural arts centers. Rather, Cultural Arts Center is a by-right use. The Zoning ordinance does not specify indoor or outdoor related to that use.

Proffer Issues / Deficiencies

As currently written, many of the proffers contain technical errors and non-descript verbiage, that makes enforcement of many of the proffers difficult. Additionally, some of the proffers contain larger policy issues that staff is unable to support. See the various attachments in the staff report, which provide guidance on the various proffer issues/deficiencies identified:

- Attachment F - Historic Commission Resolution
- Attachment G - Review Agency Comments on 4th Submission
- Attachment H – Proffer Issues/Deficiencies

Agency Comments

The following agencies have reviewed the proposal and their comments have been summarized in relevant comprehensive plan chapters of this report. Individual comments are in the case file:

- Building Official
- Cemetery Preservation Coordinator
- Community Development Manager
- Conway Robinson State Park
- County Archaeologist
- County Attorney
- Crime Prevention Police
- Dominion Energy
- Economic Development
- Fire Marshal's Office
- Historical Commission
- Land Development Case Manager
- Long Range Planning
- Manassas National Battlefield Park
- NOVEC
- Parks and Recreation
- Planning Case Planner
- Planning GIS Specialist
- Service Authority
- Sustainability Officer
- Transportation Department
- US Fish & Wildlife
- VA Environmental Quality (DEQ)
- VDOT Fairfax
- Virginia State Health
- Watershed Management

QTS – PW DIGITAL GATEWAY NORTH PROFFER STATEMENT

RE: REZ2022-00032, Digital Gateway North

“Owners”: Abulhusn Ajaj, Trustee; Pageland Limited Liability Company; Beverly Davis; Mary E. Lawson; Frank E. Surface; Sandra H. Surface; David Mitchell, Trustee; Kimberly Mitchell, Trustee; Phillip Harrover, Trustee; Nancy Harrover, Trustee; William A. Becker and Beverly Story Becker as Trustees of the William Alan Becker Revocable Trust dated May 1, 2006; Faye M. Howard, Trustee of the Faye M. Howard Trust Agreement May 31st, 2017; John N. Seeley, Trustee under that certain John N. Seeley Revocable Trust Agreement dated June 18, 2001; Melanie Williams; Garland Williams; Syed Ali

“Applicant”: GW Acquisitions Co., LLC and GW Acquisition I, LLC

“Property”: GPIN Nos. 7499-51-0789, 7499-50-2914, 7499-62-5386, 7499-82-1020, 7499-70-3896, 7499-81-6203, 7499-83-9783, 7499-83-4804, 7499-92-7290, 7499-73-5646, 7499-84-0870, 7499-72-1255, 7499-94-6530, 7499-84-7796, 7499-85-6806, 7599-04-3214, 7599-14-2313, 7599-13-0663

“Rezoning”: Gainesville Magisterial District
±534 acres
A-1, Agricultural to PBD, Planned Business District

Date: August 25, 2023

The undersigned hereby proffers that the use and development of the Property shall be in substantial conformance with the following conditions and which shall supersede all other proffers and conditions made prior hereto with respect to the Property. In the event the referenced rezoning is not granted as applied for by the Applicant, these proffers shall be withdrawn and shall be null and void.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. Any improvements proffered herein shall be provided at the time of development of the portion of the site served by the improvement, unless otherwise specified. The term “Applicant”, as referenced herein, shall include within its meaning all current and future fee owners, successors in interest and assigns of the Property

References in this Proffer Statement to plans and exhibits as binding on the Applicant are limited to the following as described in these Proffers, with all other plans and exhibits provided for illustrative purposes only:

1. Master Zoning Plan (the “MZP”) prepared by IMEG Corp., entitled “Digital Gateway North”, dated February 28, 2022 last revised August 25, 2023, consisting of the following sheets:
 - i. Cover Sheet
 - ii. Master Zoning Plan (Sheets 02, 03, 04)
 - iii. Green Infrastructure Plan (Sheets 05, 06, 07)
 - iv. Infrastructure Plan (Sheet 08)
2. Exhibit A: Transportation Infrastructure Improvements Concept Plan & Phasing, prepared by Gorove/Slade dated January 19, 2023 and revised through August 14, 2023
3. Exhibit B: “Prince William Digital Gateway Master Corridor Plan, prepared by LandDesign, dated January 2023 and revised August 2023 (the “MCP”)
4. Exhibit C: Building Section 2 Story and 3 Story Concept and Rooftop Plan Views
5. Exhibit D: Substation screening, depictions and examples.

USES AND SITE DEVELOPMENT

1. Master Zoning Plan: The Property shall be developed in substantial conformance with the MZP Sheets 02 through 07, subject to minor modifications permitted by the Prince William County Zoning Ordinance (the “Zoning Ordinance”) and as further described in this Proffer Statement.
2. Prohibited Uses: Except as set forth hereafter, the uses identified in Section 32-404.03(2) and Section 32-280.41(1) of the Zoning Ordinance shall be prohibited. The following uses as identified in Section 32-402.21, Section 32-402.22 and Section 32-402.23 of the Zoning Ordinance shall also be prohibited:
 - a. Alarm systems operations, office.

- b. Business school.
- c. College, university or seminary.
- d. Computer and network services.
- e. Hospital.
- f. Hotel, motel, or short-term lodging.
- g. Institute for special education and training.
- h. Medical care facility, specialized.
- i. Medical or dental laboratory.
- j. Medical or dental office and clinic.
- k. Neighborhood retail and fulfillment center, up to 30,000 square feet in gross floor area.
- l. Private school (no boarding).
- m. Religious institution with related facilities (excluding cemeteries).
- n. Recycling collection points, subject to the standards in section 32-250.84.
- o. Research and development (non-HAZMAT).
- p. Trade or convention center.
- q. Trade, technical or vocational school.
- r. Adult day care facility.
- s. Art gallery (private).
- t. Barber shop, beautician studio, or tanning salon.
- u. Commercial artist or photographer's studio.
- v. Fraternity, sorority, secondary to college, university or seminary (on campus only).
- w. Helistop.
- x. Hotel.
- y. Live entertainment in accordance with the provisions of section 32-400.15.
- z. Office equipment sales, lease and service.
- aa. Optical and eye care facility.
- bb. Retail store.
- cc. School of special instruction.
- dd. Travel Agency.
- ee. Bus station, commercial.
- ff. Continuing care retirement community.
- gg. Heliport, secondary only.
- hh. Helipad.

- ii. Solar energy facility.
 - jj. Taxi or limousine dispatching.
 - kk. Veterinary hospital.
3. Use Parameters: Pursuant to Section 32-404.05 of the Zoning Ordinance, the Applicant's use of the Property is limited to the following, provided that use and occupancy of any existing agricultural activities, dwelling units and structures located on the Property may continue until the same is removed or replaced in accordance with these Proffers. Ancillary, secondary uses shall be limited to those listed as 3.c. through 3.h below and shall be limited to a maximum of ten percent (10%) of the total gross floor area for each building which includes such uses. below Pursuant to § 32-201.12(a)(2) of the Zoning Ordinance, the MZP constitutes a Plan of Development within the meaning of Va. Code Ann. § 15.2-2232 and § 15.2-2286(a)(8), the public facilities identified on the MZP are deemed approved and not subject to separate public facilities review and determination or Special Use Permit. Should the location and/or extent of a public facility changes, or a new public facility added, and such facility is determined not to be in substantial conformance with the MZP and these Proffers, then the change and/or addition shall be permitted upon approval of a separate Public Facility Review without a requirement to amend the MZP or these Proffers.
- a. Data centers;
 - b. Public facilities including, but not limited to, streets, parks and electric substations;
 - c. Office, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development;
 - d. Cafeteria/lunchroom/snack bar/automat, restaurants, and restaurants (carry-out), provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development;
 - e. Recreation facility commercial (indoor), and recreation facility for employees provided that such facilities are for the use of employees and/or contractors and

visitors of employees and/or contractors to the buildings comprising the Development.

- f. Childcare facility and any associated outdoor play area, provided that such facilities are for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development;
 - g. Event Center/Meeting Hall, provided that such facilities are primarily for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development; and
 - h. Recording Studio, provided that such facilities are primarily for the use of employees and/or contractors and visitors of employees and/or contractors to the buildings comprising the Development (as defined below) (collectively, the “Approved Uses”).
4. Land Bays. For all purposes associated with its development and use, the Property shall be divided into four (4) Land Bays (each a “Land Bay”) as shown on Sheets 02, 03, 04, 05, 06 and 07 of the MZP. The Applicant may adjust the boundaries and acreage of one or more Land Bays, as part of final site plan approval, by up to 10% of the land area of each such Land Bay.
5. Floor Area Ratio: The Applicant shall develop the Property with data centers, parking, and other uses and structures as set forth in these Proffers (collectively, the “Development”), at no greater than an overall 0.30 floor area ratio (“FAR”). For purposes of these Proffers, FAR is defined as the ratio of gross square footage of the area of buildings to be constructed on the Property to the gross square footage of land area of the Property, prior to the dedication or conveyance of any public right-of-way or land for public facilities and public parks.
- a. Tabulation. As part of each final site plan submitted for the Property, the Applicant shall provide a tabulation indicating the development status of the Property to include a listing of all building(s) constructed to date and their associated gross floor area (“GFA”) and relationship to the overall maximum permitted FAR. The

tabulation also shall identify the reassignment of any GFA between or among Land Bays on the Property (as defined below) and will be updated with each subsequent final site plan approved for the Property.

6. Interim Development. Pursuant to Section 32-404.05.1 of the Zoning Ordinance, the Applicant may develop by-right any portion of the Property with parking lots and/or staging areas necessary for site construction, with approval of a final site plan.

7. Height:

- a. For purposes of this Proffer, the term “Building Height” shall include the building rooftop and parapets and/or screening walls that screen rooftop mechanical equipment. Buildings shall be limited to up to three stories. Illustrative examples of two- and three-story building sections are depicted in Exhibit C attached to these proffers. The maximum building height shall be permitted and limited as follows:
 - i. Buildings in Land Bay A shall not exceed eighty-three feet (83’) in height measured from finished slab, nor shall buildings exceed four hundred and four feet (404’) above mean sea level. The lesser of the two measurements shall dictate the maximum Building Height.
 - ii. Buildings in Land Bay B shall not exceed eighty-three feet (83’) in height measured from finished slab, nor shall buildings exceed three hundred and eighty-nine feet (389’) above mean sea level. The lesser of the two measurements shall dictate the maximum Building Height.
 - iii. Buildings in Land Bay C shall not exceed eighty-three feet (83’) in height measured from finished slab, nor shall buildings exceed three hundred and ninety-seven feet (397’) above mean sea level. The lesser of the two measurements shall dictate the maximum Building Height.
 - iv. Buildings in Land Bay D shall not exceed a maximum height of eighty-three feet (83’) measured from finished slab, nor shall buildings exceed three

hundred and seventy-nine feet (379') above mean sea level. The lesser of the two measurements shall dictate the maximum Building Height.

- b. Each building may include one elevator penthouse which (i) may be up to, but no more than, ten (10) feet above the Building Height up to 93 feet and (ii) may not consist of more than two (2) percent of the total square footage of the entire building roof area shown in Exhibit C.
 - c. Prior to requesting a building permit release letter from Development Services, the Applicant shall submit building elevations to ensure compliance with this Proffer.
- 8. Federal Aviation Administration. The Applicant shall obtain approval from the FAA prior to final site plan approval for buildings whose height is subject to approval by the Federal Aviation Administration (the "FAA"). The Applicant shall provide documentation to Development Services demonstrating receipt of such FAA approvals concurrently with the submission of each applicable building permit application
- 9. Construction Impact Management. The Applicant shall undertake actions to address anticipated impacts of construction, which shall include the following:
 - a. Pre-Construction Information Distribution. Prior to the commencement of construction, the Applicant shall distribute written information to the homeowner's associations or boards of Heritage Hunt and Catharpin Valley Estates, a representative from the Virginia Department of Forestry on behalf of Conway Robinson State Forest and the Manassas National Battlefield Park ("MNBP") Superintendent regarding planned construction activities for the Development. The information shall include: (a) the anticipated phasing of construction, (b) a preliminary schedule for each phase of construction, (c) a preliminary plan for the routing of construction vehicles, and (d) planned measures to minimize off-site dirt and debris in accordance with applicable law. In addition, the Applicant shall provide the name, email address, and telephone number of a contact person responsible for managing construction activities on the Property to the Planning Director and the Gainesville District Supervisor's Office prior to the commencement of construction on each building(s).

- b. Construction Hours. Outdoor construction activities, including deliveries, on the Property shall occur only between the hours of 7:00 am to 9:00 pm Monday through Friday and 9:00 am to 9:00 pm on Saturday. The Applicant shall inform all contractors and subcontractors of the permitted hours of construction and reduce the use of outdoor construction site lighting outside of the designated construction activity hours. The Applicant shall post signs identifying such construction hours at all construction entrances on the Property.
- c. Construction Truck Routing. The Applicant shall prepare a plan for the routing of construction trucks, in accordance with applicable law. The Applicant shall provide such plan to the Virginia Department of Transportation (“VDOT”), Prince William County Department of Transportation (“PWCDOT”), the homeowner’s associations or boards of Heritage Hunt and Catharpin Valley Estates, a representative from the Virginia Department of Forestry on behalf of Conway Robinson State Forest Park and the Manassas National Battlefield Park Superintendent prior to the commencement of construction. The Applicant shall inform all contractors and subcontractors of the plan for the routing of construction trucks and shall post signs identifying such construction truck routes at all construction entrances on the Property.

CULTURAL RESOURCES

10. Phase I, Phase II, Mitigation Plan, Phase III.

- a. Phase I. The Applicant has completed and submitted a Phase I Archeological Survey and Phase I Historic Architecture Survey of the Property to evaluate/update previous investigations of the Property (the “Phase I Study”). Based on the results of that evaluation, the Applicant agrees to retain the services of a third-party historical or cultural resources firm and conduct one or more Phase II investigations of the Property as recommended by the Phase I Study (the “Phase II Study”).
- b. Phase II. In the event the findings of the Phase I survey indicate that a Phase II Archeological Evaluation (the “Phase II Study”) is warranted, the Applicant shall conduct such Phase II Study on identified sites and resources. The Applicant shall

submit the results of the Phase II Study with the first submission of the final site plan for the first building in each Land Bay for which such a study is required. A qualified professional shall be hired by the Applicant to conduct all Phase II excavations. All Phase II scopes of work shall be approved by the Planning Director or designee. Three (3) copies of the draft Phase II Study documenting the results and recommendations of the archaeological evaluation shall be submitted to the Planning Office for review, comment and approval concurrent with any relevant, impacted site plan. The qualified professional, the archaeological testing and the reports shall meet the standards set forth in the current version of the *Virginia Department of Historic Resources (VDHR) Guidelines for Conducting Cultural Resource Survey in Virginia*. Final Phase II reports shall be submitted in quantities, formats and media as requested by the County Archaeologist.

- i) In addition to the Phase I survey recommendations, the Applicant shall conduct Phase II Studies of Sites 44PW2127, 44PW2128, 44PW2130, 44PW2131 and 44PW2132 as documented in the *Phase I Archaeological Survey, QTS Manassas Digital Gateway, Prince William County, Virginia Project No. 0630223 dated April 10, 2023*. Additionally, the Applicant shall conduct a Phase II Study of Site 076-5190 as documented in the *Phase I Historic Architecture Survey, QTS Manassas Digital Gateway, Prince William County, Virginia Project No. 0630223 dated April 14, 2023*. The Applicant shall submit the results of these Phase II Studies with the first submission of the final site plan of the affected Land Bay or portion thereof. A qualified professional shall be hired by the Applicant to conduct all excavations. The Phase II scope of work shall be approved by the Planning Director or designee. Three (3) copies of the draft Phase II Study documenting the results and recommendations of the archaeological evaluation shall be submitted to the Planning Office for review, comment and approval concurrent with any relevant, impacted site plan. The qualified professional, the archaeological testing and the reports shall meet the standards set forth in the current version of the *Virginia Department of Historic Resources (VDHR) Guidelines for Conducting Cultural Resource Survey in Virginia*. Final Phase II

reports shall be submitted in quantities, formats and media as requested by the County Archaeologist.

- c. Mitigation Plan. In the event the Phase II Study finds an archaeology site to be significant and such site shall be disturbed by construction, the Applicant shall initiate mitigation of the archaeology site through Section 106 of the *National Historic Preservation Act* (NHPA), with the County as a consulting party; or, if Section 106 review is not required, the Applicant shall prepare a mitigation plan for approval by the Planning Director or designee, and such approval shall be based on the mitigation plan meeting the standards set forth in the current version of the *Virginia Department of Historic Resources (VDHR) Guidelines for Conducting Cultural Resource Survey in Virginia* and the *Advisory Council on Historic Preservation's (ACHP) Recommended Approach for Consultation on Recovery of Significant Information from Archeological Sites* (<http://www.achp.gov/archguide.html#supp>). If a County mitigation plan is required, its stipulations shall be completed prior to final site plan approval for each Land Bay where the mitigation plan is applicable. Final mitigation reports shall be submitted in quantities, formats, and media as requested by the County Archaeologist after the report(s) have been approved by the County.
 - d. Phase III. In the event the findings of the Phase II survey indicate that a Phase III Archeological Evaluation (the "Phase III Study") is warranted, the Applicant shall conduct such Phase III Study on identified sites and resources. The Applicant shall either pursue preservation in place and/or conduct a Phase III data recovery excavation and thereafter process any artifacts recovered from the Property, including completing interpretations and additional analyses of such artifacts (the "Phase III Recovery"). Data recovery must be carried out by a qualified archeologist and as approved by the Planning Director or designee.
11. Curation. The Applicant shall curate with the County all artifacts, field records, laboratory records, photographic records, and other records recovered and produced as a result of the investigations and excavations undertaken in connection with the Phase I Study, the Phase II Study and, as applicable, the Mitigation Plan, or any Phase III Recovery. Any artifacts, field records, laboratory records, photographic records, and other record generated from the investigations and/or excavations that the County

requests to receive from the Applicant shall be turned over to the County within three (3) months following completion of the final report or prior to the commencement of ground disturbance for the specific area or site, whichever is first in time. All artifacts and records submitted for curation shall meet current professional standards and The Secretary of the Interior's Standards and Guidelines for Archeology and Historic Preservation. The Applicant shall pay to the County a curation fee identical to VDHR's curation fee at the time of delivery to the County. Ownership of all records submitted for curation shall be transferred to the County with a letter of gift. If curation as described in this Proffer is necessary, the Applicant shall complete such curation prior to final site plan approval on any Land Bay(s) where curation is undertaken. Compliance shall be demonstrated by a written confirmation from the County Archaeologist prior to site plan approval for a given Land Bay or section of a Land Bay.

12. Temporary Protection of Archaeology Sites and Cemeteries. The Applicant shall erect a protective fence that is either a tree-save fence, six-foot tall temporary chain link fence, or other fence of a similar quality around archaeology sites that shall be preserved, archaeology sites that require additional work as outlined in Proffer 10, and all cemeteries. Such temporary fencing shall remain in place until ground disturbance activities contiguous to such resources have concluded. Temporary fencing shall be shown on the final site plan submission for each Land Bay where it is applicable. Conclusion of the contiguous ground disturbing activities shall be confirmed through the Applicant's (or its consulting engineers) letter to the County Archaeologist prior to protective fence removal.
13. County Archaeology Research. For any archaeology site selected to be preserved by the Applicant, the Applicant shall permit the County to conduct archaeological research, at the County's own expense, on those preserved sites. All such excavations and research shall not be performed until after final site plan approval and shall be coordinated with the Applicant so as not to affect the Applicant's business needs and implementation timeline, which shall include, but may not be limited to, the processing of site construction permits, the site work schedule, Pageland Lane improvements schedule, and security needs. The results of the research will be shared with the Applicant prior to releasing the information to the public.
14. On-Site Archeological Monitoring During Grading Activities. During initial construction

rough grading and excavation activities, the Applicant shall provide an on-site archeologist, reasonably acceptable to the Director of Planning, who will inspect areas of high and moderate potential for underground cultural resources to be found, as the topsoil is removed to identify any historically significant structures or graves (“features”) that might be uncovered. The County Archeologist or his/her designee shall be offered the opportunity to accompany the aforesaid on-site archeologist.

15. Civil War Cemetery Study. Prior to site plan approval, the Applicant shall provide a study, conducted by a qualified specialist utilizing ground penetrating radar technology or mechanical scraping, of an area 50 feet in width measured from the proposed limits of clearing and grading around any known Civil War cemetery on the Property, for the purpose of determining whether there are Civil War soldiers gravesites within the said area. The results of said study shall be provided to the Prince William County Planning Department.
16. Unanticipated Discovery of Cultural Resources or Human Remains. Prior to the issuance of final site construction permits, the Applicant shall submit an approved Unanticipated Discovery Plan (“UDP”) prepared by a third-party historical or cultural resources firm. The UDP shall include the procedures and protocols that will be used by the Applicant’s employees, contractors, and subcontractors if there is an unanticipated discovery of archaeological material or human graves/remains during construction. The UDP shall be sent to the County Archeologist, County Cemetery Preservation Coordinator, and the Virginia Department of Historic Resources (“VDHR”) for review and approval no later than at the time of first final site plan submission for the Property.
17. Reinterment of Human Remains. If the Applicant discovers human remains during any land disturbance activities, the Applicant shall follow the procedures and protocols contained in the UDP and comply with all applicable federal and state laws regarding the protection, evaluation, removal and reinterment of human remains. In addition, a specific disinterment and reburial plan shall be prepared by a third-party historical or cultural resources firm based on the circumstances of the particular location and condition of any human burial(s) that are discovered. The disinterment and reburial plan shall be submitted to the County Archeologist, County Cemetery Preservation Coordinator, and VDHR for review and comment prior to the continuation of land disturbance in the affected location. If the reinterment of human remains is recommended on the Property, such reinterment

shall occur in a location that is mutually deemed appropriate by the Applicant, the County Archeologist and VDHR. If consented to by the American Battlefield Trust, any land owned by the American Battlefield Trust and contiguous to MNBP shall be included as one of the locations considered for reinterment.

18. Preservation of Cemeteries. Prior to final site plan approval for grading or development in the vicinity of each of the known cemeteries identified on the MZP and located on the Property, the Applicant must delineate the boundaries of and thereafter preserve each cemetery in accordance with the standards of Section 32-250.110 of the Zoning Ordinance (Preservation of Existing Cemeteries). The perimeter of each cemetery must be clearly marked with protective fencing in accordance with Sections 32-250.110 of the Zoning Ordinance. In additions, the the Applicant shall:

- a. Grant an access easement for family members and descendants of deceased persons buried at each such cemetery (consistent with governing Commonwealth of Virginia State guidelines). Such easement shall be shown on a plat and associated deed, and site plan as part of the relevant site plan approval for the land containing such cemetery.
- b. Erect a permanent sign providing the name of the cemetery
- c. Provide a 50' preservation area around the three delineated cemeteries (Settle and Davis), with the first 25' to be an undisturbed area and the next 25' to consist either of a modified Type B buffer (with the same plant unit count as a 30' buffer), or use the meaningful, significant, healthy existing vegetation. Buffering of the second 25' will need to be approved by the Virginia Department of Historic Resources ("VDHR"), or the Applicant shall implement a 50' undisturbed area, as typically required by VDHR. Furthermore, if buffering within the second 25' is permitted by VDHR, the buffering should be as follows:
 - i. Settle Cemetery
 - First 25' – Undisturbed
 - Second 25' – A modified Type B buffer (with the same plant unit count as a 30' buffer)
 - ii. Davis Cemetery
 - First 25' – Undisturbed
 - Second 25' - Retain the meaningful, significant, healthy vegetation within the 50' perimeter. The Applicant shall work with and meet the County Archaeologist or his/her designee in the field

and walk the area to identify and propose to retain as much of the healthy vegetation as possible. Where there are cleared areas within the second 25', if VDHR allows, the Applicant shall commit to a modified Type B buffer (with the same plant unit count as a 30' buffer).

COMMUNITY DESIGN

19. Architecture and Building Materials. The quality and character of the architectural design for the Development shall be in substantial conformance with the building elevations shown on Page 37 of the MCP. Exterior building materials for the Development shall include, but is not limited to, a minimum of three of the following materials: brick, masonry/stone, aluminum, steel, glass, precast concrete, metal paneling, cementitious paneling, composite insulated panels, vinyl windows, and/or aluminum windows, provided that final architectural details, roofs, and accents may include other materials as approved by the Planning Director, as permitted in Section 32-700.30 of the Zoning Ordinance. Compliance with this Proffer shall be evidenced with the submission of building elevations for review and approval to the Planning Director at least two (2) weeks prior to the issuance of a building permit release letter.

a. Principal Building Facades Visible from Public Right of Way.

- i. Building Façade Materials. The principal building facades of any data center building(s) (which does not include facades of structures or enclosures for an electric substation) constructed on the Property that are visible from public road right-of-way shall avoid the use of undifferentiated surfaces by including at least three (3) of the following design elements: precast or tilt-wall concrete panels with reveals and an accent color scheme, architectural concrete masonry units (e.g., simulated stone, split face, ground face), EIFS (exterior insulation and finishing system) and/or metal panels of architectural grade and quality.
- ii. Building Façade Design. Principal building facades as defined in this proffer shall include at least three of the following design elements:
 1. Variations in building height in accordance with Proffer 7;
 2. Building step-backs or recesses;

3. Fenestration;
4. Change in building material, pattern, texture and/or color; or
5. Use of accent materials.

- b. Security booths/accessory structures. The architectural design of any security booth(s) or other accessory structure(s) on the Property shall be coordinated with the design utilized for the principal building(s) they serve.
 - c. Non-Reflective and Earth Tone Façade Colors. For all building facades, the Applicant shall provide non-reflective and earth tone façade colors, including, but not limited to, earth tone grey, brown, or green. The Applicant has separately submitted proposed, appropriate color palettes satisfying this requirement to Prince William County, chosen from a color palette that is mutually deemed appropriate by the Applicant and the Planning Director or designee. The building elevations as shown on Pages 36 and 37 of the MCP depict facades in Munsell Gley 2.6 and 2.7 as previously approved by the Planning Director. The Planning Director may approve other colors for buildings to which this proffer applies, provided the Applicant demonstrates they shall facilitate the ability for the building facade to blend into the tree line or the façade shall be screened by other buildings. The Applicant shall limit any branded and trademarked company identity banners/signage that is part of the façade and façade accent colors to a maximum of 30 percent of each applicable front façade and a maximum of 15 percent of each applicable side façade. The building facades shall be submitted to Development Services at least two weeks prior to the issuance of a building permit release letter.
20. Building Footprints. The Applicant shall design the layout of buildings in each Land Bay in general conformance with the illustrative QTS Land Bays shown on pages 40 through 45 of the MCP with respect to (i) the general orientation of the building(s) located in the “Development Area” for each Land Bay as shown on the MZP; (ii) the general locations of points of access to each Land Bay and accompanying pedestrian and vehicular circulation to and from the “Development Area” for each Land Bay; and (iii) the extent of the LOD within each Land Bay as more particularly set forth in these Proffers. The Applicant reserves the right to adjust the number of buildings and dimensions of each building from those represented by the illustrative concepts, provided that such changes are otherwise in general conformance with the MZP and these Proffers.

21. Rooftop Mechanical Equipment Screening. The Applicant shall screen or enclose all rooftop mechanical equipment.
22. Ground Level Mechanical Equipment Screening. The Applicant shall screen ground level mechanical equipment not screened by a principal building, topography, or vegetation which is visible from MNBP, Catharpin Valley Estates, Marble Hill, other adjacent land planned and zoned for residential use, adjacent land planned and zoned for agricultural use, or public road rights-of-way. Such screening shall utilize a visually solid fence, screen wall or panel (louvers shall be permitted for air flow and circulation), or other visually solid screen that shall be constructed with materials and colors compatible with those used in the exterior construction of the principal building. Ground-level mechanical equipment located in a manner found to have no adverse impact on MNBP, Catharpin Valley Estates, other adjacent land planned and zoned for residential use, adjacent land planned and zoned for agricultural use or public road right of way, as determined by the Planning Director or designee, shall not be required to be screened.
23. Dumpster Locations. The Applicant shall screen any dumpsters that are visible from public road rights-of-way or surrounding non-data center properties using materials that are architecturally compatible with the building(s) they serve.
24. Security Fences, Gates and Cameras. The Applicant may separately fence data center buildings in each Land Bay and may employ additional security measures such as, but not limited to, the use of surveillance cameras, inspection lanes, guard houses and similar facilities. With the exception of construction fencing used during construction of each applicable building and/or Land Bay, the design of any security fence shall include black steel or other metal, provided that chain link fencing or barbed wire fencing is prohibited along public street frontages. Security fencing shall not be located within any required buffer yards or Tree Save Area (as defined below).
25. On-site Lighting.
 - a. All freestanding streetlights shall have a maximum height of thirty feet (30'), and shall have fixtures that direct light downward and inward.

- b. All freestanding lighting for open, off-street parking areas shall have a maximum height of twenty-four (24) feet in height, and shall be shielded and directed downward.
- c. All building-mounted lighting, if any, shall be directed or shielded in such a manner to prevent glare from projecting onto adjacent properties or public rights-of-way, but allow for sufficient lighting for security and safety purposes.
- d. All on-site lighting shall utilize full cut-off fixtures and shall be energy-saving smart lights or incorporate automatic shut-off to conserve energy.

LANDSCAPE. OPEN SPACE, LIMITS OF DISTURBANCE TREE PRESERVATION

26. Master Landscape Plan. The Applicant shall submit a master landscape plan that provides for a coordinated and consistent pattern of landscape throughout the Development and along Pageland Lane (the “Master Landscape Plan”). The Master Landscape Plan shall be in substantial conformance with the landscape framework and landscape typologies depicted on Pages 22 through 31 in the MCP.

- a. Master Landscape Plan Review and Approval Process. The Applicant shall submit a Master Landscape Plan for review and approval by the Planning Director within six (6) months of approval of the first rezoning application for the Property. The Applicant may make adjustments to the tree species within the plant palettes, fence design and location, and/or the type of landscape typology depicted for a specific section of Pageland Lane, provided the modifications result in a similar quality, quantity, size and character of landscape plantings and materials as shown on the MCP. The Applicant shall also submit the Master Landscape Plan to the County Archeologist, County Arborist, MNBP, Conway Robinson State Forest, Heritage Hunt and Catharpin Valley Estates for review and comment. Following receipt of the Master Landscape Plan, the County Archeologist, County Arborist, MNBP, Conway Robinson State Forest, Heritage Hunt and Catharpin Valley Estates shall have sixty (60) days to provide comments to the Applicant.

Notwithstanding the foregoing, in the event the Applicant is unable to obtain approval from the Planning Director after up to four (4) meetings or one hundred and twenty (120) days of the initial submittal, the Applicant's Master Landscape Plan shall be deemed approved. The Applicant reserves the right to modify the Master Landscape Plan for individual buildings and/or Land Bays as part of final engineering and building design for each building and/or Land Bay, or as part of the final design and engineering of the Pageland Lane transportation improvements, provided such modifications provide a similar quality, quantity and character of landscape plantings and materials as shown on the Master Landscape Plan.

- b. Master Landscape Plan Implementation. The Applicant shall implement the Master Landscape Plan in phases based on the Applicant's order of construction and staging requirements, provided that the Applicant may, due to weather or other conditions and with the concurrence if the Director of Public Works or designee, defer installation of all or portions of the required landscape to the next available planting season to provide an increased chance for its long-term survival. The Applicant shall provide design details for the Master Landscape Plan as part of final site plan approval for each building and/or Land Bay. The Applicant shall use predominantly native or acclimated, regionally appropriate species that are considered non-invasive as determined by the Virginia Department of Conservation and Recreation Native Plant Finder for plantings and landscape materials throughout the Development. The Applicant also shall incorporate native pollinator plantings consisting of shrubs, perennials, and ornamental grasses incorporated into required and/or enhanced landscape on the Property to provide nectar or pollen during all four flowering periods.
27. Soil Compaction. Upon completion of initial, rough grading for each building(s), the Applicant shall conduct, in consultation with the Watershed Management Branch Site Inspector, one or more Agronomic Soil Fertility Analyses by a reputable, certified, agronomic soils laboratory and develop and implement specifications for amending and/or correcting the sampled soil conditions prior to installation of new plantings. The Applicant shall incorporate applicable note(s) into each applicable final site plan stating that the

Applicant and/or contractor will be responsible for coordinating with the Watershed Management Branch Site Inspector for the development and implementation of specifications related to amending and/or correcting the sampled soil conditions prior to installation of new plantings.

28. Soils in Landscape Areas. To facilitate adequate expansion of tree and shrub roots to support healthy plants, all landscape areas inclusive of parking lot islands and buffers that shall be landscaped and which have been subject to pavement and/or compaction shall have, prior to planting: a) removal of all foreign materials (asphalt, concrete, rock, gravel, debris, etc.) and the soil loosened to a depth appropriate for planned vegetation, and b) a top dressing of 4" to 6" of clean topsoil provided when recommended by soil testing data results. 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 shall be clearly shown on the final site/subdivision plan. Once rough grading has been accomplished, and prior to commencing soil preparation operations (amendments, fertilizers, etc.), soil samples shall be taken from representative areas and below grade depths of the project site. Locations and depths to gather the representative soil samples shall be accomplished by the contractor under direction of a qualified the landscape architect selected by the Applicant in its sole discretion.
29. Maintenance of Landscape and Facilities. The Applicant and/or subsequent owner of each Land Bay or building shall provide for continuous and ongoing maintenance of landscape to minimize concealment or overgrown areas, provide non-native species control, keep shrubbery and trees trimmed to not interfere with security lighting and to allow common observation from the street or buildings consistent with County Police recommendations. The maintenance per this Proffer 29 shall exclude Tree Preservation Areas as shown on the MZP.
30. Open Space. The Applicant shall develop the Property such that, upon completion of the

Development on the Property and the Property subject to REZ2022-00033 (the “Properties”), at least forty percent (40%) of the Properties comprise open space as more particularly defined and set forth below. Such open space shall be comprised of three (3) separate types: (i) Protected Open Space (as defined below); (ii) open space under or over existing and/or future major utility easements greater than sixty feet (60’) in width (“Major Utility Easements”); and (iii) open space areas within each “Development Area” as shown on the MZP (items (i), (ii), and (iii) collectively being the “Development Open Space”). For the purpose of clarity, the Development Open Space is to be calculated cumulatively across the Properties and not within individual Land Bays or each individual Property, or portions thereof. As part of each building site plan submitted for the Properties, the Applicant shall provide a tabulation showing the acreage and percentage of Open Space and Protected Open Space (as defined below) established or approved to date on the Properties, inclusive of any Open Space to be provided in connection with the pending site plan to demonstrate compliance with this Proffer.

- a. Protected Open Space. The Applicant shall provide a minimum of thirty percent (30%) Protected Open Space on the Properties upon completion of the entire Development of the Properties. The Applicant shall designate on each site plan for the Properties areas that are to be maintained and/or established as Protected Open Space within such Land Bays or portions thereof. In no event shall any permitted encroachments on/in areas designated as Protected Open Space (as set forth in Proffer 31 below) reduce the Applicant’s obligation to achieve thirty percent (30%) Protected Open Space on the Properties. Protected Open Space shall be comprised of:

- i.) “Natural Open Space” as defined in Article 1 of the Zoning Ordinance. The Applicant shall identify areas of Natural Open Space on each site plan and, prior to final bond release for the portion of the Property shown on the site plan, either record a covenant or easement against the area designated as Natural Open Space or convey such area to a Property Owners Association with a restriction on its future use to public uses or utilities requiring a public facilities review pursuant to VA Code Section 15.2-2232, or for public or private amenities either shown on the approved site plan or as may be permitted pursuant to DCSM Sections 740 through 742. The easement

or covenant or Property Owners Association documents, as applicable, shall include a requirement for perpetual maintenance of the Natural Open Space consistent with DCSM standards;

ii.) “Restored Open Space” consisting of areas disturbed prior to or during the construction of the Development that the Applicant restores to native or acclimated (non-invasive), regionally appropriate forest (“Reforestation”), supplemental landscape areas (as shown on the MZP), pollinator meadows (as defined in Proffer 30), perimeter or roadway or internal buffers and/or wetlands, which shall be protected from further disturbance except as provided herein; and

iii) Environmental Resource Areas consisting of Federal Emergency Management Agency (FEMA) floodplain, FEMA Flood Hazard or natural 100-year floodplains as defined by the DCSM, Chesapeake Bay Resource Protection Areas, wetlands, areas of 25% or greater slopes, areas with 15% or greater slopes in conjunction with soils with severe limitations, areas of marine clays, public water supply sources, and critically erodible shorelines and streambanks as may be present on the Property.

b. Pollinator Meadow. The Applicant shall include a minimum of ten percent (10%) Pollinator Meadow within its designated seeded pervious areas as shown on the MZP of the Properties (the “Seeded Pervious Area”). Plant unit species in the Pollinator Meadow shall be limited to a combination of shrubs, ornamental grasses, and perennials that will provide nectar and/or pollen sources during all four flowering periods (spring, early summer, late summer, fall). The pollinator plant species shall consist of one hundred percent (100%) Virginia native species, with an emphasis on Northern Virginia native species. Any created Pollinator Meadow shall be maintained by the Applicant or successor property owners association or other entity to include protection from pesticides, replanting or reseeding as needed to assure long-term native pollinator plant diversity. The Applicant shall limit any mowing of the Pollinator Meadow to times of each year when plants are not in flower. The Applicant shall designate

on each final site plan areas that are to be maintained and/or established as Pollinator Meadows. Subject to Dominion Energy's approval, the Applicant may install Pollinator Meadow under the existing Dominion Transmission Line Easement as shown on the MZPs of the Properties (the "Existing Power Line Easement"). If the Applicant is unable to secure approval from Dominion Energy for the Pollinator Meadow, this shall not preclude the Applicant's ability to provide utility easement plantings set forth in Proffer 30.c. below.

- c. Open Space Under or On Top of Major Utility Easements. The Applicant may provide plantings in open space under or on top of Major Utility Easements in accordance with the requirements of the applicable utility providers; and
 - d. Open Space areas within the "Development Areas" on the MZP. Open Space areas within the "Development Areas" on the MZP shall include, but are not limited to, lawns, decorative plantings, walkways, sidewalks, and landscaped islands.
 - e. Modifications to Location of Open Space. As part of final site plan approval, the Applicant may adjust the location and dimensions of Open Space from that shown on the MZP, provided the Applicant provides the minimum percentages/acreage of (i) Open Space (40%) and (ii) Protected Open Space (30%) upon completion of the Development on the Properties.
31. Limits of Disturbance. The Applicant shall develop the Property in substantial conformance with the Limits of Disturbance ("LOD") as shown on the MZP, provided that the Applicant may conduct land disturbing activities outside the LOD pursuant to the limitations set forth below:
- a. Demolition and Removal of Existing Structures and Driveways Outside the LOD and Slated for Removal. The Applicant shall demolish and remove existing structures (such as to-be-vacated houses, structures, driveways, etc.) on the Property that fall outside of the LOD identified for removal on the final site plan for the Land Bay or portion thereof and/or building where such structures or driveways are located. Following completion of the demolition and/or removal, the Applicant shall replant with grasses, reforest and/or landscape in accordance

with the applicable Master Landscape Plan approved for the Land Bay or portion thereof and/or building in which such area is located. All such structures and driveways shall be disposed of properly in accordance with applicable County, state and federal laws, ordinances and regulations.

- b. LOD Encroachments Not Impacting Resource Protection Areas (“RPA”). Notwithstanding the provisions of this proffer, the Applicant may conduct land disturbance outside the LOD in areas of the Property not constituting RPA as part of final design and engineering for each Land Bay or portion thereof and/or building or to accommodate tree preservation requirements. The Applicant shall, as part of final site plan approval for the area impacted by the encroachment, quantify the extent of such encroachment and provide-a 1:1 replacement of any trees impacted by the encroachment(s) elsewhere on the Property. The Applicant shall make a good faith effort to fulfill the 1:1 tree replacement within the same Land Bay; however, if this cannot be accommodated, the Applicant shall provide for the replacement trees on or in another Land Bay on the Property. The final location and species of tree for such 1:1 tree replacement is subject to review and consultation with the Department of Environmental Management and shall be shown on the final site plan submittal for the affected building and/or Land Bay.

- c. LOD Encroachments Permitted by the DCSM. The Applicant shall conduct any land disturbance outside of the LOD pursuant to Sections 740 through 742 of the DCSM, as may be amended, including:
 - i. Passive Recreation Facilities. The Applicant may install and maintain passive recreation facilities to include trails, fencing, lighting, pathways, supplemental landscape benches, tables, or other similar facilities for the purposes of creating and promoting a cohesive environment for employees of and visitors to the Development (collectively, the “Site Amenities”) outside of the LOD in accordance with the standards of the DCSM.

- ii. Utilities. The Applicant may install wet and dry utilities, such as water/sewer lines, natural gas lines, fiber optic and telephone transmission lines, underground telecommunications and cable television lines outside the LOD in accordance with the standards of the DCSM. The Applicant shall use good faith, best efforts to coordinate with and encourage all applicable utility providers (Dominion Energy, NOVEC, Washington Gas, etc.) to (1) locate dry utility connections, electric transmission lines, and electric distribution lines running to/from the electric transmission lines and substations outside of Protected Open Space areas and the Wildlife Corridor except for minimal, perpendicular crossings and (ii) to collocate such utility connections to minimize disruption of such land disturbances outside of the LOD.
 - iii. Stormwater Management Facilities/BMPs. The Applicant may provide stormwater outfall (including pond outfall pipes), wetlands, wetlands mitigation, stream restoration and supplemental plantings outside the LOD in accordance with the standards of the DCSM.
 - iv. Public and Private Roadways. The Applicant shall be permitted to construct public and private roads and driveways outside of the LOD in accordance with the standards of the DCSM.
 - v. Dead, dying trees, noxious vegetation. The Applicant may remove dead or dying trees and noxious vegetation outside the LOD in accordance with the standards of the DCSM.
32. Reforestation. The Applicant shall provide reforestation in accordance with these Proffers and in the locations shown as “Reforestation Area” on the MZP; provided, however, that the Applicant reserves the right to modify and/or relocate the reforestation locations as part of PIP and/or final site plan approval, that the changes are otherwise in conformance with the MZP.
- a. Reforestation Plan. As part of each PIP and/or final site plan containing a reforestation area, the Applicant shall submit a reforestation plan, prepared by a

Certified Arborist, Urban Forester, or Landscape Architect, in accordance with the reforestation standards as set forth in DCSM Section 802.21.E and shall provide plantings at a density at a minimum of four hundred and fifty (450) trees per acre, seedlings twelve (12) to eighteen (18) inches in height, and a combination of overstory and understory species indigenous to Virginia in accordance with the reforestation standards of the DCSM. Such Reforestation Plan shall also include the maintenance and restocking provisions, concurrent with the development of the building(s) or improvements on such PIP and/or final site plan for the applicable Land Bay or portion thereof. Protective tubes shall not be required as part of the Applicant's reforestation efforts pursuant to this Proffer.

- b. Reforestation Bond. Prior to approval of each PIP and/or final site plan containing a reforestation area for the applicable Land Bay or portion thereof, the Applicant shall post a bond (the "Reforestation Bond") with the County in an amount sufficient to cover the cost of implementing the Reforestation Plan.
- c. Two-Year Reforestation Maintenance Plan. As part of the Reforestation Plan, the Applicant shall include a maintenance plan (the "Reforestation Maintenance Plan"), which shall last over the course of two (2) consecutive years following initial installation of the plant material in accordance with the Reforestation Plan (the "Reforestation Maintenance Period") To protect against potential damage to such plantings during land disturbance activities, the Applicant shall commence planting following completion of land disturbing activities on each Land Bay or portion thereof on which such plantings shall be located. The Reforestation Maintenance Plan shall include a minimum of two (2) treatments using mechanical, chemical, or a combination of treatment techniques, with yearly monitoring conducted by the Applicant and the County Arborist before such treatment occurs. At the end of the Reforestation Maintenance Period, the Applicant and the County Arborist shall conduct an inspection to verify that a minimum of seventy five percent (75%) of the initial planting pursuant to the Reforestation Plan has been established. In the event that seventy five percent (75%) or more of the initial planting is determined to have been established at the time of such inspection, the Reforestation Bond shall be released. In the event that less than seventy five percent (75%) of the initial planting has been established at the time of such inspection, the Applicant shall conduct a one-time

supplemental planting to achieve the full stocking identified in the Reforestation Plan, and, thereafter, upon satisfactory completion of such supplemental planting, the reforestation bond shall be released.

33. Land Erosion and Siltation During Construction. The Applicant shall provide enhanced erosion control measures beyond current Design and Construction Standards Manual (the “DCSM”) during construction. Such measures may include, but are not limited to, the use of the polymer polyacrylamide (PAM) to reduce turbidity, construction phasing, larger sediment basins, and two-layer erosion controls for areas close to environmentally sensitive areas, such as along stream valleys, wetlands and steep slopes, as appropriate to site conditions. The enhanced erosion control measures shall be finalized with each applicable submitted site plan.
34. Tree Preservation Plan. The Applicant shall develop a tree preservation plan (the “Tree Preservation Plan”) to govern the means and methods by which the Applicant shall preserve trees outside of the LOD in the portion of the Development shown on such site plan (“the Tree Save Areas”). The Tree Preservation Plan shall be provided to the County Arborist for review and approval prior to each final site plan approval. The Tree Preservation Plan shall be in accordance with the elements outlined in the DCSM Plan Selection Guide, Paragraph III. All tree preservation measures shall be clearly identified, labeled, and detailed on the erosion and sediment control plan sheets and Tree Preservation Plan.
35. Implementation of Tree Save Areas
 - a. Tree Preservation/Pre-construction Meeting: Prior to the commencement of grading work on each land bay, the Applicant shall retain the services of a certified arborist or registered consulting arborist (also known as the “Project Arborist”) and conduct a pre-construction meeting with the Prince William County Public Works’ Watershed Management Branch’s Site Inspector to review the LOD, the Tree Preservation Plan as defined in Proffer 34 and any Site Amenities as defined in Proffer 31 to be installed by the Applicant as part of the construction of the Development. Prior to such pre-construction meeting, the Applicant shall flag or cause to have flagged the LOD for the Development and the designated Tree Save

Area with a continuous line of flagging representing the approved limits of clearing and grading for areas to be disturbed and the Tree Save Area(s) areas that are to remain in their forested condition. Minor adjustments to the LOD may be made as a result of this inspection with concurrence of the Applicant and County Inspector. The Applicant must adhere to any adjustments in the LOD approved as part of such pre-construction meeting.

- b. Site Monitoring. The Applicant's Project Arborist shall be present on site and monitor clearing, root pruning, tree protection fence installation, and any other work conducted within or adjacent to the boundaries of Tree Save Area(s) during implementation of the Phase 1 erosion and sediment control plan approved with each final site plan for the Development. In addition, the Project Arborist shall be present to monitor tree preservation measures throughout construction of the applicable building or improvements. The Project Arborist shall provide bi-monthly (that is, every two months) reports to the County Arborist and Watershed Site Inspector throughout Phase 1 erosion and sediment control activities. Once the Phase I erosion and sediment control activities are completed, the Project Arborist shall submit a final report to the County Arborist and Watershed Site Inspector prior to the Watershed Site Inspector's final bond release inspection.

STORMWATER MANAGEMENT AND ENVIRONMENTAL SUSTAINABILITY

36. Stormwater Management. The Applicant shall design and install stormwater management facilities on the Property consistent with applicable state stormwater regulations and DCSM standards. Stormwater management measures may include dry/wet ponds, bioretention areas, underground detention, Low Impact Development ("LID") features and manufactured Best Management Practices ("BMPs") (collectively, the "SWM Facilities").
 - a. Virginia Stormwater Management Handbook and the DCSM. All SWM Facilities shall be designed and implemented in accordance with the adopted provisions of the latest edition of the Virginia Stormwater Management Handbook and the DCSM, unless modified or waived by the County, and shall be depicted on each Public Improvement Plan ("PIP") and/or final site plans for development of each Land Bay or part thereof or other improvements.

- b. LID/BMPs. The Applicant shall incorporate LID/BMPs to treat stormwater runoff that may include, but are not limited to, water quality swales, bioretention facilities/rain gardens, sheet flow to vegetated buffers, cisterns, permeable pavement for driveways and/or parking spaces, filtered strips, or any alternative LID/BMPs practice) as specified in the VA Stormwater BMP Clearinghouse and is deemed to be acceptable by the Director of Public Works or designee. The general locations of the SWM Facilities and/or related drainage areas are shown on the MZP, with the exact locations, type and number to be determined as part of final site plan approval based on final engineering and as approved by the County provided the Applicant shall provide a minimum of one (1) LID for each data center building constructed on the Property, as demonstrated at the time of submission of each PIP or final site plan. The Applicant shall install such SWM Facilities concurrently with development such SWM Facilities are intended to support shown on the approved PIP or final site plan, but in no event later than the issuance of the final occupancy permit or its equivalent for the associated building(s).
- c. The Applicant shall submit an initial Stormwater Management Concept Plan outlining the nature and extent of the anticipated SWM Facilities needed to serve the Development (the “SWM Concept Plan”) to Environmental Services for review and comment as part of the first site plan for the Development. The Applicant may refine and update the SWM Concept Plan as part of each subsequent site plan submitted for the Development.
- d. The Applicant shall demonstrate as part of each PIP and/or final site plan that the measures shown thereon further the following water quality and water quantity objectives for the Property:
 - 1. A minimum of eighty percent (80%) of the total phosphorous nutrient reductions shall be achieved on-site before pursuing the use of off-site compliance options; and
 - 2. The maximum peak flow rate from the post-development, one-year 24-hour storm calculated in accordance with the Energy Balance Methodology per

the latest VA Stormwater Management regulations is reduced to a “good-forested condition.”

3. Subject to Virginia Department of Transportation (“VDOT”) approval and/or the execution of appropriate maintenance agreements, the Applicant may install LID measures in the median of Pageland Lane to provide for the treatment of storm runoff from the road surface. Design details for such measures shall be provided on each PIP for the widening of Pageland Lane, as more particularly described below.

- e. The Applicant shall not locate SWM Facilities within Resources Protection Areas within the Development that are proposed to be maintained as part of the Development.

37. Wildlife Corridors. The Applicant shall designate and maintain a wildlife corridor through portions of Land Bays A and B in substantial conformance with the locations shown on Sheets 05, 06 and 07 of the MZP to accommodate the movement of wildlife through and around the Property. The Wildlife Corridor shall consist of areas inclusive of, but not necessarily limited to, reforestation areas, tree preservation areas, supplemental landscape, and/or stream valley no less than 300 feet (300’) in width. Applicant may collocate and provide the Natural Surface Trail, other Site Amenities, and other crossings as permitted under Proffer 31 within the Wildlife Corridor .

38. Data Center Cooling. The Applicant shall utilize air or closed-loop cooling systems for all data center buildings on the Property, or other similar technology, and shall not use groundwater, surface water withdrawals, or surface water discharges for cooling purposes associated with data center uses on the Property.

39. Sustainability Measures. The Applicant shall implement measures and techniques as part of the design and construction of data center buildings to promote sustainable design and energy efficiency (collectively, the “Sustainability Measures”). The Applicant shall incorporate specific Sustainability Measures into the applicable site plan or building documents. The Applicant shall incorporate a minimum of four (4) Sustainability Measures for each data center building and associated development on the Property. The

Applicant's Sustainability Measures shall be selected from among the following, provided that the Applicant may implement alternative measures in consultation with the County's Environmental and Energy Sustainability Officer or designee(s) to reflect changes in technologies and strategies over time:

1. Minimize impervious areas and providing enhanced landscape within the Development Areas;
2. Use onsite renewable energy such as solar power;
3. Use a minimum of fifty percent (50%) of solar power for aeration of water retention;
4. Use stormwater runoff from on-site detention facilities to irrigate landscape, lawn or buffer areas;
5. Provide a minimum of 5 EV parking spaces per building per data center employee parking area;
6. Use LED fixtures for a minimum of sixty-five percent (65%) of all interior lighting;
7. Use LED fixtures for a minimum of sixty-five percent (65%) of all exterior lighting;
8. Recycle construction material waste;
9. Incorporate heat reflective roofing on a minimum of sixty percent (60%) of the data center building roof;
10. Use sustainable building materials in the construction of data centers;
11. Capture and use reclaimed water for non-potable use;

12. Trap and reuse heat sources;
13. Prepare and implement a winter management plan in consultation with the County's Environmental and Energy Sustainability Officer (e.g., SaMS toolkit) to minimize the use of sodium and chloride, and to address any impacts of their use;
14. Improve Indoor Environmental Quality ("IEQ") through the maximization of daylighting, ventilation and moisture control, and avoiding materials with high-VOC emissions;
15. Design the data center buildings to achieve PUE (Power Utilization Effectiveness) or Green Globes;
16. Purchase of clean energy through Power Purchase Agreements or renewable energy certificates; and
17. Utilize less carbon intensive or carbon neutral energy generation for backup generation systems.

OPEN SPACE AND TRAIL NETWORK

40. Natural Surface Trail. In consultation with the County's Department of Parks, Recreation and Tourism, and subject to the issuance of any required County, state, or federal permits and/or approvals, the Applicant shall design and construct a multi-use, natural surface trail ("Natural Surface Trail") in Land Bays A and B located on the Property as shown on Sheets 05, 06 and 07 of the MZP. The Natural Surface Trail shall be a minimum of five feet (5') in width as required by the Prince William County Trail Standards Manual. The Natural Surface Trail also may include, but need not be limited to, wetlands crossings, retaining walls and other infrastructure as may be required to accommodate the facilities. The design and layout of the Natural Surface Trail shall minimize disturbance of mature trees to the extent possible. The Natural Surface Trail may be constructed in phases concurrent with the development of each applicable Land Bay or portion thereof to which it is adjacent. The Applicant shall include design details for the Natural Surface Trail on the final site

plan for the development of each applicable Land Bay or portion thereof to which it is adjacent and thereafter construct that section of the Natural Surface Trail prior to issuance of the occupancy permit for the first building shown on the applicable site plan. Prior to site plan approval for each Land Bay that contains the Natural Surface Trail, the Applicant shall coordinate with the Department of Parks, Recreation and Tourism to field locate the Natural Surface Trail within each such Land Bay and in an alignment consistent with the MCP. The Applicant shall have no responsibility for ongoing maintenance of the Natural Surface Trail and the Interpretive Features (as defined below) once completed.

a. Public Interpretation Features Along Trail Network. The Applicant shall prepare and install an interpretative plan along the Natural Surface Trail. The interpretative plan shall include elements such as, but not limited to: (a) historical markers and other interpretative media in areas of public access; (b) a self-guided map for the Natural Surface Trail incorporating interpretation of historic resources along the trail; (c) interpretative kiosks; and (d) digital media (collectively, the “Interpretive Features”). The Interpretive Features shall be developed in consultation with the Planning Director, or designee, the County’s Office of Historic Preservation, the Historical Commission, and the Manassas National Battlefield Park, and shall be submitted as part of final site plan approval for the first building to be constructed on the Property. Notwithstanding the foregoing, in the event the Applicant is unable to reach agreement with the County’s Office of Historic Preservation, the Historical Commission, and/or the Manassas National Battlefield Park on the design of the Interpretive Features after not less than three (3) meetings or one hundred eighty (180) days of the initial consultation, the Applicant may proceed with a final design selected in its sole discretion and install the same as set forth in this Proffer. Thereafter, each applicable final site plan should include those elements of the Interpretive Features that are to be implemented by that site plan. The Applicant shall install the Interpretive Features in phases concurrent with the development of the Land Bays in which they are located.

b. Easements. The Applicant shall grant a minimum twenty foot (20’) non-

exclusive trail easement over the Natural Surface Trail (inclusive of the Interpretative Features). The Applicant shall grant the trail easement for the Natural Surface Trail (inclusive of the Interpretative Features) prior to bond release following the Applicant's completion of the construction of the Natural Surface Trail, and shall include all necessary temporary and permanent easements to permit ongoing maintenance of the Natural Surface Trail and Interpretive Features by the County.

- c. Natural Surface Trail Maintenance Contribution. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors (the "Board") in an amount of \$10,000 for each data center building constructed on the Property to be used as seed money for the ongoing maintenance of the Natural Surface Trail and Interpretive Features located on the Property. The Applicant shall provide the contribution prior to obtaining the building permit release letter for each applicable data center building.

41. Environmental Programs and/or Ownership for Open Spaces.

- a. Establishment of Environmental Programs. The Applicant also may, either on its own or in partnership with governmental and/or nongovernmental agencies and organizations (e.g., Northern Virginia Soil & Water Conservation District, etc.), or corporate foundations/entities, as appropriate, establish educational, interpretive, and other uses or activities along the Natural Surface Trail in Land Bays A and B to promote environmental stewardship, enhance the natural environment and conserve natural resources (collectively, the "Environmental Programs"). The potential Environmental Programs include, but are not limited to, Adopt-a-Stream campaigns, Adopt-a-Trail campaigns, water quality monitoring programs, bee/pollinator resources, butterfly sanctuaries, wildlife habitats, botanical gardens, etc. The Applicant shall design and construct any Site Amenities and/or improvements associated with one or more Environmental Programs (i.e., interpretive features, benches, support structures, etc.) to minimize land disturbance and shall install, as appropriate, supplemental landscaping or plantings to account for vegetation that is removed as part of completing such

improvements.

- b. Conveyance of Open Space. Notwithstanding the foregoing, either prior to or subsequent to establishment of the Environmental Programs in any such Land Bay, The Applicant may convey ownership of a portion of one or more Land Bays in which an Environmental Program is located to the County or a third party, provided that the deed of conveyance restricts the use of such land area consistent with the terms of these Proffers. For the purpose of clarity, unless and until any portion of a Land Bay on which an Environmental Program is established is conveyed to the County or a third party as provided in this Proffer, the Applicant shall provide for continuous and ongoing maintenance of such portion of the Land Bay.

NOISE ATTENUATION

42. Noise Attenuation.

a. Noise Levels. 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. 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 pm to 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, shall be subject to the following maximum permissible sound levels: 55 dBA when measured at the property boundary of any land planned, zoned and/or used for Cultural Resource Historical Site (CHRS) (that is, CHRS areas are defined by and limited to the designated Thornton School location, Mt. Calvary Baptist Church) or residential use. 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.

b. Sound Studies: For data center buildings, prior to obtaining a building permit release letter for each building that includes heating and cooling systems, the Applicant shall provide a Sound Study (each a “Sound Study”) prepared by a qualified acoustical consultant licensed to operate in the Commonwealth of Virginia that is specific to the proposed site layout and building type to ensure compliance with the maximum permissible sound levels as outlined in this Proffer. The Sound Study shall include recommendations for any necessary mitigation measures, and the Applicant shall implement said measure prior to the issuance of an occupancy permit for the applicable building to the extent feasible in relation to the timing of the effectiveness of such measures. In addition, the Applicant shall conduct subsequent Sound Studies one (1) month after issuance of each occupancy permit to ensure compliance with this Proffer. To the extent the Noise Study shows that noise impacts shall exceed maximum permissible sound levels as outlined in Proffer 42, the Applicant shall incorporate sound attenuation enclosures or walls around generators, heating and cooling systems, and other mechanical equipment (including rooftop equipment) to minimize noise impacts and/or other appropriate mitigation measures approved by Prince William County.

c. Emergency Operations: Emergency operations shall not be subject to the limitations outlined in Proffer 42 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. The timeline for emergency operations shall meet Virginia’s Department of Environmental Quality provisions and/or other relevant federal regulation.

ELECTRIC SUBSTATIONS

43. Electric substations are identified as Electric Infrastructure Areas on the MZP. An electric substation shall be deemed a permitted use the locations identified as Electric Infrastructure Areas on the MZP and shall consist of transmission voltage switching, transformation equipment and other associated NOVEC facilities, with NOVEC substation poles not to exceed seventy-five (75) feet in height. Locations of the Electric Infrastructure Areas on the Property may be modified by the Applicant as a result of additional coordination on the final design and locations in consultation with Dominion Energy and/or NOVEC. Any modifications shall not result in exceeding the maximum acreage of the Electric Infrastructure Area as shown on the MZP. In the event the side(s) of the Electric Infrastructure Areas have an unobstructed, direct line of sight from MNBP, residentially zoned properties, or public road right-of-way, such side(s) of the Electric Infrastructure Area shall be enclosed by a visually solid fence, wall or panel a minimum of 12 feet in height and shall include a 15-foot-wide perimeter landscape buffer (“Substation Screening”). The quality and character of the visually solid fence, wall or panel shall be in general conformance with the type of screening wall depictions and examples included as Exhibit D to these Proffers. The Substation Screening does not apply to those limited areas of ingress/egress to the substation. Such access points shall remain closed when ingress/egress is not necessary. In instances where a perimeter buffer, tree preservation area, or supplemental landscape area provides screening along a side(s) of a substation, the 15-foot perimeter landscape buffer shall not be required.

FIRE AND RESCUE

44. Fire and Rescue Contributions. The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in an amount of \$0.61 per square foot of nonresidential GFA constructed on the Property to be used for fire and rescue facilities in the vicinity of the Property. The Applicant shall pay said contribution prior to and as a condition of the issuance of the building permit for each building constructed on the Property and the amount paid shall be based on the nonresidential GFA in each such building.

45. Fire Service Accessibility. For buildings with a building height higher 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.

TRANSPORTATION

46. Roadway Network Improvements. Roadway Network Improvements that were identified as part of the Comprehensive Plan Amendment ("the CPA") approved by the Board shall be provided within the approximately 2,139 acres of land along Pageland Lane, generally bounded by Route 29 in the south and Sudley Road (Route 234) to the north (the "CPA Area"). The Roadway Network Improvements shall be provided in four (4) distinct phases based on the total GFA of data center buildings constructed in the CPA Area as shown on Exhibit A, regardless of which property therein the buildings are located (the "Road Phasing Plan"), provided that the Road Phasing Plan assumes that development of the CPA Area shall occur from south to north, with development in the area south of Artemus Road occurring the earlier phases and development north of Thornton Drive occurring in the later phases. Accordingly, subject to acquisition of all necessary rights-of-way and ancillary construction easements and approval by the Prince William County Department of Transportation ("PWCDOT") and Virginia Department of Transportation ("VDOT"), the Applicant agrees to provide, either on its own or in cooperation with other data center developments in the CPA Area, the following improvements in accordance with the phasing schedule set forth below. If available, the Applicant can use funds held by PWCDOT or the Board of County Supervisors that were previously or may in the future be proffered by other data center projects in the CPA Area for the Road Network Improvements (the "Escrowed Funds"):

- a. Public Improvements Plan. A Public Improvement Plan (PIP) (that is, an approximate thirty percent (30%) design) for Pageland Lane (between Route 29 to the south and Sudley Road to the north, approximately 3.5+ miles) shall be submitted with the first site plan on the Property.
- b. Phase 0 – Prior to the issuance of the first occupancy permit for the Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened

to traffic but not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:

1. Construction of a southbound right turn lane bay from southbound Pageland Lane at Route 29 ;
2. Extension of the eastbound left turn bay along Route 29 at Pageland Lane;
3. Modification of the signal at Route 29 with Pageland Lane, if necessary;
4. Closure of the median break along Route 29 located approximately 140 feet east of Lolan Street and 645 feet from Pageland Lane;
5. Construction of a westbound right turn lane on Sudley Road from westbound Sudley Road to northbound Gum Springs Road and modification of the signal if necessary;
6. Construction of a 2-lane roundabout at the intersection of Pageland Lane and Artemus Road;
7. Realignment of Pageland Lane at the intersection of Pageland Lane and Artemus Road;
8. The 2-lane roundabout at the intersection of Pageland Lane and Artemus Road shall transition back to existing Pageland Lane to the north and to the south of Artemus Road, and transitions back to existing Artemus Road to the west of Pageland Lane.

c. Phase I - Prior to the issuance of an occupancy permit representing the eight millionth (8,000,000th) cumulative square foot of Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened to traffic but not

necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:

1. Reconstruction of the eastbound left turn bay along Route 29 at Pageland Lane to accommodate dual left bays from eastbound Route 29 to northbound Pageland Lane;
2. Reconstruction of the southbound right turn bay along Pageland Lane at Route 29 to accommodate a free flow right turn lane from southbound Pageland Lane to westbound Route 29 and restriping of the southbound lanes;
3. Reconstruction of Pageland Lane as a four-lane divided section between Route 29 in the south and Artemus Road in the north, including a two-lane roundabout;
4. Modification of the signal at Route 29 with Pageland Lane to accommodate the southbound free flow lane, eastbound dual lefts on Route 29 and a four-lane divided Pageland Lane north on Route 29;
5. Construction of an eastbound right turn lane along Sudley Road at Pageland Lane and modification of the signal at the intersection of Sudley Road and Pageland Lane if necessary; and
6. Addition of a northbound right overlap phase at Sudley Road and Pageland Lane.

d. Phase II - Prior to the issuance of an occupancy permit representing the sixteen millionth (16,000,000th) cumulative square foot of Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened to traffic but not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:

1. Reconstruction of Pageland Lane as a four-lane divided section between Artemus Road in the south and Sudley Road in the north, including 2-lane roundabout intersections at designated locations;
2. Extension of the southbound right turn bay along Gum Springs Road at Sudley Road;
3. Reconstruction of the eastbound left turn bay along Sudley Road at Gum Spring Road from eastbound Sudley Road to northbound Gum Springs and modification of the signal, if necessary;
4. Reconstruction of the westbound left bay along Sudley Road at Pageland Lane to accommodate dual left turn bays from westbound Sudley Road to southbound Pageland Lane;
5. Construction of a free-flow right turn bay from northbound Pageland Lane to eastbound Sudley Road, including a receiving lane on eastbound Sudley Road;
6. Modification of the traffic signal at Pageland Lane and Sudley Road, if necessary;
7. Construction of a roundabout or turn lane improvements at the intersection of Sudley Road and Catharpin Road;
8. Construction of an “RCUT” intersection at the intersection of Sanders Lane and Sudley Road; and
9. Construction of two eastbound travel lanes on Sudley Road from the intersection of Pageland Lane and Sudley Road to Kyle Wilson Way .

e. Phase III - Prior to the issuance of an occupancy permit representing the twenty millionth (20,000,000th) cumulative square foot of Approved Uses in the CPA Area, the Applicant shall construct to substantial completion (that is, opened to traffic but

not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit A:

1. Construction of two eastbound travel lanes on Sudley Road from Kyle Wilson Way extending through GPIN 7599-14-5921 and terminating prior to Marble Hill Lane;
2. Construction of a directional site entrance along Sudley Road west of Kyle Wilson Way to accommodate a westbound left turn bay along Sudley Road and an eastbound right turn bay along Sudley Road at the proposed entrance;
3. Construction of a "RCUT" intersection at the intersection of Pageland Lane and Route 29; and
4. If not yet completed or constructed to substantial completion by others, as required in association with REZ2018-00008, construct a signal at the intersection of Route 29 and the entrance to REZ2018-00008, subject to an agreement with the owner(s) of the REZ2018-00008 property and/or VDOT or PWDOT to reimburse the Applicant for all costs associated with its construction of an improvement previously required to be constructed in association with REZ2018-00008.

47. Design Details for the Roadway Network Improvements. Subject to PWCDOT and VDOT approval, the Applicant shall design and construct the Road Improvements in accordance with the applicable DCSM and VDOT standards:

- a. Onsite Portions of Roadway Network Improvements. The Applicant shall design the onsite portions of the Roadway Network Improvements as shown on Exhibit A and in the roadway sections set forth on the MZP and on page 21 of the Master Corridor Plan,

provided that the final design, dimensions and, as necessary or appropriate, extent of right-of-way to be dedicated shall be determined as part of PIP and/or final site plan approval for the associated improvements, but at a minimum shall accommodate:

- i. A four-lane, divided section of Pageland Lane, including of a sixteen foot (16') landscaped median, either within the existing right-of-way or right-of-way to be dedicated by the Applicant along the Property's Pageland Lane frontage;
- ii. Roundabouts on Pageland Lane in the general locations shown on Exhibit A;
- iii. A ten foot (10') wide shared use path along each side of Pageland Lane along the Property's frontage; and
- iv. A fifty-foot (50') buffer along each side of the Pageland Lane along the Property's frontage.

b. Dedication of Right-of-Way for Roadway Network Improvements. The Applicant shall dedicate in fee simple, at no cost to the County, sufficient right-of-way, along with ancillary temporary construction, grading and utility easements, from the Property as may be necessary to accommodate the onsite portion of the Road Network Improvements (the "Onsite ROW Dedication"), consistent with the roadway sections set forth on the MZP. The Applicant shall provide the Onsite ROW Dedication upon written demand from PWCDOT and/or VDOT as part of its review and approval of a PIP and/or final site plan approval for all or any portion of the onsite Roadway Network Improvements, whether such plans are prepared by the Applicant or on behalf of a third party proposing to construct such improvements across the Property's frontage.

c. Offsite Portions of Roadway Network Improvements. For those portions of the Roadway Network Improvements located offsite from the Property that the Applicant proposes to construct or cause to be constructed, the Applicant shall design such improvements generally as shown on Exhibit A, with the final design, dimensions

and, as necessary or appropriate, extent of right-of-way to be acquired to be determined as part of PIP and/or final site plan approval for the associated improvements. Except as set forth herein related to the use of eminent domain, the Applicant shall be responsible for the acquisition, or cost thereof (if any), of offsite right-of-way required to complete the Roadway Network Improvements, including, but not limited to, any easements required for utilities, utility relocation, and stormwater management.

48. Primary Access and Low Volume Commercial Entrances on Pageland Lane. Subject to PWCDOT and VDOT approval, the Applicant shall design and construct any data center land bay curb cuts along the Property's frontage on Pageland Lane (other than the proposed roundabout intersections) as minor commercial entrances, as shown on the MZP.

49. Bicycle Parking. The Applicant shall provide a minimum of one (1) inverted-U bicycle parking rack for each new building constructed on the Property. The bicycle parking shall be shown on the final site plan for the associated building and installed prior to issuance of an occupancy permit for such building.

WATER AND SANITARY SEWER

50. Water and Sewer. Subject to the acquisition of all necessary offsite easements and/or rights-of-way, the Applicant shall construct and install water and sewer lines to serve the demand generated by the development of the Property and provide all connections for the Development as generally shown on Sheet 8 of the MZP (collectively, the "Wet Utilities") in accordance with the requirements of the Prince William County Service Authority. In the event an alternate routing of water and/or sanitary sewer lines is required, if such alternate routing is subject to a separate Public Facility Review, the Applicant shall not be required to amend the MZP or these Proffers. The Applicant reserves the right to phase construction of the Wet Utilities in accordance with the Applicant's phasing plans for the Development. The Applicant shall pursue and, if successful, acquire, at no public cost, any off-site easements for the benefit of the Service Authority, if needed, to extend public water and/or sanitary sewer lines to the Property. Unless otherwise approved by the Prince William County Health Department, any existing wells and drainfields located on the Property within each Land Bay

must be abandoned prior to approval of the first occupancy permit or its equivalent for the first building in such Land Bay and in accordance with Health Department standards and requirements then in effect, unless otherwise agreed to by the Health Department. Notwithstanding the foregoing sentence, the Applicant may, in consultation with the Health Department and/or the PWCSA, maintain one (1) or more existing wells in lieu of abandonment solely for the use of ongoing groundwater monitoring to assess water quality on and in the vicinity of the Property (each a “Monitoring Well”). For any such Monitoring Well, the Applicant shall, upon request by applicable county agencies and as part of final site plan approval for the portion of the Property on which the Monitoring Well is located, grant ingress-egress easements to the County to permit access to the Monitoring Well.

51. Authorization. Acceptance and approval of this Application by the Board shall fulfill the requirement for a Public Facility review and authorizes extension and construction of water and sewer lines and facilities necessary to serve the Property pursuant to Virginia Code Section 15.2-2232(D) and Prince William County Zoning Ordinance Section 32-201.12(a)(2).

52. Water Quality Monitoring Contribution. The Applicant shall make a monetary contribution to the Board in the amount of \$75.00 per acre for water quality monitoring or offsite drainage improvements. Said contribution shall be made at the time of final site plan approval for the corresponding acreage reflected on each such site plan.

53. Expansion of Water Quality Monitoring Program. The Applicant shall work with the Virginia Department of Environmental Quality (“DEQ”), in collaboration with the Upper Occoquan Service Authority (“UOSA”), the Fairfax County Water Authority (“FCWA”), and other relevant stakeholders to expand DEQ’s water quality monitoring program and implement additional waterway monitoring to include sites along Little Bull Run and Lick Branch within the Property. The Applicant shall supply written confirmation and/or proof of collaboration, or attempt thereof, with DEQ, UOSA and FCWA and/or other relevant stakeholders to the Land Development Division prior to final site plan approval of the first site plan on the Property.

MISCELLANEOUS

54. Eminent Domain. In the event the Applicant is not able to acquire off-site right-of-way required to provide any offsite improvements identified in these Proffers, including any easements required for utilities, utility relocation, grading and stormwater management for such improvements, the Applicant may request the County to acquire the right-of-way and easements by means of its condemnation powers at the Applicant's expense.

a. County's Eminent Domain Policy. The Applicant's request shall be in writing and shall comply in all respects with the County's Eminent Domain Policy. The condemnation request shall be made prior to each phase of development as provided in Proffer 46 to the appropriate County agency (with a copy to PWCDOT) and be accompanied by the following:

1. The names of the record owners, the property addresses, tax map parcel numbers and GPIN numbers for each landowner from whom such right of way and/or easements are sought;
2. Plats, plans and profiles showing the necessary right of way and/or easements to be acquired and showing the details of the proposed transportation improvements to be located on each such property;
3. A 60-year title search of each involved property;
4. Documentation demonstrating to the County's satisfaction Applicant's good faith, best efforts to acquire the right of way and/or easements, at a cost of at least the appraised value of the involved property interests;
5. A letter of credit acceptable to the County, cash or equivalent (from a financial institution acceptable to the County) in an amount equal to the appraised value of the property to be acquired, and all damages to the residue, together with an amount representing the County's estimate of its cost of condemnation proceedings, in a form permitting the County to draw upon the same as necessary to effectuate the purposes hereof; and

6. An agreement signed by Applicant's representative and approved by the County Attorney whereby Applicant agrees to pay all costs of the condemnation, including expert witness fees, court costs, exhibit costs, court reporter fees, attorney fees for the Office of the County Attorney, and all other costs associated with the litigation, including appeals. The Agreement shall specifically provide that in the event the property owner is awarded in the condemnation suit more than the appraised value estimated by Applicant's appraiser, Applicant shall pay to the County the amount of the award in excess of the amount represented by the letter of credit or cash deposit within fifteen (15) days of the award.

b. Pursuant to Virginia Code § 25.1-417, a determination of the value of the Property shall be based on the following:

- i. If the assessed value is less than \$25,000, then the value shall be determined by assessment records or other objective evidence; or
- ii. If the assessed value is greater than \$25,000 an independent appraisal of the value of the right of way and easements to be acquired, and any and all damages to the residue of the involved property, said appraisal to be performed by an appraiser licensed in Virginia and approved by the County.

c. In the event the County does not acquire the right of way and/or easements in accordance with the above despite its good faith, best efforts to do so, the County shall provide written notice to the Applicant of its failure to acquire said right of way and/or easements. Within a reasonable time following receipt of such written notice from the County, the Applicant shall either (i) provide the County with a cash in lieu contribution equal to the amount representing the Applicant's estimate of what it would have otherwise cost the Applicant to build or complete the portion of the Road Network Improvements and/or the Wet Utilities for which the County attempted, but was unable to acquire pursuant to this Proffer or (ii) use the equivalent of the Applicant's estimate

in subsection (i) herein to analyze and provide alternative improvements in consultation with PWCDOT and as approved by VDOT. For the purpose of clarity, the Applicant, in coordination with the County, shall continue to develop if the right of way and/or easements are not acquired while other mitigation measures are pursued.

55. Advanced Density/Intensity Credit. Density/intensity credit is reserved for all eligible dedications of any public right-of-way or land for public facilities described herein or as may be required by Prince William County or VDOT pursuant to the DCSM at the time of the final site plan approval(s) for the Property.
56. Tree Preservation Area along Land Bay A Thornton Drive Access. In the event the Applicant cannot accommodate tree preservation on both sides of the Low Volume Commercial Entrance at Thornton Drive as depicted on Sheet 05 of the MZP, the Applicant shall provide for reforestation, supplemental landscape, or buffer in this area.
57. Buffers and Supplemental Landscape Areas Against Future Adjacent PBD Properties. In the event adjacent properties are rezoned to PBD and developed with uses compatible (that is, data centers, substations and/or associated ancillary facilities such as transmission lines, water and sewer infrastructure, and similar uses) with the Development, the perimeter buffers required by the DCSM and supplemental landscape areas as shown on the MZP may be removed and/or not provided.
58. Marble Hill Community Area (that is, that area located south of Sudley Road, east of the unnamed tributary of Lick Branch, also located east of the Applicants pending Rezoning)
- a. The Marble Hill Community is currently private property, not subject to a pending rezoning. The Marble Hill Community is part of the Prince William Digital Gateway CPA. The Applicant anticipates that Marble Hill will pursue a rezoning of its community.
 - b. If and when the Marble Hill Community submits and pursues a rezoning application consistent with the governing CPA, the Applicant shall work with the County, Archaeologist and/or their designee ,and Marble Hill to:

- i. Coordinate access through the Applicants property (if necessary) to enter the Marble Hill area to conduct archaeological research; and
- ii. Provide a place for relevant historical markers and educational/interpretative information in the area; and
- iii. If not provided by Marble Hill, coordinate a route for public access (that shall not interfere with Applicants security requirements) to relevant and preserved archaeological site(s) within Marble Hill.

59. Escalator Clause. In the event that the monetary contributions set forth in this Proffer Statement are paid to the Board of County Supervisors within eighteen (18) months of final unappealable approval of this Rezoning, as applied for, said contributions shall be in the amounts stated herein. Any monetary contributions required hereby which are paid to the Board after eighteen (18) months following approval of this Rezoning shall be adjusted in accordance with the Urban Consumer Index ("CPI U") published by the United States Department of Labor, such that at the time contributions are paid they shall be adjusted by the percentage change in the CPI U from that date eighteen (18) months after approval hereof, to the most recently available CPI U to the date the contributions are actually paid, subject to a cap of six percent (6%) per year, non-compounded.
60. Extension of Time. The Applicant reserves the right to request from the Planning Director an extension of the time within which specific proffers may be fulfilled or completed to reflect challenges or limitations beyond the Applicant's control or for such other reason as the Planning Director may agree. This Proffer 60 does shall relieve the Applicant of the obligation to demonstrate proffer compliance if such proffer is required to be satisfied prior to County issuance of an approval or permit.
61. Successors and Assigns. These Proffers shall bind and inure to the benefit of the Applicant, the Owners and their successors, tenants and assigns. Each reference to "Applicant" in this proffer statement includes within its meaning and is binding upon Applicants', Owners', and their successor(s) in interest and/or developer(s)/user(s) of any portion of the Property.
62. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together constitutes one and the same instrument.

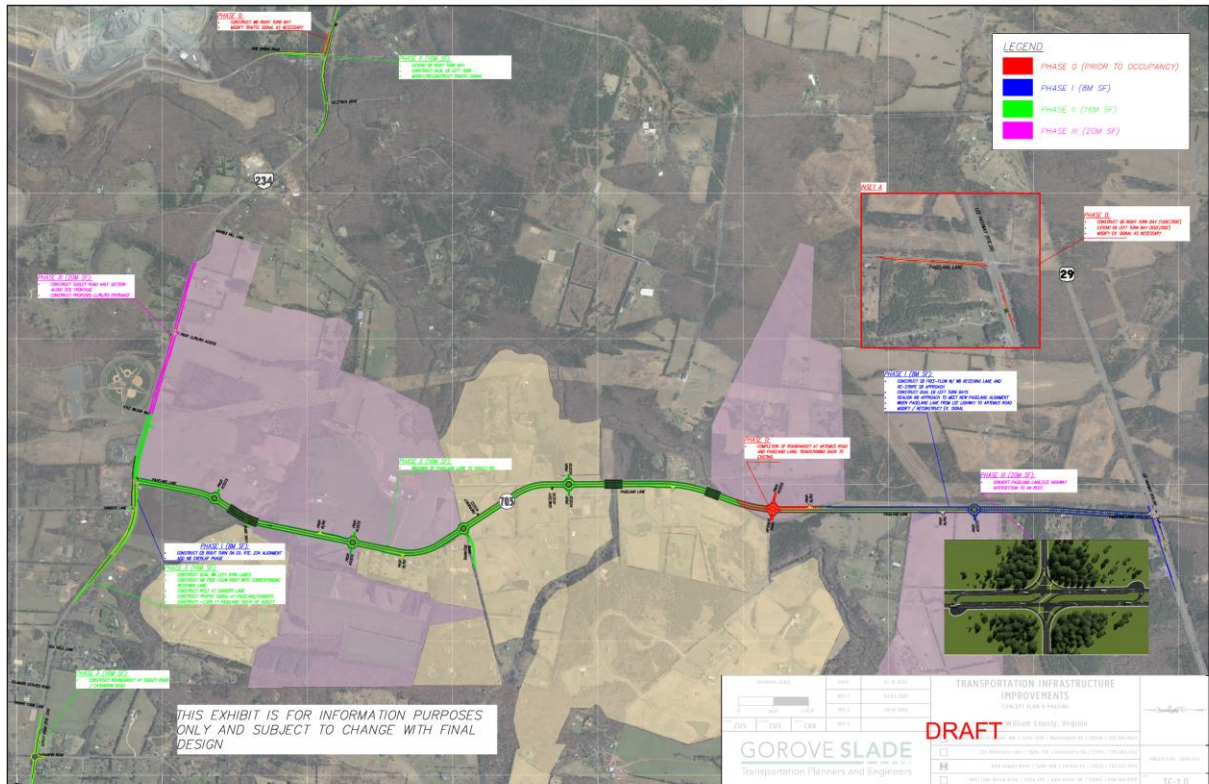
MODIFICATIONS AND WAIVERS

63. Pursuant to Sections 32-404.05 and 32-700.04 of the Zoning Ordinance, of the Zoning Ordinance, the following modifications and waivers are approved as part of these Proffers:

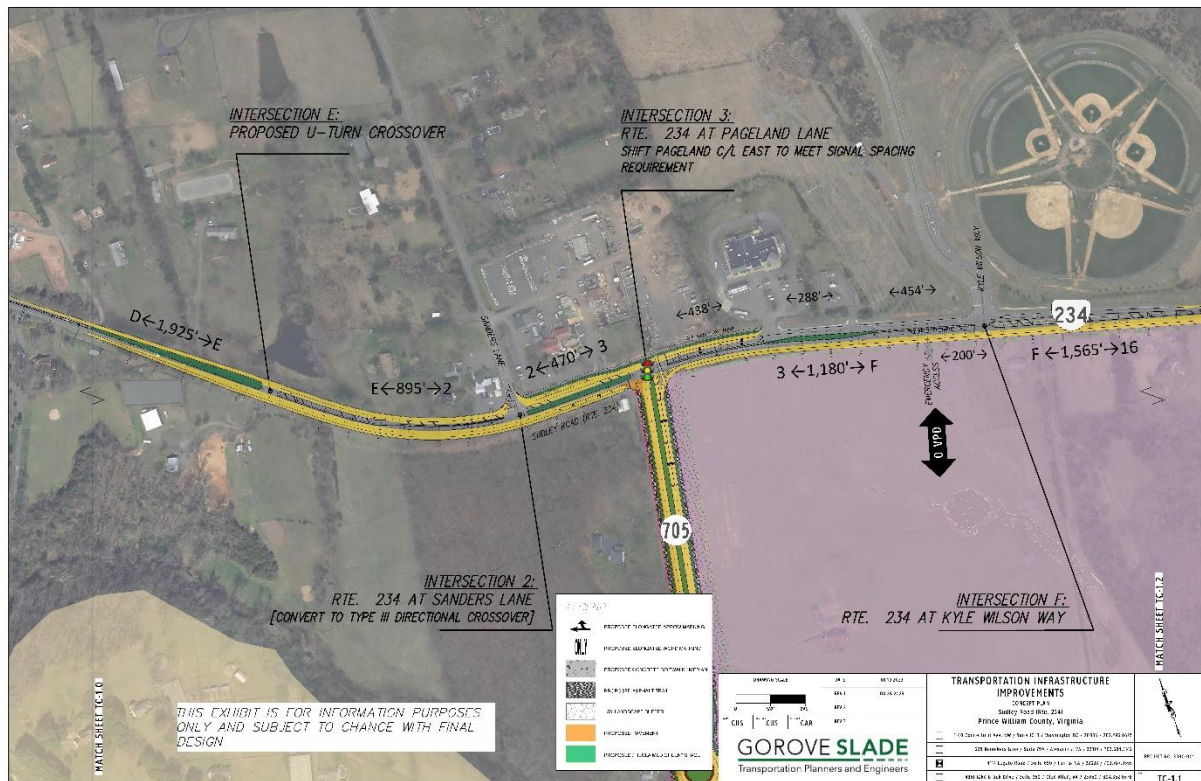
- a. Waiver of Section 32-250.31 of the Zoning Ordinance, Sections 802.11.A and DCSM Table 8-1 of the DCSM to not require internal buffers between similar uses and waive buffers between Land Bays on the Property to allow that shown on the MZP.
- b. Waiver of Section 32-404.04.5 of the Zoning Ordinance requiring a perimeter Type C buffer between Land Bays, along public right-of-way and adjacent to properties zoned PBD to allow for buffers as shown on the MZP.
- c. Modification of Section 32-201.18 of the Zoning Ordinance requiring a 15' perimeter landscape area around substations (considered a public facility), for instances where a side(s) of a substation is interior to the Property and is screened and not visible from public rights-of-way, parks, and residential areas or adjacent properties that are designated and rezoned for development of data center and/or data center supporting uses compatible with the Development.
- d. A modification to the uses permitted by right pursuant to Section 32-404.05.1 of the Zoning Ordinance by modifying Section 32-402.23(3) to permit data centers, public facilities and parking (per Proffer 3 above) by-right, above.

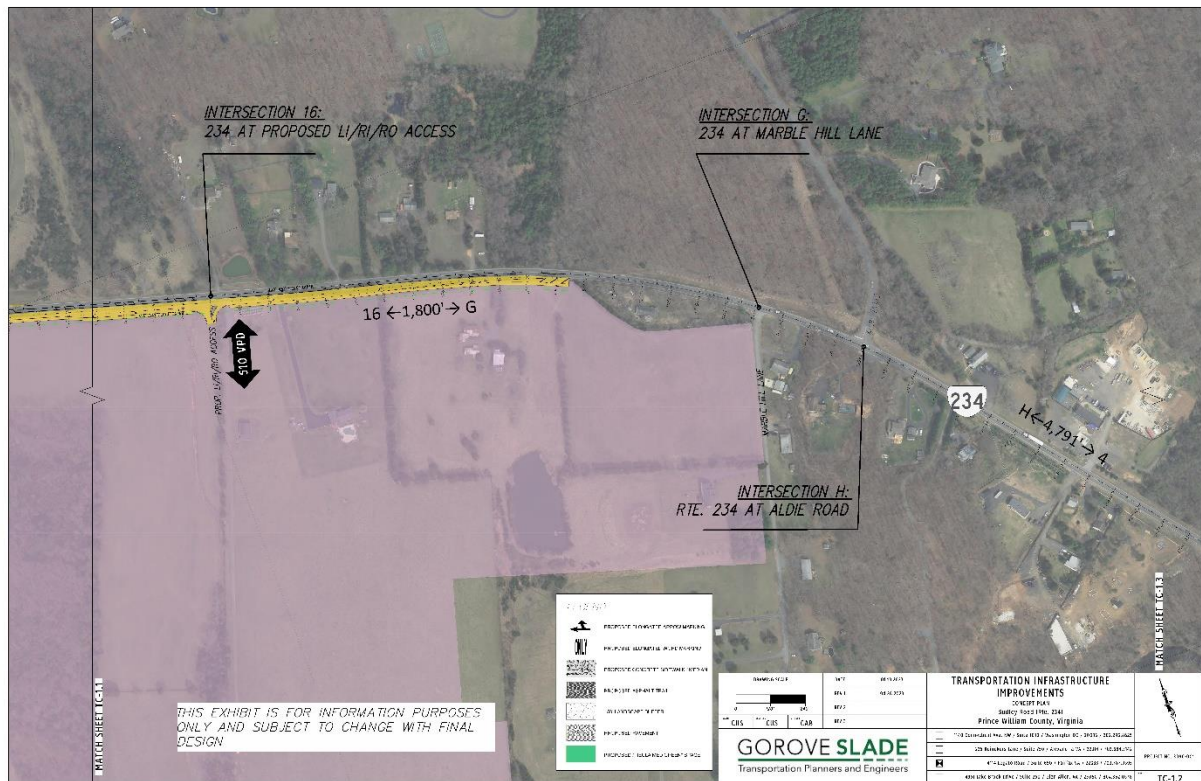
[SIGNATURE PAGE(S) TO FOLLOW]

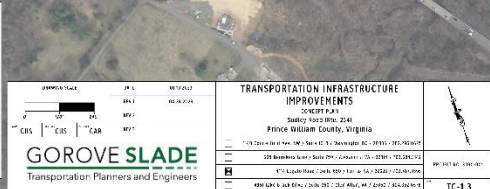
Exhibit A: Transportation Infrastructure Improvements Concept Plan & Phasing,
prepared by Gorove/Slade dated January 19, 2023 and revised through August 14, 2023.

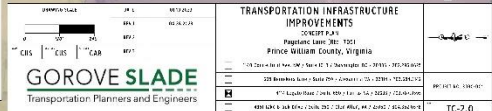


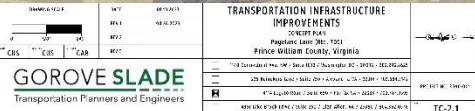


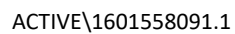












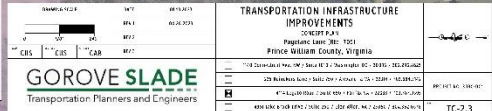
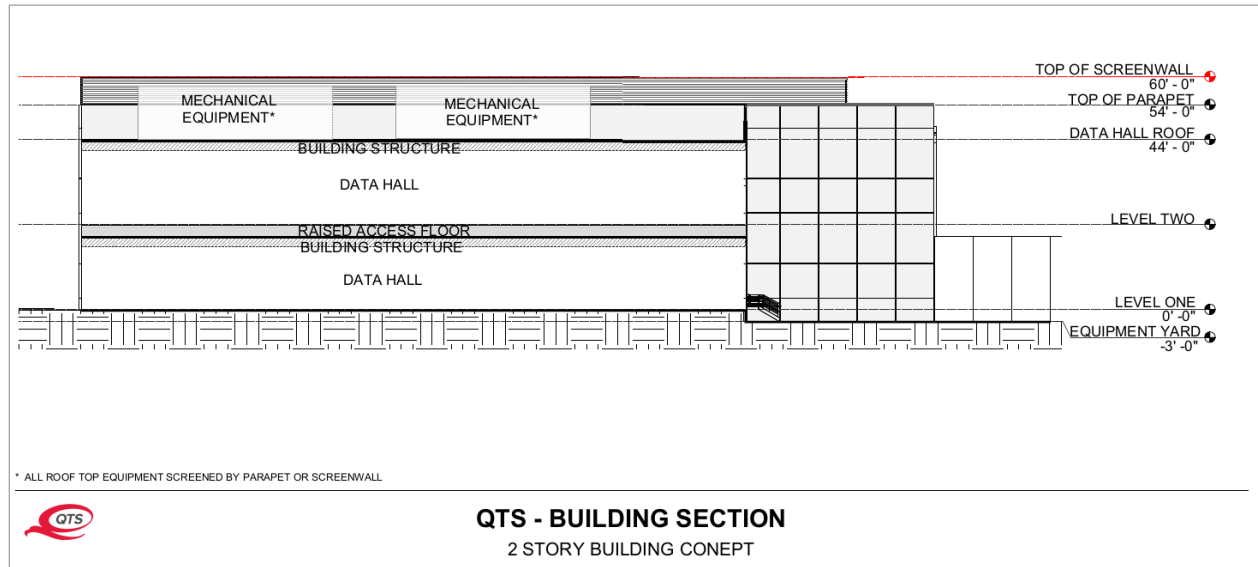


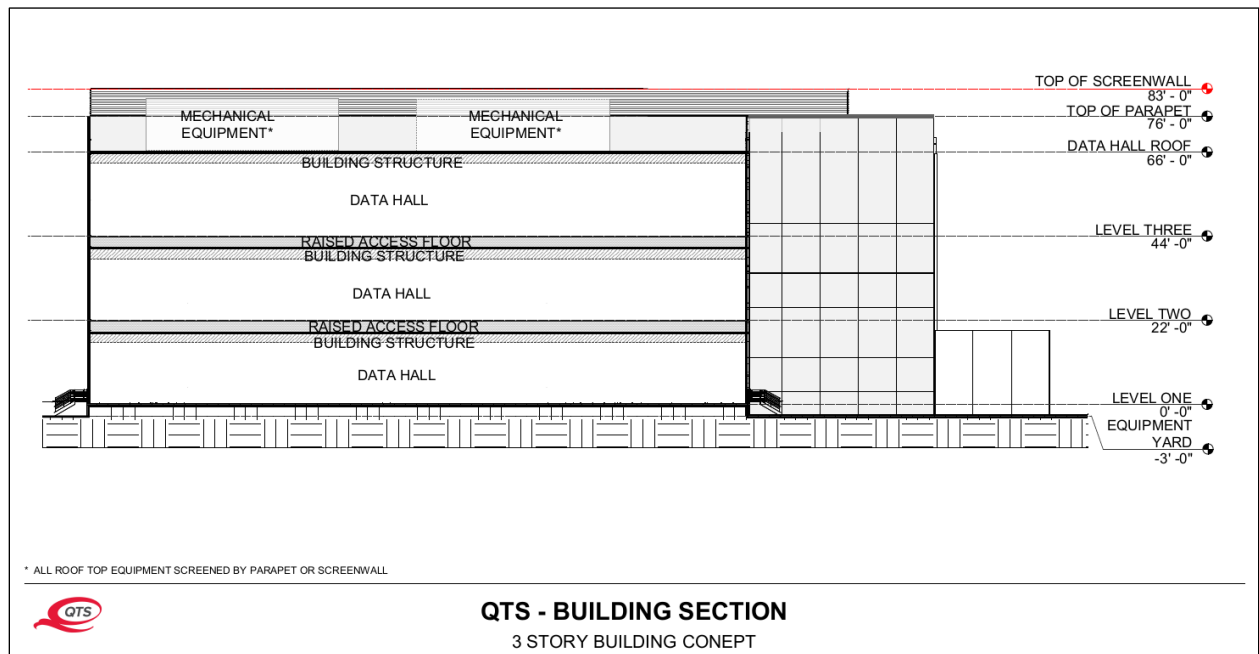


Exhibit B: "Prince William Digital Gateway Master Corridor Plan, prepared by LandDesign, dated January 2023 and revised August 2023. Provided under separate cover.

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Exhibit C, Building Sections 2 Story and 3 Story Concept and Rooftop Plan Views.





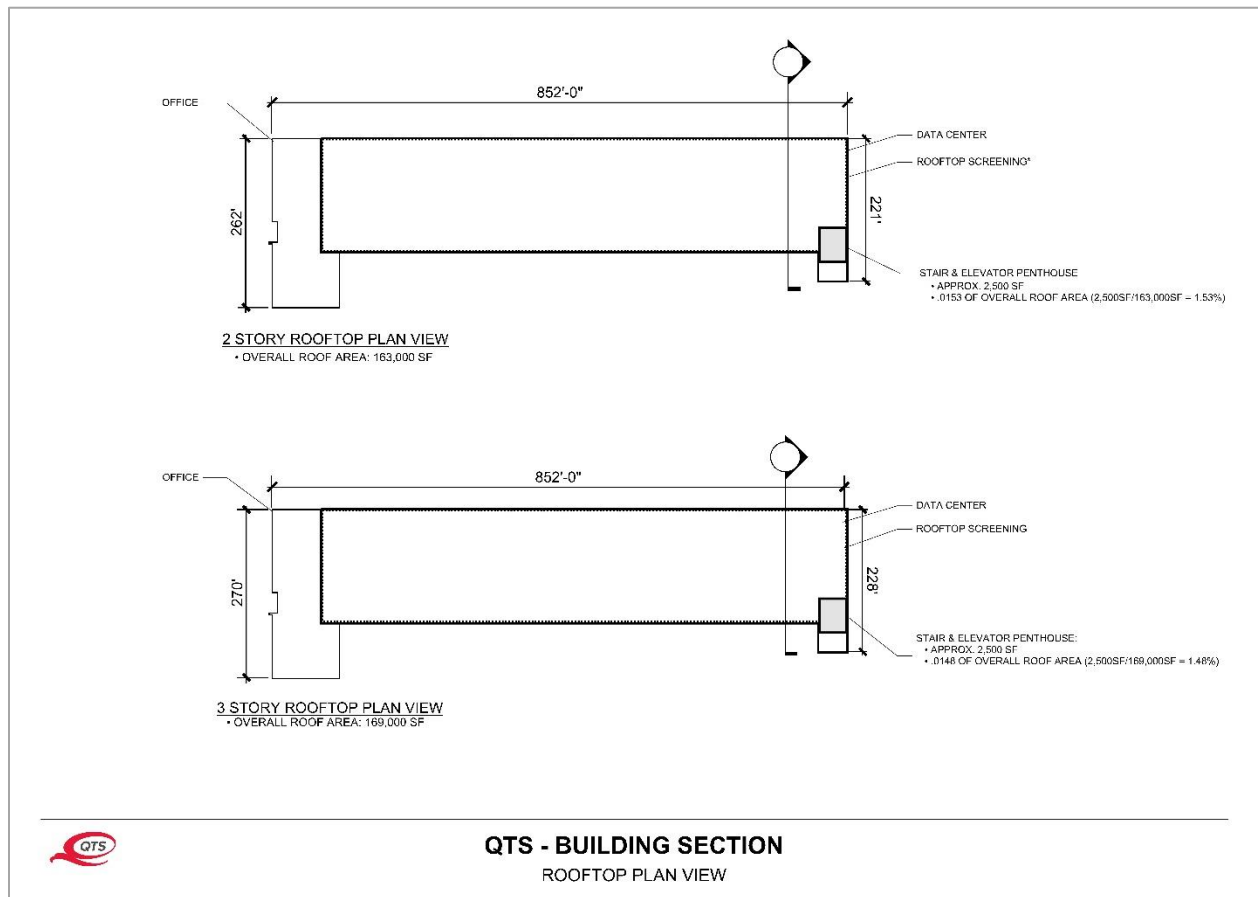




Exhibit D: Substation screening, depictions and examples

**Shakespeare**
A valmont COMPANY

Products ▾ Resources ▾ Featured ▾ About ▾ Contact ▾

Home / Products / SafeFence

Shakespeare SafeFence substation perimeter fencing



SAFE FENCE
NON-CONDUCTIVE BARRIER

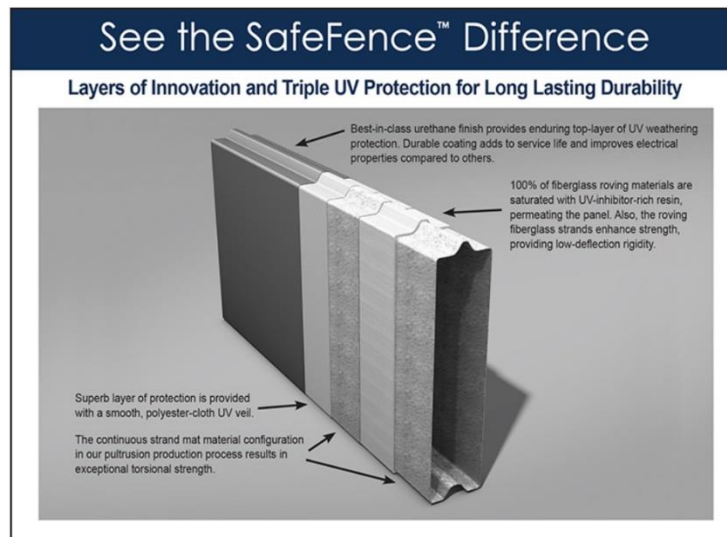
conductive SafeFence

SafeFence Substation Barrier System Protects People, Utility Assets

SafeFence™ non-conductive perimeter barrier fencing provides safety and security around substations, transformer yards and other utility properties with installed power-delivery assets.

The fiberglass wall deters would-be vandals, excludes wildlife, and hides

Shakespeare SafeFence panels are available in a range of horizontal lengths and in 6-inch high or 12-inch high profiles. The 12-inch panels are now available with ballistic-grade inserts to enhance utility asset protection.



DRAFT Proffer Statement
REZ2022-00032, Digital Gateway North
GW Acquisitions Co. LLC and GW Acquisition I, LLC
August 25, 2023
Page 66 of 66

[Signature Page(s) to Follow]

MASTER ZONING PLAN
#REZ2022-00032
PW DIGITAL GATEWAY-NORTH
GAINESVILLE MAGISTERIAL DISTRICT
PRINCE WILLIAM COUNTY, VIRGINIA

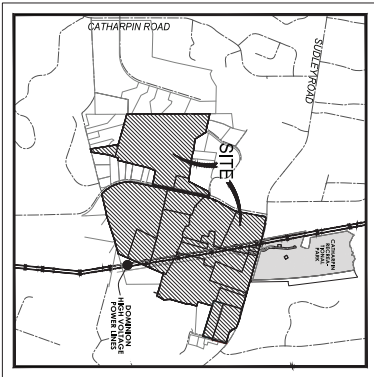
Attachment B

NOTES:
1. THE PROPERTIES SUBJECT TO THIS APPLICATION ARE IDENTIFIED ON THE PRINCE WILLIAM COUNTY, VIRGINIA GEOGRAPHIC INFORMATION SYSTEM (GIS) LISTED BELOW.

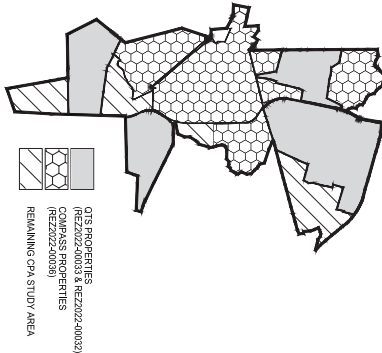
GPN	PROPERTY ADDRESS	OWNER	ACRES	PROPOSED ZONING
749b-0c-2914	12816 THORNTON DRIVE	ABULHUS AALI, TRUSTEE	5.11	PBD
749b-41-0789	5204 PAGELAND LANE	ABULHUS AALI, TRUSTEE	124.38	PBD
749b-0c-5388	5200 PAGELAND LANE	ABULHUS AALI, TRUSTEE	9.26	PBD
749b-0c-1020	5211 PAGELAND LANE	PAGELAND LIMITED LIABILITY COMPANY	38.59	PBD
749b-1c-3888	5305 PAGELAND LANE	PAGELAND LIMITED LIABILITY COMPANY	83.13	PBD
749b-0c-0033	5307 PAGELAND LANE	PAGELAND LIMITED LIABILITY COMPANY	16.03	PBD
749b-0c-0033	4812 SUDLEY ROAD	BEVERLY DAVIS	30.24	PBD
749b-0c-0033	4810 SUDLEY ROAD	BEVERLY DAVIS	3.52	PBD
749b-0c-0033	4804 SUDLEY ROAD	MARY E. LAMSON	62.94	PBD
749b-0c-0033	4807 PAGELAND LANE	FRANK E. SURFACE	41.59	PBD
749b-0c-0033	4804 SUDLEY ROAD	SANDRA H. SURFACE	34.48	PBD
749b-0c-0033	5205 PAGELAND LANE	DAVID HOTEL, TRUSTEE	17.58	PBD
749b-0c-0033	4808 SUDLEY ROAD	KIMBERLY A. HOTEL, TRUSTEE	1.00	PBD
749b-0c-0033	4808 SUDLEY ROAD	PHILIP HARROVER, TRUSTEE	1.00	PBD
749b-0c-0033	4816 SUDLEY ROAD	FAVE HOWARD, TRUSTEE	.90	PBD
749b-0c-0033	4816 SUDLEY ROAD	WILLIAM A. & BEVERLY S. BECKER	24.71	PBD
749b-0c-0033	4808 SUDLEY ROAD	JOHN N. SEELEY, TRUSTEE	10.01	PBD
749b-0c-0033	12728 MARBLE HILL LANE	MELANIE & GARLAND WILLIAMS	10.01	PBD
749b-0c-0033	4804 SUDLEY ROAD	STED, L. ALI	17.44	PBD

- THE EXISTING ZONING OF THE SUBJECT PROPERTIES ARE A) (AGRICULTURAL) AND IS TO BE REZONED TO PBD (PLANNED BUSINESS DISTRICT).
- THE PARCELS ARE WITHIN THE GAINESVILLE MAGISTERIAL DISTRICT.
- GROSS SITE AREA: 42,320.334 SQ. FT. OR APPROXIMATELY 954.6 ACRES. THIS AREA IS BASED ON A SURVEY COMPLETED BY CHATHAM CONSULTING, LTD. AND THE COMPANION MAP OFFERS FROM THE PRINCE WILLIAM COUNTY MAPPER.
- HORIZONTAL DATUM SHOWN HEREON IS REFERENCED TO THE VIRGINIA COORDINATE SYSTEM (VCS) 1983 - NORTH AS ESTABLISHED FROM A CURRENT GPS SURVEY.
- THE VERTICAL DATUM SHOWN HEREON IS REFERENCED TO THE NORTH AMERICAN VERTICAL DATUM OF 1988 (NAVD 88) (GEOID-88) AS ESTABLISHED FROM A CURRENT GPS SURVEY.
- A PORTION OF THE SUBJECT PROPERTY CONTAINS A RESOURCE PROTECTION AREA (RPA). THESE AREAS ARE IDENTIFIED ON THE SUBJECT PROPERTY MAP AND ARE BASED ON THE DATA PROVIDED BY THE VIRGINIA DEPARTMENT OF ENVIRONMENTAL QUALITY (VDEQ) AND THE DATA PROVIDED BY THE PRINCE WILLIAM COUNTY MAPPER.
- THE SUBJECT PROPERTY IS LOCATED ON A FLOOD INSURANCE RATE MAP (FIRM), NO. 515030000, WITH EFFECTIVE DATES OF JANUARY 1, 1996.
- ALL SURVEYS SHALL CONFORM TO THE REQUIREMENTS OF SECTION 3-2-20 OF THE PRINCE WILLIAM COUNTY ZONING ORDINANCE.

VICINITY MAP
SCALE: 1" = 2000'



KEY LOCATION



SHEET #	SHEET TITLE
01	COVER SHEET
02-04	MASTER ZONING PLAN
05-07	GREEN INFRASTRUCTURE PLAN
08	INFRASTRUCTURE PLAN



APPLICANT
GW ACQUISITION CO. LLC
C/O OTIS DATA CENTERS
12851 FOSTER STREET
OVERLAND, KANSAS 66213

ATTORNEY
DLA PIPER
11911 FREEDOM DRIVE SUITE 300
RESTON, VIRGINIA 20190

CIVIL ENGINEER / LAND PLANNING
CHRISTOPHER CONSULTANTS, LLC
9301 INNOVATION DRIVE, SUITE 150
MANASSAS, VIRGINIA 20110

TRAFFIC ENGINEER
GOROYE / SLADE
15125 WASHINGTON STREET, SUITE 212
HAYMARKET, VIRGINIA 20169

ENVIRONMENTAL ENGINEER
WETLAND STUDIES & SOLUTIONS, INC.
5300 VEDIC LANE SUITE 100
GAINESVILLE, VIRGINIA 20169

LANDSCAPE ARCHITECT/MASTER PLANNER
LANDDESIGN
200 S. PENTON ST.
ALEXANDRIA, VIRGINIA 22314

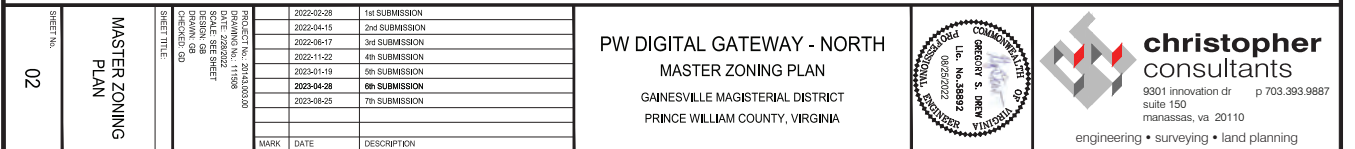


PW DIGITAL GATEWAY - NORTH
MASTER ZONING PLAN
GAINESVILLE MAGISTERIAL DISTRICT
PRINCE WILLIAM COUNTY, VIRGINIA

MARK	DATE	DESCRIPTION
	2022-02-28	1st SUBMISSION
	2022-04-15	2nd SUBMISSION
	2022-06-17	3rd SUBMISSION
	2022-11-22	4th SUBMISSION
	2023-01-19	5th SUBMISSION
	2023-02-02	6th SUBMISSION
	2023-08-22	7th SUBMISSION

COVER SHEET

SHEET NO.
01



SHEET NO. 05

LEGEND

PROPERTY BOUNDARY / AREA OF APPLICATION

APPROXIMATE LIMITS OF DISTURBANCE

RPA

LAND BAY BOUNDARY

GRADING AREA SEEDED PERVIOUS AREA

APPROXIMATE NATURAL TRAIL

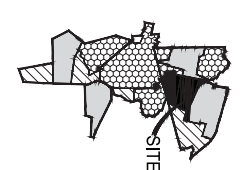
DEVELOPMENT AREA

NATURAL OPEN SPACE

RESTORATION AREA

BUFFER

SUPPLEMENTAL LANDSCAPE AREA



OPEN SPACE TABULATIONS (RE2022-00032)				
LAND BAY	NATURAL OPEN SPACE	RESTORED OPEN SPACE	% OPEN SPACE	SEEDED PERVIOUS SPACE
A	1,196.75	440.18	110.66	250.24
B	1,196.89	440.18	110.66	250.24
C	288.25	44.46	12.78	14.27
D	1,146.19	41.05	110.66	250.24
TOTAL	4,514.49	484.79	10.62	1,196.71
TOTAL UNSEEDED	4,514.49			250.24
TOTAL SEEDED				1,196.71

COMBINED OPEN SPACE TABULATIONS				
RESTORING APPLICATION	ACREAGE	% OPEN SPACE	TOTAL SEEDED PERVIOUS SPACE	% OPEN SPACE
RE2022-00033	4,514.49	10.62	1,196.71	25.88
RE2022-00032	4,514.49	10.62	1,196.71	25.88
TOTAL	9,028.98	21.24	2,393.42	51.76

- OPEN SPACE NOTES:**
- TOTAL OPEN SPACE AREAS INCLUDE:
 - NATURAL OPEN SPACE - TREE PRESERVATION AREAS
 - RESTORED OPEN SPACE - RESTORATION AND BUFFER
 - PROTECTED OPEN SPACE - NATURAL + RESTORED OPEN SPACE
 - SEEDED PERVIOUS AREA - AREAS WITHIN LOD THAT CAN BE GRADED AND WILL REMAIN GRASS/LANDSCAPED
 - THE OPEN SPACE PERCENTAGE DOES NOT INCLUDE ADDITIONAL LANDSCAPED AND OPEN SPACE AREAS WITHIN THE DEVELOPMENT AREAS.
 - THE CPA-DESIGNATED PARK AREAS CONSTITUTE +11% OF THE 2,139 ACRES (238 ACRES) OF THE TOTAL DIGITAL GATEWAY CORRIDOR.
 - RESTORATION AREAS WILL BE PLANTED IN ACCORDANCE WITH DCISM:
 - PLANTING DENSITY SHALL BE A MINIMUM OF 450 TREES PER ACRE.
 - THE MINIMUM SIZE OF SEEDLINGS SHALL BE 12" IN HEIGHT.
 - ALL SPECIES SHALL BE INDIGENOUS TO VIRGINIA.
 - A COMBINATION OF UNDERSTORY SPECIES SHALL BE USED. THE NUMBER OF TREES FROM EITHER CATEGORY SHALL NOT EXCEED 70% OF THE TOTAL NUMBER OF TREES PLANTED.
 - PROTECTIVE TREE SHELTERS A MINIMUM OF 4" IN HEIGHT AND WEED MATS OR MULCH SHALL BE USED FOR ALL TREES. INSTALLATION SHALL BE PER MANUFACTURERS INSTRUCTIONS.
 - PLANTING SHALL OCCUR EITHER IN THE SPRING BETWEEN MARCH 15 AND MAY 1, OR IN THE FALL BETWEEN OCTOBER 1 AND NOVEMBER 15.



GREEN INFRASTRUCTURE PLAN

SHEET NO. 06

PROJECT NO. 2201000300

DATE: 12/29/2022

DESIGN: GIB

DRAWN: GIB

CHECKED: GIB

PW DIGITAL GATEWAY - NORTH

MASTER ZONING PLAN

GAINESVILLE MAGISTERIAL DISTRICT

PRINCE WILLIAM COUNTY, VIRGINIA

CHRISTOPHER CONSULTANTS

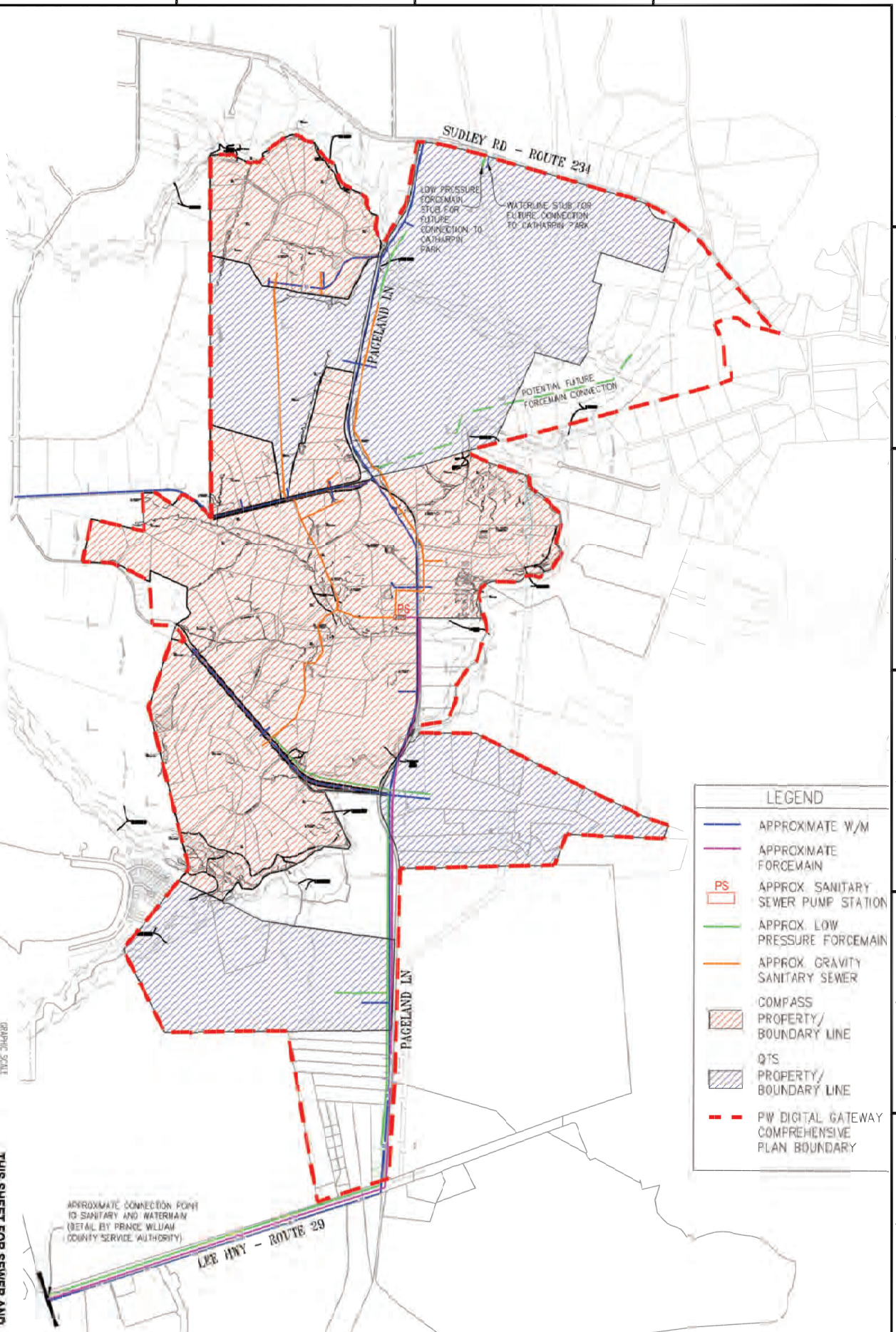
9301 INNOVATION DR SUITE 150 MANASSAS, VA 20110

engineering • surveying • land planning

COMMITTEE OF VIRGINIA

06/25/2022

06/25/2022



LEGEND

- APPROXIMATE W/M
- APPROXIMATE FORCEMAIN
- PS APPROX. SANITARY SEWER PUMP STATION
- APPROX. LOW PRESSURE FORCEMAIN
- APPROX. GRAVITY SANITARY SEWER
- COMPASS PROPERTY/BOUNDARY LINE
- QTS PROPERTY/BOUNDARY LINE
- PW DIGITAL GATEWAY COMPREHENSIVE PLAN BOUNDARY



THIS SHEET FOR SEWER AND WATER ILLUSTRATIVE PURPOSES ONLY, SUBJECT TO CHANGE WITH FINAL PLANS.

APPROXIMATE CONNECTION POINT TO SANITARY AND WATERMAIN (DETAIL BY PRINCE WILLIAM COUNTY SERVICE AUTHORITY)

SHEET NO.	08	
INFRASTRUCTURE PLAN		
PROJECT NO.	2022-02-28	
DATE	2022-04-15	
DESIGNER	2022-06-17	
DRAWN BY	2022-11-22	
CHECKED BY	2023-01-19	
DATE	2023-04-28	
DATE	2023-08-29	
MARK	DATE <td>DESCRIPTION</td>	DESCRIPTION

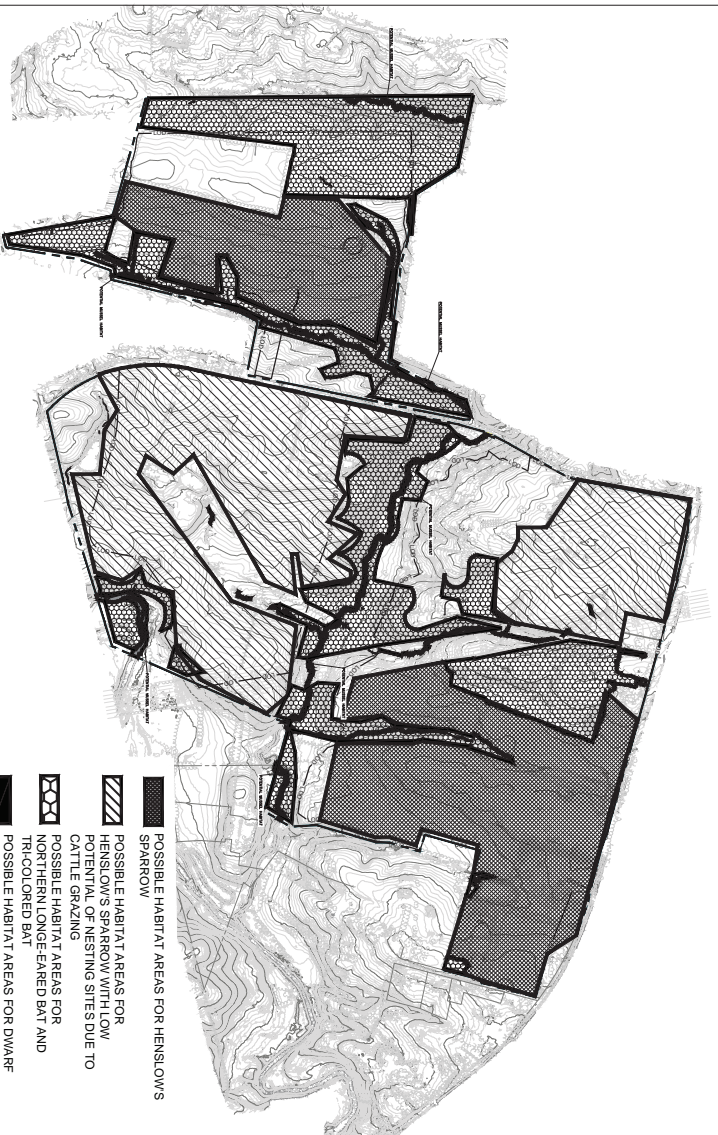
PW DIGITAL GATEWAY - NORTH
MASTER ZONING PLAN
GAINESVILLE MAGISTERIAL DISTRICT
PRINCE WILLIAM COUNTY, VIRGINIA



christopher consultants
9301 innovation dr p 703.393.9887
suite 150
manassas, va 20110
engineering • surveying • land planning

1

POTENTIAL HABITAT AREAS OF THREATENED OR ENDANGERED SPECIES



- THE SUBJECT PROPERTY SHOWN HEREIN IS LOCATED IN FLOOD ZONE "A" AS DETERMINED BY THE FLOOD INSURANCE RATE MAP OF PRINCE WILLIAM COUNTY, WA NUMBER 8150029703 AND 815002980, 815002900, 815002910, AND 815002960 EFFECTIVE DATE 01-01-2013.
- A FIELD SURVEY WAS NOT PERFORMED TO DETERMINE IF A HAZARD FROM THE LISTED ELEVATION CERTIFICATE MAY BE NEEDED TO FERRY THIS DETERMINATION OR APPLY FOR A VARIANCE FROM THE FEDERAL EMERGENCY MANAGEMENT AGENCY. CALCULATIONS WILL ABIDE BY DESIGN REQUIREMENTS AT THE TITLE OF APPLICATION.
- AREAS DESIGNATED AS RESCUE PROTECTION AREAS (RPA) WILL REMAIN AS UNDISTURBED OPEN SPACE WITH THE EXCEPTION OF MINOR ACCESSORY STRUCTURES.
- INTERIORS AND FINISHES SURFACE CALCULATIONS ARE APPROXIMATE IN NATURE AND SUBJECT TO FINAL ENGINEERING. FINAL CALCULATIONS WILL ABIDE BY DESIGN REQUIREMENTS AT THE TITLE APPLICATION.

PROPOSED APPROXIMATE PRESERVATION & IMPACT CALCULATIONS

TOTAL AREA	535 ACRES
DISTURBED AREA	339.4 AC 74%**
UNDISTURBED AREA	114.6 AC 26%**

** ALL VALUES ARE APPROXIMATE AND SUBJECT TO FINAL ENGINEERING

IMPERVIOUS SURFACE CALCULATIONS

TOTAL AREA	535 ACRES
PERVIOUS SURFACES (PROP. CONDITIONS)	421.43 AC 40%*
IMPERVIOUS SURFACES (PROP. CONDITIONS)	432.07 AC 60%**

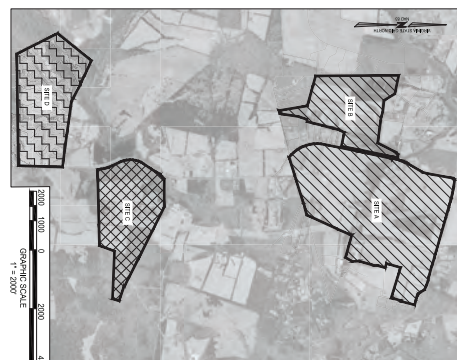
ENVIRONMENTAL RESOURCE (ER) TABULATION





100 YR FLOODPLAIN, RPA, 25% OR GREATER SLOPE AREAS, 15% OR GREATER SLOPES IN CONJUNCTION WITH SOILS THAT HAVE SEVERE LIMITATIONS, SOILS WITH PREDOMINANCE OF MARINE CLAYS, PUBLIC WATER SUPPLY, WETLANDS, AND CRITICALLY ERODIBLE SHORELINES AND STREAM BANKS

SOILS

NO.	SOURCE	MAJOR	SUBS
1	Black, G. L. 1959	20000	
2	Black, G. L. 1960	20000	
3	Black, G. L. 1961	20000	
4	Black, G. L. 1962	20000	
5	Black, G. L. 1963	20000	
6	Black, G. L. 1964	20000	
7	Black, G. L. 1965	20000	
8	Black, G. L. 1966	20000	
9	Black, G. L. 1967	20000	
10	Black, G. L. 1968	20000	
11	Black, G. L. 1969	20000	
12	Black, G. L. 1970	20000	
13	Black, G. L. 1971	20000	
14	Black, G. L. 1972	20000	
15	Black, G. L. 1973	20000	
16	Black, G. L. 1974	20000	
17	Black, G. L. 1975	20000	
18	Black, G. L. 1976	20000	
19	Black, G. L. 1977	20000	
20	Black, G. L. 1978	20000	
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STUDY AREA MAP:



- | | |
|---|--|
|  | POSSIBLE HABITAT AREAS FOR HENSLOW'S SPARROW |
|  | POSSIBLE HABITAT AREAS FOR HENSLOW'S SPARROW WITH LOW POTENTIAL OF NESTING SITES DUE TO CATTLE GRAZING |
|  | POSSIBLE HABITAT AREAS FOR NORTHERN LONG-EARED BAT AND TRICOLORED BAT |
|  | POSSIBLE HABITAT AREAS FOR DWARF WEDGE-MUSEL AND BROOK FLOATER MUSEL |

RARE AND ENDANGERED SPECIES NOTES

WSSI REVIEWED INFORMATION FROM THE VIRGINIA DEPARTMENT OF CONSERVATION AND RECREATION (VA DCR), THE VIRGINIA DEPARTMENT OF GAME AND INLAND FISHERIES (VA DGI), AND THE U.S. FISH AND WILDLIFE SERVICE (USFWS) INFORMATION ABOUT PLANNING AND CONSERVATION (IPDC) REGARDING ENDANGERED AND THREATENED SPECIES ON THE PROJECT SITE. THE FOLLOWING SPECIES AND THE POTENTIAL FOR THEM TO OCCUR WITHIN THE PROJECT AREA IS AS FOLLOWS:

- DWARF WEDGE MUSSEL:

[illegible]

- **BROOK FLOATER MUSSEL:**

The state-endangered rock loater mussel inhabits streams of varying sizes with gravel and cobble substrates and low to moderate flow. However, the species can be found in streams with higher flow along banks and behind flow-obstructing boulders.

- HENSLOW'S SPARROW

The steel-throated Heron's sparrow occurs in fields that are typically dominated by grasses and have scattered briars such as *Rosa* meadows. The abandoned agricultural fields in early stages of successional development, and salt marsh edges. Nesting habitat can be generally characterized as relatively large fields with tall, dense vegetation, a well-developed low layer, standing dead vegetation, and little or no woody vegetation with forbs to utilize as sniping perches. Various researchers have estimated that size is an important factor to the Heron's sparrow with areas of 25 to 250 acres representing the minimum area of contiguous grassland habitat necessary to maintain a viable nesting population of this species.

- **NORTHERN LONG-EARED BAT:**

The federal and state threatened northern long-eared bat may occur within the project area. During the winter, the northern long-eared bat occupies caves and mines with constant temperatures, high humidity, and no air currents. Summer habitat for these species consists of living trees or dead snags where the bats roost singly or in colonies under the bark.

- **TRICOLOR BAIT:**

The state-endangered tri-colored bat typically occurs in western Virginia caves (hibernacula) during the winter and forms small maternity colonies during the spring and summer. This species is commonly found in human-occupied dwellings such as barns, sheds, and abandoned structures. No known tri-colored bat hibernacula or maternity roosts are present within Prince William County; therefore, it is WESA's opinion that these species will not be adversely affected by the project.

- MONARCH BUTTERFLY

The monetary identity is our currency issue under the enhanced options Act, however, the use of a currency customs protection on this species as "warranted but precluded" and it is currently a candidate for listing.

LEGEND:

- STUDY AREA 1
- STUDY AREA 2
- STUDY AREA 3

NOTE:

RECREATION (DCR) LETTER THERE ARE 3 ENDANGERED AND THREATENED SPECIES STUDY AREAS THAT MAKE UP THE SITE. IDENTIFIED ON THE STUDY AREA MAP. STUDY AREA 1 CONSISTS OF SITES A AND B. STUDY AREA 2 CONSISTS OF SITE C AND STUDY AREA 3 CONSISTS OF SITE D.

PROJECT No. 2014-03-003	DATE	DESCRIPTION
DRAWING No. 111918		
DATE		
DESIGN BY		
SCALE AS SHOWN		
DESIGNED BY		
CHECKED: JBD		
SHEET TITLE		
<p align="center">SCHEDULE AND NOTES</p>		
SHEET No.	5	

PW DIGITAL GATEWAY NORTH
ENVIRONMENTAL CONSTRAINTS ANALYSIS
PRINCE WILLIAM CO, VIRGINIA



**christopher
consultants**

9900 main st p 703.273.6820
suite 400
fairfax, va 22031

engineering • surveying • land planning



PRINCE WILLIAM DIGITAL GATEWAY

MASTER CORRIDOR PLAN | JANUARY 2023
QTS REALTY TRUST, INC. REVISED APRIL 2023
COMPASS DATACENTERS, LLC REVISED AUGUST 2023

LandDesign
CREATING PLACES
THAT MATTER.

PRINCE WILLIAM DIGITAL GATEWAY

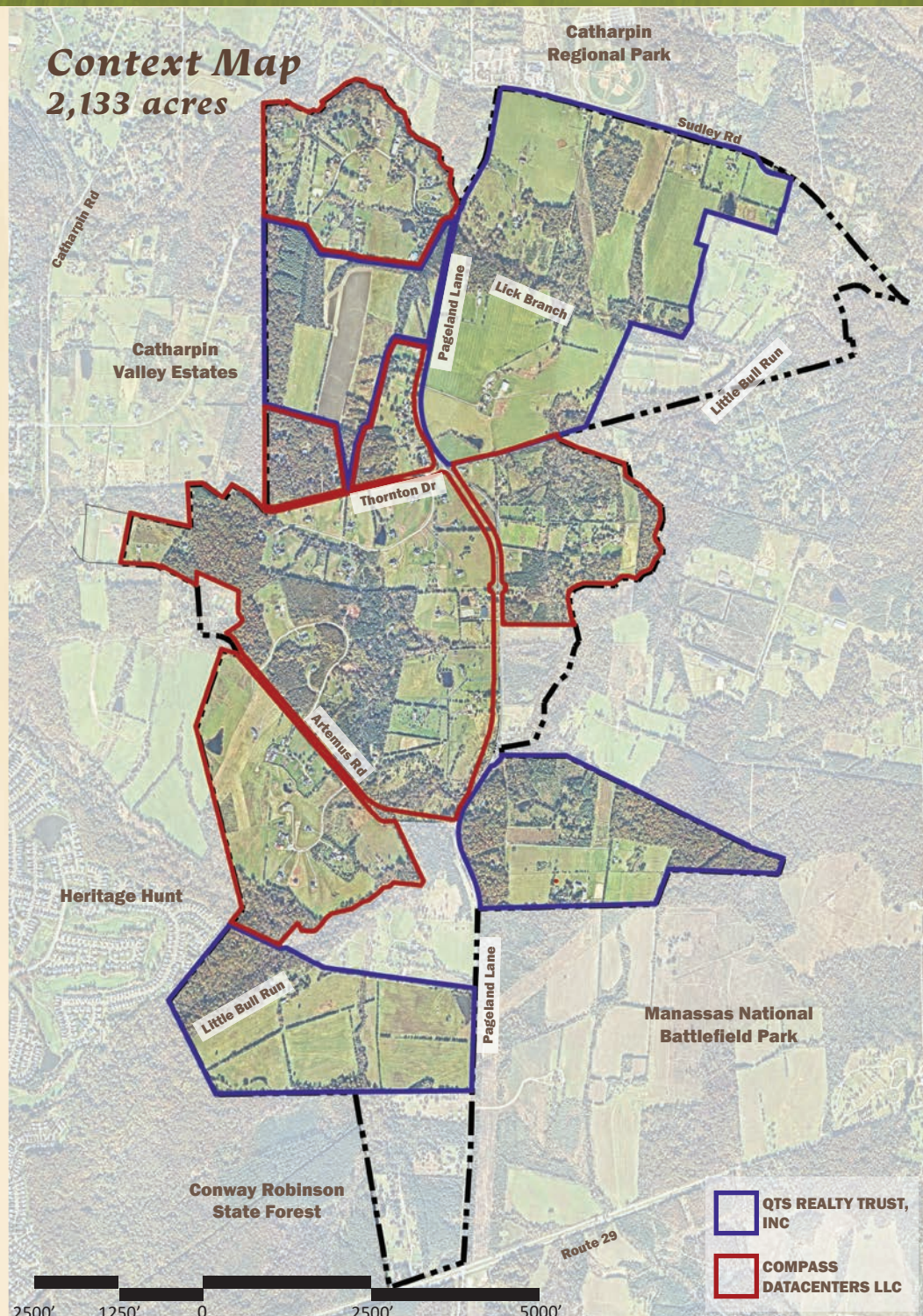


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All images contained within this booklet are for illustrative purposes only.



This Prince William Digital Gateway Master Corridor Plan was developed to guide implementation of the Comprehensive Plan Amendment adopted by the Prince William County Board of County Supervisors for the PW Digital Gateway. The concepts set forth herein are for illustrative purposes only and depict the intended design quality and examples of potential program elements to be provided in connection with development of the PW Digital Gateway. Final design details and selections will be provided as part of final site plan and/or building permit approval, as appropriate.

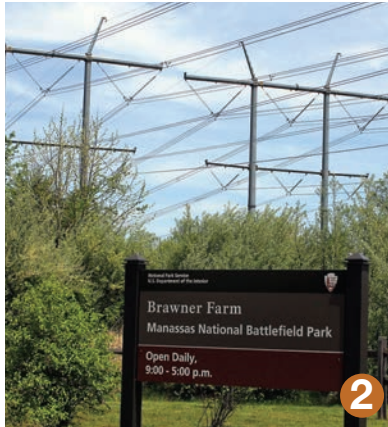
SITE CONSIDERATIONS

Capitalize on site assets and adjacencies

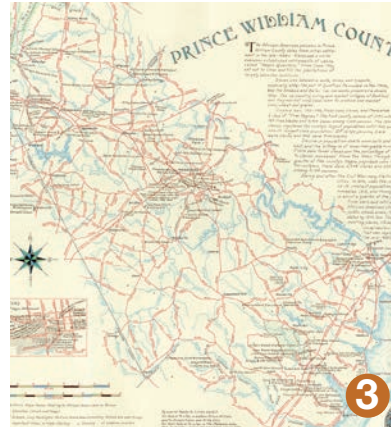
By performing an inventory of the elements that currently exist on and immediately adjacent to the property, we can begin to assess existing site conditions, connections, and opportunities.



Catharpin Regional Park



Power Line Corridor



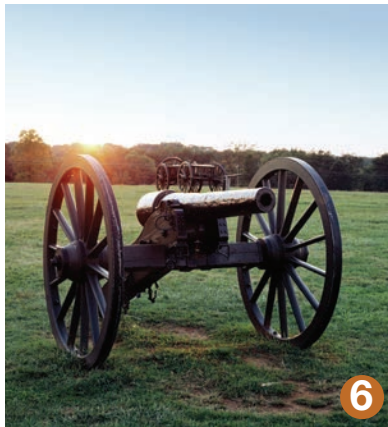
Thornton School Archaeology Site



Pageland Lane



Boundary Tree



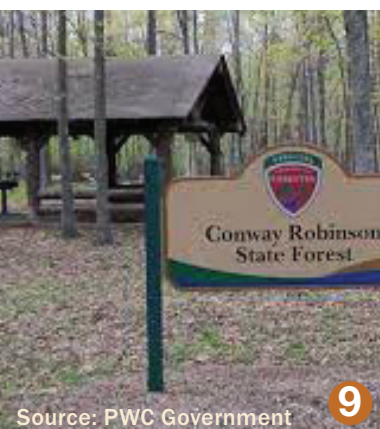
Manassas National Battlefield Park



Existing Ridgeline



Unfinished Railroad



Conway Robinson State Forest

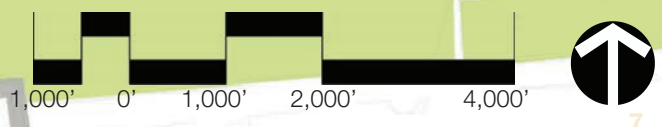


Gainesville Crossing Data Center Campus

KEY

EXISTING/PLANNED COUNTY LAND USE

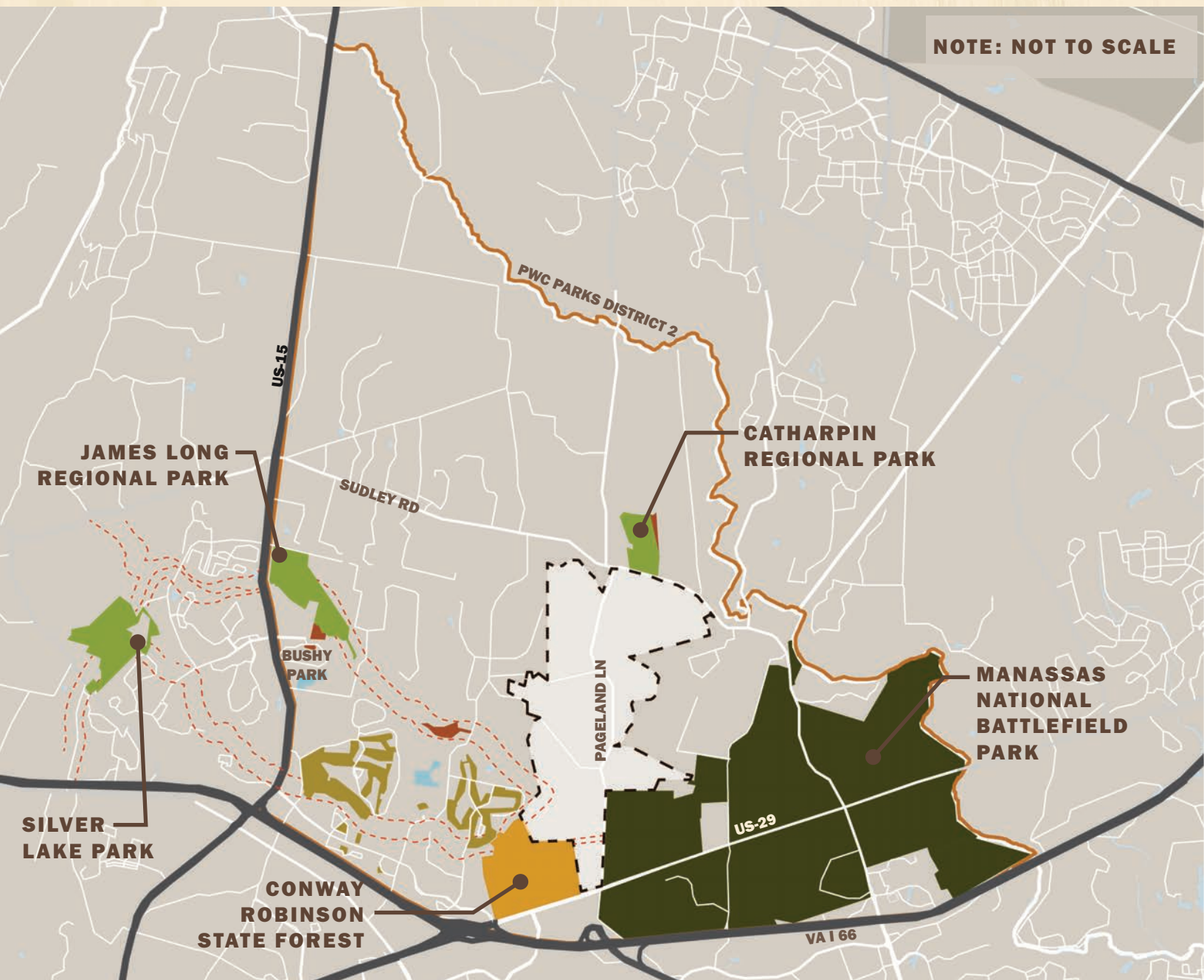
- PW Digital Gateway
- Approved Data Center Development (by others)
- Civil War Trust Preserved Land
- Surrounding Parks
- Resource Protection Area
- 100-yr Floodplain
- ✱ Cemetery



REGIONAL INVENTORY

Seek opportunities for regional connections

Understanding the site as it relates to the greater region is a critical step in the design process. Through an initial inventory of Prince William County's parks and open space assets, we have identified opportunities to complement and expand parks, recreation, and open space resources.





Source: PWC Government

CATHARPIN REGIONAL PARK

100 acres
Athletic Fields
Playground
Shaded Seating Areas
Concessions + Restrooms



Source: PWC Government

JAMES S. LONG REGIONAL PARK

230 acres
Athletic Fields
Equestrian Ring
Playground
Trails
Shaded Seating Areas
Restrooms



Source: PWC Government

SILVER LAKE REGIONAL PARK

230 acres
Fishing Lake
Trails
Shaded Seating Areas
Grills
Restrooms



***PW Digital Gateway
 Open Space System***

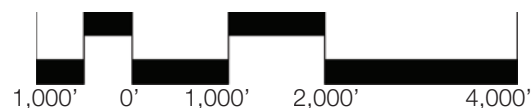
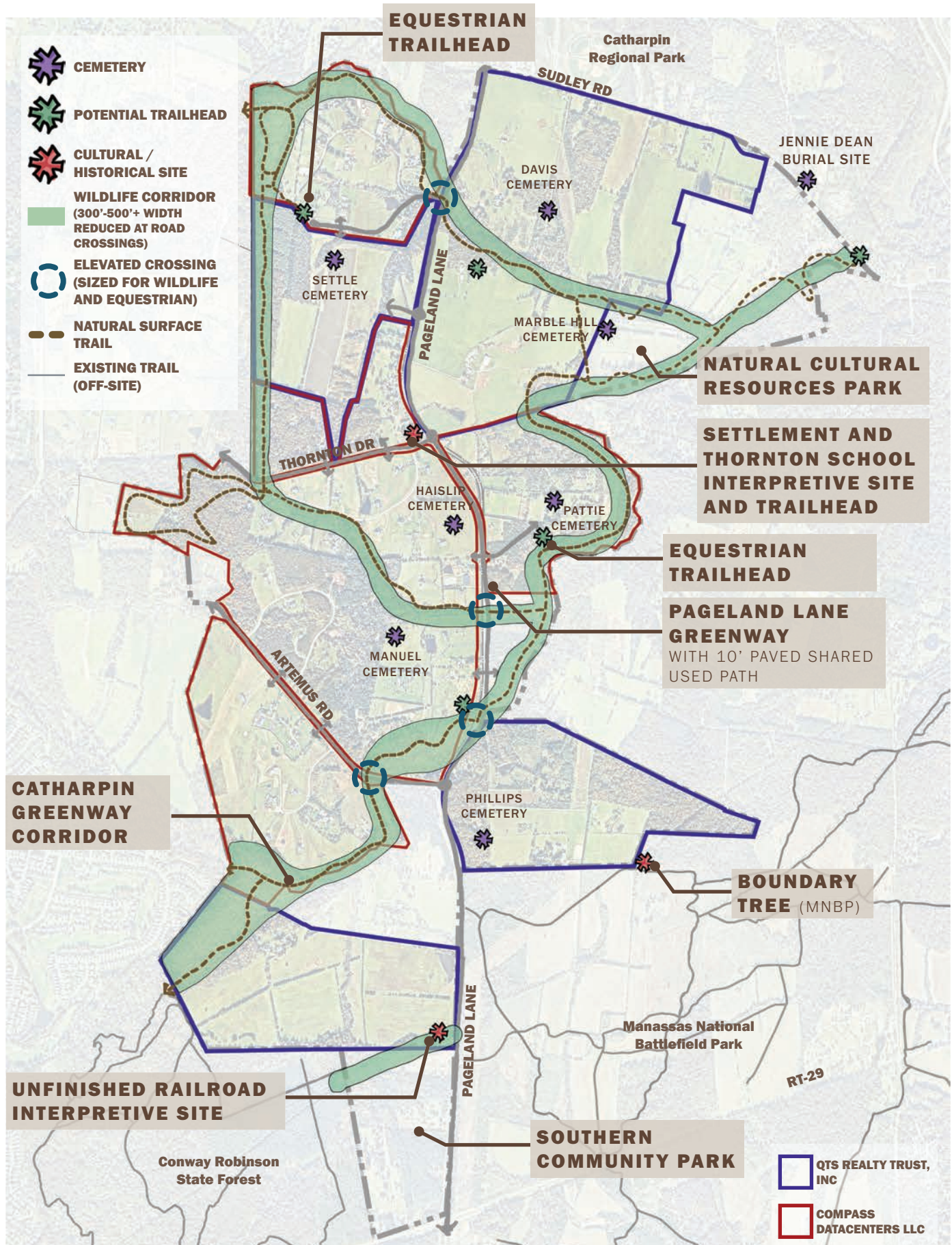
The PW Digital Gateway is well positioned to fill in existing gaps in amenities and activities, allowing the site to become a destination for new and exciting opportunities.

OPEN SPACE PROGRAM

Open the site for all to explore

A coordinated system of greenways, parks, trails and protected open space will preserve and enhance the site's significant environmental and cultural assets while opening a once closed landscape for public enjoyment. The rich and diverse open space network can be explored by car, bike, foot, or on horseback, creating unique outdoor opportunities that are accessible, safe and interconnected to a larger greenway system. The programming opportunities have the potential to provide public amenities that fulfill unmet community needs.





TRAIL NETWORK

Embrace connections to existing resources

Established primarily for passive recreation, the extension of the County's planned Catharpin Greenway Corridor will strengthen the region's hiking, biking and equestrian trail network while preserving and enhancing existing habitat and natural features along the stream corridor.



EQUESTRIAN TRAILS



BOARDWALK



STREAM ENHANCEMENT



ORIENTING



NATURAL SURFACE TRAILS



LEARNING & EXPLORING



BIRD WATCHING



AFFORESTATION



BIKING TRAILS



HABITAT CREATION



EQUESTRIAN TRAILHEAD

Equine amenity area and trailhead parking

Equipped with trailer parking and equine amenities, the Land Bay 1 Trailhead Park is envisioned as the main equestrian trailhead area.

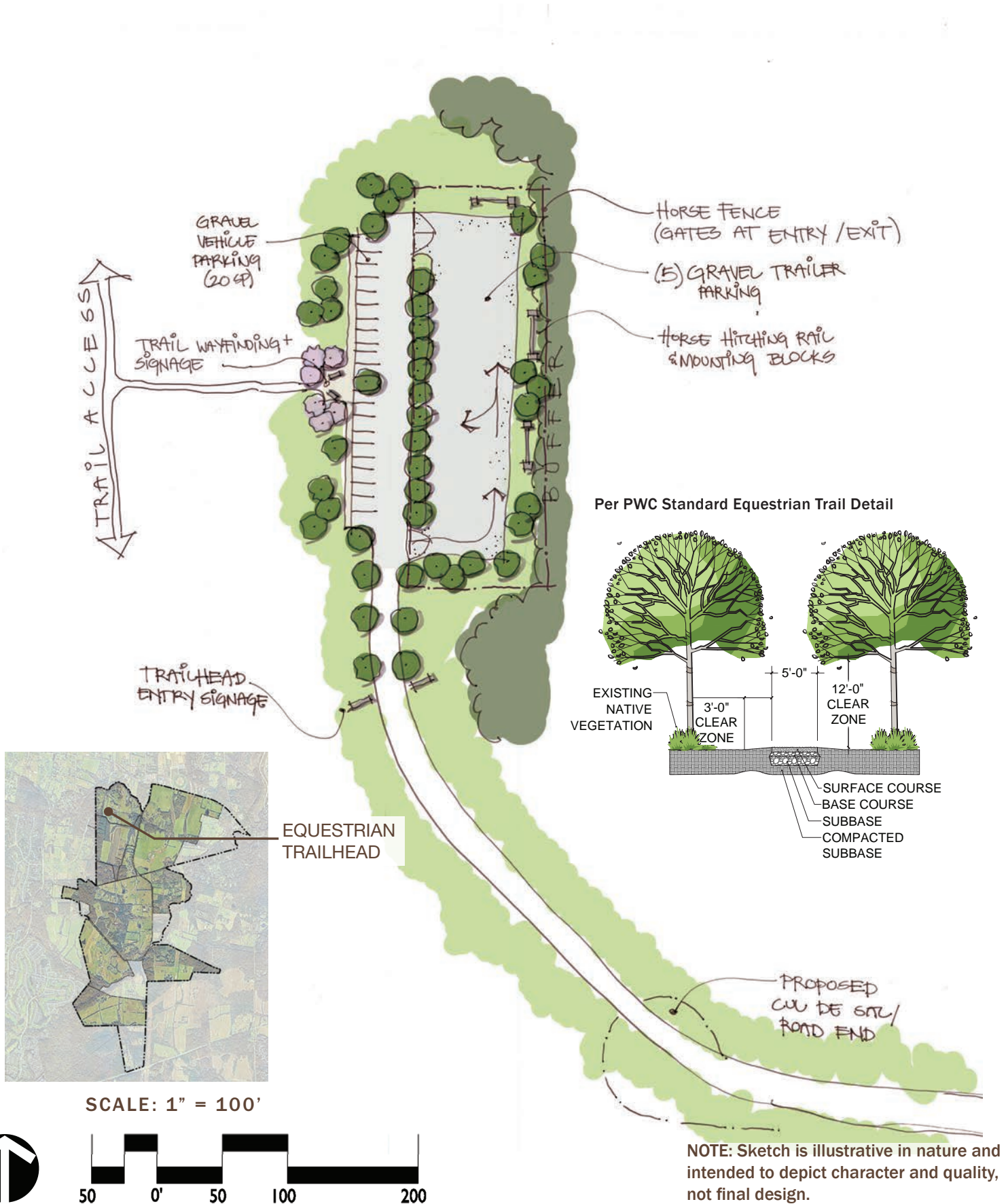


TRAIL SIGNAGE



TRAILER PARKING

CONCEPT SKETCH



UNFINISHED RAILROAD INTERPRETIVE SITE

Cultural node and interpretive site

The unfinished railroad interpretive site will be a place to highlight this local asset and honor its historical significance. Specific site details that commemorate the history will be coordinated in collaboration with county staff.

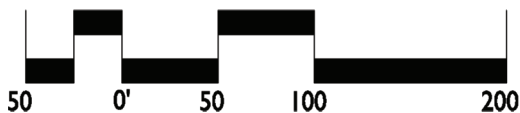


UNFINISHED RAILROAD LOOP TRAIL AT MNBP

CONCEPT SKETCH



SCALE: 1" = 100'



NOTE: Sketch is illustrative in nature and intended to depict character and quality, not final design.

SETTLEMENT AND THORNTON SCHOOL INTERPRETIVE SITE AND TRAILHEAD

Commemorative and educational landscape

To protect and recognize this important historical and community asset, the Thornton School archaeological site has been reimagined as a cultural resource park. Specific site details that commemorate the history will be based on further archaeological research in collaboration with county staff.



OUTDOOR CLASSROOM

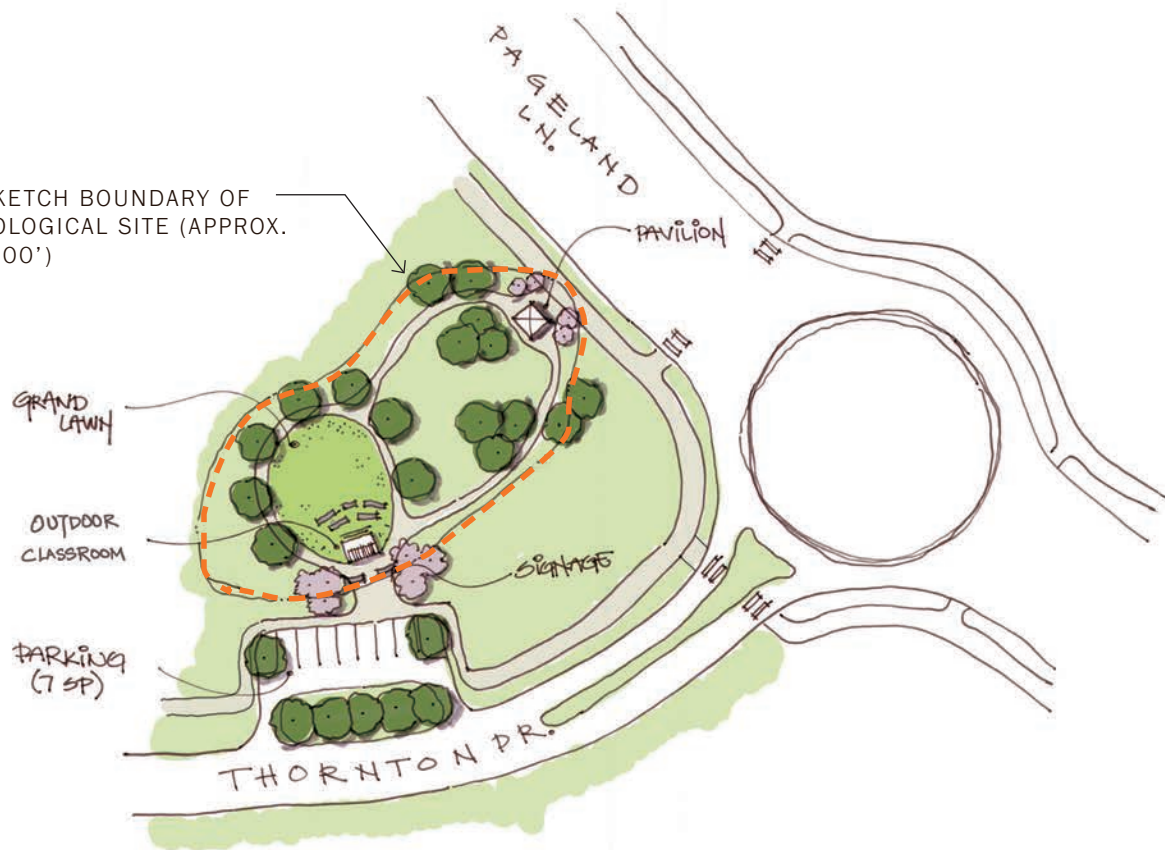


COMMEMORATIVE ELEMENT



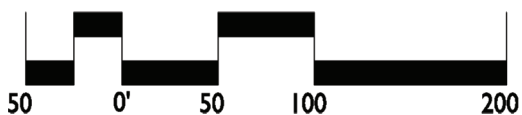
CONCEPT SKETCH

FIELD SKETCH BOUNDARY OF
ARCHAEOLOGICAL SITE (APPROX.
240' X 100')



SETTLEMENT AND
THORNTON SCHOOL
INTERPRETIVE SITE AND
TRAILHEAD

SCALE: 1" = 100'



NOTE: Sketch is illustrative in nature and intended to depict character and quality, not final design.

BOUNDARY TREE

Discover a piece of history in the landscape

Through signage, wayfinding, and landscape improvements, the history of the Boundary Tree can be respected, offering the opportunity to expand the historical lessons of MNBP.

IDENTIFICATION SIGNAGE





Photo Taken 03/29/2022



BOUNDARY TREE

PAGELAND LANE GREENWAY

Always take the scenic route

Prince William Digital Gateway has a unique opportunity to create 3.5+ mile green parkway that includes two desirable, publicly accessible, 10-foot wide north/south shared use paths along either side of Pageland Lane between Route 29 to the south and Sudley Road to the north. Digital Gateway is creating improved transportation, pedestrian and equestrian access, as well as connectivity to the existing and proposed regional open space destinations. 50' wide buffers on both sides of this re-created greenway, with generous landscaping and building setbacks, unique and attractive roundabouts throughout the Corridor and attractive stream crossings.

SHARED USE PATH



BRIDGE CROSSING



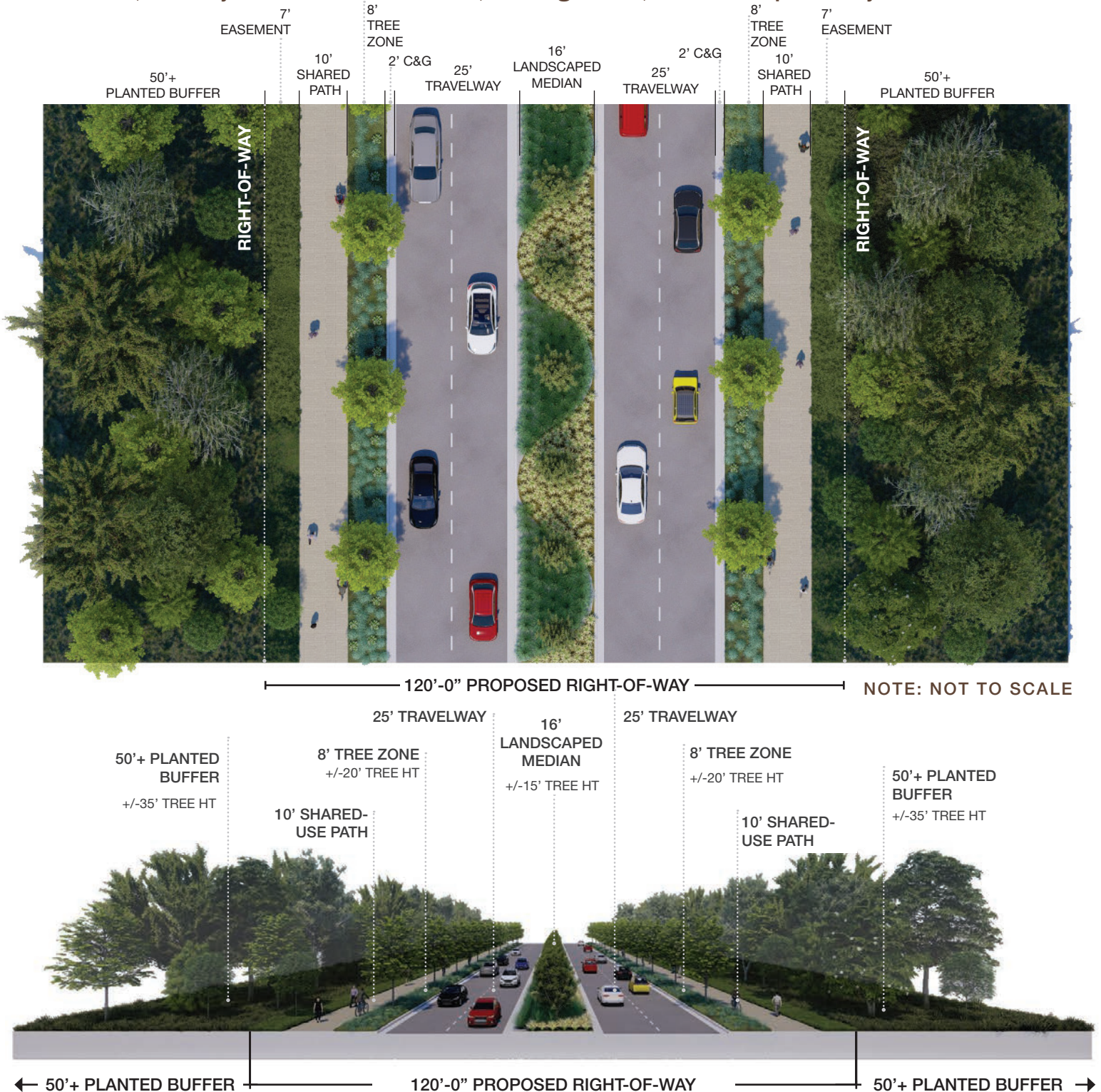
COORDINATED TRANSPORTATION LANDSCAPING



TYPICAL CROSS SECTION

Pageland Lane Streetscape Experience

This typical section graphically illustrates and dimensions the streetscape elements proposed for Pageland Lane. Master Landscape Plan to be provided to Prince William County, MNB, Conway Robinson State Forest, Heritage Hunt, and Catharpin Valley Estates.

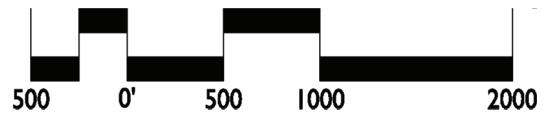


LANDSCAPE FRAMEWORK

Celebrating the rural vernacular of Prince William County

The landscape framework for Pageland Lane will provide a sense of continuity while traversing a diverse mix of landscape conditions. The streetscape experience will sensitively stitch the site into its larger context while providing a visual buffer from the data center use. Pageland Lane will become a pastoral drive that celebrates the rural vernacular of Prince William County by incorporating a variety of landscape typologies including berming, reforestation, native meadow plantings, and forested stream crossings.





Note: Master Landscape Plan to be provided to Prince William County, MNB, Conway Robinson State Forest, Heritage Hunt, and Catharpin Valley Estates.

LEGEND:

-  CEMETERY
-  POTENTIAL TRAILHEAD
-  CULTURAL / HISTORICAL SITE
-  FENCE ALONG PAGELAND LANE

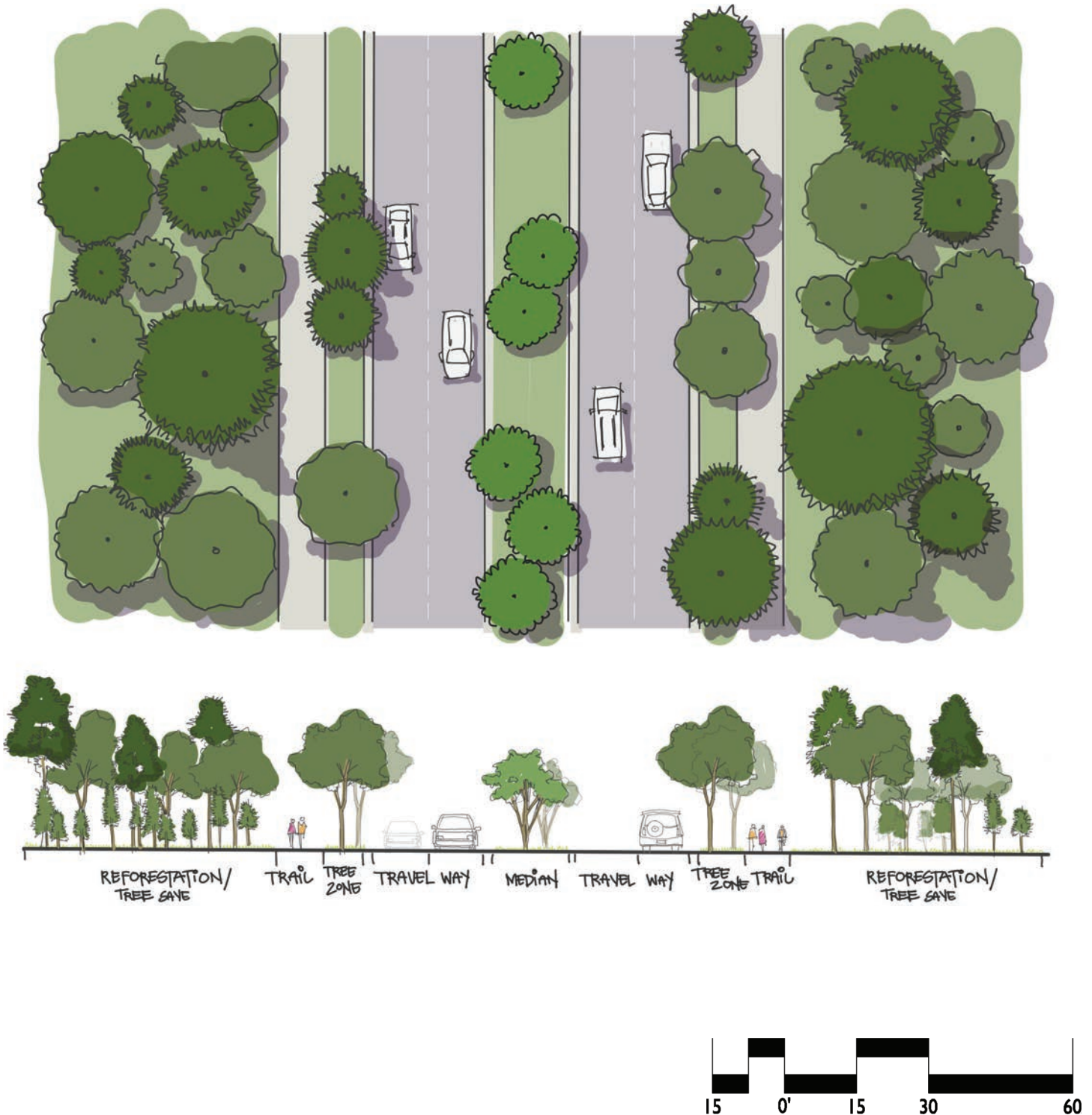


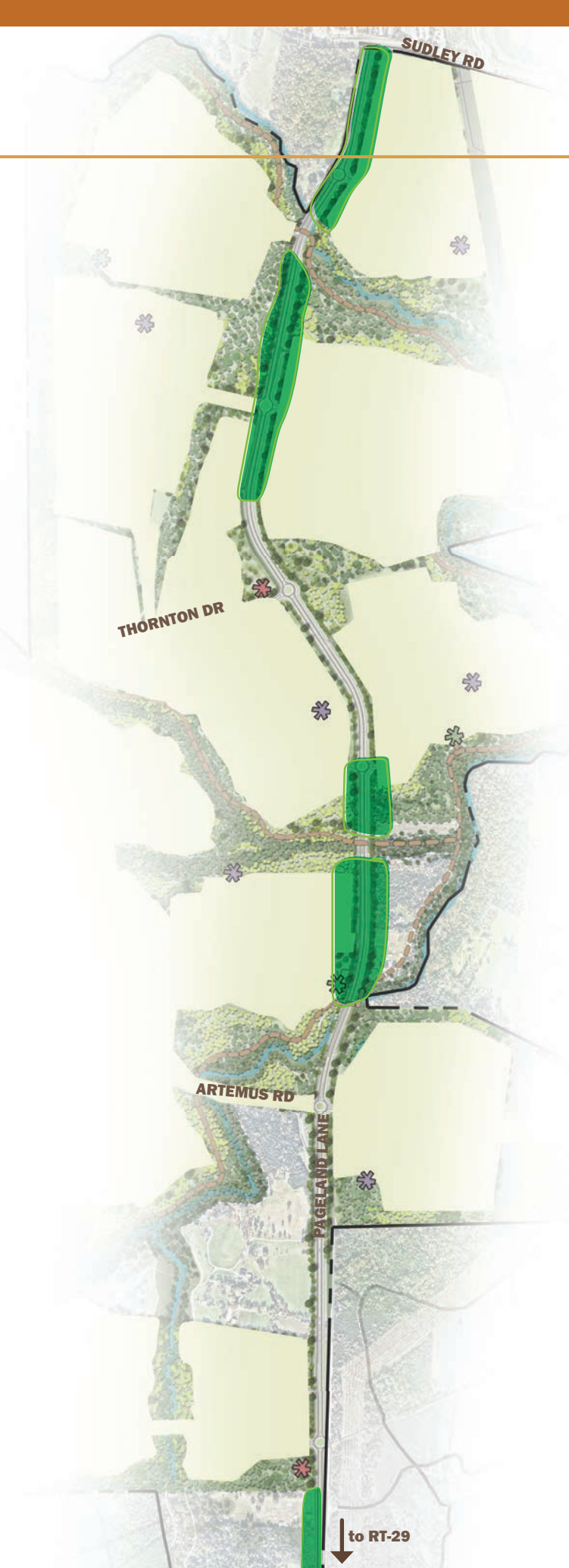
3 MI

LANDSCAPE TYPOLOGIES

Mixed Deciduous

Located where large swatches of tree preserve is anticipated and near waterways, where reforestation is most valuable.





Mixed Deciduous Plant Palette

Trees



BLACK TUPELO



WHITE OAK



RIVER BIRCH



EASTERN WHITE PINE



LOBLOLLY PINE



SASSAFRAS

Shrubs



MAPLELEAF VIBURNUM



SPICEBUSH



RED CHOKEBERRY

Grasses + Perennials



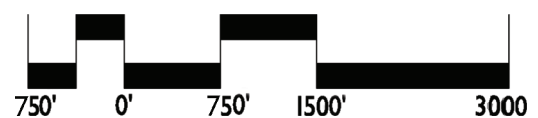
CHRISTMAS FERN



BLUE MISTFLOWER



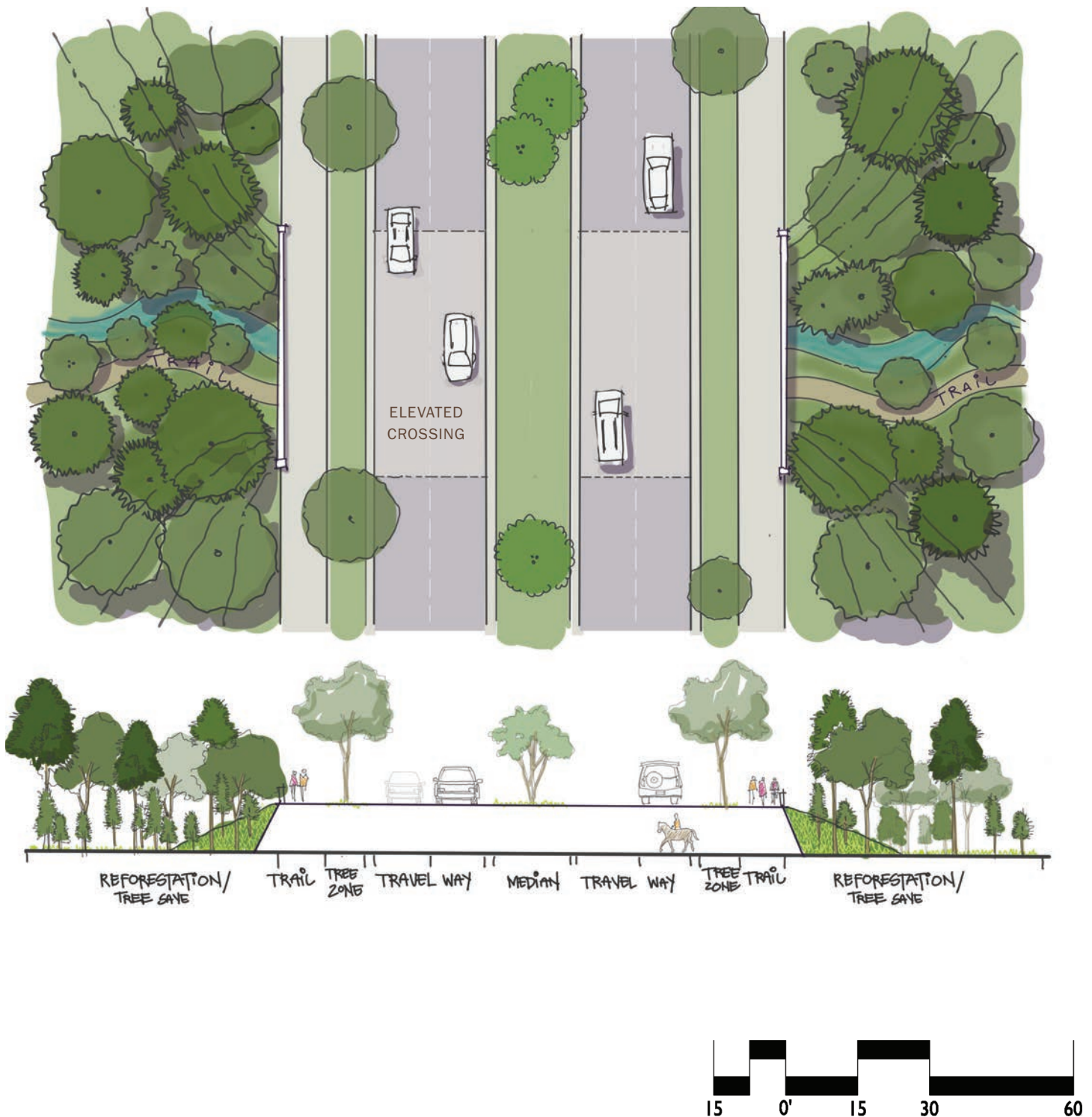
PARTRIDGEBERRY



LANDSCAPE TYPOLOGIES

Forested Floodplain at Elevated Crossings

Located along elevated crossings / stream corridors and to facilitate wildlife movement.





Forested Floodplain Plant Palette

Trees (Canopy)



TULIP POPLAR



VIRGINIA PINE



EASTERN RED CEDAR



LOBLOLLY PINE



RIVER BIRCH



SWAMP WHITE OAK

Trees (Understory)



PAWPAW



SASSAFRAS



AMERICAN HORNBEAM

Shrubs



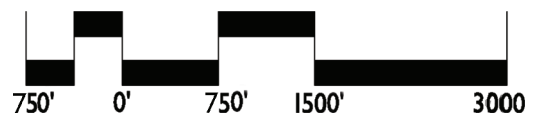
COMMON WITCHHAZEL



VIRGINIA SWEETSPIRE



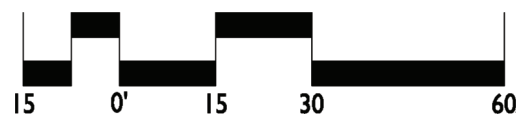
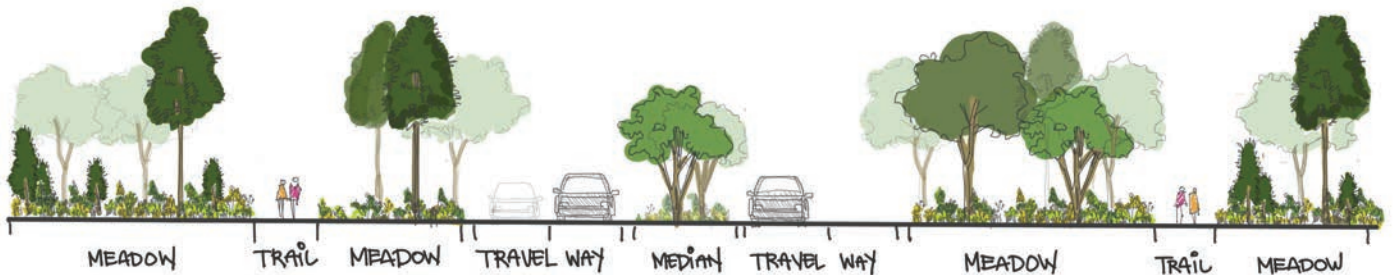
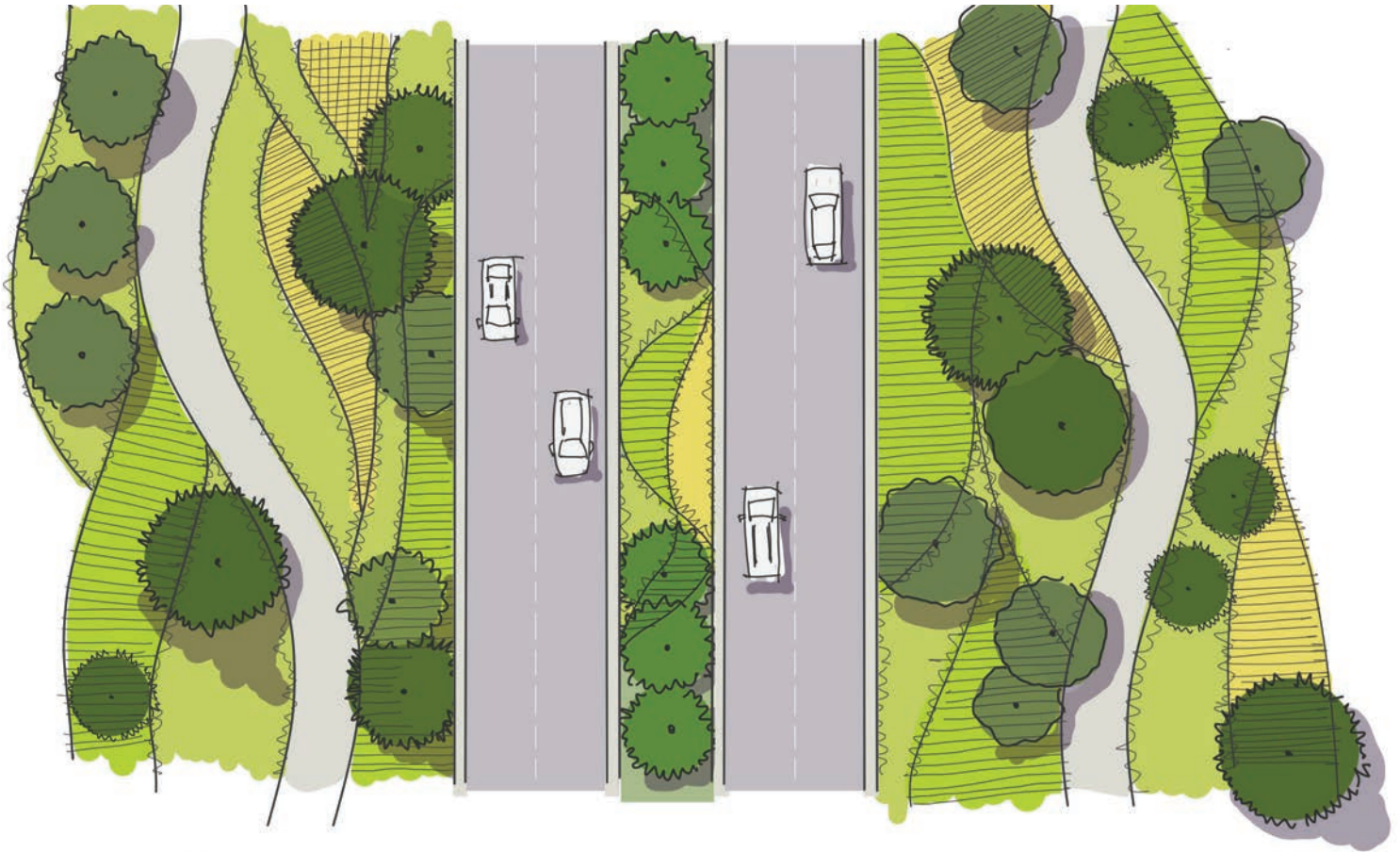
WINTERBERRY HOLLY

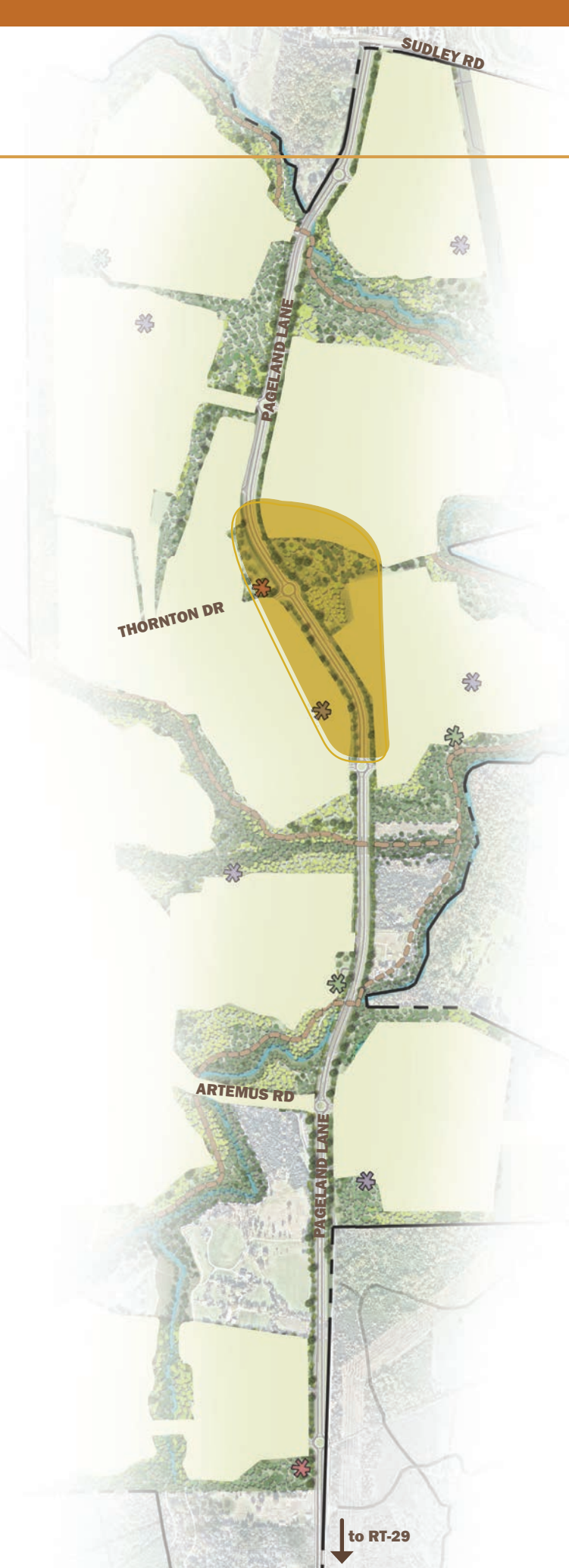


LANDSCAPE TYPOLOGIES

Native Grass and Wild Meadow

Located on previously cleared agricultural land where existing tree cover is limited.





Native Grass Meadow Plant Palette

Trees



RED OAK



SERVICEBERRY

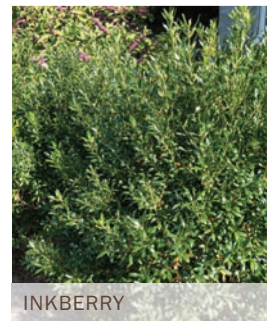


STAGHORN SUMAC

Shrubs



COMMON WITCHHAZEL



INKBERRY



WINTERBERRY HOLLY

Grasses + Perennials



FOX SEDGE



LITTLE BLUESTEM



INDIAN GRASS



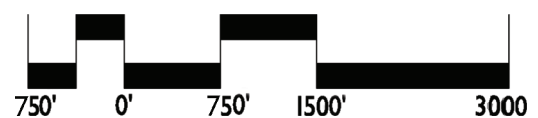
ASTER



GOLDENROD



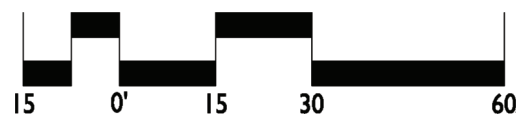
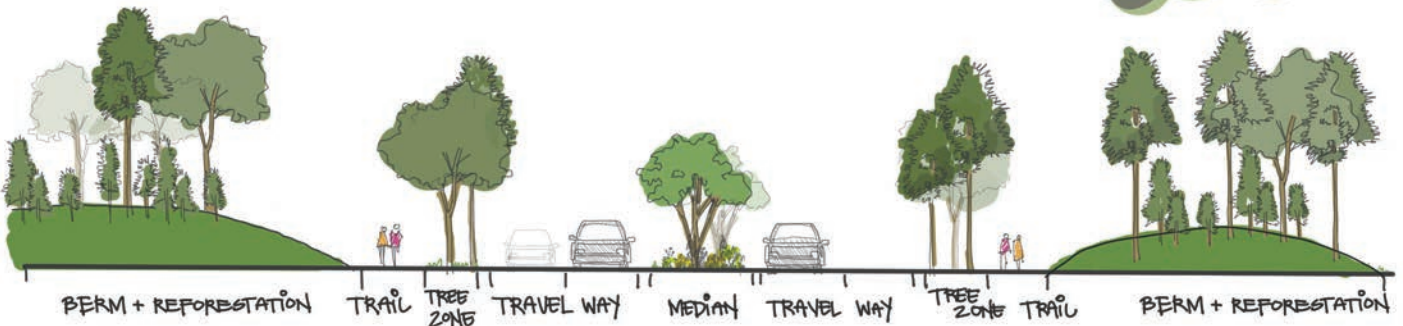
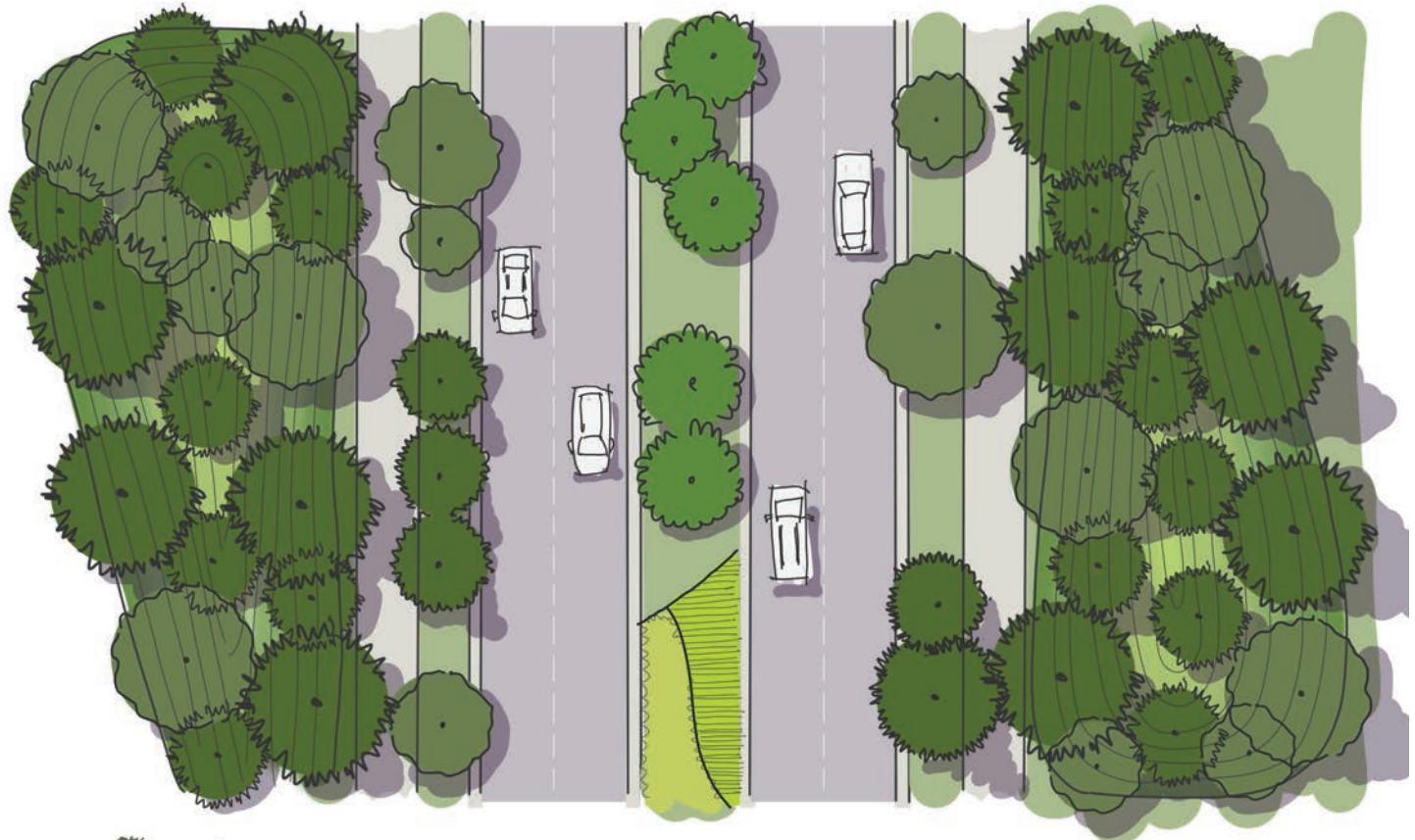
MILKWEED

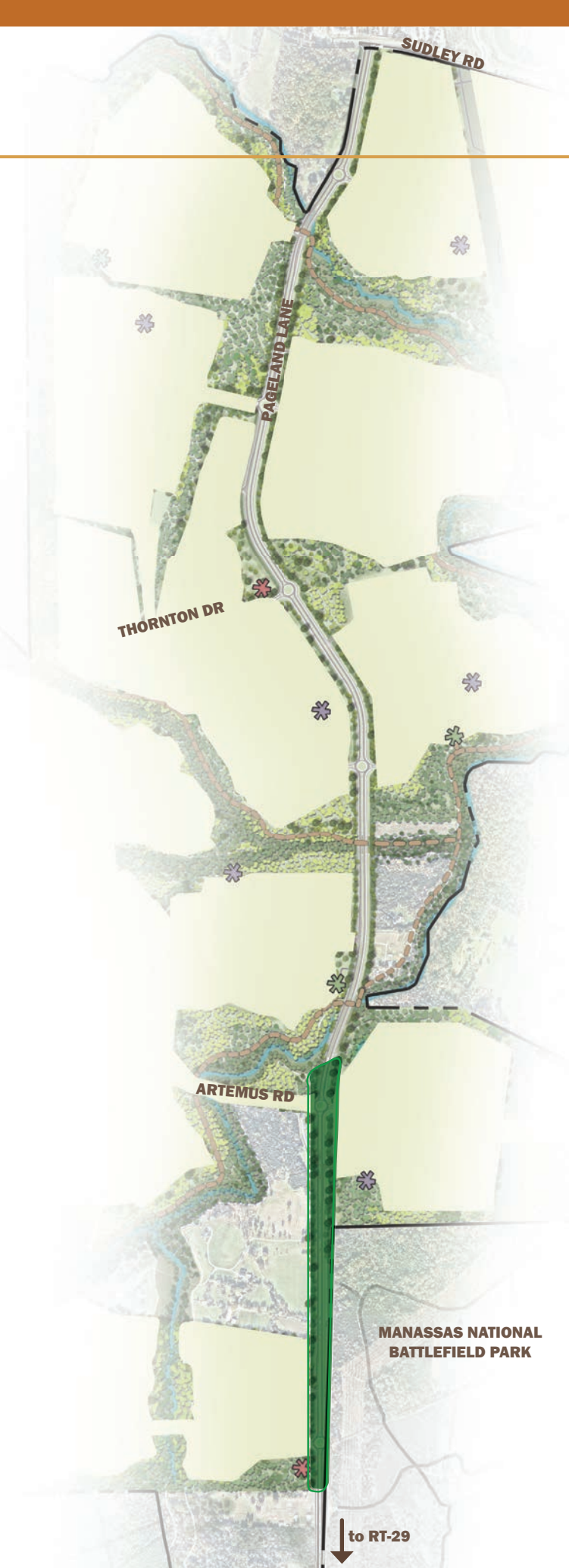


LANDSCAPE TYPOLOGIES

Pine Grove Berm

Located in areas where particular viewshed sensitivity exists and replicates existing planting typology along the Manassas National Battlefield Park property frontage.





Pine Grove Berm Plant Palette

Trees



EASTERN WHITE PINE



LOBLOLLY PINE



VIRGINIA PINE

Shrubs



FRAGRANT SUMAC



SWEET FERN



WILD HYDRANGEA

Grasses + Perennials



LADY FERN



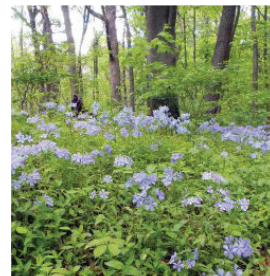
LITTLE BLUESTEM



MOUNTAIN MINT



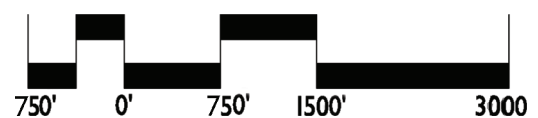
CHRISTMAS FERN



WOODLAND PHLOX



JACK-IN-THE-PULPIT



MULTIMODAL NETWORK

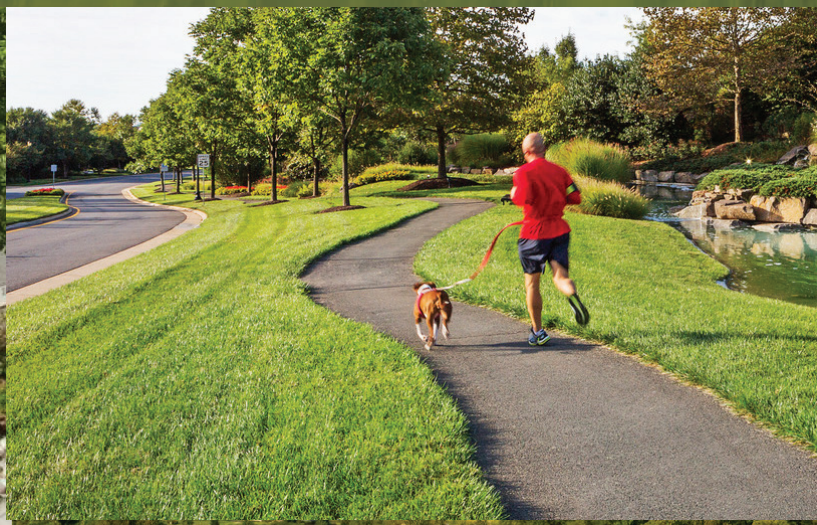
Coordinated transportation improvements

A network of multi-use trails, combined with major roadway infrastructure improvements, invites both locals and visitors to appreciate and experience this cultural landscape. Multiple crossings help promote wildlife movement through the corridor.

ENHANCED BUFFER



COORDINATED TRANSPORTATION LANDSCAPING



WILDLIFE CROSSING





MULTI-USE TRAIL SYSTEM



MEANINGFUL SETBACKS



BUILDING ELEVATIONS

Architectural facades

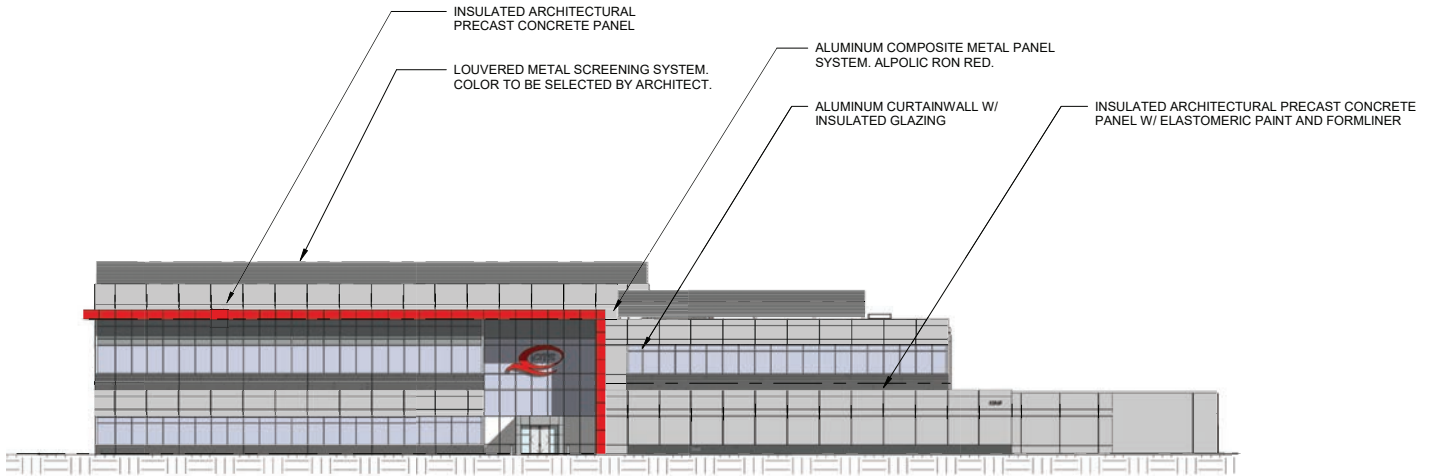
Building facades will provide visual interest through the use of appealing architectural treatments and variations in materials, patterns, and textures. Where visibility is prominent, building facades will utilize neutral tones and be non-reflective.



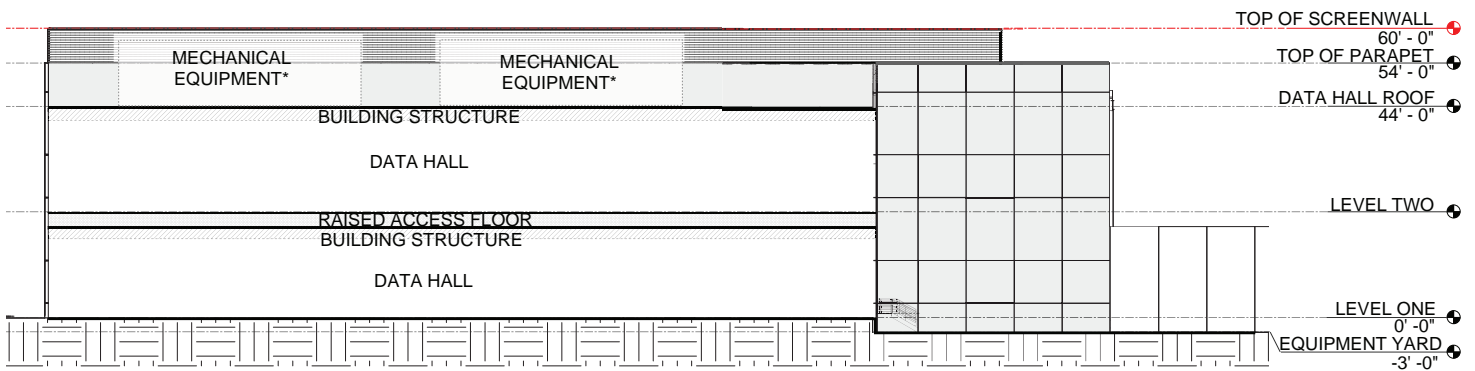
TYPICAL QTS BUILDING ELEVATIONS



TYPICAL QTS 2-STORY BUILDING ELEVATIONS



EXTERIOR ELEVATION - OFFICE - 01



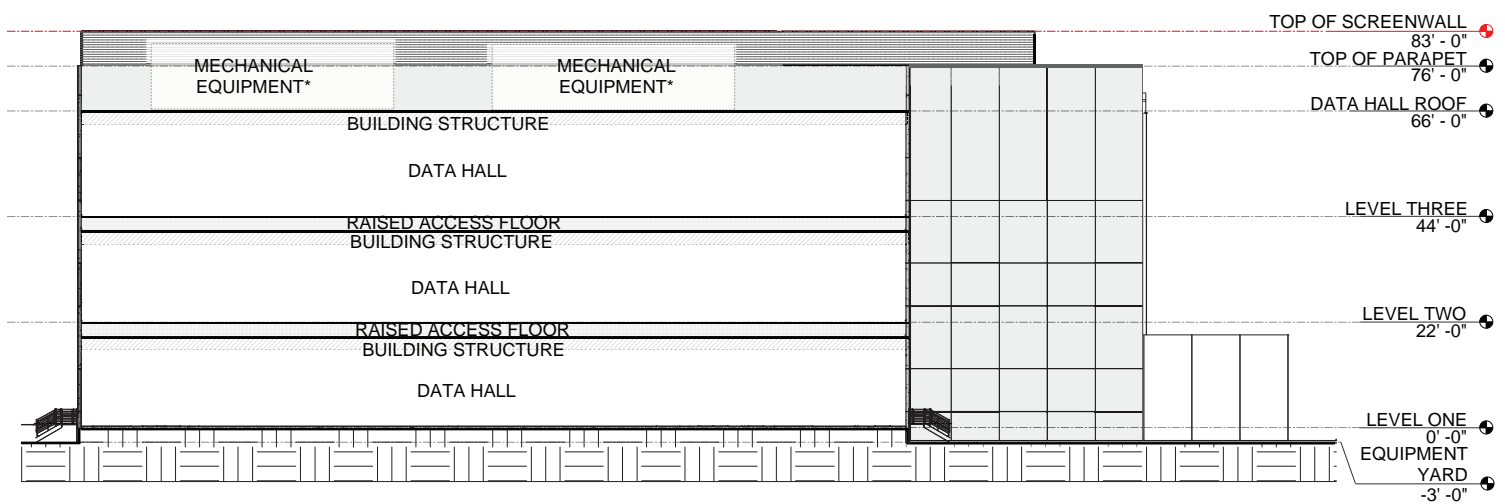
TYPICAL BUILDING SECTION

SCALE: NOT TO SCALE

TYPICAL QTS 3- STORY BUILDING ELEVATIONS



EXTERIOR ELEVATION - OFFICE - 01



TYPICAL BUILDING SECTION

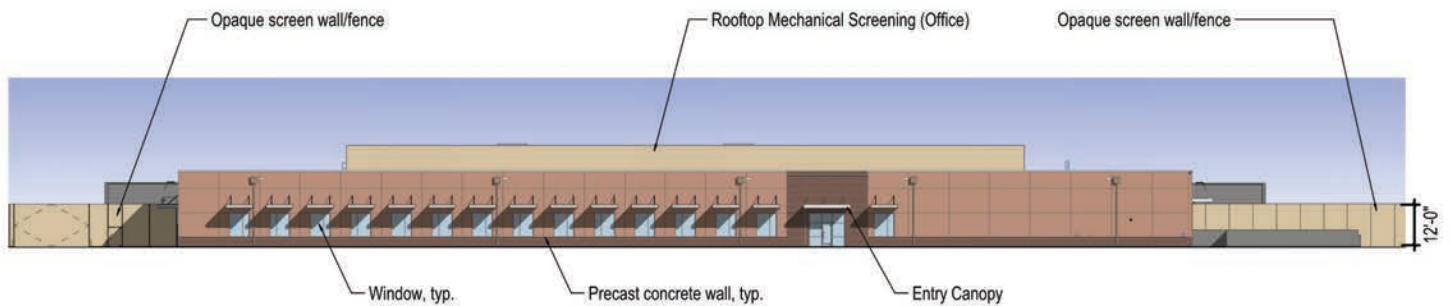
SCALE: NOT TO SCALE

TYPICAL COMPASS BUILDING ELEVATIONS

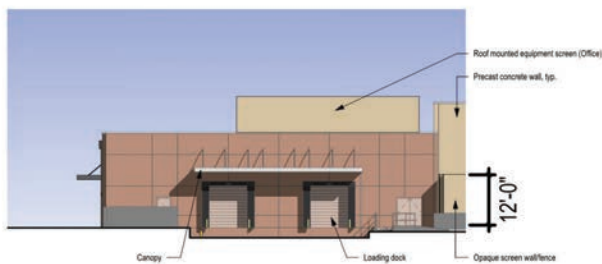




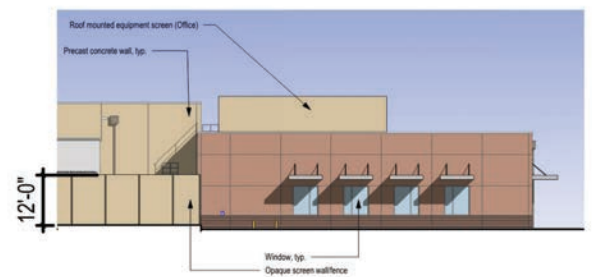
TYPICAL COMPASS 1-STORY BUILDING ELEVATIONS



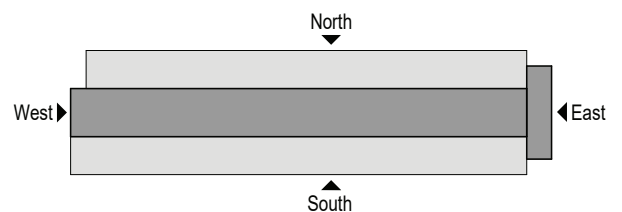
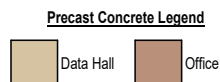
EAST ELEVATION



NORTH ELEVATION ENLARGED

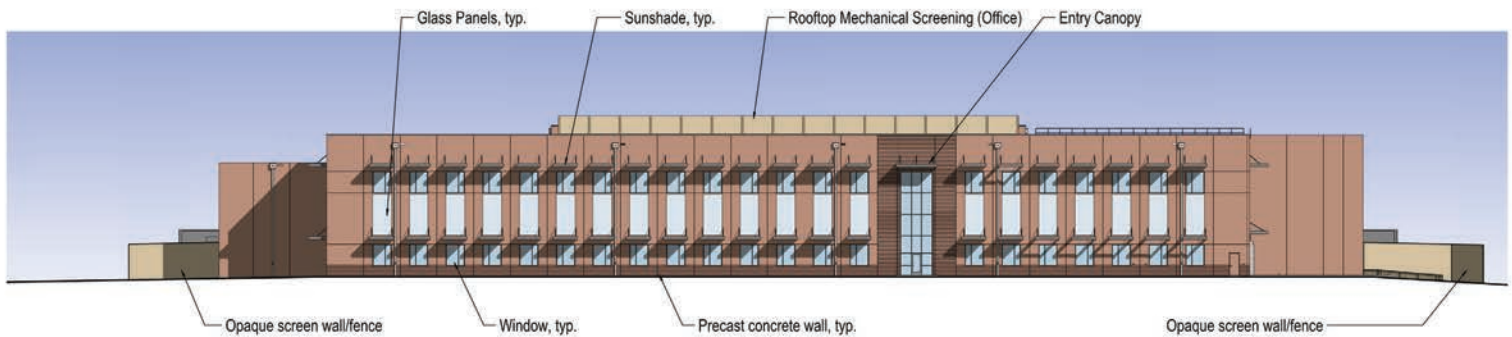


SOUTH ELEVATION ENLARGED



SCALE: NOT TO SCALE

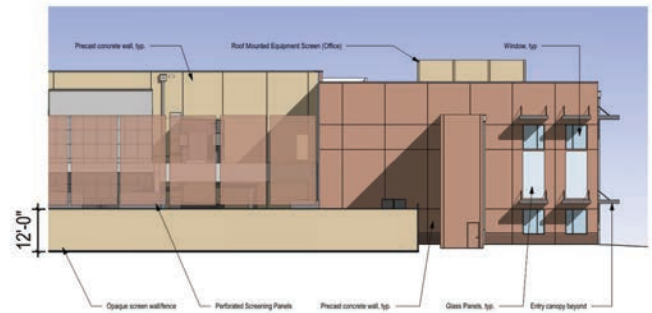
TYPICAL COMPASS 2- STORY BUILDING ELEVATIONS



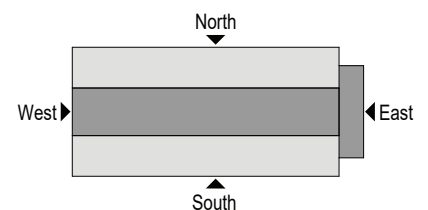
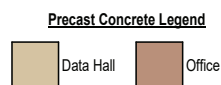
WEST ELEVATION



NORTH ELEVATION ENLARGED



SOUTH ELEVATION ENLARGED



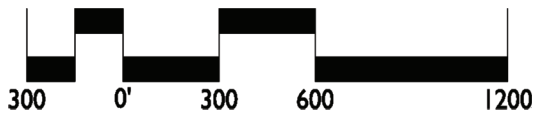
SCALE: NOT TO SCALE

TYPICAL LANDBAY

QTS REALTY TRUST

-  NATURAL OPEN SPACE
(TREE PRESERVATION AREAS)
-  RESTORED OPEN SPACE
(REFORESTATION & BUFFER AREAS)
-  RIPARIAN PROTECTION
AREA
-  POTENTIAL STORMWATER
MANAGEMENT FACILITIES

SCALE: 1" = 600'

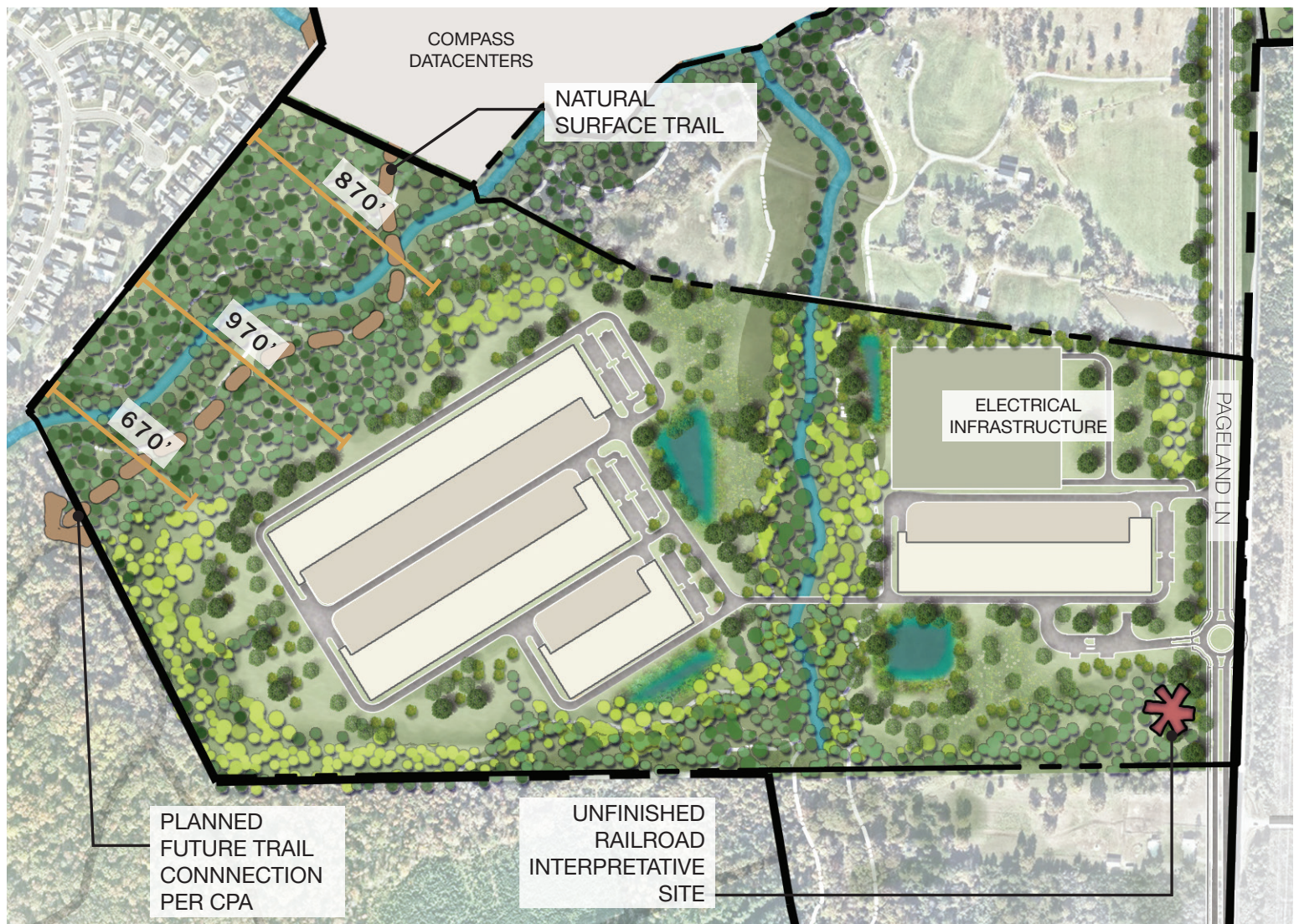


KEY MAP



LANDBAY A
SOUTH

LANDBAY B
SOUTH

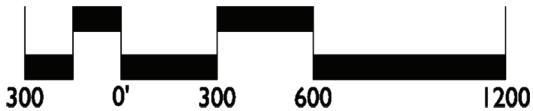


TYPICAL LANDBAY

QTS REALTY TRUST

-  NATURAL OPEN SPACE
(TREE PRESERVATION AREAS)
-  RESTORED OPEN SPACE
(REFORESTATION & BUFFER AREAS)
-  RIPARIAN PROTECTION
AREA
-  POTENTIAL STORMWATER
MANAGEMENT FACILITIES

SCALE: 1" = 600'

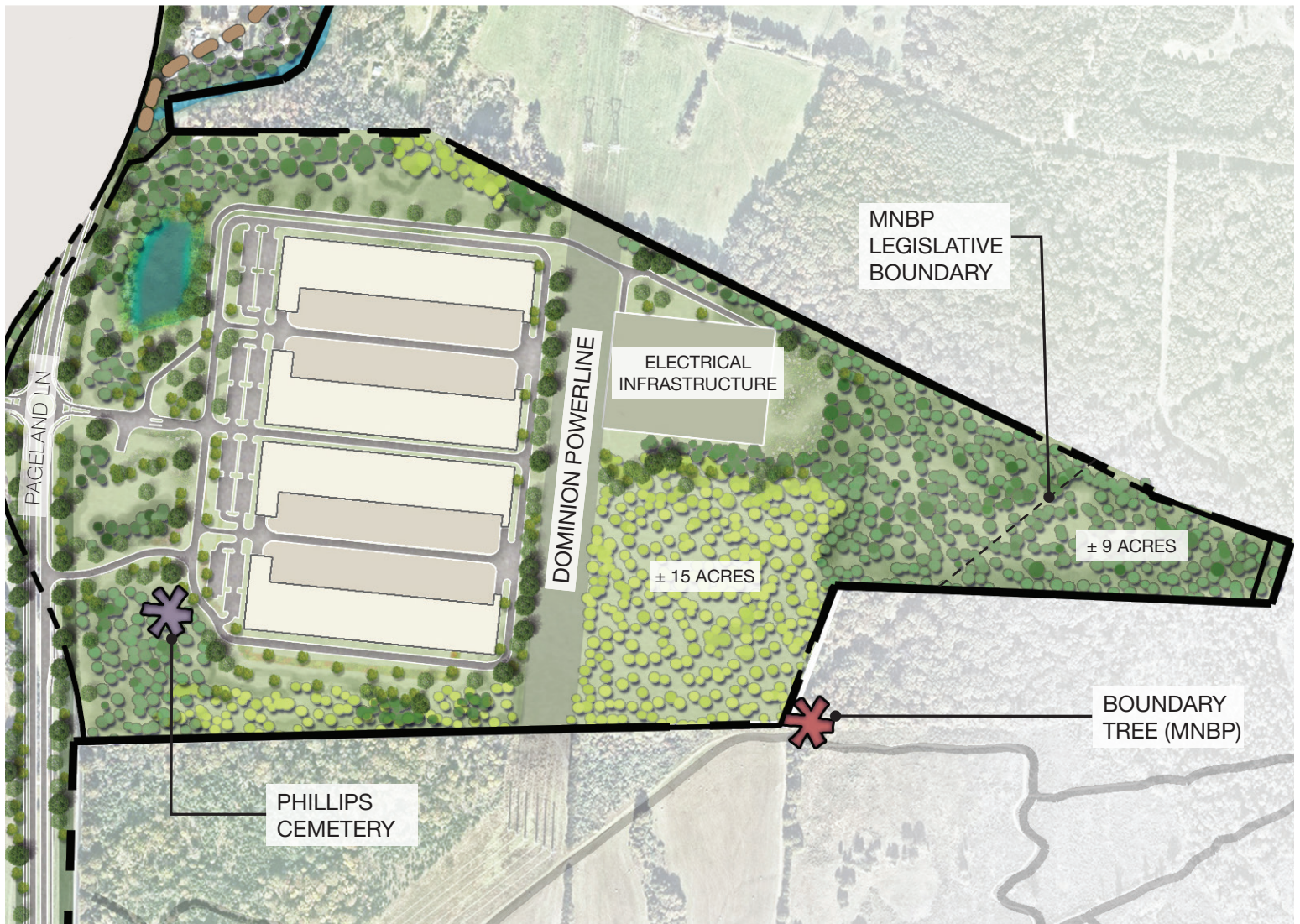


KEY MAP



LANDBAY C
SOUTH

LANDBAY D
SOUTH



TYPICAL LANDBAY QTS REALTY TRUST



NATURAL OPEN SPACE
(TREE PRESERVATION AREAS)



RESTORED OPEN SPACE
(REFORESTATION & BUFFER AREAS)

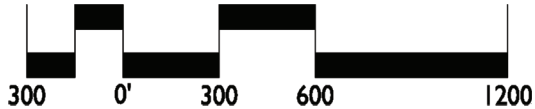


RIPARIAN PROTECTION
AREA

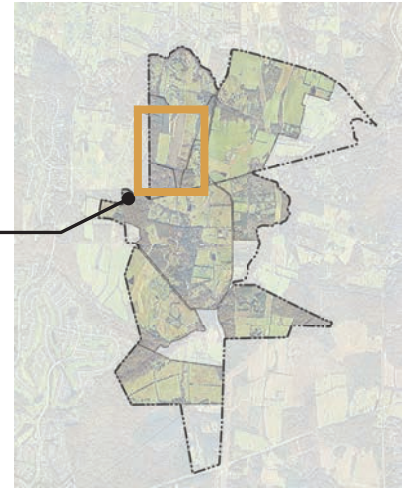


POTENTIAL STORMWATER
MANAGEMENT FACILITIES

SCALE: 1" = 600'



KEY MAP



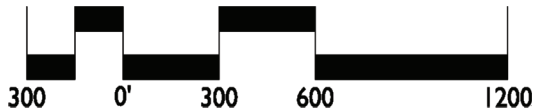
LANDBAY A
NORTH



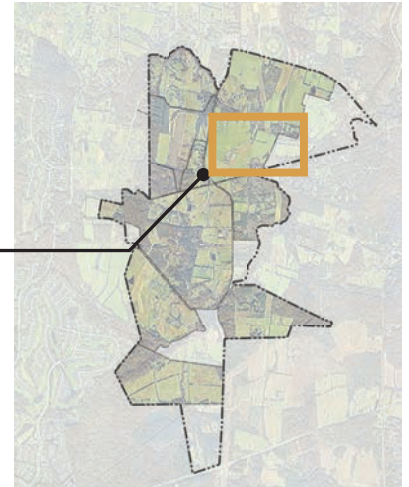
TYPICAL LANDBAY QTS REALTY TRUST

-  NATURAL OPEN SPACE
(TREE PRESERVATION AREAS)
-  RESTORED OPEN SPACE
(REFORESTATION & BUFFER AREAS)
-  RIPARIAN PROTECTION
AREA
-  POTENTIAL STORMWATER
MANAGEMENT FACILITIES

SCALE: 1" = 600'



KEY MAP



LANDBAY B
NORTH



NATURAL
SURFACE TRAIL

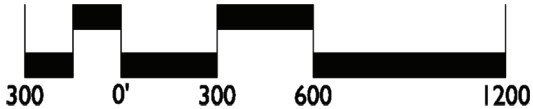
MARBLE HILL
CEMETERY

COMPASS
DATACENTERS

TYPICAL LANDBAY QTS REALTY TRUST

-  NATURAL OPEN SPACE
(TREE PRESERVATION AREAS)
-  RESTORED OPEN SPACE
(REFORESTATION & BUFFER AREAS)
-  RIPARIAN PROTECTION
AREA
-  POTENTIAL STORMWATER
MANAGEMENT FACILITIES

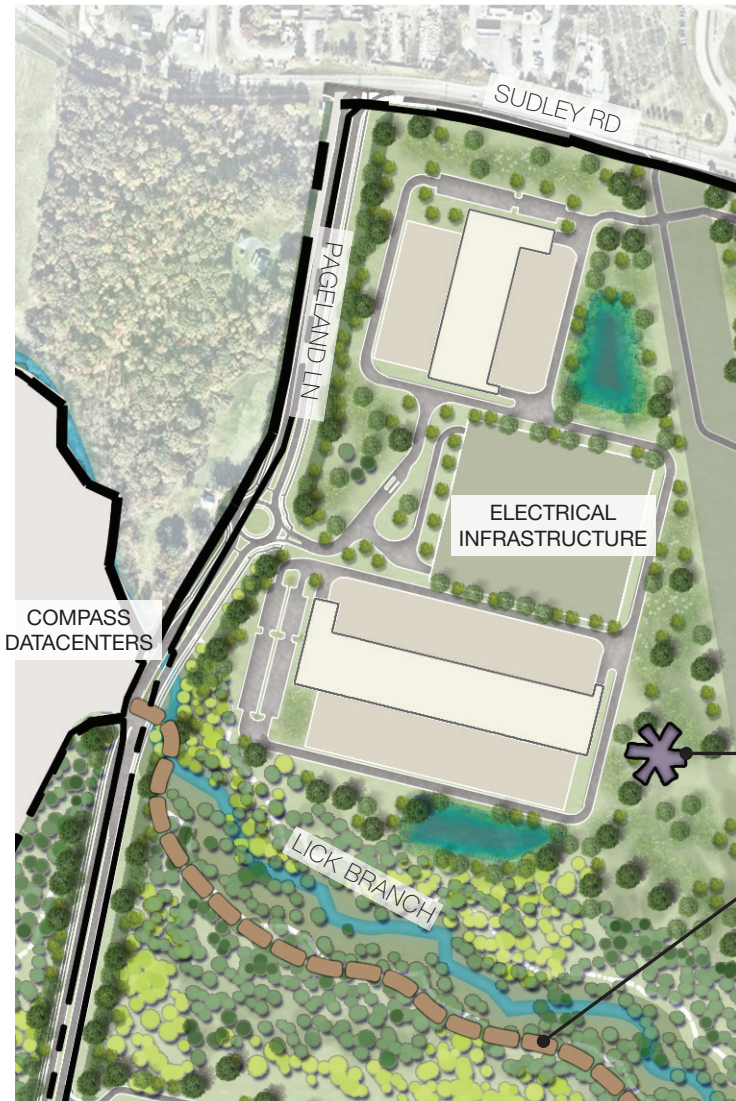
SCALE: 1" = 600'



KEY MAP



LANDBAY C
NORTH



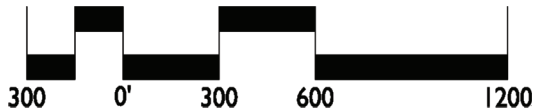
DAVIS CEMETERY

NATURAL
SURFACE TRAIL

TYPICAL LANDBAY QTS REALTY TRUST

-  NATURAL OPEN SPACE
(TREE PRESERVATION AREAS)
-  RESTORED OPEN SPACE
(REFORESTATION & BUFFER AREAS)
-  RIPARIAN PROTECTION
AREA
-  POTENTIAL STORMWATER
MANAGEMENT FACILITIES

SCALE: 1" = 600'



KEY MAP



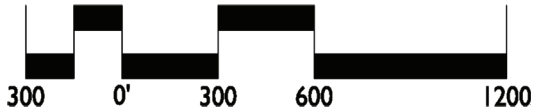
LANDBAY D
NORTH



TYPICAL LANDBAY COMPASS DATACENTERS

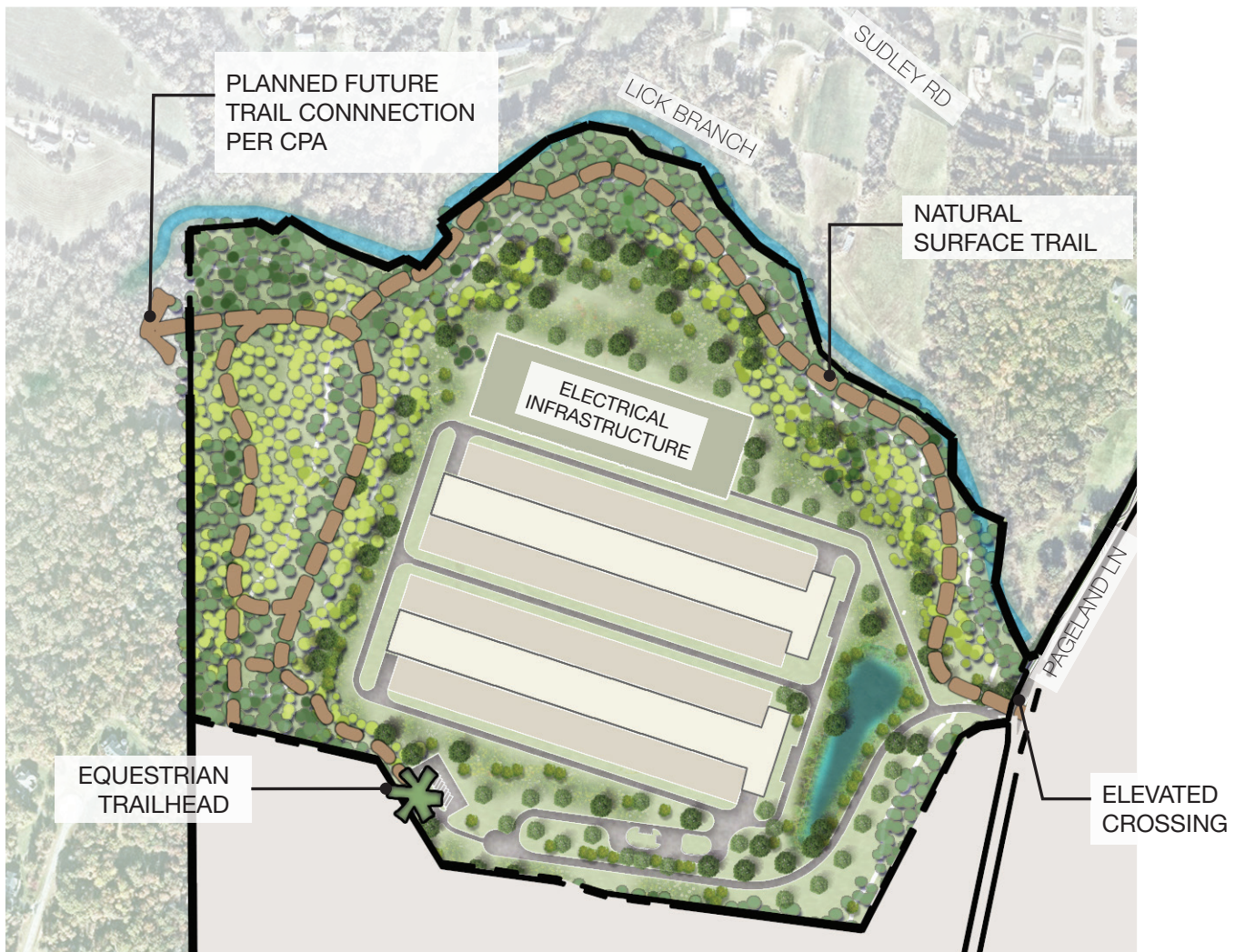
-  **NATURAL OPEN SPACE**
(TREE PRESERVATION AREAS)
-  **RESTORED OPEN SPACE**
(REFORESTATION & BUFFER AREAS)
-  **RIPARIAN PROTECTION**
AREA
-  **POTENTIAL STORMWATER**
MANAGEMENT FACILITIES

SCALE: 1" = 600'

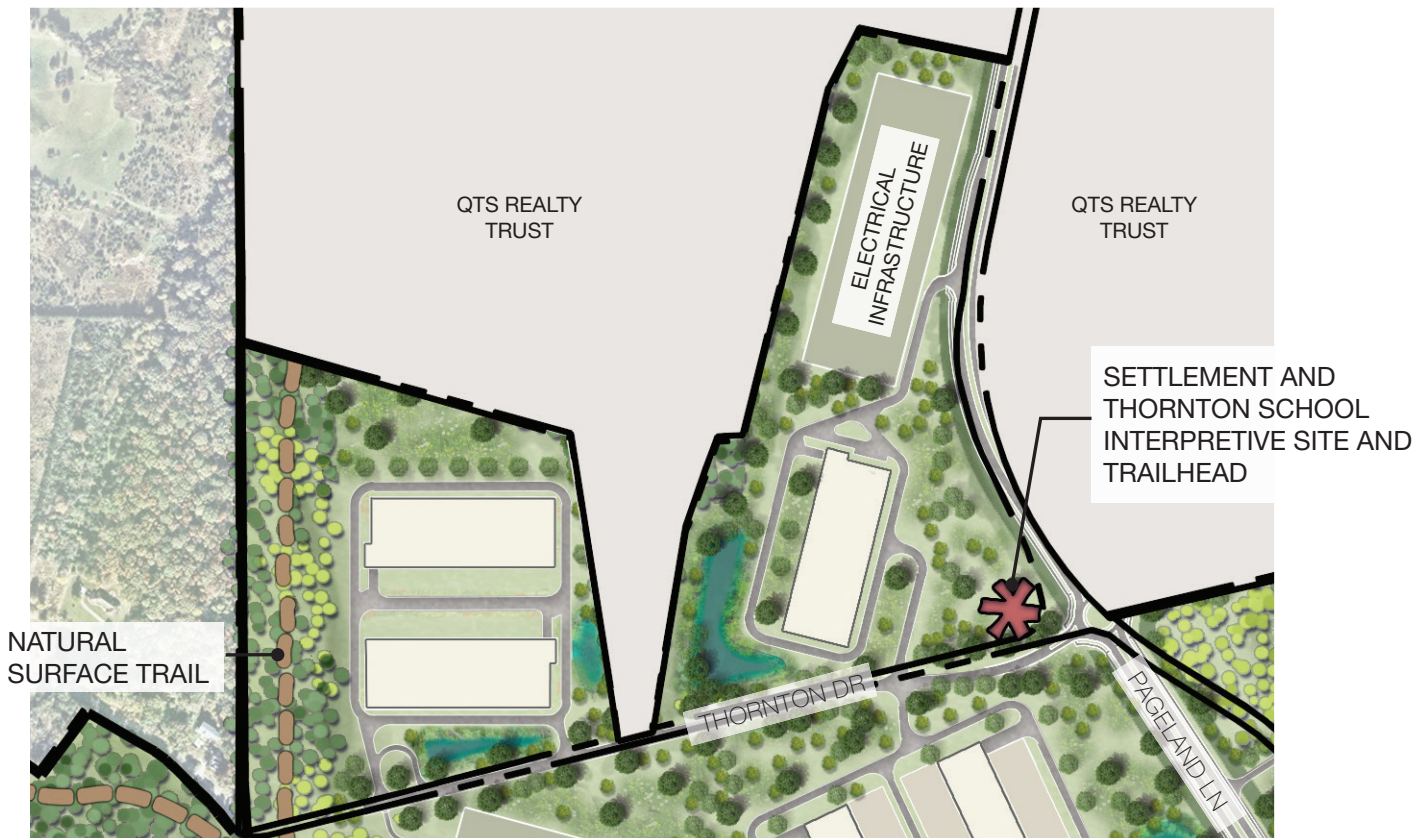
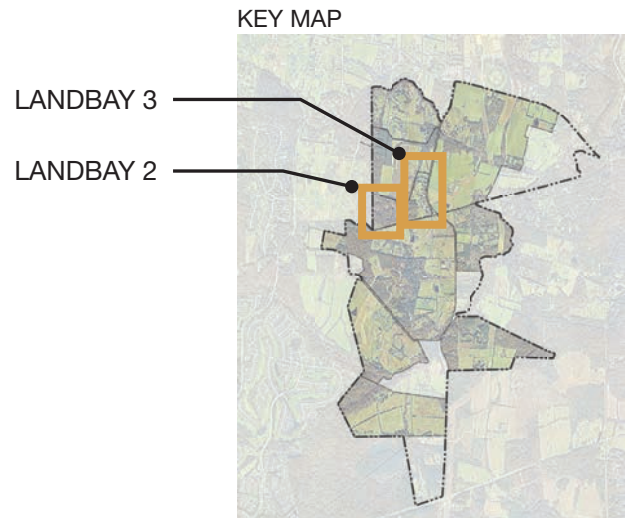
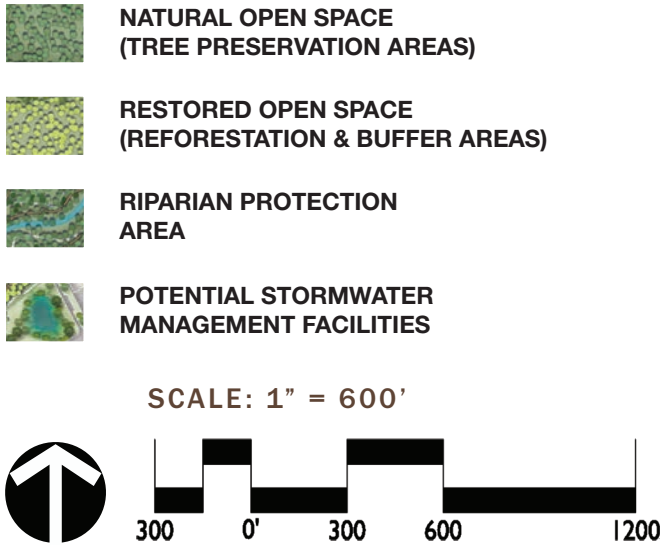


KEY MAP





LANDBAY 1



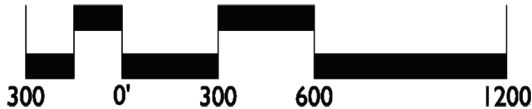
TYPICAL LANDBAY COMPASS DATACENTERS



TYPICAL LANDBAY COMPASS DATACENTERS

-  NATURAL OPEN SPACE
(TREE PRESERVATION AREAS)
-  RESTORED OPEN SPACE
(REFORESTATION & BUFFER AREAS)
-  RIPARIAN PROTECTION
AREA
-  POTENTIAL STORMWATER
MANAGEMENT FACILITIES

SCALE: 1" = 600'



KEY MAP



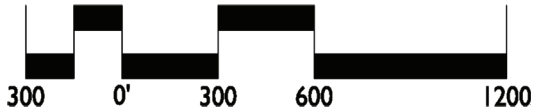
LANDBAY 4



TYPICAL LANDBAY COMPASS DATACENTERS

-  NATURAL OPEN SPACE
(TREE PRESERVATION AREAS)
-  RESTORED OPEN SPACE
(REFORESTATION & BUFFER AREAS)
-  RIPARIAN PROTECTION
AREA
-  POTENTIAL STORMWATER
MANAGEMENT FACILITIES

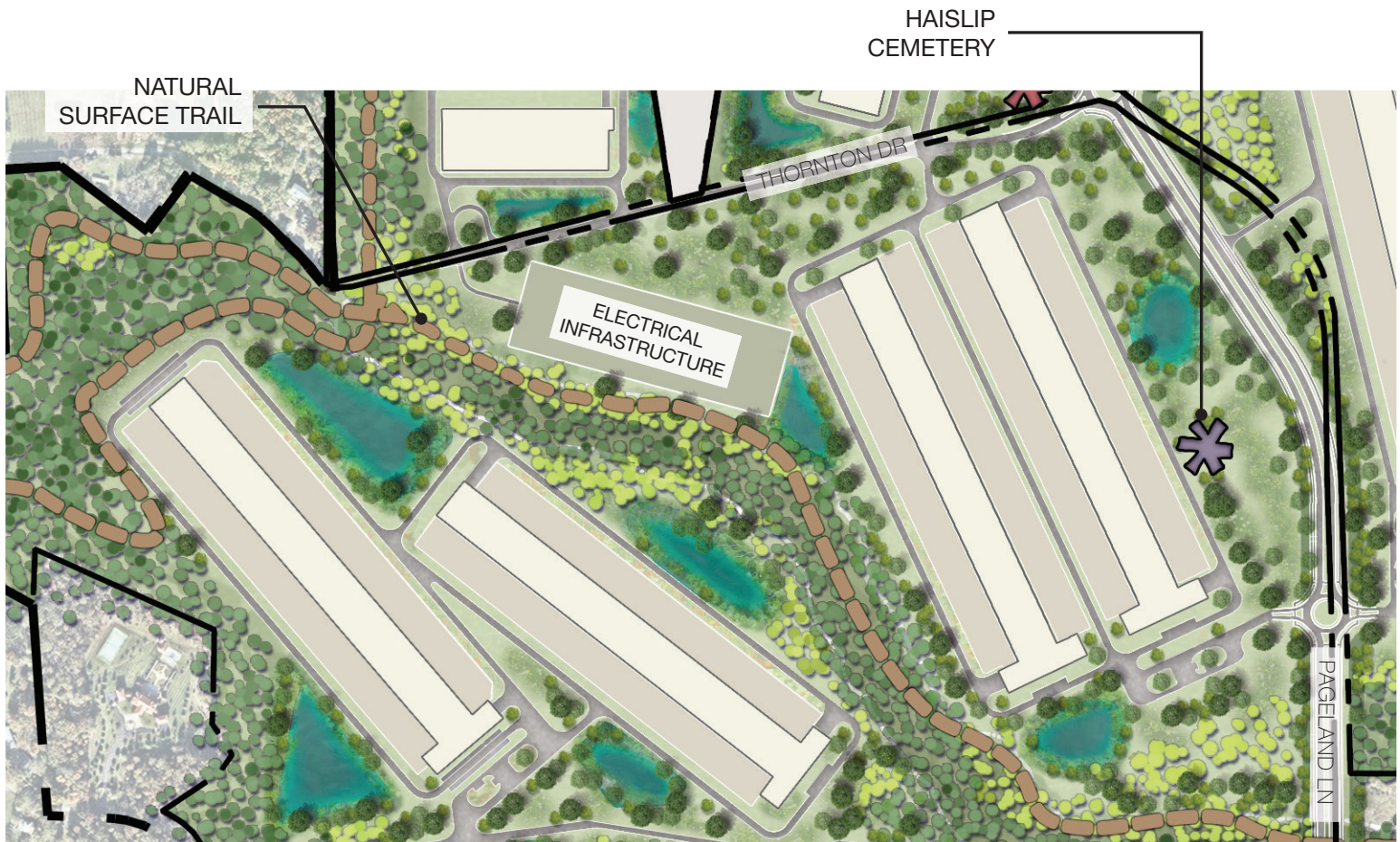
SCALE: 1" = 600'



KEY MAP



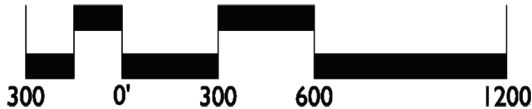
LANDBAY 5
NORTH



TYPICAL LANDBAY COMPASS DATACENTERS

-  NATURAL OPEN SPACE
(TREE PRESERVATION AREAS)
-  RESTORED OPEN SPACE
(REFORESTATION & BUFFER AREAS)
-  RIPARIAN PROTECTION
AREA
-  POTENTIAL STORMWATER
MANAGEMENT FACILITIES

SCALE: 1" = 600'

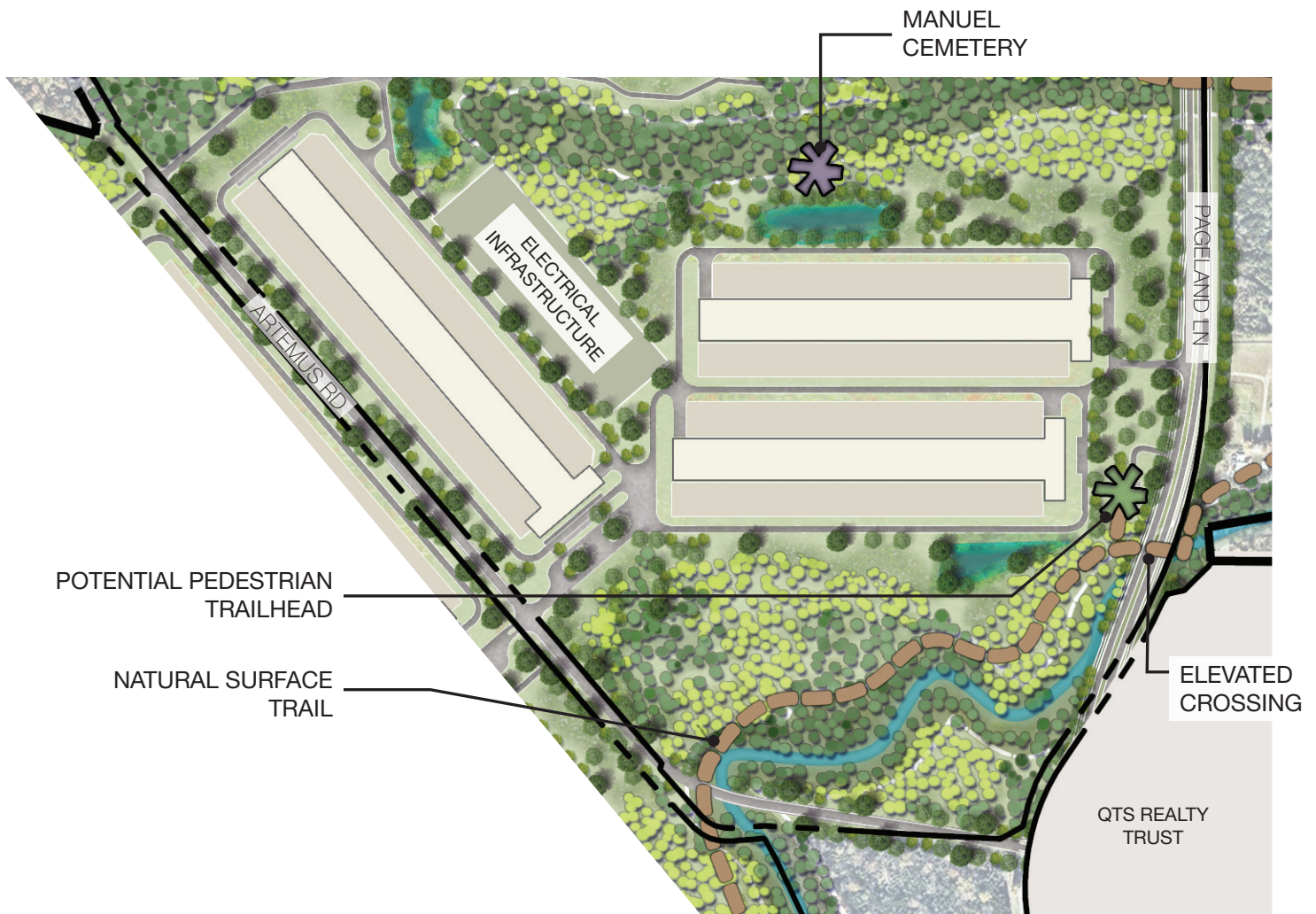


KEY MAP



LANDBAY 5
SOUTH

LANDBAY 7



TYPICAL LANDBAY COMPASS DATACENTERS



**NATURAL OPEN SPACE
(TREE PRESERVATION AREAS)**



**RESTORED OPEN SPACE
(REFORESTATION & BUFFER AREAS)**



**RIPARIAN PROTECTION
AREA**



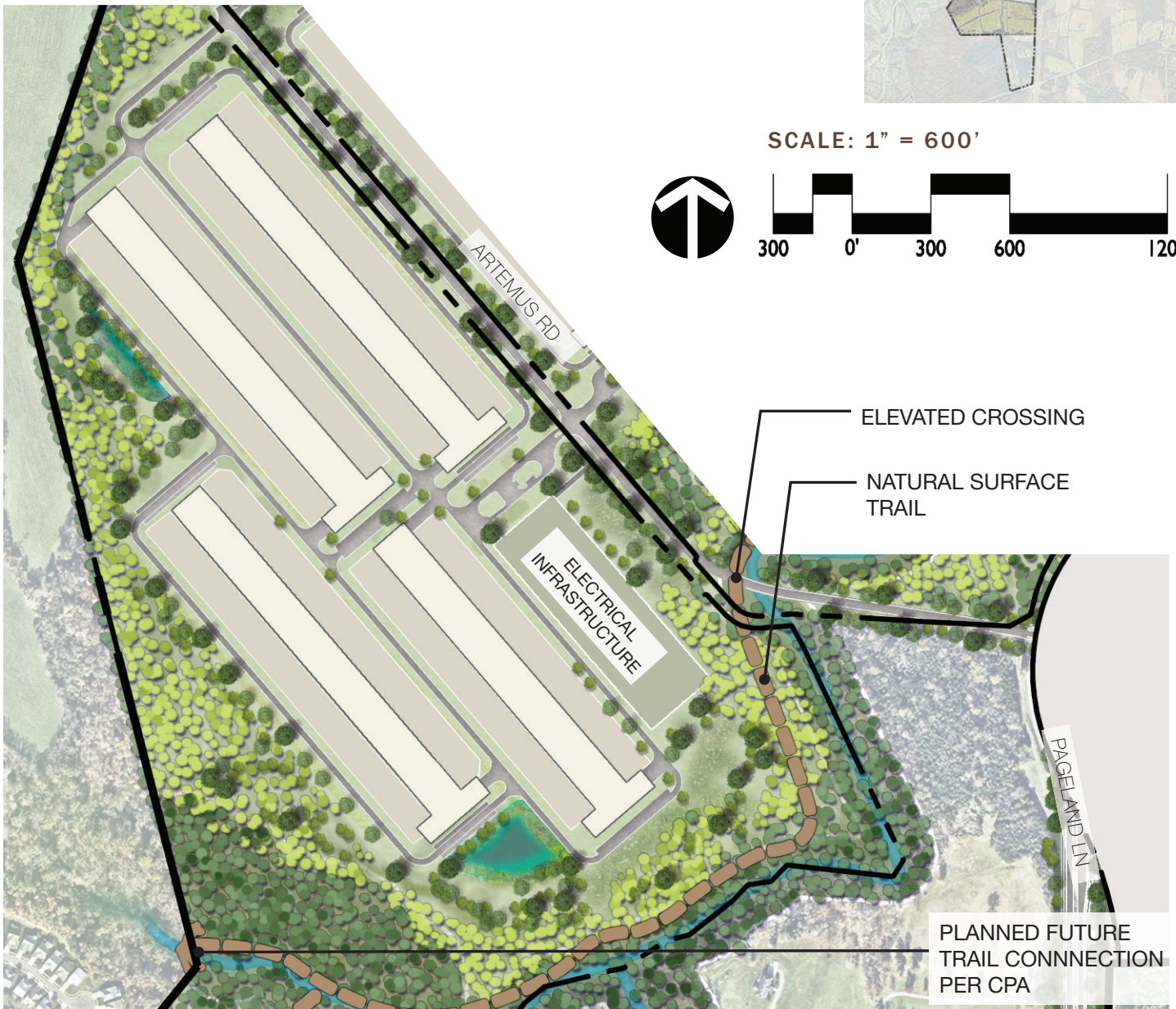
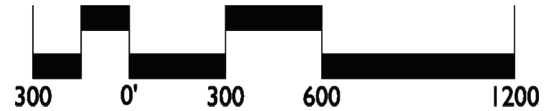
**POTENTIAL STORMWATER
MANAGEMENT FACILITIES**

KEY MAP

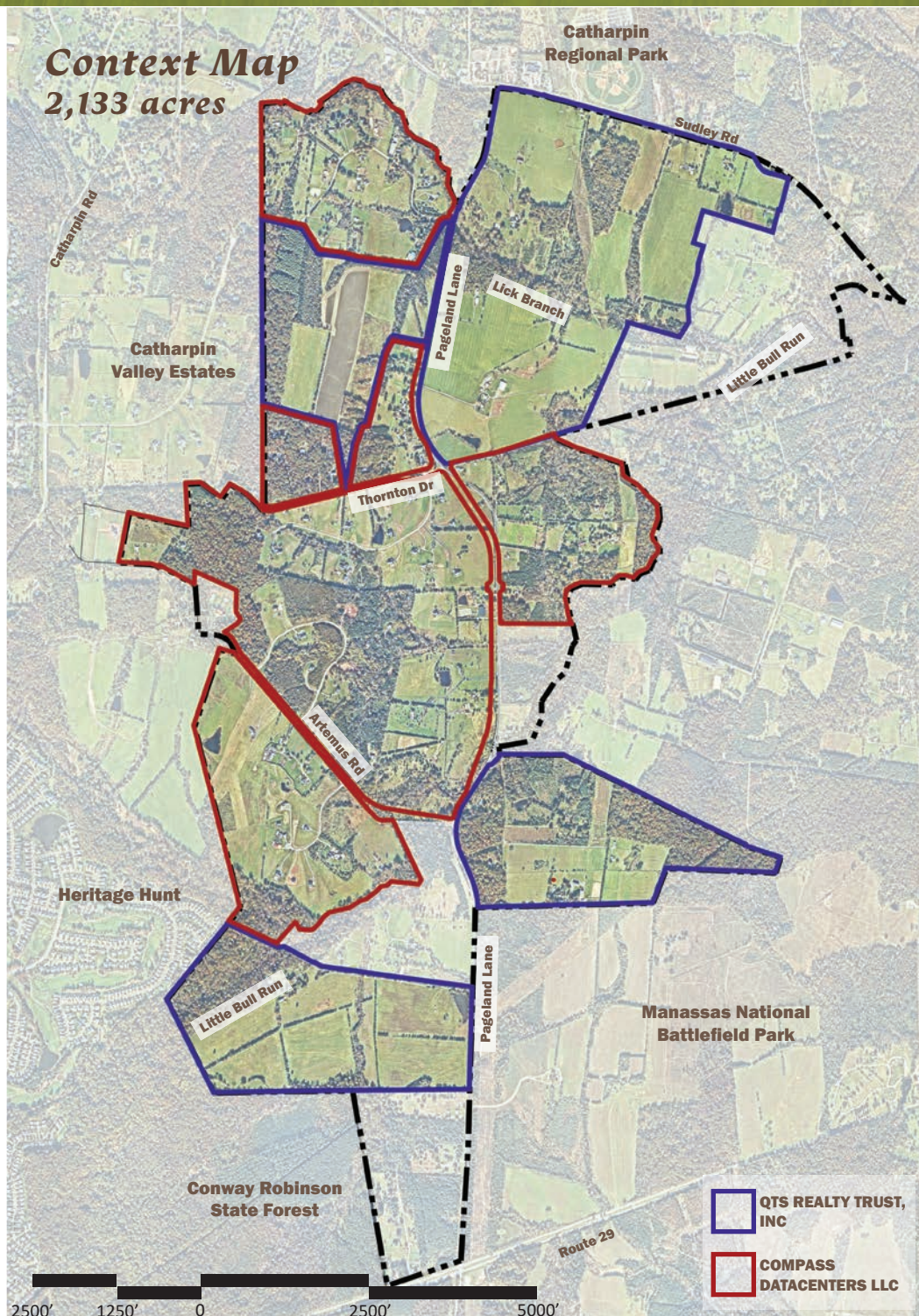


LANDBAY 6

SCALE: 1" = 600'



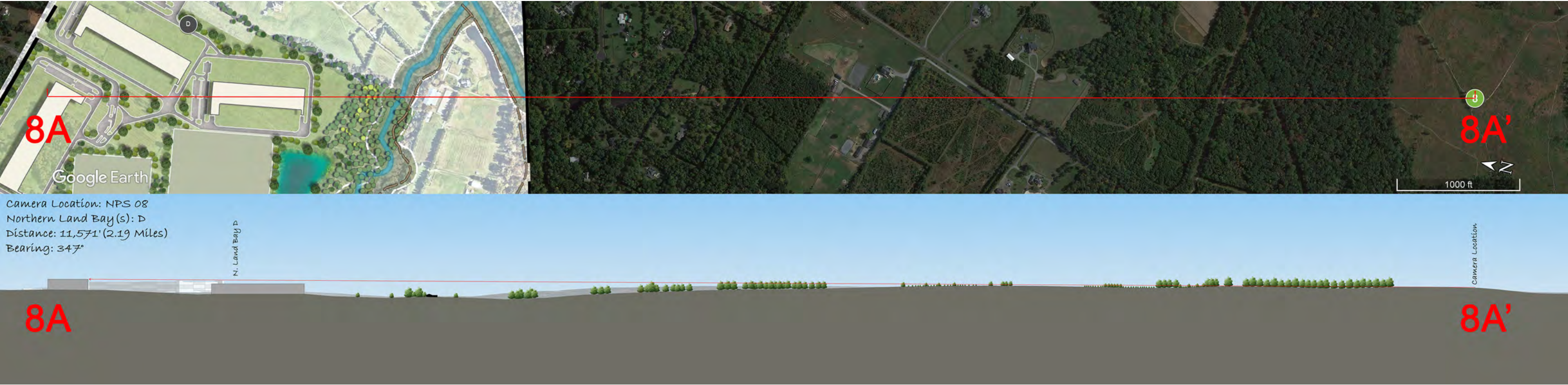
PRINCE WILLIAM DIGITAL GATEWAY

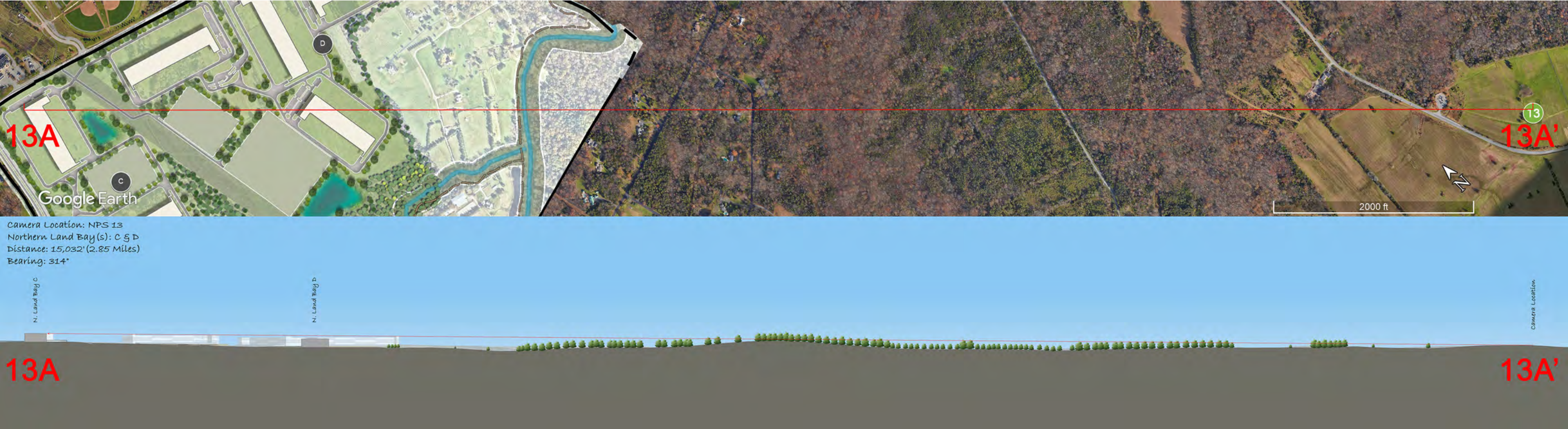


Viewshed Study:
General Massing and Rooflines
of
QTS Northern Landbays A - D
Cross-Sections

as seen from:

- Manassas National Battlefield Park





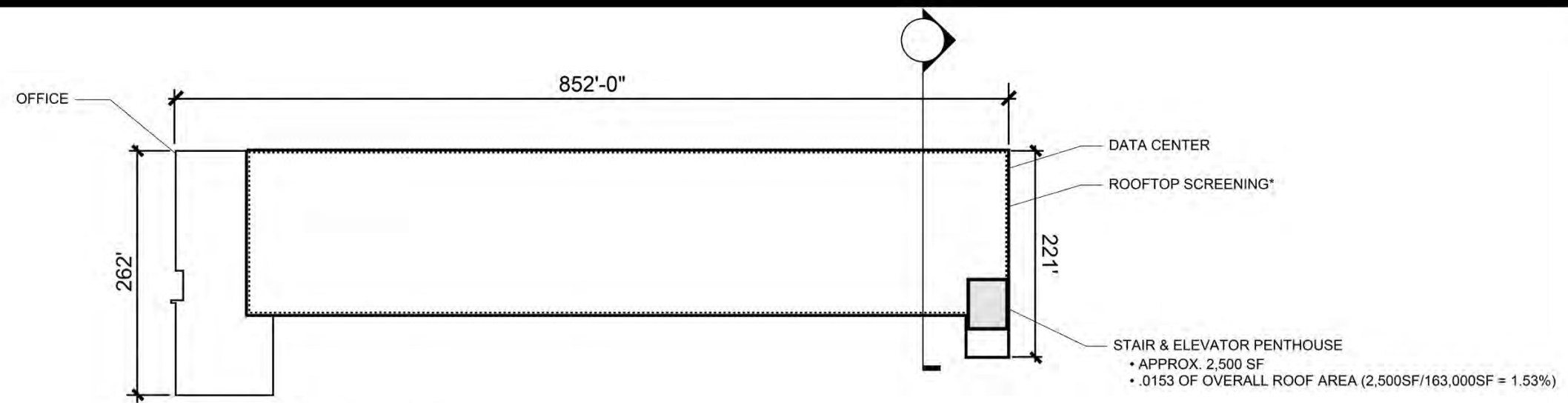
Viewshed Study: General Massing and Rooflines of QTS Northern Landbays A - D

as seen from:

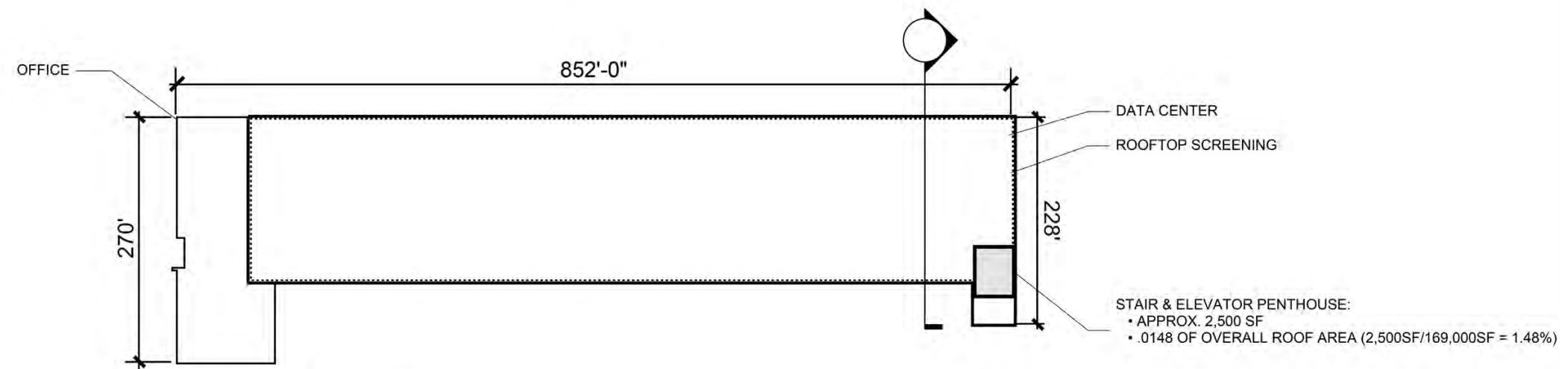
- Manassas National Battlefield Park

NOTES ABOUT VIEWSHED ANALYSIS

- 1) The viewshed analysis conducted by Digital Design & Imaging Solutions (DDIS) reflects the depth of proposed earth cuts and fills (per IMEG surveyors) in the mast, balloon, and drone mockups from base floor/slab elevations.
- 2) The viewshed study depicts building heights inclusive of proposed finished floor elevations to very specific Above Mean Sea Level heights ("AMSL").
- 3) The viewshed studies include substation areas at a maximum of 75 feet in height, as set forth in the Proffer Statement.
- 4) For North Land Bays A, B, C and D, the roofline and parapet/screen walls (that screen rooftop mechanical equipment) do not exceed a maximum height of 83 feet and do not exceed the proffered AMSL elevation in each Land Bay, as set forth in the Proffer Statement.
- 5) For South Land Bays A, B, C and D, the roofline and parapet/screen walls (that screen rooftop mechanical equipment) do not exceed a maximum height of 60 feet and do not exceed the proffered AMSL elevation in each Land Bay, as set forth in the Proffer Statement.
- 6) The viewshed studies account for the elevator penthouses (one per building) that are a maximum of 10 feet in height above the parapet/screen walls. The elevator penthouse accounts for no more than 2 percent of the total square footage of each building roof area, as set forth in the Proffer Statement and depicted in the rooftop plan view.



2 STORY ROOFTOP PLAN VIEW
 • OVERALL ROOF AREA: 163,000 SF



3 STORY ROOFTOP PLAN VIEW
 • OVERALL ROOF AREA: 169,000 SF

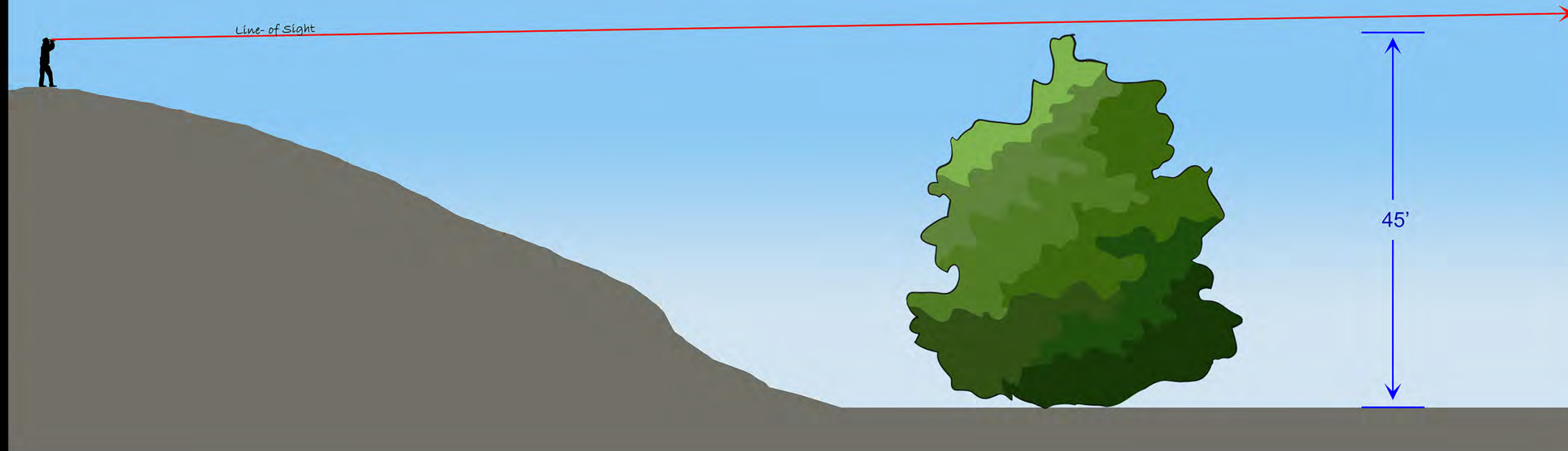


QTS - BUILDING SECTION

ROOFTOP PLAN VIEW

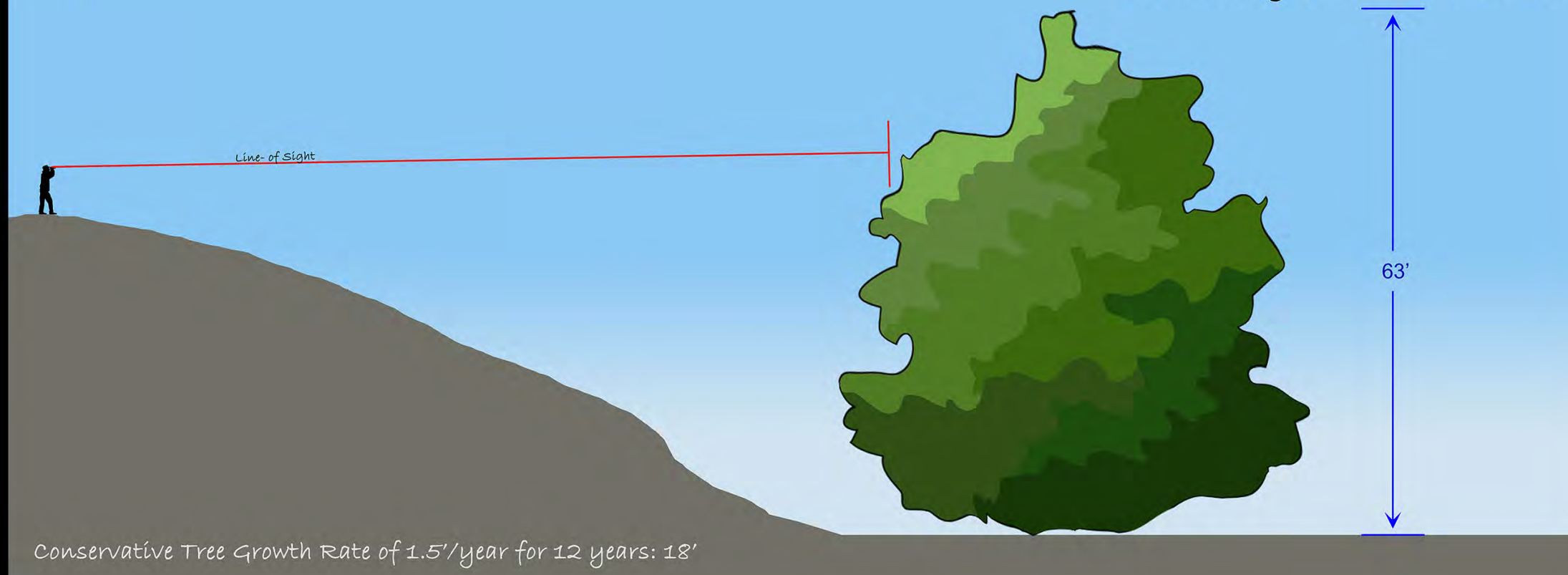
CPA -- Based on 2011 LiDAR

Tree Height: 45' in 2011



2023

Tree Height: 63' in 2023



Conservative Tree Growth Rate of 1.5'/year for 12 years: 18'

Methodologies

to indicate a proposed building's
general massing
&
roof-line height

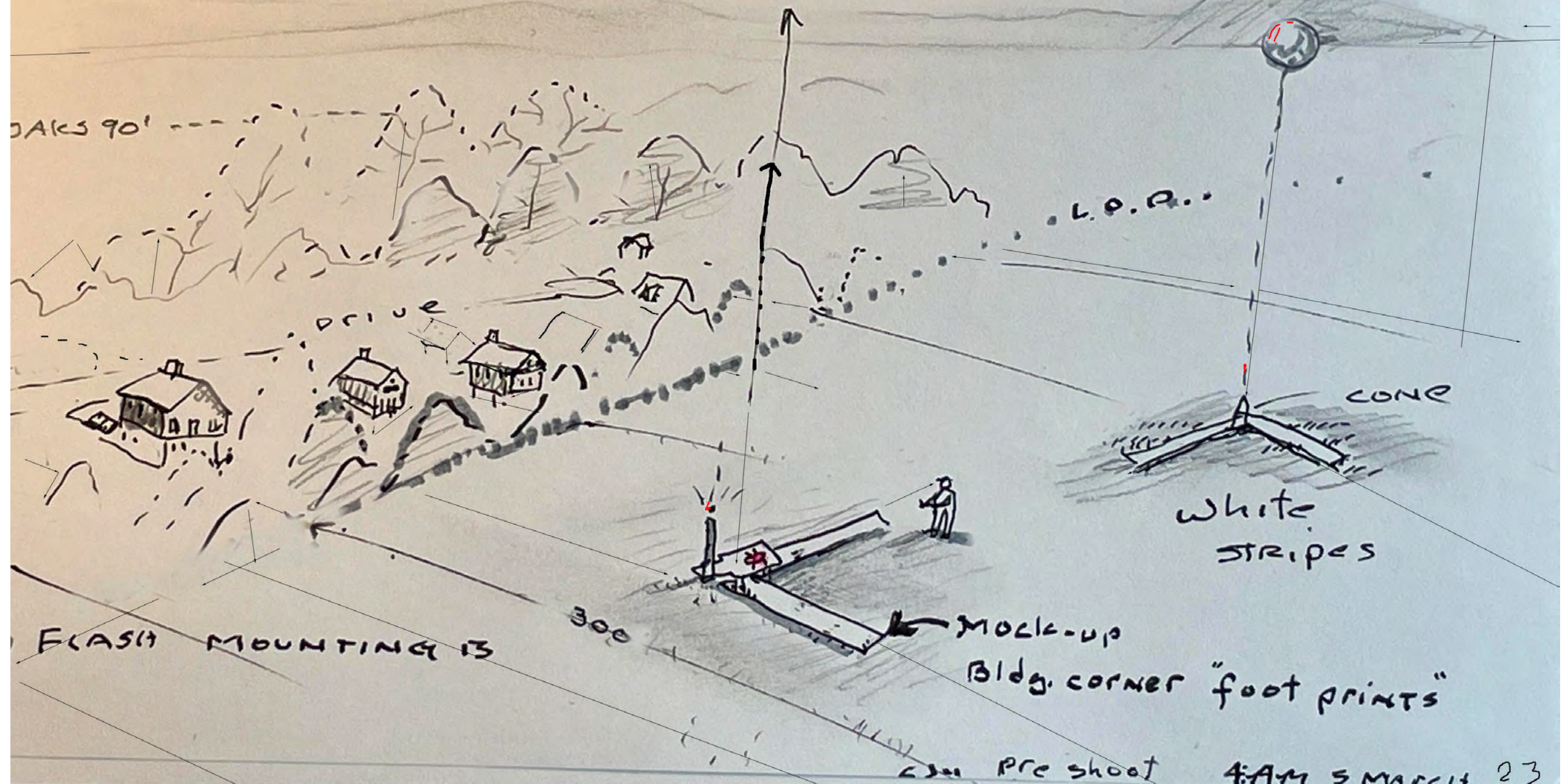
Buffers

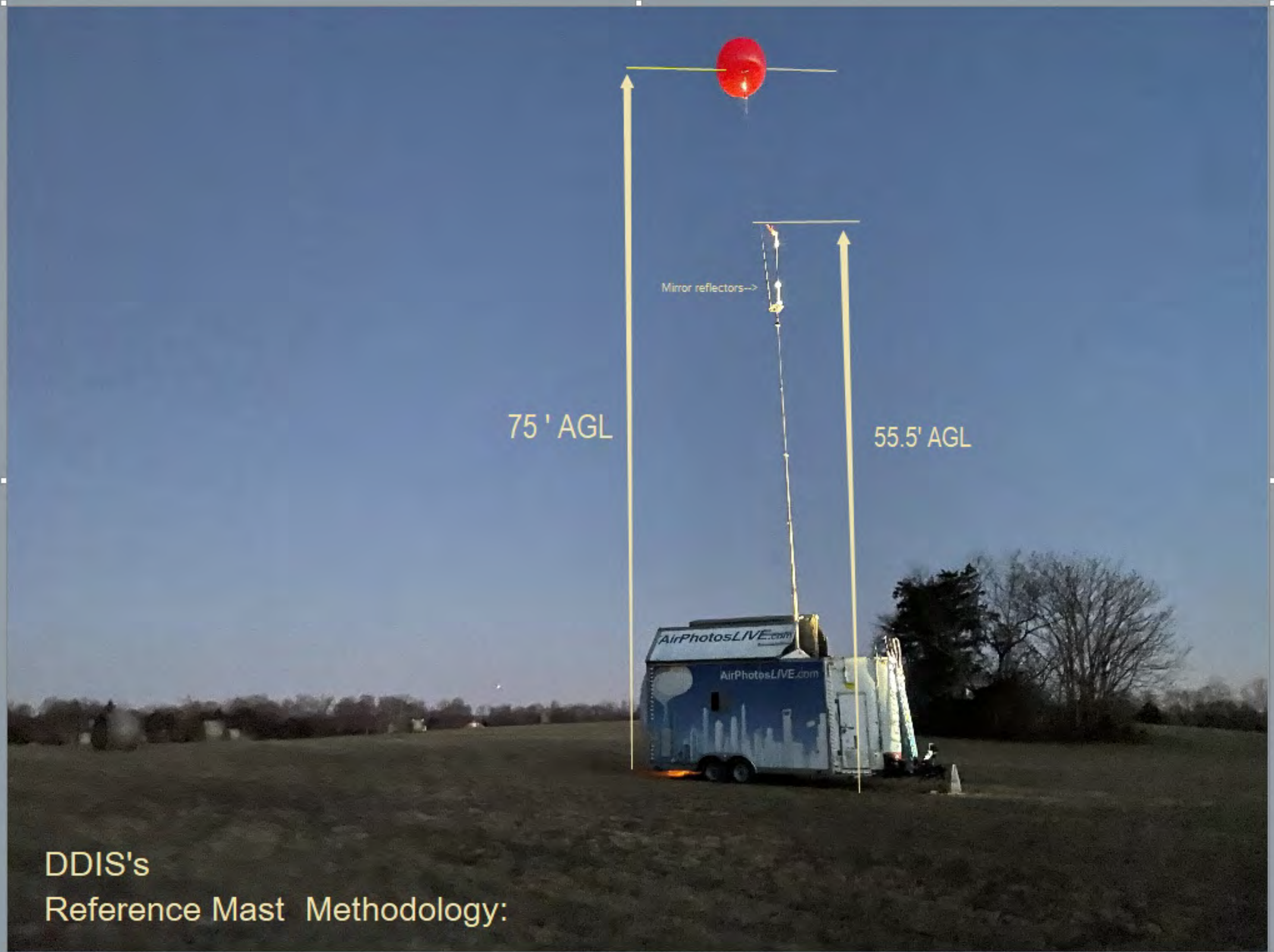
View Shed Methodology

(Copyright by Digital Design & Imaging Service Inc)

Drone Tests

Balloon Tests





DDIS's
Reference Mast Methodology:

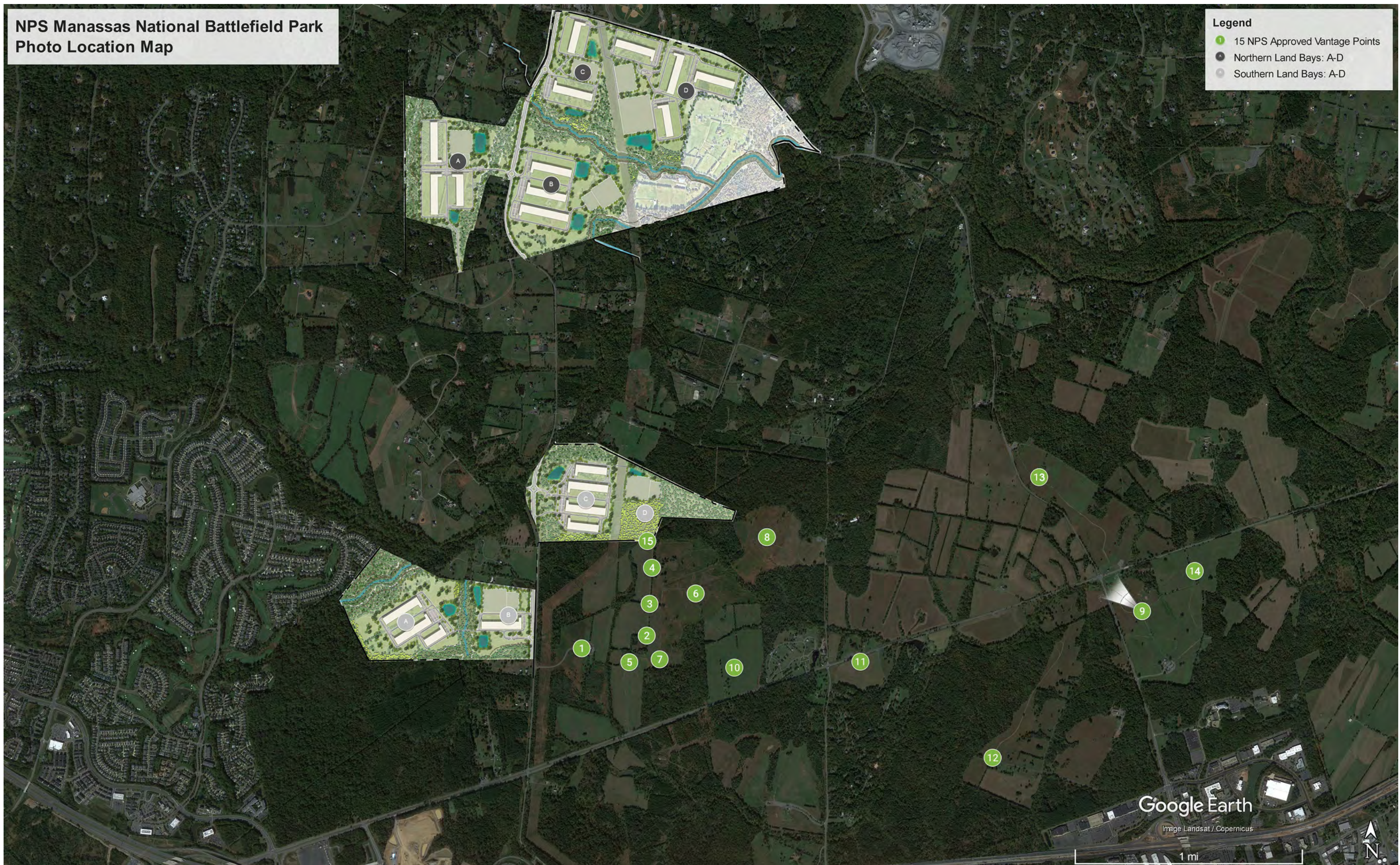
National Park Service Photo Locations: (Provided by Justin Patton, PWC)

- 1 Bus Drop off Near Brawner Farm Parking Lot
- 2 Artillery Position
- 3 Between Artillery and Artillery North
- 4 Artillery North 2
- 5 Brawner Farm Historic House
- 6 Artillery Schumaker Battery
- 7 Brawner Tree
- 8 Groveton Memorial
- 9 Henry House 2
- 10 Battery Heights
- 11 Groveton (NY Mem.)
- 12 Chinn Ridge
- 13 Matthews Hill
- 14 Robinson House
- 15 Near Park Boundary, due North of Location 04 *Added by DDIS

Camera Location: 09

**NPS Manassas National Battlefield Park
Photo Location Map**

- Legend**
- 15 NPS Approved Vantage Points
 - Northern Land Bays: A-D
 - Southern Land Bays: A-D



Location: NPS 09

Approximate Visual Impact of 83ft-tall Buildings

North Landbays: A-D

50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)

*135ft+ Transmission Line poles, which bisect the landbays are not visible

*Camera Location to nearest building in LBB : 2.92 miles

*Preliminary Analysis, needs verification through onsite aerial survey

EXISTING CONDITIONS



Location: NPS 09

Approximate Visual Impact of 83ft-tall Buildings

North Landbays: A-D

50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)

*135ft+ Transmission Line poles, which bisect the landbays are not visible

*Camera Location to nearest building in LBB : 2.92 miles

*Preliminary Analysis, needs verification through onsite aerial survey

PROPOSED CONDITIONS



Location: NPS 09

Approximate Visual Impact of 83ft-tall Buildings

North Landbays: A-D

50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)

*135ft+ Transmission Line poles, which bisect the landbays are not visible

*Camera Location to nearest building in LBB : 2.92 miles

*Preliminary Analysis, needs verification through onsite aerial survey

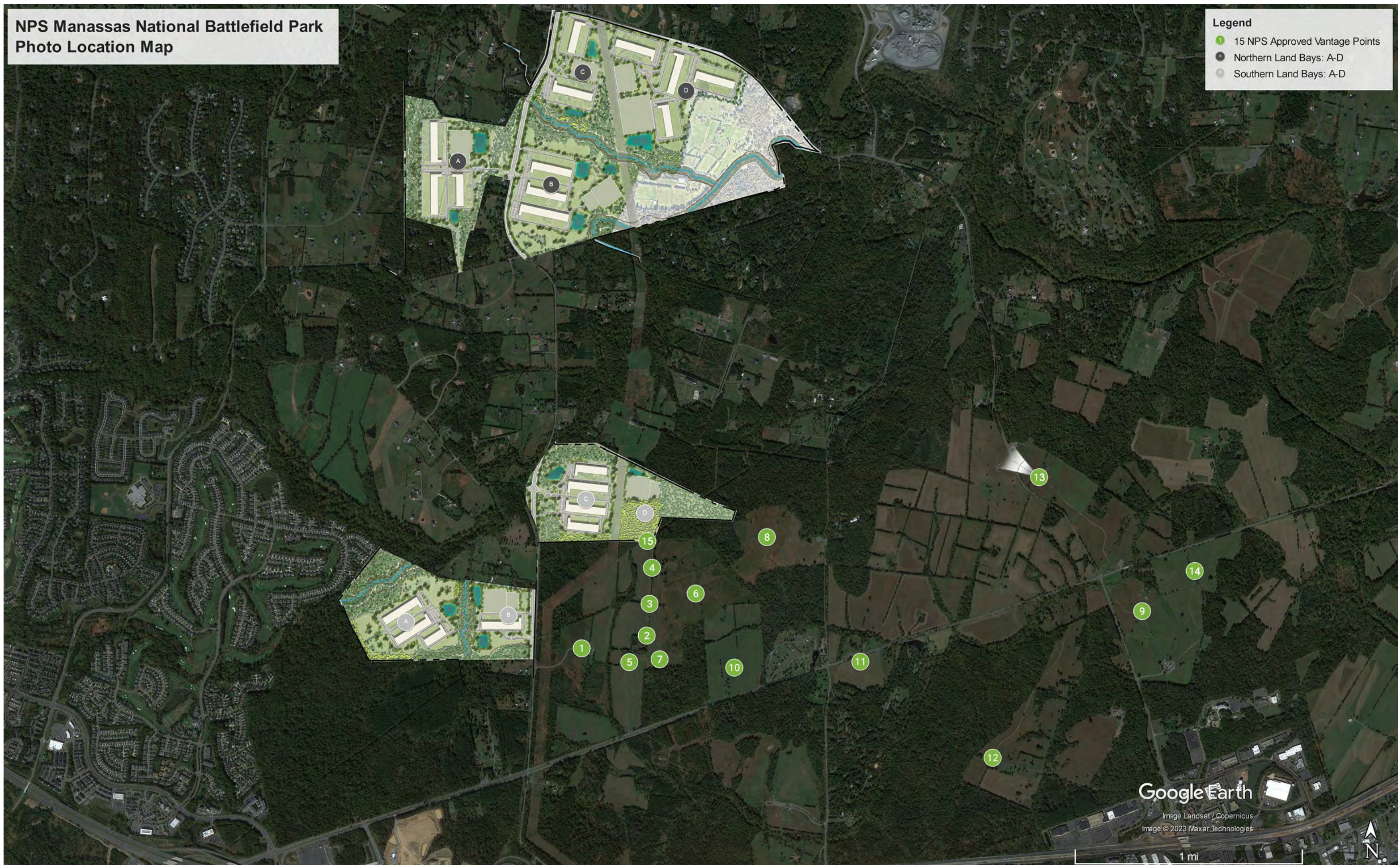
PROPOSED CONDITIONS



Camera Location: 13

NPS Manassas National Battlefield Park
Photo Location Map

- Legend**
- 15 NPS Approved Vantage Points
 - Northern Land Bays: A-D
 - Southern Land Bays: A-D



Location: NPS 13

Approximate Visual Impact of 83ft-tall Buildings

North Landbays: A-D

50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)

*135ft+ Transmission Line poles, which bisect the landbays, are not visible

*Camera Location to nearest building in LBB : 2.20 miles

*Preliminary Analysis, needs verification through onsite aerial survey

EXISTING CONDITIONS



Location: NPS 13

Approximate Visual Impact of 83ft-tall Buildings

North Landbays: A-D

50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)

*135ft+ Transmission Line poles, which bisect the landbays, are not visible

*Camera Location to nearest building in LBB : 2.20 miles

*Preliminary Analysis, needs verification through onsite aerial survey

PROPOSED CONDITIONS



Location: NPS 13

Approximate Visual Impact of 83ft-tall Buildings

North Landbays: A-D

50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)

*135ft+ Transmission Line poles, which bisect the landbays, are not visible

*Camera Location to nearest building in LBB : 2.20 miles

*Preliminary Analysis, needs verification through onsite aerial survey

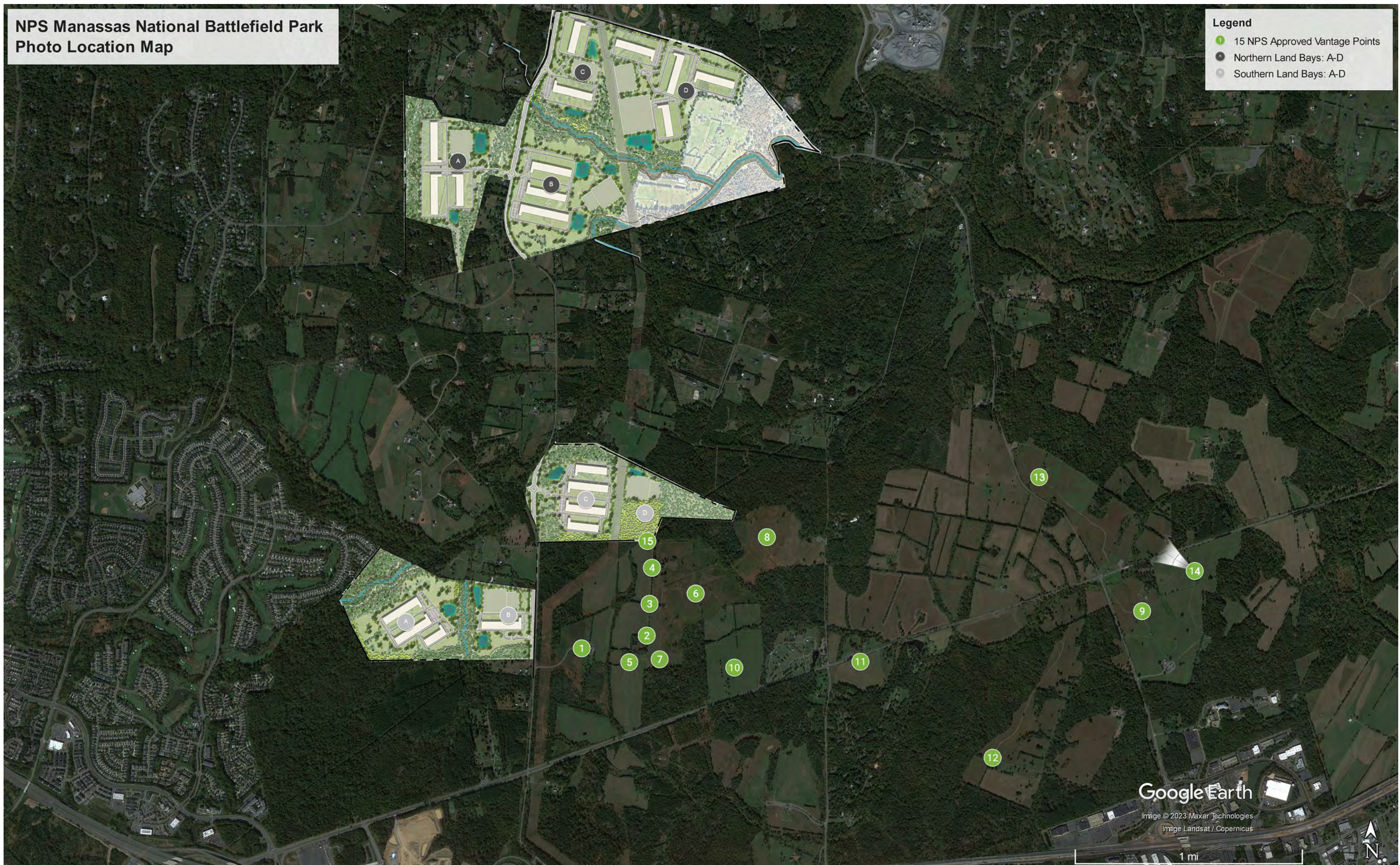
PROPOSED CONDITIONS



Camera Location: 14

NPS Manassas National Battlefield Park
Photo Location Map

- Legend**
- 15 NPS Approved Vantage Points
 - Northern Land Bays: A-D
 - Southern Land Bays: A-D



Location: NPS 14

Approximate Visual Impact of 83ft-tall Buildings

North Landbays: A-D

50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)

*135ft+ Transmission Line poles, which bisect the landbays are not visible

*Camera Location to nearest building in LBB : 2.97 miles

*Preliminary Analysis, needs verification through onsite aerial survey

EXISTING CONDITIONS



Location: NPS 14

Approximate Visual Impact of 83ft-tall Buildings

North Landbays: A-D

50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)

*135ft+ Transmission Line poles, which bisect the landbays are not visible

*Camera Location to nearest building in LBB : 2.97 miles

*Preliminary Analysis, needs verification through onsite aerial survey

PROPOSED CONDITIONS



Location: NPS 14

Approximate Visual Impact of 83ft-tall Buildings

North Landbays: A-D

50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)

*135ft+ Transmission Line poles, which bisect the landbays are not visible

*Camera Location to nearest building in LBB : 2.97 miles

*Preliminary Analysis, needs verification through onsite aerial survey

PROPOSED CONDITIONS



HISTORICAL COMMISSION RESOLUTION

MOTION: PEARSALL

September 12, 2023

SECOND: DE PUE

Regular Meeting

Res. No. 23-083

RE: LAND DEVELOPMENT RECOMMENDATIONS

ACTION: APPROVED

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of pending land development applications assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby recommend to the Prince William County Planning Commission the action(s) noted for the following property:

Case Number: REZ2022-00032

Case Name: Digital Gateway North – 4th Submission

Recommendation: Deferral

Recommend deferral to allow applicant time to address the following unresolved issues:

Unresolved and missing recommended noise study revisions and impacts on Manassas National Battlefield Park (MNBPP).

Missing ERM comments pertaining to noise study and final interpretation.

Unresolved and incomplete requested revised viewshed study and analysis American Battlefield Protection Program (ABPP).

Missing Marble Hill slave cemetery Ground Penetrating Radar (GPR) and delineation, eligibility for National Register of Historic Places (NRHP) and preservation mitigation plan.

The applicant is encouraged to conduct primary and field research activities and surveys to fully explore and document this history in order to accurately convey what is likely to be lost and thus negatively impacted by the project with regard to marginalized communities.

Applicant should describe how access to cemeteries will be provided and if the public will be provided access, or if this access will be restricted to family members and descendants of the persons interred in the cemeteries. If access will be limited, and not available to the public, the applicant should explain how eligibility for those permitted to access the cemeteries will be determined.

Applicant should describe what procedures and methods will be used to determine the identity of the persons whose remains are subject to an unanticipated discovery during construction.

Due to the high cultural sensitivity of the Marble Hill Slave Cemetery and the lack of an exact building footprint locations at this stage of development, a cemetery delineation is strongly recommended to preserve the integrity, environs and buffers and assure construction will not encroach on or disturb this cultural resource.

Recommend an updated noise study to be performed prior to the rezoning.

Recommend Phase II evaluations for archaeology sites 44PW2131 and 44PW2132 prior to rezoning approval.

Continuous noise monitoring and voluntary enforcement is necessary. The applicant should anticipate likely changes and provide appropriate modelling as recommended and directed by the DGCD 1.9 (CPA2021-00004) to predict compliance prior to the next submission.

The applicant should engage in a thorough analysis of the various viewshed impacts with removal of existing tree lines for historic integrity purposes and use the 2010 Manassas Battlefields Viewsheds Study as guidance.

Votes:

Ayes: Brace, Burgess, Davis, De Pue, Dodge, Kulick, Moser, Pearsall, Reddick

Nays: Brickley, Green, Henson, Porta

Absent from Vote: None

Absent from Meeting: Brown, Kastens

MOTION CARRIED

ATTEST:



Secretary to the Commission

MOTION: PORTA

**August 8, 2023
Regular Meeting
Res. No. 23-064**

SECOND: BRICKLEY

**RE: RECOMMEND APPROVAL OF REZ2022-00032, DIGITAL GATEWAY NORTH,
SUBJECT TO AND CONTINGENT UPON NECESSARY CONDITIONS**

ACTION: SUBJECTED TO AMENDMENTS

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of this land development application assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby recommend approval of REZ2022-00032, Digital Gateway North, subject to and contingent upon the following necessary conditions:

1. Applicant demonstrates through viewshed studies using accepted professional standards and methodologies that there will be no significant adverse visual impact to the Manassas National Battlefield Park at the final building heights; and
2. Applicant proffers to use nonreflective, earth-tone facades chosen in consultation with County staff on any and all building facades that are visible to the public from locations outside the property; and
3. Applicant proffers to follow all recommendations resulting from Phase I, Phase II, and Phase III studies (as applicable) submitted to the County and curate with the County all artifacts, field records, laboratory records, photographic records, and other records recovered and produced as a result of the investigations and excavations undertaken in connection with Phase I, Phase II, and Phase III studies; and
4. Applicant proffers that in the event any heretofore unknown archaeological sites are discovered during land disturbance they will consult with the County on the potential preservation of the site and if preservation is not feasible will recover artifacts and curate them with the County; and
5. Applicant proffers that it will permit the County Archaeologist or their designee to enter the property to conduct archaeological research at the latter's expense, on any sites indicated by Phase II studies; and

6. Applicant proffers to delineate the boundaries of, preserve, appropriately fence, and guarantee public access to any cemeteries in accordance with the standards set forth in Section 32-250.110 of the Prince William County Code in effect as of this date; and
7. Applicant proffers that any human remains discovered during site activity will be handled in accordance with federal, state, and local laws and regulations regarding the removal and reinterment of such remains; and
8. Applicant proffers not to engage in any land disturbance in the area between Sudley Road and the unnamed tributary of Lick Branch; and
9. Applicant proffers that it will permit the County Archaeologist or their designee to enter the area between Sudley Road and the unnamed tributary of Lick Branch to conduct archaeological research at the latter's expense; and
10. Applicant proffers to permit the County to place relevant historical markers and educational/interpretative information in the area between Sudley Road and the unnamed tributary of Lick Branch, to provide a route for public access to the site in consultation with the County's Office of Parks, Recreation, and Tourism, and to permit public access at reasonable hours to the site.

Votes:


Ayes:

Nays:

Absent from Vote:

Absent from Meeting:

ATTEST:


Secretary to the Commission

MOTION: REDDICK

**August 8, 2023
Regular Meeting
Res. No. 23-065**

SECOND: KULICK

RE: AMEND RES. NO. 23-064 FOR REZ2022-00032, DIGITAL GATEWAY NORTH, TO RECOMMEND AS AN ADDITIONAL CONDITION THE ARCHAEOLOGICAL DELINEATION OF THE MARBLE SLAVE CEMETERY AND CONDUCT ARCHAEOLOGICAL PHASE II EVALUATIONS FOR ARCHAEOLOGY SITES 44PW2131 AND 44PW2132

ACTION: APPROVED

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of this land development application assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby, amend Res. No. 23-064 for REZ2022-00032, Digital Gateway North, to recommend as an additional condition the archaeological delineation of the Marble Slave Cemetery and conduct archaeological Phase II evaluations for archaeology sites 44PW2131 and 44PW2132.

Votes:

Ayes: by acclamation

Nays: None

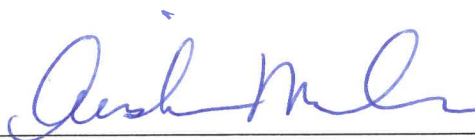
Abstain: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST:



Secretary to the Commission

MOTION: KULICK

**August 8, 2023
Regular Meeting
Res. No. 23-066**

SECOND: REDDICK

RE: AMEND RES. NO. 23-064 FOR REZ2022-00032, DIGITAL GATEWAY NORTH, TO RECOMMEND A NOISE STUDY SHOULD BE CONDUCTED TO EVALUATE IMPACTS TO CULTURAL RESOURCES WITHIN AND ADJACENT TO THE REZONING FOOTPRINT INCLUDING PROPOSED THORNTON SCHOOL INTERPRETATIVE LEARNING CENTER, MARBLE HILL SLAVE CEMETERY, AND MANASSAS NATIONAL BATTLEFIELD PARK. THE STUDY SHOULD PROVIDE A WELL SOURCED ANALYSIS OF IMPACT TO THE MNBP VISITOR EXPERIENCE, WHETHER ON GUIDED OR SELF-GUIDED TOURS, IF NOISE IS NOT APPROPRIATELY ATTENUATED. MEASUREMENTS (DBA) AND PROJECTIONS SHOULD INCLUDE ALL BUILDINGS AND SUBSTATIONS AS PROPOSED IN REZONING PACKAGE. THE STUDY SHOULD CITE ALL RELEVANT NOISE AND SOUND ANALYSES PERFORMED AND DOCUMENTED BY THE NATIONAL PARK SERVICE AND THE MANASSAS NATIONAL BATTLEFIELD PARK AND INCLUDE THE 2017 MANASSAS NATIONAL BATTLEFIELD PARK ACOUSTIC MONITORING REPORT. THIS STUDIES RESULTS SHOULD INCLUDE VOLUNTARY ENFORCEMENT COMPLIANCE PLAN FOR ENFORCEMENT OF NOISE VIOLATIONS, INCLUDING REVOCATION OF OCCUPANCY PERMITS.

ACTION: APPROVED

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of this land development applications assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby amend Res. No. 23-064 for REZ2022-00032, Digital Gateway North, to add the following condition, that a noise study should be conducted to evaluate impacts to cultural resources within and adjacent to the rezoning footprint including proposed Thornton School Interpretative learning center, Marble Hill Slave Cemetery, and Manassas National Battlefield Park. The study should provide a well sourced analysis of impact to the MNBP visitor experience, whether on guided or self-guided tours, if noise is not appropriately attenuated. Measurements (dBA) and projections should include all buildings and substations as proposed in rezoning package. The study should cite all relevant noise and sound analyses performed and documented by the National Park Service and the Manassas National Battlefield Park and include the 2017 Manassas National Battlefield Park Acoustic Monitoring Report. This studies

results should include voluntary enforcement compliance plan for enforcement of noise violations, including revocation of occupancy permits.

Votes:

Ayes: Brickley, Burgess, Davis, De Pue, Dodge, Green, Kastens, Kulick, Moser, Pearsall, Porta and Reddick

Nays: Henson

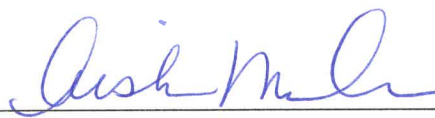
Abstain: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST: _____



Secretary to the Commission

MOTION: DEPUE

**August 8, 2023
Regular Meeting
Res. No. 23-067**

SECOND: BRICKLEY

**RE: AMEND RES. NO. 23-064 FOR REZ2022-00032, DIGITAL GATEWAY NORTH, TO
STRIKE AND INSERT LANGUAGE**

ACTION: APPROVED

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of this land development applications assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby amend Res. No. 23-064, REZ2022-00032, Digital Gateway North, to strike the sentence:

"NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby recommend approval of REZ2022-00032, Digital Gateway North, subject to and contingent upon the following necessary conditions",

and insert the sentence:

"NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby recommend revision of REZ2022-00032, Digital Gateway North, by reference to the following necessary conditions:".

Votes:

Ayes: by acclamation

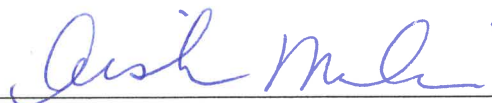
Nays: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST:



Secretary to the Commission

MOTION: PORTA

**August 8, 2023
Regular Meeting
Res. No. 23-068**

SECOND: KASTENS

**RE: RECOMMEND REVISION OF REZ2022-00032, DIGITAL GATEWAY NORTH, BY
REFERENCE TO THE FOLLOWING NECESSARY CONDITIONS**

ACTION: APPROVED

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of this land development application assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby recommend revision of REZ2022-00032, Digital Gateway North, by reference to the following necessary conditions:

1. Applicant demonstrates through viewshed studies using accepted professional standards and methodologies that there will be no significant adverse visual impact to the Manassas National Battlefield Park at the final building heights; and
2. Applicant proffers to use nonreflective, earth-tone facades chosen in consultation with County staff on any and all building facades that are visible to the public from locations outside the property; and
3. Applicant proffers to follow all recommendations resulting from Phase I, Phase II, and Phase III studies (as applicable) submitted to the County and curate with the County all artifacts, field records, laboratory records, photographic records, and other records recovered and produced as a result of the investigations and excavations undertaken in connection with Phase I, Phase II, and Phase III studies; and
4. Applicant proffers that in the event any heretofore unknown archaeological sites are discovered during land disturbance they will consult with the County on the potential preservation of the site and if preservation is not feasible will recover artifacts and curate them with the County; and
5. Applicant proffers that it will permit the County Archaeologist or their designee to enter the property to conduct archaeological research at the latter's expense, on any sites indicated by Phase II studies; and

6. Applicant proffers to delineate the boundaries of, preserve, appropriately fence, and guarantee public access to any cemeteries in accordance with the standards set forth in Section 32-250.110 of the Prince William County Code in effect as of this date; and
7. Applicant proffers that any human remains discovered during site activity will be handled in accordance with federal, state, and local laws and regulations regarding the removal and reinterment of such remains; and
8. Applicant proffers not to engage in any land disturbance in the area between Sudley Road and the unnamed tributary of Lick Branch; and
9. Applicant proffers that it will permit the County Archaeologist or their designee to enter the area between Sudley Road and the unnamed tributary of Lick Branch to conduct archaeological research at the latter's expense; and
10. Applicant proffers to permit the County to place relevant historical markers and educational/interpretative information in the area between Sudley Road and the unnamed tributary of Lick Branch, to provide a route for public access to the site in consultation with the County's Office of Parks, Recreation, and Tourism, and to permit public access at reasonable hours to the site; and
11. [FROM RES. NO. 23-065] Applicant conducts an archaeological delineation of the Marble Slave Cemetery and conducts archaeological Phase II evaluations for archaeology sites 44PW2131 and 44PW2132; and
12. [FROM RES. NO. 23-066] Applicant conducts a noise study to evaluate impacts to cultural resources within and adjacent to the rezoning footprint including proposed Thornton School Interpretative learning center, Marble Hill Slave Cemetery, and Manassas National Battlefield Park. The study should provide a well sourced analysis of impact to the MNBP visitor experience, whether on guided or self-guided tours, if noise is not appropriately attenuated. Measurements (dBA) and projections should include all buildings and substations as proposed in rezoning package. The study should cite all relevant noise and sound analyses performed and documented by the National Park Service and the Manassas National Battlefield Park and include the 2017 Manassas National Battlefield Park Acoustic Monitoring Report. This studies' results should include voluntary enforcement compliance plan for enforcement of noise violations, including revocation of occupancy permits.

August 8, 2023
Regular Meeting
Res. No. 23-068
Page 3

Votes:

Ayes: by acclamation

Nays: None

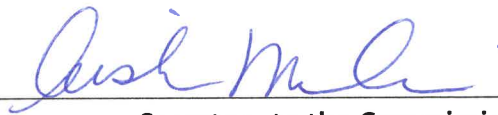
Abstain: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST: _____



Secretary to the Commission

MOTION: KULICK

**August 8, 2023
Regular Meeting
Res. No. 23-075**

SECOND: PEARSALL

RE: FOR REZ2022-00036, COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1, REZ2022-00032, DIGITAL GATEWAY NORTH AND REZ2022-00033, DIGITAL GATEWAY SOUTH, RECOMMEND VIEWSHED ANALYSIS TO INCLUDE MAY 10, 2010, MANASSAS BATTLEFIELDS VIEWSHED STUDY

ACTION: APPROVED

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of pending land development applications assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby for REZ2022-00036, Compass Datacenters Prince William County Campus 1, REZ2022-00032, Digital Gateway North and REZ2022-00033, Digital Gateway South, recommend viewshed analysis to include May 10, 2010, Manassas Battlefields Viewshed Study.

Votes:

Ayes: Burgess, Davis, De Pue, Dodge, Kulick, Pearsall and Reddick

Nays: Brickley, Green, Henson, Kastens, Moser and Porta

Abstain: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST:



Secretary to the Commission

Rezoning #REZ2022-00032, Digital Gateway North

Attached are review comments for the 4th submission for the above referenced case. This attachment does not contain all reviewer comments associated with the 4th submittal; rather, based on the timing of the public hearing, some of the review agencies reviewed the 4th submittal and opted to write their review comments into various sections of the staff report. Other review agencies provided review comments, which are attached, as well as incorporated their feedback into the staff report.



Plan Comments Report

Planning Case Planner

SEE STAFF REPORT

Plan/Case #:	REZ2022-00032	Date: 10-12-23
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Perez, Christopher	
	703-792-8050	CPerez@pwcgov.org

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

SEE STAFF REPORT FOR OUTSTANDING ISSUES.

Section II - Questions/General Information:

SEE STAFF REPORT FOR OUTSTANDING ISSUES.



Plan Comments Report

Transportation Dept

Reviewed w/ Comments

Plan/Case #:	REZ2022-00032	Date: 9-21-23
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Belita, Paolo	
	703-792-6273	PBelita@pwcgov.org



The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

See attached revised and updated comments.

Section II - Questions/General Information:

See attached revised and updated comments.

			PRINCE WILLIAM COUNTY DEPARTMENT OF TRANSPORTATION PROJECT REVIEW COMMENT AND RESOLUTION SHEET			COMMENT CATEGORIES: 1. CORRECTIONS 2. RECOMMENDATIONS 3. CLARIFICATIONS
COUNTY PROJECT NUMBER: REZ 2022-00032/REZ 2022-00033			DEVELOPER/ENGINEER: CHRISTOPHER CONSULTANTS 9301 INNOVATION DRIVE, MANASSAS VA		REVIEWER(S): PAOLO BELITA PBELITA@PWCGOV.ORG	DATE: 9/21/2023
TYPE & SUBMITTAL: REZONING FOURTH SUBMISSION			PROJECT NAME: DIGITAL GATEWAY NORTH AND DIGITAL GATEWAY SOUTH			
ITEM NO.	REFERENCE	COMMENTS	COMMENT CATEGORY	RESPONSE DATE:	FINAL DISPOSITION ⁽²⁾	
4.01	Proffer 9.C. (August 25, 2023)	The Applicant must add language to this proffer section indicating that the plan for the routing of construction trucks will include a general schedule as part of the overall routing plan.	1			
4.02	Proffer 46/49 (August 25, 2023)	An updated Digital Gateway Development and Compass Datacenters Development Traffic Impact Phasing Analysis Memo dated September 13, 2023, was submitted to supersede the Phasing Analysis Memo submitted as part of the 4 th submission package. The Applicant must update the Proffers to match the revised number of phases to include accompanying improvements and addition of a new transportation improvements phase at 4 MSF total area of data center and ancillary uses.	1			

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4.03	Proffer 46/49 (August 25, 2023)	The Applicant must add language or similar text that the funds held by PWCDOT or the Board that were previously or may in the future be proffered by other data center projects in the CPA Area for the Roadway Network Improvements can only be used <i>with approval from the County</i> .	1		
4.04	Proffer 46/49 (August 25, 2023)	<i>“Exhibit A: Transportation Infrastructure Improvements Concept Plan & Phasing”</i> must be updated to reflect the phasing of improvements referenced in the revised Traffic Impact Phasing Analysis Memo dated September 13, 2023. The Applicant must also remove Exhibit A from the Proffer Statement and include it separately as an exhibit. The Applicant must also include the title of this exhibit when being referenced in the Proffers.	1		
4.05	Proffer 46/49 (August 25, 2023)	The Applicant must include reference that improvements on Artemus Road and Thornton Drive are planned in the general area of the Roadway Network Improvements, but will be included as part of REZ2022-00036 (Compass)	1		
4.06	Proffer 46/49.E. 2. (August 25, 2023)	To be consistent with the language in the Compass Datacenters Proffer Statement, the Applicant must include the following at the end of the section <i>“or alternatively any other intersection improvements as approved by PWCDOT or VDOT”</i> .	1		
4.07	Proffer 54/57.A. (August 25, 2023)	The Applicant must include additional language in this section that the County’s ability to acquire the right-of-way and easements for offsite improvements excludes any land or property owned by the Federal Government or Commonwealth of Virginia.	1		

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4.08	Proffer 54/57.C. (August 25, 2023)	The Applicant must add clarifying language that the cash in lieu contribution can only be utilized as an option if there is an active County Capital Improvement Program Project in vicinity of the Roadway Network Improvements area that can include the funds as part of the overall budget.	1		
4.09	Proffer 54/57.C. (August 25, 2023)	The Applicant must remove the reference in this section that “in coordination with the County, shall continue to develop if the right of way and/or easements are not acquired”. Staff does not support or agree with the continuation of development until the necessary or alternative improvement is implemented.	1		
4.10	Traffic Impact Phasing Analysis (September 13, 2023)	The Applicant must be consistent in the description of phasing improvements as it relates to the mention of turn lanes. The text should include storage and taper lengths in the text where applicable.	2		
4.11	Traffic Impact Phasing Analysis (September 13, 2023)	With the proposed improvements as part of Phase 1, the improvements listed under Study Intersection 7 related to the southbound right turn lane needs to be clarified in the text that the existing right-turn lane included as part of Phase 0 will be modified to a free-flow right turn lane as part of Phase 1.	1		
4.12	Traffic Impact Phasing Analysis (September 13, 2023)	Starting in Phase 2, various approaches as part of study intersection 5 begin to degrade to LOS F. The applicant must include explanation as to why no mitigations are proposed.	1		

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3.01	Proffer 44/46 (April 28, 2023)	The Applicant must update the proffers to include “Phase 0” improvements as described in Digital Gateway Development and Compass Datacenters Development Traffic Impact Phase 0 Analysis Memo dated June 15, 2023.	1	Proffer 4 have been updated.	Please update Phases based on updated Digital Gateway Development and Compass Datacenters Development Traffic Impact Phasing Analysis Memo dated September 13, 2023. Comment Addressed
3.02	Proffer 44/46 (April 28, 2023)	There are inconsistencies between the description of the phasing and transportation improvements as compared to the Compass Proffers. The description of the phased improvements between these proffers and the proffers for Compass must be consistent.	1	Proffer 46 has been updated.	Please update Phases based on updated Digital Gateway Development and Compass Datacenters Development Traffic Impact Phasing Analysis Memo dated September 13, 2023. Comment Addressed
3.03	Proffer 44/46 (April 28, 2023)	Add language that turn lane improvements include traffic signal modifications or reconstruction as necessary.	1	Proffer 46 has been updated.	Please update Phases based on updated Digital Gateway Development and Compass Datacenters Development Traffic Impact Phasing Analysis Memo dated September 13, 2023. Comment Addressed

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3.04	Proffer 44/46 (April 28, 2023)	The proffers do not describe the proposed improvements to Artemus Road and Thornton Drive. Add a section which describes the proposed improvements. See Compass Proffers 39 and 40 dated April 28, 2023.	1	<p>For QTS Land Bay A in the North Application Area (REZ2022-00032), the vehicular access from Thornton Drive is emergency access only. Emergency access can be accommodated in the current condition, prior to any proposed improvements to Thornton Drive. In addition, REZ2022-00036 (Compass) appropriately addresses the improvements to Thornton Drive necessary for their primary access.</p> <p>Similarly, REZ2022-00036 proffers address Artemus Road as it is necessary for their site access. The only section of Artemus that impacts the Applicant is the roundabout at Thornton and Pageland, which the Applicant has addressed under the Phasing proffers.</p>	Comment not addressed. See comment 4.05.
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3.05	Proffer 44/46 A (April 28, 2023)	Remove reference to “Regional Roadway Improvements” in last sentence of this section.	1	Proffer 46 has been updated.	Comment Addressed
3.06	Proffer 44/46 C (April 28, 2023)	Include language that the total square feet are inclusive of Ancillary uses. Repeat changes to section 44/46 D, E, and F.	1	Proffer 46 has been updated.	Comment Addressed
3.07	Proffer 44/46 F.2 (April 28, 2023)	Add language indicating that the construction of an “RCUT” includes the option to consider other intersection improvements as approved by Prince William County or VDOT.	1	This language is included in Proffer 46.	Please update Phases based on updated Digital Gateway Development and Compass Datacenters Development Traffic Impact Phasing Analysis Memo dated September 13, 2023. Comment Addressed
3.08	Proffer 44/46 J (April 28, 2023)	The reference to “Exhibit B, Transportation Plan Exhibit” must be updated to be consistent with current Exhibit title.	1	The title referenced in the proffers has been updated to match the Exhibit title.	Comment Addressed.

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3.09	Proffer 51/53 A (April 28, 2023)	Include language in this section that the condemnation request is to occur prior to each phase.	1	See proffer 54 in north and Proffer 57 in south.	Comment Addressed.
3.10	Proffer 51/53 B.3 (April 28, 2023)	The County does not agree with receiving a cash in lieu contribution in the event the County is unable to acquire ROW and/or easements. This reference must be removed. The Service Authority reviews and handles Eminent Domain as it relates to wet utilities. The County may assist the Service Authority if requested. The text must be updated accordingly.	1	Applicant has updated Proffer 54.b.3 in North and 57.c. in south	Comment not addressed. See comment 4.08 and 4.09
3.11	TIA	The applicant has indicated that a maximum of 10 percent of the total gross floor area of any building may include secondary office and ancillary uses. The applicant must provide background information on what assumptions were used to include these uses as part of the TIA.	3	Ancillary uses as defined in the proffers are within the principal use (data centers) and are for the use of employees, contractors and/or visitors of the data centers. There are no additional vehicular trips associated with ancillary and secondary uses.	The applicant has provided additional explanation on this issue. Comment Addressed.
2.01	General	Provide a Public Improvement Plan (PIP) for Pageland Lane with the first Site Plan. Note that the applicant must control all right of way before the PIP can be approved.	1	The Applicant has included in the proffers that a PIP for Pageland Lane between Route 29 to the south and Sudley Road shall be submitted with the first site plan on the Property.	Comment Addressed.

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2.02	General	A half section of Sudley Road, between Sanders Lane and Gum Spring Road is being requested to be widened to its ultimate configuration. Sudley Road is planned as a four-lane 128' Minor Arterial Roadway in the Comprehensive Plan. AADTs on Sudley Road between Sanders Lane and Gum Spring Road are forecasted to be as high as 18,000 and are too high for the existing 2-lane road.	1	Comment acknowledged. A half section of the MA-2 section is proposed along the Sudley Road frontage.	Comment Addressed.
2.03	General	The applicant must consult with VDOT on the maintenance of facilities related to any wildlife crossings that traverse under Pageland Lane and all other public roads.	1	Comment acknowledged.	Comment Addressed.
2.04	General	The applicant must consult with VDOT regarding the maintenance of any landscaping within proposed medians or roundabouts on Pageland Lane and all public roads.	1	Comment acknowledged.	Comment Addressed.
2.05	Proffer 36/39 (January 19, 2023)	36/39 A. Remove the background information referencing the CPA – it does not belong in the Proffers. The reference of roadway improvements for this section should be modified from “Regional Road Network Improvements” to “Roadway Network Improvements”. While there are proposed improvements to mitigate impacts on both Route 234 and Route 29, most improvements are focused to facilitate local traffic. All future references to “regional” improvements should be removed.	1	Removed the entire background section about the CPA from the proffers. Removed “regional” from all references to the road network improvements.	Comment Addressed.
2.06	Proffer 36/39 (January 19, 2023)	As part of the phasing schedule, include the phasing, timing, and location of when and where specific land bays will be developed.	1	This will be a long term, multi-year, multi-phase build out and involves more than one Applicant. As such, the Applicant of REZ2022-00032/33 cannot identify a definitive timeframe for when each land bay in the Pageland Lane corridor will be developed or identify the	Comment Addressed.

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				specific order in which land bays will be developed. The Proffers note development will occur from south to north, with land bays south of Artemus Road developed in the earlier phases and north of Artemus Road developed in the later phases.	
2.07	Proffer 36/39 C 1,2,3, and 4	Replace “completion of up to” a certain million square feet of data center to “issuance of an occupancy permit representing the” certain million square feet of data center.	1	Proffers have been updated to so that each phase of transportation improvements is tied to occupancy permits and the cumulative GFA for each phase.	Comment Addressed.
2.08	Proffer 36/39 C.1.C (January 19, 2023)	Provide the general length of the widening/reconstruction improvements on Pageland Lane from Route 29 to the first commercial entrance north of Route 29. Page 15 of the Traffic Impact Phasing Analysis states Pageland Lane will be widened 1000’ from the intersection of Lee Hwy. The Phasing Plan must be consistent with the proffers.	1	The phasing analysis has been updated to match the proffers. General length of this segment has been added to the proffers.	Comment Addressed.
2.09	Proffer 36/39 C.3.B (January 19, 2023)	Provide the general length of the widening/reconstruction on Pageland Lane from Sudley Road to the first commercial entrance south of Sudley Road.	1	The updated phasing plan for Phase III widening from Artemus to Sudley removes the need to call out this improvement.	Comment Addressed.
2.10	Proffer 36/39 C.4 (January 19, 2023)	The reconstruction of Pageland Lane as a four-lane divided section between the first commercial entrance south of Sudley Road and Thornton Drive should occur as part of Phase III of the roadway improvements. It is currently listed under Phase IV.	1	Comment acknowledged. This section has been pushed to Phase III as shown in the revised phasing plan and proffers.	Comment Addressed.

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2.11	Proffer 36/39 C.5 (January 19, 2023)	The construction of an “RCUT” intersection at Pageland Lane and Route 29 must be approved by the County and VDOT. A signal justification report must be completed, to determine if this is the best improvement. This improvement should occur as part of Phase IV and Phase V should be eliminated.	1	Comment acknowledged. This improvement has been pushed to Phase IV as shown in the revised phasing plan and proffers.	Comment addressed. See additional comment #3.07
2.12	Proffer 37/40	Remove reference to “including entrances providing access to substations, cemeteries, trailheads, Environmental Features or Site Amenities” and replace with “as shown on the MZP. No other accesses will be allowed”		Now Proffers 47/ 45, the Applicant has removed the reference and replaced with “as shown on the MZP.”	Comment Addressed.
2.13	Proffer 44/47 C	This reference should be eliminated. Alternate solutions must be developed in the event that neither the Applicants nor the County acquire the right of way and/or easements as noted in this section.	1	Now Proffers 51/53c, the Applicant has revised to state in the event the County does not acquire the ROW and/or easements, the Applicant shall provide a cash in lieu contribution to the County equal to the amount representing the Applicant’s estimate of the cost to build the portion of the Roadway Network Improvements.	Comment not addressed. The County does not support receiving a cash in lieu contribution in the event the County is unable to acquire ROW and/or easements. This reference should be removed, and it is recommended that the applicant meet with the County to discuss this section in greater detail.
2.14	MZP - General	Include Transportation Plan sheets in MZP to include shared use paths, roundabouts, entrance types, turn lanes/tapers, and intersection/access spacing as depicted in the Transportation Plan Exhibits.	1	The transportation concept plan is included as an exhibit to the proffers. The proffered elements are limited to the four phases and the improvements within each phase. Other improvements are for informational purposes and subject to final engineering, design and approval from VDOT and Prince William County.	Comment Addressed.

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2.15	MZP - General	MZP does not show proposed transportation infrastructure improvements on Sudley Road and Route 29. Include all proposed transportation improvements in MZP.	1	The ROW dedication is included on the MZP with a note that references the transportation exhibit	Comment Addressed.
2.16	MZP - General	Indicate for all non-primary entrances whether they will be a low volume commercial entrance (right-in/right-out) or emergency access only entrance.	1	The non-primary entrances are low volume commercial entrances; a note has been added to the MZP that these are intended for emergency access only	Comment Addressed.
2.17	MZP – Cover Sheet	Remove references to sidewalk on both the typical section graphic and notes. Provide typical section on future Transportation Plan sheets. Include typical sections for other public roadways if applicable.	1	Typical section for Pageland and Sudley have been provided.	Comment Addressed.
2.18	DCSM 601.01	A note must be added to the MZP to state that the parking spaces required by the DCSM will be provided at each site plan.	1	Note has been added to the MZP.	Comment Addressed.
2.19	DCSM 601.02 & 601.06	Show interparcel access options with compatible uses on adjacent parcels and provide opportunities for future connections if applicable.	1	The proposed development includes secured perimeters around the project areas. Interparcel access is not desired for this type of project.	Comment Addressed.
2.20	Master Corridor Plan	Under the Pageland Lane cross section graphic; the pavement markings shown on the 10' shared use path separating bicycle and pedestrian foot traffic should be removed. Remove all dimensions in cross section graphic.	1	The Pageland Lane typical section has been updated.	Comment Addressed.

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2.21	Traffic Impact Phasing Analysis February 9, 2023	Page 15 states Pageland Lane will be widened 1000' from the intersection of Lee Hwy. The proffers state Phase 1 will widen Pageland Lane from the intersection of Lee Hwy to the 1 st commercial entrance. The Phasing Plan must be consistent with the proffers.	1	Comment acknowledged. The phasing analysis has been revised to match the proffers.	Comment Addressed.
2.22	TIA January 18, 2023	AADTs on Sudley Road between Sanders Lane and Gum Spring Road are forecasted to be as high as 18,000 and are too high for the existing 2-lane road. The Applicant must commit to widening Sudley Road along the site frontage between Sanders Lane and Gum Spring Road.	1	Comment acknowledged. A half section of the MA-2 road is being proposed along the QTS frontage and addressed in the proffers.	Comment Addressed.
2.23	TIA January 18, 2023	Intersection #5 Lee Hwy at Heathcote: The SBL approach delay degrades from 54.7 to 100.6 after mitigation. The applicant should explore opening the striped shoulder and providing a third left turn lane and constructing a receiving third lane in the median on Lee Hwy to mitigate.	1	A third southbound left turn lane and a receiving third lane on Rte. 29 are currently shown in the TIA consistent with the planned improvements per the Transform I-66 Outside the Beltway project. It is acknowledged that the southbound left movement in particular operates with high delay, but the southbound approach operates at LOS E which is within the allowable threshold for arterials per the County Comprehensive Plan.	Comment Addressed.
2.24	TIA January 18, 2023	A capacity analysis of the Route 29/Route 234 intersection in the park should be completed. While improvements at this location will not be requested as part of this application, information on how the development impacts the Park still needs to be shown.	1	Comment acknowledged. The latest submission of the TIA shows the capacity and queuing analysis of the Rte. 234 and Rte. 29 for information only.	Comment Addressed.

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	General	The Plan set and application are incomplete. A complete Transportation Plan and proffers were not included, and therefore, these comments are not complete. The Applicant must also provide a phasing plan and funding source for the roadway improvements on the surrounding road network. Note that Lee Highway, Sudley Road, the Manassas Battlefield Bypass and the Route 29 Alternate are included in the Comprehensive Plan for improvement and there is no current funding allocated to improve them.	1	Comment acknowledged. The Master Rezoning Plan ("MZP") includes road alignments, rights-of-way, and entrances in approximate locations subject to final engineering at time of a public improvements plan or site plan. Proffers have been included in the resubmission (see Proffers 36-41). The phasing and funding continues to be discussed between the applicant and the County. A transportation phasing analysis will be submitted to the County to help determine the appropriate phasing of the transportation improvements. The unfunded Comprehensive Plan improvements were not assumed in the TIA analysis	Comment Addressed.
1.01	DCSM 601.03	The Digital Gateway CPA 2021-00004 states that Pageland Lane should be widened to a modified 4-lane divided Minor Arterial adjacent to the site with a minimum of 128' of right of way. The Applicant must provide adequate right-of-way and construct a four lane divided Minor Arterial facility between Sudley Road and Route 29 with a shared use path on both sides of the road, a landscaped strip and a landscaped median. The Applicant may also coordinate cost sharing and timing of these improvements with other pending developments in the Pageland Lane corridor.	1	Comment acknowledged.	Comment Addressed.

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1.02	DCSM Table 6-6	All entrance cross overs on Pageland Lane must be a minimum of 900' with 1,100 feet preferred. The Digital Gateway CPA states that intersections should be roundabouts to offer a quieter alternative to vehicles stopping and starting at traffic signals with less light and sound pollution to the Battlefield. Accesses must be consolidated along Pageland Lane with service drives to serve the proposed development.	1,2	Comment acknowledged. In the revised submission of the TIA, a majority of intersections on Pageland Lane are roundabouts. Intersection Spacing of 1,100 feet is met between all crossovers with the exception of one, which is restricted by environmental factors and meets VDOT spacing requirements.	Comment Addressed.
1.03	DCSM 620.10,602.07 and Table 6-7	No proffers were submitted with the application. The Applicant must proffer all turn lanes outlined in the mitigation section of the TIA and ensure they meet VDOT and DCSM standards.	1	Comment acknowledged. Proffers have been submitted along with revised submission.	Comment Addressed.
1.04	General	The Applicant must provide road cross sections in the Plan set which match DCSM standards. This includes clarifying public and private roads.	1	Comment acknowledged. Road cross sections are provided on Sheet 08 of the MZP.	Comment Addressed.
1.05	Digital Gateway CPA	The approved Digital Gateway Comprehensive Plan Amendment, CPA 2022-00004, recommends that all access points be from Pageland Lane.	1	Comment acknowledged. Primary access to the site is located off Pageland Lane, as well as Artemus Rd and Thornton Dr which are access via Pageland Lane. The CPA language allows for flexibility	Comment Addressed.

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				and allows for alternative access to be considered during rezoning.	
1.06	Comp Plan NM Policy 7	The Applicant must provide a minimum of one (1) inverted-U bicycle parking on-site for each building, built to APBP standards. (Association of Pedestrian and Bicycle Professionals)	1	Comment acknowledged. Pursuant to Proffer 42 in the draft Proffers, the Applicant is committing to 1 inverted-U bicycle parking racks for each new data center building. .	Comment Addressed.
1.07	DCSM 602.18	The Applicant must provide for bicycle and pedestrian access internally and connections to external sites including the Manassas National Battlefield Park. More detail must be provided.	1	Comment acknowledged. In addition to the shared-use path to be provided on the application property on either side of Pageland Lane, the Applicant is committing to provide a multi-use trail network through portions of the application property as well pursuant to the draft Proffers.	Comment Addressed.
1.08	DCSM 601.02 & 601.06	In order to reduce circuitous travel and minimize the impacts of local trips on through traffic flow on Pageland Lane, the Applicant must analyze inter-parcel access options with compatible uses on adjacent parcels and provide opportunities for future connections.	1	Comment acknowledged. Interparcel connectivity has been included where feasible and secure.	Comment Addressed.
1.09	DCSM 602.03	The Applicant must provide the average daily site traffic at each proposed site entrance on the MZP.	1	Comment acknowledged. Site VPD for each entrance is provided on the MZP.	Comment partially addressed. Provide VPD for all accesses on relevant MZP sheets. VPDs added to the MZP

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1.10	DCSM 603.05, 603.13	The Applicant must provide sight distance information and the distance between intersections on the MZP.	1	Comment acknowledged. Sight distance information is included on the MZP. See the Transportation Infrastructure Improvements Concept Plan referenced in the proffers pertaining to proposed distance between intersections.	Comment not addressed.
1.11	DCSM 601.01	The Applicant must provide the required number and location of parking spaces for the proposed uses on the MZP.	1	Comment acknowledged. Parking will be provided pursuant to the Prince William County Zoning Ordinance.	Parking must be provided pursuant to the DCSM, not the Zoning Ordinance. Note has been added to MZP.
	TIA	Gorove -Slade TIA for H&H Capital Development dated May 19, 2022			
1.12	TIA	VDOT does not consider signal timing modifications as a mitigation measure.	1	Comment acknowledged.	Comment partially addressed. Mitigations for intersections 5 and 6 include signal timing coordination which will be subject to VDOT acceptance. The signal timing mitigations are shown to present the benefits of the improvements being done along the corridor. Acknowledge that they are subject to VDOT approval.
1.13	TIA	<ul style="list-style-type: none"> - Site access 23 and 24 should be combined. - Site access 25 and 26 should be combined. - Site access 20, 21, and 22 should be combined. - Alternatively, a service road would be acceptable to consolidate access points. 	1	Comment acknowledged. Site access has been consolidated where feasible. Site Access 23 and 26 are shown but are a partial access/Right In Right Out access. Intersections 20, 21 and 22 on	Comment addressed.

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				Artemus Road are shown as they will provide access to different parcels /buildings in the development and are needed from a security and circulation perspective. VDOT intersection spacing requirements will be met.	
1.14	TIA	- Intersection 23 (Site Entrance 4) is not shown on sheet 8 of the MZP (Transportation Overview). This must be confirmed as a site access point.	1	The access points on the plan and the TIA have been revised to be consistent..	Comment addressed.
1.15	TIA	- Site access is shown on the northwest corner of Land Bay 5. However, this access point is not shown as an intersection in the TIA. Please confirm this is a site access point.	1	The access points on the plan and the TIA have been revised to be consistent.	Comment addressed.
1.16	TIA	- 2030 Background vs 2030 Total Future (with H&H Capital Development, without Digital Gateway) <ul style="list-style-type: none"> At Intersection #7, the northbound approach degrades from E (67.4) to F (93.4) with no mitigations proposed. 	1	The northbound approach of Intersection 7 (Lee Highway at Pageland Lane) is a low volume roadway with 14 vehicles using the approach in the AM peak hour and 20 vehicles using the approach in the PM peak hour. In the revised TIA, for 2030 ultimate conditions, RCUT mitigation is proposed as an alternative at this location which brings the Level of Service to LOS B for the northbound approach.	Comment addressed.

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REVISED: MAY, 2017

1.17	TIA	<ul style="list-style-type: none"> - 2030 Background vs 2030 Total Future (with H&H Capital Development and with Digital Gateway) <ul style="list-style-type: none"> o At Intersection #5, the southbound approach degrades from D (51.0) to E (76.8) with proposed signal timing adjustments. However, the northbound and southbound approaches operate significantly worse after mitigation. 	1	<p>In the revised submission of the TIA, background improvements are assumed at Intersection 5 that were planned as part the 'Transform I-66 Outside the Beltway' project which help improve the intersection. It is also noted that acceptable Level of Service standards of up to LOS E are allowable on arterial roadways per the update to Prince William County's Comprehensive Plan-Mobility Chapter.</p>	Comment addressed.
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REVISED: MAY, 2017



Plan Comments Report

VDOT Fairfax

Reviewed w/ Comments

Plan/Case #:	REZ2022-00032	Date: 10-6-23
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	ERIK SPENCER	ERIK.SPENCER@VDOT.VIRGINIA.GOV

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

See attached

Section II - Questions/General Information:

See attached

VIRGINIA DEPARTMENT OF TRANSPORTATION PRINCE WILLIAM LAND USE PROJECT REVIEW COMMENT AND RESOLUTION SHEET				870 TIA: NOT ACCEPTED (SEE COMMENTS)		COMMENT CATEGORIES: 1. REQUIREMENT 2. RECOMMENDATION 3. CLARIFICATION			
COUNTY PROJECT NUMBER: REZ 2022-00032, REZ 2022-00033				DEVELOPER/ENGINEER: GW ACQUISITION CO, LLC/CHRISTOPHER CONSULTANTS, LTD		REVIEWER(S): ERIK SPENCER, P.E. ERIK.SPENCER@VDOT.VIRGINIA.GOV		DATE: 10/06/23	
PROJECT NAME: DIGITAL GATEWAY NORTH DIGITAL GATEWAY SOUTH				REVIEW PHASE & TYPE: 4 TH REVIEW, REZONING / 2 ND REVIEW PHASE 0 MEMO.		DISCIPLINE: PWC LAND USE			
ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE:		FINAL DISPOSITION ⁽³⁾			
		Name: Manasi Phadnis Discipline: Traffic Planning Date: 10/05/23							
4.01	G	Based on VDOT Chater 536 requirements, please include V/C ratio for west and east segment of Groveton Road in the Technical Memo-Digital Gateway and Compass Phasing Analysis_September 13 2023 and the TIA for both Digital Gateway and Compass.	1						
4.02	G	Page 44 of Technical Memo-Digital Gateway and Compass Phasing Analysis_September 13 2023 mentions that Pageland Lane wideing is shown in Figure 15; however figure 15 is not included in the report.	3						

- (1) Indicate drawing no./page no. or use "G" for general comment.
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ITEM NO.	DWG. NO.⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE⁽²⁾ DATE:		FINAL DISPOSITION⁽³⁾			
4.03	G	Based on previous comment responses a trip generation combined table should have been included as an appendix in the TIA/phasing memo. Could you please provide the location of the appendix.	3						
		PHASING IMPROVEMENTS MEMO							
		Name: Ruth Njogu Discipline: Traffic Engineering Date: 10/03/2023							
4.04	G	For Phase 0 & 1 – The PM WBL queue at intersection #3 (Sudley Rd & Pageland Ln) exceeds the available storage. Which will not only affect the WBT but also the left turn traffic in/out the nearby gas station. Why are they no mitigations proposed?	3						

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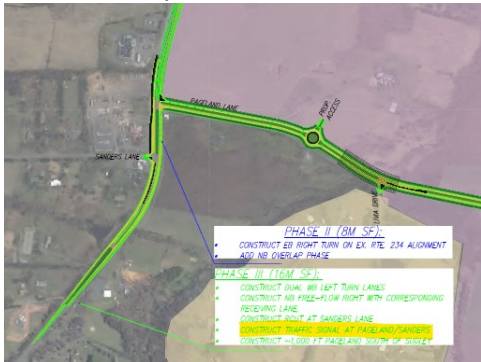
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ITEM NO.	DWG. NO.⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE⁽²⁾ DATE:		FINAL DISPOSITION⁽³⁾			
4.05	Pg 85	Under conclusion section, incorrectly states that an EBL and WBR will be provided instead of EBR and WBL Study Intersection 16 (Sudley Road and Directional Crossover Site Access) o Install eastbound left and westbound right turn lanes.	1						

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PROJECT NAME: DIGITAL GATEWAY NORTH DIGITAL GATEWAY SOUTH			REVIEW PHASE & TYPE: 4TH REVIEW, REZONING / 2ND REVIEW PHASE 0 MEMO.		DISCIPLINE: PWC LAND USE		
ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE:	FINAL DISPOSITION ⁽³⁾		
4.06	G	Improvement Figure v1.17 – Phase 3 – incorrectly states a signal will be constructed at Pageland/Sander Ln instead of Sander/Sudley 	1				
3.01	TIA	Under the analysis results 2022 existing conditions, identify the 7 intersections the bullet points are describing.	1	Comment acknowledged. The bullet points identifying the intersections have been added to the revised TIA submission.	10/06: Comment Closed		

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PROJECT NAME: DIGITAL GATEWAY NORTH DIGITAL GATEWAY SOUTH		REVIEW PHASE & TYPE: 4 TH REVIEW, REZONING / 2 ND REVIEW PHASE 0 MEMO.		DISCIPLINE: PWC LAND USE	
ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE:	FINAL DISPOSITION ⁽³⁾
3.02	G	Phase 1 of the Pageland Road improvements do not start until 4M sq. ft. However, under existing conditions Intersection #7 has level of service F. There should be some mitigation of this intersection to improve it at the start of the project since any square footage or additional trips will further degrade the intersection.	1	Comment acknowledged. In the revised Phasing analysis, improvements are presented at Pageland Lane/Sudley Road at Phase 0 (without any development). These improvements are referenced in Phase 1 (8 MSF) analysis, and it is shown that the intersection does not degrade below the acceptable LOS threshold for Phase 1.	10/06: Comment Closed
3.03	G	Intersection #3 also has level of service F, should any improvements be done to this intersection prior to Phase II, 8M sq. ft due to any increase in traffic?	1	Comment acknowledged. In the revised phasing analysis, the signal timings were optimized to better allocate green time. Intersection #3 operates with acceptable approach LOS in Phase 1 (8 MSF) prior to the proposed Phase 1 (8 MSF) improvements.	10/06: Comment Closed
3.04	G	Will any of the existing intersections degrade to level of service F prior to the phase in which they will be improved. If so, the improvements should be completed prior to them failing and not after.	1	The updated phasing plan has been established by trying to provide improvements prior to intersection degradation for each phase. This is accomplished at the majority of intersections where mitigations are proposed in the majority of phases.	10/06: Comment Closed

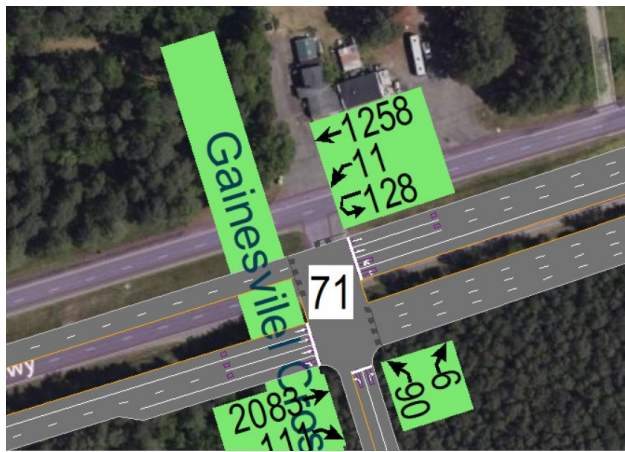
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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE:		FINAL DISPOSITION ⁽³⁾			
		Name: Ruth Njogu Discipline: Traffic Engineering Date: 06/02/2023							
3.05	G	All unmitigated Synchro files for existing and future scenarios with/without compass data center show 4 WB receiving lanes between intersection #5 and #6. This is different from the lane configurations for future mitigated scenarios. Please check/verify that the models are consistent	1	Comment acknowledged. The synchro files are changed to be consistent in showing 3 WB receiving lanes and 1 westbound right turn bay between intersection #5 and #6. This did not affect the analysis results or conclusions.		10/06: Comment Closed			
3.06	G	TF 2030 Mitigated – Synchro files shows 2 EB lanes prior to intersection #2 with the inner lane dropping at intersection #2. Should this be a dedicated left turn lane and 2 EB lanes with the right most lane dropping at #3?	3	Comment acknowledged. The synchro files are changed to be consistent in showing a dedicated left turn bay at intersection 2 with two eastbound thru lanes. This did not affect the analysis results or conclusions.		10/06: Comment Closed			

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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾	DATE:	FINAL DISPOSITION ⁽³⁾			
3.07	G	TF 2030 with both digital and compass development mitigated scenario. Why are there 2 left lane drops at the U Turn bay west of intersection #7 	3	The option of dual turning lanes (LT/U and U only) has been removed. The 2030 and 2036 synchro files reflect the change with only one westbound Left/U lane.		10/06: Comment Closed			
		Name: Manasi Phadnis Discipline: Traffic Planning Date: 03/10/2023							

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3.08	TIA	Please review the trip assignments for total trips including Digital and Compass to match with the trip generation table.	1	<p>The trip assignments were reviewed and compared with the trip generation table. There were slight differences from the table due to rounding at the individual entrances (negligible differences); therefore the volume have been slightly modified to match the trip generation table. This change did not affect the overall results or conclusions of the TIA.</p> <p>The total number of trips in and out of the site match what is shown in the trip generation. Due to some site entrances only providing access to Digital Gateway and some only providing access to Compass, not all site entrances are analyzed in both TIAs.</p> <p>The Compass Datacenter TIA will show the site trip assignment for Compass Datacenter Development and the Digital Gateway TIA will show the site trip assignment for the Digital Gateway Development. An exhibit has been added to the appendix which shows the volumes at all entrances for the ultimate scenario for clarity.</p>	10/06: Comment Closed
3.09	TIA	There is no growth rate provided for Sander Lane between 2020 and 2030. Please clarify.	1	Per the agreed upon scoping document for this TIA, no inherent growth rate on Sanders Lane was applied.	10/06: Comment Closed
3.10	TIA	At the Sudley Road and Sanders Lane RCUT there are 239 vehicles making a U Turn at an unsignalized intersection for the 2030 Future condition scenario; Sudley Road has a speed limit of 50 MPH and there is a curve in the roadway upstream of Sudley and Sanders where vehicles would need to make a U Turn. Would U Turning vehicles have enough sight	2	Based on preliminary plans, the RCUT design on Sudley Road is feasible. The final design will be determined with the PIP (Public Improvement Plan) and will adhere to VDOT standards.	10/06: Comment Closed

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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE:		FINAL DISPOSITION ⁽³⁾			
		distance and gaps to make the movement at an unsignalized intersection?							

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3.11	TIA	Sudley and Gum Spring has a LOS of E for SBL movement for the 2030 Total Future scenario and which becomes F for the 2036 Total future. Compared to the 2030 Background growth with no developments the EB level of service degrades while there is no improvement in the LOS for the other movements Would the south bound left turn pocket need to be extended or additional mitigation measures be recommended.	2	<p>Comment acknowledged.</p> <p>The southbound right turning movement is shown to have a storage lane/pocket. Consistent with existing conditions, the southbound left lane is a continuous lane with no pocket. The southbound right turning pocket is proposed to be extended to approximately 600'.</p> <p>Additionally, it is noted that traffic impact mitigations are proposed to achieve an approach LOS of E or better or non-degradation. All approaches operate at acceptable LOS and the timings were optimized to improve the SBL to LOS E. Also, the 2036 scenario is presented for planning purposes only and isn't meant to be used to determine additional mitigations. Therefore, additional mitigations are not proposed.</p>	10/06: Comment Closed
3.12	TIA	Would the signal at Gainesville Crossing Entrance/West median U turn and lee highway be installed prior to the year 2030 since it is considered as part of the 2030 analysis.	3	Yes, a signal is expected to be installed before 2030 at the intersection as part of the Gainesville Crossing application. However, proffers have been included with this application to commit to providing the signal if it is not implemented prior to when needed by this application.	10/06: Comment Closed
3.13	TIA	For Chapter 536 reporting the following roadways which are classified as minor arterial and above and have volume exceeding capacity - Lee Highway east of Heathcote Blvd has a V/C ratio greater than one for 2030 and 2036 Future with development in the PM peak period. Lee Highway west of University	1	Comment acknowledged.	10/06: Comment Closed

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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾	DATE:	FINAL DISPOSITION ⁽³⁾		
		Dr has a V/C greater than one for 2036 future with development.						
		PHASE 0 IMPROVEMENTS MEMO						
3.14	G	It appears that you are making the Westbound approach worse with the proposed mitigation for intersection 7. Can you do anything that will not make the Westbound Thru/Right worse than	3	In the updated phasing analysis, under phase 0, the westbound approach operates at LOS B and LOS D in the AM and PM peak hour respectively. The intersection continues to operate with acceptable approach LOS at Phase 1 (8 MSF), when further improvements are proposed. The westbound approach is optimized as much as possible without degrading other approaches.		10/06: Comment Closed		

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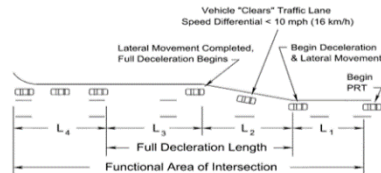
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3.15	G	Per note 2 on Table, the 95 th queues may be longer than reported, what is the expected total queue for the Westbound and Southbound approach? Is the Southbound Right turn lane long enough to encompass the full 95% queue?	3	<p>Comment acknowledged. Per Synchro Studio 11 User Guide, “The # footnote indicates that the volume for the 95th percentile cycle exceeds capacity. This traffic was simulated for two complete cycles of 95th percentile traffic to account for the effects of spillover between cycles. If the reported v/c <1 for this movement, the method used represents a valid method for estimating the 95th percentile queue. In practice, 95th percentile queue shown will rarely be exceeded and the queues shown with the # footnote are acceptable for the design of storage bays.”</p> <p>The observed v/c for the southbound and westbound movements in the phasing analysis for the various phases are reported as v/c <1. Based on this, the reported 95th percentile queue is valid for use for designing storage bays. The storage bays provided are larger than the 95th percentile Synchro reported queues and the queues are therefore not expected to exceed the provided storage.</p>	10/06: Comment Closed
3.16	G	Part of the mitigation states that you will extend the eastbound left turn lane by 150’, however this does not take into account the full lane change and decertation length for cars traveling eastbound. AASHTO recommends a min. of 505’ lane change and deceleration for 55 mph on top of the storage to allow for lane changing and deceleration prior to the stopped cars. Provide additional lane change and deceleration length.	1	<p>Comment acknowledged. Per VDOT RDM Appendix F guidance, additional area for lane change will be provided on top of the storage to accommodate lane changing and deceleration for turning vehicles. The required distance would be L4 - the queue (153 ft) plus 505 feet (L2 and L3) which equal 658 feet.</p> <p>The updated study proposes to extend the left turn lane to 650 feet storage + 200 feet taper (total of 153 feet storage and 697 feet lane</p>	10/06: Comment Closed

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VIRGINIA DEPARTMENT OF TRANSPORTATION PRINCE WILLIAM LAND USE PROJECT REVIEW COMMENT AND RESOLUTION SHEET				870 TIA: NOT ACCEPTED (SEE COMMENTS)	COMMENT CATEGORIES: 1. REQUIREMENT 2. RECOMMENDATION 3. CLARIFICATION
COUNTY PROJECT NUMBER: REZ 2022-00032, REZ 2022-00033		DEVELOPER/ENGINEER: GW ACQUISITION CO, LLC/CHRISTOPHER CONSULTANTS, LTD		REVIEWER(S): ERIK SPENCER, P.E. ERIK.SPENCER@VDOT.VIRGINIA.GOV	DATE: 10/06/23
PROJECT NAME: DIGITAL GATEWAY NORTH DIGITAL GATEWAY SOUTH		REVIEW PHASE & TYPE: 4 TH REVIEW, REZONING / 2 ND REVIEW PHASE 0 MEMO.		DISCIPLINE: PWC LAND USE	
ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE:	FINAL DISPOSITION ⁽³⁾
				<p>change and deceleration length) which meets the requirement.</p>  <p style="font-size: small;"> L_1 = Distance traveled during perception-reaction time (PRT) (2.5 sec. x Design Speed in ft/sec.) L_2 = Taper distance to begin deceleration and complete lateral movement (Taper length see Figure 3-1) L_3 = Distance traveled to complete deceleration to a stop L_4 = Storage length (See Figure 3-1) </p> <p style="text-align: center; font-size: small;"> FIGURE 4-3 ELEMENTS OF THE FUNCTIONAL AREA OF INTERSECTION SOURCE: 2018 AASHTO Green Book, Chapter 9, Section 9.7.2 </p>	
3.17	G	Lengthening the eastbound left turn lane will impact the current median break along Route 29. What are you proposing to do with this median break?	3	The median break will be closed by the applicant. The break currently serves one single family house which can utilize the signal at Pageland Lane and the median break to the west to use rather than turning left.	10/06: Comment Closed

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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE:	FINAL DISPOSITION ⁽³⁾
3.18	G	Page 3 of the report mentions <i>"It was determined that a Phase 0 analysis should be presented, focusing on mitigating any traffic impact associated with the proposed development at the intersection of Lee Highway/US-29 and Sudley Road."</i> however Page 3 and beyond review the intersection of Lee Highway/US-29 and Pageland Lane, but do not review the impacts of the mitigation at Lee Highway and Groveton Road and Lee Highway and Sudley Road.	1	Comment acknowledged. Please note that the Phase 0 analysis has been included in the updated Phasing Analysis, therefore this specific language has been removed. Capacity and queuing analysis for Lee Highway/Groveton Road intersection and Lee Highway/Sudley Road intersection has been included in the phasing analysis.	10/06: Comment Closed
3.19	G	Please provide 2030 volumes without development for AM and PM peak periods.	1	These volumes are included in the Phasing Analysis and are shown as Phase 0 volumes.	10/06: Comment Closed
3.20	G	Please provide trip distribution table for site generated trips.	1	A trip distribution graphic showing direction of approach is included in the revised phasing memo.	10/06: Comment Closed

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3.21	G	Please list V/C for arterials where the ratio is greater than one.	1	V/C reporting for all phases is included in the Phasing Analysis document	10/06: Comment Closed
3.22	G	Please provide LOS, queue lengths and delays (MOE's) for Lee Highway and Groveton Road and Lee Highway and Sudley Road to check the corridor impacts on Lee Highway with Phase 0 improvements.	1	These intersections are included in the Phasing analysis for illustrative purposes only, consistent with the TIAs.	10/06: Comment Closed

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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE:	FINAL DISPOSITION ⁽³⁾
2.01	MZP	Provide a detailed transportation plan showing the proposed improvements to the existing street networks. The transportation plan shall include: <ul style="list-style-type: none"> All proffered improvements Centerline stationing VPD for each entrance Distance between entrances/intersections Centerline radius Turn lanes Roundabouts Proposed entrances. <ul style="list-style-type: none"> Label any low volume or emergency access, Label type, ie RI/RO, Full Access, etc. Shared Use paths / Sidewalks Etc. 	1	The concept transportation plan (Transportation Infrastructure Improvements) attached as an exhibit to the Proffers includes these elements for informational purposes. The MZP includes labels of the entrances and references to the overall transportation plan.	Comment Closed.

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2.02	MZP	I recommend providing preliminary sight distance plan and profile to verify the site entrances can work where shown on the plans. Please note, no sight distance waivers will be granted at time of final site plan so if the proposed entrances cannot meet sight distance requirements at final site plan then the entrances will need to be relocated or eliminated.	2	Sight distance plans and profiles will be provided during the roadway design phase. Acknowledge that waivers will not be granted at time of final site plan. All entrances will meet the required sight distances.	Comment Closed.
2.03	MZP	The Comment response to provide comment 1.04 states that a 10' shared use path is to provided on both sides of Pageland but the typical section shows sidewalk on 1 side. Which is correct and update accordingly.	1	The typical section has been updated.	Comment Closed.
2.04	MZP	Provide one overall plan sheet showing all the areas included in the rezoning.	1	An inset showing all areas in the rezoning is included on the MZP.	Comment Closed

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2.05	MZP	You are showing a low volume commercial entrance on Thorton Drive, are you proposing any improvements to Thorton Drive as part of this rezoning?	1	The proposed entrance on Thornton Drive is planned to be a low volume emergency entrance and is not anticipated to be used for daily traffic. Therefore, improvements are not proposed on Thornton Drive.	Comment Closed
2.06	MZP	How are the parcels along Pageland that are not a part of these rezonings or REZ 2022-00036 Compass Datacenters maintaining access to each parcel?	3, 1	All parcels that currently have access to Pageland Lane are anticipated to continue to have Pageland access. This will be detailed during the design phase of Pageland Lane.	Comment Closed.
2.07	MZP	Are the low volume commercial entrances going to be CG-11 style or CG-9D? All emergency access entrances should be CG-9D	3, 1	The emergency access entrances will be CG-9D and a note has been added.	Comment Closed.
2.08	MZP	For any CG-11 entrance and intersections provide turn lanes.	1	Comment acknowledged. Turn lanes are provided at all CG-11 entrances.	Comment Closed.
2.09	G	The distances on the Transportation infrastructure improvements between intersections 19-13 do not add up. Verify the distances and correct on the MZP plan	1	The distances have been corrected on the Transportation Exhibit.	Comment Closed.

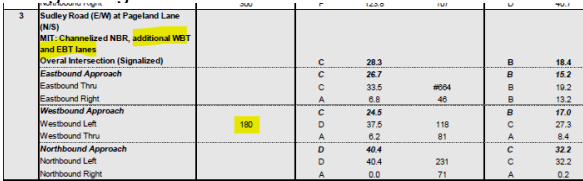
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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE:	FINAL DISPOSITION ⁽³⁾
2.10	MZIP	Provide an overall plan showing the phasing of the proposed improvements to Pageland.	1	An overall plan showing the phasing has been provided.	Comment Closed.
		Name: Ruth Njogu Discipline: Traffic Engineering Date: 03/07/2023			
2.11	Pg 62	Table 5: 2030 Future Conditions with Digital Gateway – without Compass Datacenter Development – Intersection #2 Incorrectly calls for EBR & WBL instead of EBL & WBR. Please revise and update all other tables accordingly <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <div style="background-color: #e0e0e0; padding: 2px; display: flex; align-items: center;"> <div style="width: 20px; text-align: center; font-weight: bold;">2</div> <div>Sudley Road (E/W) at Sanders Lane (N/S)</div> </div> <div style="background-color: #ffff00; padding: 2px; display: flex; align-items: center;"> <div style="width: 20px; text-align: center; font-weight: bold;">MIT:</div> <div>Restricted SBL, channelized SBR, added EBR and WBL turn lanes, added WBU lane(RCUT)</div> </div> <div style="background-color: #e0e0e0; padding: 2px; display: flex; align-items: center;"> <div style="width: 20px; text-align: center; font-weight: bold;">Overall Intersection (TWSC)</div> <div></div> </div> <div style="background-color: #e0e0e0; padding: 2px; display: flex; align-items: center;"> <div style="width: 20px; text-align: center; font-weight: bold;">Eastbound Approach</div> <div></div> </div> <div style="background-color: #e0e0e0; padding: 2px; display: flex; align-items: center;"> <div style="width: 20px; text-align: center; font-weight: bold;">Eastbound Left</div> <div></div> </div> <div style="background-color: #e0e0e0; padding: 2px; display: flex; align-items: center;"> <div style="width: 20px; text-align: center; font-weight: bold;">Southbound Approach</div> <div></div> </div> <div style="background-color: #e0e0e0; padding: 2px; display: flex; align-items: center;"> <div style="width: 20px; text-align: center; font-weight: bold;">Southbound Right</div> <div></div> </div> <div style="background-color: #e0e0e0; padding: 2px; display: flex; align-items: center;"> <div style="width: 20px; text-align: center; font-weight: bold;">RCUT Westbound U</div> <div></div> </div> </div>	1	This table has been revised in the latest submission of that TIA.	Comment Closed.

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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE:	FINAL DISPOSITION ⁽³⁾
2.12		Table 5: 2030 Future Conditions with Digital Gateway – without Compass Datacenter Development – Intersection #3 Incorrectly calls for additional EBT & WBT instead of EBR and dual WBL. Additionally, revise the WBL effective storage length 	1	This table has been revised in the latest submission of the TIA.	Comment Closed.
2.13		The additional WBL at Sudley Rd & Pageland Ln intersection will affect the left turn traffic in/out the nearby gas station. Please document in the TIA where these traffic will be rerouted and provide the analysis of the intersection at Kylie Wilson Way	1	Comment acknowledged. The two intersections- 1) Sudley Road and Gas Station Entrance and 2) Sudley Road and Kyle Wilson Way are included in the analysis for all scenarios. A traffic rerouting graphic is added to the TIA.	

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2.14	PG 81	Table 7: 2030 Future Conditions with Digital Gateway – with Compass Datacenter Development #7 – RCUT mitigations do not match the Synchro model which shows triple SBR and channelized NBR. <div style="border: 1px solid black; padding: 5px; margin: 5px 0;"> <small>7</small> Lee Highway (E/W) at Page Land Lane (N/S) <small>ALT MT: RCUT, Dual SB Lanes, EBL increased storage, timings adjustment</small> <small>Overall Intersection (Signalized)</small> <small>Eastbound Approach</small> <small>Eastbound Left</small> <small>Eastbound Thru/Right</small> <small>Westbound Approach</small> <small>Westbound Thru/Right</small> <small>Northbound Approach</small> <small>Northbound Left/Thru/Right</small> <small>Southbound Approach</small> <small>Southbound Right</small> <small>7W</small> Lee Highway (E/W) at Gainesville Crossing Access 2 (N/S) - West Median U Turn MT: Signal, WB U Turn Lane and Taper </div> Please update all the tables in the TIA accordingly	1	The table has been revised in the updated TIA.	Comment Closed.
2.15		Intersection 8 – it was stated that no mitigations are presented at this intersection due to concerns expressed by the National Park Service about implementing a roundabout or a signal this location. Other alternatives should be looked into. For instance, provision of turn lanes	1	As discussed, the Park does not want to improve this intersection as it could create more cut through traffic through the park. Therefore no improvements are proposed at this location.	Comment Closed.

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2.16		Under proposed mitigations/recommendation, please document the extent of proposed roadway widening needed along Sudley Rd in order to provide the median openings west of intersection 2 and east of intersection 3. Additionally, clearly document who is responsible for these improvements	1	On the west side on Pageland, improvements and widening associated with the RCUT will be done by the Applicant(s) as these are mitigations associated with Intersection 2 (Sudley Road and Sanders Lane) improvements. The necessary widening is shown in the Overall Transportation Concept Plan.		Comment Closed.			
2.17		Under proposed mitigations/recommendation – Intersection 2 - An alternative mitigation is presented that signalizes the intersection. Clearly document in the TIA that an AM-E would be required since the existing 429' spacing would be less than the required 1050' spacing	1	A note is added to the latest submission of the TIA that a VDOT AM-E would be required at Intersection 2 when the intersection is proposed to be signalized.					
		Name: Manasi Phadnis Discipline: Traffic Planning Date: 03/10/2023							

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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾	DATE:	FINAL DISPOSITION ⁽³⁾			
2.18	TIA	Based on VDOT requirements for plan review, please provide V/C ratio for all the links on Lee Highway from the ramp on I-66 to Sudley Road for AM and PM peak period. As per requirements please list the V/C ratio for individual roadway segments instead of the entire roadway for all the scenarios and time periods.	1	V/C Ratios for all links on US-29 between I-66 and east of Pageland Lane for the AM and PM periods for all scenarios are included in the revised TIA submission.		Comment Closed.			
2.19	TIA	Capacity for calculating the V/C ratio is assumed to be 1850 pc/h/lane. However this value is the default value for a multilane highway segment for LOS D and FFS 55 mph, However the corridor is signalized and can be classified as an urban corridor; the formula for calculating capacity for urban corridor from HCM needs to be utilized for capacity calculations.	1	Based on discussions with VDOT, in the revised submission, capacity for calculating V/C ratio is obtained from Synchro 11 that uses HCM methodology to calculate lane group capacity based on adjustment factors that include g/C ratio, HV percentage, etc.		Comment Closed.			

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COUNTY PROJECT NUMBER: REZ 2022-00032, REZ 2022-00033			DEVELOPER/ENGINEER: GW ACQUISITION CO, LLC/CHRISTOPHER CONSULTANTS, LTD		REVIEWER(S): ERIK SPENCER, P.E. ERIK.SPENCER@VDOT.VIRGINIA.GOV		DATE: 10/06/23	
PROJECT NAME: DIGITAL GATEWAY NORTH DIGITAL GATEWAY SOUTH			REVIEW PHASE & TYPE: 4 TH REVIEW, REZONING / 2 ND REVIEW PHASE 0 MEMO.		DISCIPLINE: PWC LAND USE			
ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾	DATE:	FINAL DISPOSITION ⁽³⁾		
1.01	G	The Plan set and application are incomplete. A complete Transportation Plan and proffers were not included, and therefore, this review is not a complete review.	1	Comment acknowledged. Comment acknowledged. The Master Rezoning Plan ("MZIP") includes road alignments, rights-of-way, and entrances in approximate locations subject to final engineering at time of a public improvements plan or site plan. Proffers have been included in the resubmission (see Proffers 36-41).		Comment Closed.		
1.02	7-8	Provide a detailed transportation plan showing the proposed improvements to the existing street network.	1	Comment acknowledged. The MZIP includes road alignments, rights-of-way, and entrances in approximate locations subject to final engineering at time of a public improvements plan or site plan. Proffers have also been included in the resubmission (see Proffers 36-41).		See Comment		
1.03	7-8	Are the internal streets going to be private or public? If so, show the location of any proposed public streets	3, 1	All public streets have been shown on the revised plans. Private roadways are shown to be vacated on the MZIP.		Comment Closed		

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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE:	FINAL DISPOSITION ⁽³⁾
1.04	7-8	Are any pedestrian facilities being proposed within this development? If so, show the location of the proposed pedestrian facilities.	1	Shared use paths are being proposed along both sides of Pageland Lane. The Applicant is committing to provide a multi-use trail network through portions of the application property as well pursuant to the draft Proffers.	Comment Closed
1.05	7-8	Provide VPD for the proposed entrances	1	Comment acknowledged. Site VPD for each entrance is provided on the MZP.	Comment Closed
1.06	7-8	Provide distances between any intersection and entrances along Pageland, Artemus Road, and Thornton Drive	1	Comment acknowledged. Sight distance information is included on the MZP. See the Transportation Infrastructure Improvements Concept Plan referenced in the proffers pertaining to proposed distance between intersections.	See Comment 2.01 above.
1.07	7-8	Provide a preliminary sight distance plan and profile to verify the site entrances can work where shown on the plans	1	Sight distance information is included on the MZP.	See Comment 2.02 above
1.08	7-8	Provide centerline stationing, existing and proposed functional classification, VPD, Design Speed, etc. along all existing streets	1	See the MZP.	See Comment 2.02 above

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1.09	7-8	Show the location of the proposed entrances/roads from the Digital Gateway North and South Rezoning. Provide distances to these entrances to verify all the proposed entrances will work together and meet spacing requirements.		The locations of the proposed entrances of the Digital Gateway Development and their spacing with respect to existing intersections on Pageland Lane and site access points have been included in the revised TIA and the Transportation Infrastructure Improvements Concept Plan referenced in the proffers.	Comment Closed.		
1.10	7-8	What is being done with Trappers Ridge Court, Haddonfield Lane, Dominique Estates Lane, and Saddle Ridge Road?		These streets will be removed.	Comment Closed		
1.11	7-8	How is GPIN 7499-34-7858, 7499-35-9157, 7499-34-0245 and 7499-23-9688 getting access to their property?		Access to these parcels will be provided via Livia Drive on Pageland Lane (Intersection #19).	See Comment 2.03 above		
1.12	9	Label what streets correspond to each typical section.	1	See Sheet 08 of the MZP.	Comment Closed		

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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE:		FINAL DISPOSITION ⁽³⁾		
		Name: Ruth Njogu Discipline: Traffic Engineering Date: 08/29/2022						
1.13	TIA	For intersections 5 & 6 only the 2019 raw traffic counts were provided in Appendix. Please provide detailed information on how the counts for 2022 existing conditions were obtained	1	For intersection 5 and intersection 6, 2019 counts from Gainesville Crossing TIA were used for the identified peak hours. Volumes from 2019 were grown to 2022 conditions by using volumes at the adjacent intersection (Intersection #7 – Lee Highway at Pageland Lane) to balance the thru movements and grow the turning movements to/from Lee Highway proportionally. This was done as recent counts from 2021 were available at Intersection #7. In addition, the peak hour counts at Intersection #7 collected in 2021 were higher than the ones available from 2019. This comparison is shown in the TIA appendix with the revised submission.		Comment Closed.		

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1.14	TIA	How were the traffic counts for the West Median Uturn & Lee Hwy (Rt 29) obtained? Please provide supporting documentation in the Appendix	3	Volumes at this location for movements on Lee Highway were due to rerouting due to a potential RCUT mitigation at Lee Highway and Pageland Lane. Volumes for the northbound approach were obtained from the approved Gainesville Crossing TIA. Supporting documentation will be provided in the appendix of the TIA.	Comment Closed.	

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1.15	TIA	2030 & 2036 Future Built scenarios – Intersections 3 EBT (AM peak), (WBL)(AM/PM) & 4 (SBR) (PM), the 95 th queue lengths significantly exceed the available storage length. We recommend looking at possible improvements that would be needed in order to mitigate the issue and document them in the report. Additionally, document the reasons why the needed mitigation cannot be provided by the project.	1	<p>Intersection #3, a dual left lane configuration exists for the westbound left movement. The reported storage bay length is for the inner left turn lane only; vehicles making the westbound left movement can queue in the outer left turn lane as well which can accommodate the queue.</p> <p>The queue at the eastbound thru Movement at Intersection #3 is not anticipated to cause any queuing issues upstream at Intersection #2 as the eastbound thru movement at Intersection #2 is an uncontrolled/free movement. Additional storage between the 2 intersections cannot be provided as the roads are in fixed locations.</p> <p>In the revised submission of the TIA, increased storage is provided for the Southbound Right movement at Intersection #4 as a mitigation.</p>	Comment Closed.
		Name: Vahid Moshtagh Discipline: Traffic Planning Date: 09/20/2022			
1.16	P 35	The growth volumes are not balanced resulting in inconsistencies between adjacent intersections. Example: PM: 44 vehicles disappear going west from Int 7 to 6.	1	It is acknowledged that there are imbalances in growth volumes between some intersections. These are due to areas that have curb cuts located between them or the application of different inherent growth rate factors on the Lee Highway corridor and the Pageland Lane corridor. Volumes are not balanced 'up' or 'down', as doing so will suggest an application of a higher or lower growth rate on a particular corridor than what was agreed upon in the scoping document.	Comment Closed.

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1.17	P 36	If I remember correctly from the Comp Plan Amendment modeling work, a considerable portion of traffic associated with Gainesville Crossing loaded to Pageland Ln; but this pages assigns almost all of the traffic to the west of the site. Is there an evidence supporting the distribution shown in this table?	1	Per the Gainesville Crossing TIA (revised 2019) ,which was accepted by VDOT and the County, assigns only 2% of the site traffic to Pageland Lane. The trips shown in the referenced figure are as per the Gainesville Crossing TIA. The Comp Plan model had a portion of traffic assigned to Pageland Lane, but I don't believe it was a significant percentage. The Comp Plan model also assumed a number of roadway improvements that are not included in the TIA which would affect routing and distribution.	Comment Closed.
1.18	P 45	Are the traffic volumes under Future Without H&H Capital Development – with Digital Gateway scenario identical with the ones presented in the Capital Gateway North and South TIA or are they [slightly] different as the other study assumed a flat (universal) background growth rate of 3%?	1	The volumes were slightly different in the first submission. However, the TIA's for both applications have been revised based on a consistent growth rate methodology.	Comment Closed.

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1.19	53 & 55 64	Similar to my comment on Digital Gateway North and South, is LOS A for SBR movement with 1000+ vph reasonable? Does adding a right-turn lane and an island actually make all that delay go away?	1	Synchro methodology assumes that a free flow movement with an exclusive receiving lane operates at LOS A with minimal delay when the lane is under capacity. This is reasonable as there are no conflicts or signage which would require a vehicle to stop. However, once the lane starts reaching nearer to the capacity the LOS will start to degrade through the different levels of service as shown in the TF scenario. In the revised submission of the TIA, the free-flow right for the Southbound Right movement is proposed for the 2030 Future Conditions with Development – without Compass Datacenter Development scenario. In the 2030 ultimate scenario, a RCUT is also proposed at this location as an alternative mitigation which brings the southbound right movement under signal control.	Comment Closed.
1.20	89/Table 18	Roadway V/C analysis is problematic: 1- 1900 vph is not the industry standard capacity for interrupted flow. It is the saturation flow rate (i.e. ideal conditions with 60 minutes of green time) which then gets adjusted largely by g/c and also by many other adjustment factors. Planning level capacity for a minor arterial varies based on the built environment but is typically below 1000. For an area like this study area it is probably around 700 to 900 vph.	1	In the latest submission of the TIA, the roadway v/c analysis for arterial roads is updated. Analysis is presented for the peak volume direction using 2-lane capacity. This is exercised for Lee Highway segments east and west of Pageland Lane. A maximum service flow rate of 1,850 pcphpl is assumed based on a target LOS of LOS D for a free-flow speed of 55 mph (posted speed limit on Lee Highway) per HCM 6 th Edition Exhibit 12-38.	See Comments above

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		<p>2- By using bidirectional volume against 4-lane capacity (even after fixing problem #1 above) the impact of directional distribution is excluded. This should be done for the dominant direction. For example for Lee Hwy west of Pageland Ln, EB is the dominant direction in the AM with 1877 vph and WB is the dominant direction in the PM with 2126 vph. These two values should be compared with two lanes capacity.</p> <p>Shouldn't this be exercised for 2036 too? And for other Lee highway segments particularly to the west which has higher volumes. On the other hand, I don't think you need to do this for Sudley Rd. Since this is a VDOT requirement, this can be done only based on VDOT functional classification.</p>		<table border="1" style="margin: 0 auto; border-collapse: collapse; text-align: center;"> <thead> <tr> <th rowspan="2">FFS (mi/h)</th> <th colspan="5">Maximum Service Flow Rates for Target LOS (pc/h/ln)</th> </tr> <tr> <th>A</th> <th>B</th> <th>C</th> <th>D</th> <th>E</th> </tr> </thead> <tbody> <tr> <td>60</td> <td>660</td> <td>1,080</td> <td>1,550</td> <td>1,980</td> <td>2,200</td> </tr> <tr> <td>55</td> <td>600</td> <td>990</td> <td>1,430</td> <td style="border: 2px solid red;">1,850</td> <td>2,100</td> </tr> <tr> <td>50</td> <td>550</td> <td>900</td> <td>1,300</td> <td>1,710</td> <td>2,000</td> </tr> <tr> <td>45</td> <td>290</td> <td>810</td> <td>1,170</td> <td>1,550</td> <td>1,900</td> </tr> </tbody> </table> <p>The results are presented for both 2030 and 2036 ultimate conditions. As recommended, Sudley Rd has been removed.</p>		FFS (mi/h)	Maximum Service Flow Rates for Target LOS (pc/h/ln)					A	B	C	D	E	60	660	1,080	1,550	1,980	2,200	55	600	990	1,430	1,850	2,100	50	550	900	1,300	1,710	2,000	45	290	810	1,170	1,550	1,900	
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1.21	G	Please include information in the TIA on proposed multimodal infrastructure/improvements, including bike, pedestrian, transit, etc. infrastructure as applicable. Information should include recommendations from the local Comprehensive Plan and/or modal plans (like a bike network or trails plan) and can include a narrative and map excerpts.	1	In the latest submission of the TIA, information on bicycle and pedestrian facilities along Pageland Lane is presented. On Pageland Lane, 10-foot-wide shared use paths are planned on both sides of the travel way. Additionally, other facilities such as trail maps and bicycle racks are planned to be provided within the study area.		Comment Closed.			

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Plan Comments Report

Watershed Management

Reviewed w/Comments

Plan/Case #:	REZ2022-00032	Date: 09/26/2023
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Flanagan, Julia	
	703-792-7208	jflanagan@pwcgov.org

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

SEE ATTACHED

Section II - Questions/General Information:

SEE ATTACHED

WATERSHED MANAGEMENT COMMENTS

PROJECT: Digital Gateway North

PROJECT#: REZ2022-00032

FROM: Benjamin Eib, Assistant Chief of Watershed Management Branch

REVIEWERS: Julia Flanagan (Arborist), Clay Morris (Environmental Engineer)

DATE: September 21, 2023 (4th submission – revised and updated comments)

REQUEST: Rezone 534 acres from A-1 to PBD (Planned Business District) implemented within the O(H), Office High-rise District, to allow for data centers and supporting facilities, including a maximum of 10% secondary office use and ancillary uses. Waivers and modifications are included with this application.

SITE: This rezoning involves two (2) sites separated by Pageland Lane. Both properties are bordered by rural residences where they are not abutting one of the other 2 data center rezoning case sites. Both are included in the approved PW Digital Gateway Comprehensive Plan Amendment, CPA 2021-00004.

The eastern site (Landbay B) is an assemblage of multiple estate residential properties and open agricultural fields. Hardwood forests occupy less than 1/3 of the site. Early successional forest covers even less. A major electrical transmission line traverses the eastern portion of the site from south to north. The Chesapeake Bay RPA for Lick Branch bisects the site flowing in a west to east direction. The Chesapeake Bay RPA for Little Bull Run lies within a small portion of the southeastern corner of the site. Steep slopes with highly erodible soils (ER) covered by forest lie within both of these environmental corridors.

The western site (Landbay A) is an assemblage of 3 parcels with no houses or buildings apparent onsite. Vegetative cover is characterized by mature hardwood forests, pine plantation, open hay fields, cropland and older old field successional forests. Forest cover comprises approximately 50% of the total site acreage for Landbay A. Two (2) perennial streams are located onsite. One along the eastern side running parallel to Pageland Lane. The other along the western property line. The land within and adjacent to these Chesapeake Bay RPAs includes steep slopes with highly erodible soils and other features defined as Environmental Resource. (ER). Residential properties outside the proposed CPA boundary abut to the west.

The western boundary of Landbay A, the north and western portions of Landbay C and the northern portion of Landbay D are perimeter boundaries of the PW Digital Gateway CPA Study Area.

IMPERVIOUS/ PERVIOUS: 320 ac (60%)/214 ac (40%)

AREA OF DISTURBANCE: 394 ac (74% of total site area)

AREA OF ENVIRONMENTAL RESOURCE: 66.07 ac

RARE, THREATENED, AND ENDANGERED SPECIES: See below

COMMENTS:

I. Anticipated Impacts on Goals, Policies and Action Strategies of the Comprehensive Plan

Natural Resources

4.1 (Repeat Comment) Protected Open Space. The draft Digital Gateway CPA has policies under the Green Infrastructure section calling for the creation of protected open space consisting of landforms qualifying as ER (Environmental Resource) as it is defined in the Comprehensive Plan Long Range Land Use chapter (page LU-31). [See Draft CPA: DGGI 1.1; See related Comprehensive Plan (CP) policies: EN 3.13, EN 1.3, EN 1.7, EN 5.1, EN-5.3, EN 6.10, DES 12.1, 12.3, 12.5 and Strategic Plan (SP) EC4.A]

Preservation of forest systems is vital to protecting water quality (e.g., allowing greater infiltration of stormwater, intercepting and removal of runoff pollutants, replenishing aquifers, etc.), maintaining wildlife habitat, sequestering carbon, improving air quality, protecting property values, among many other benefits.

Both the eastern and western sites contain ER, much of which is forested. However, none of the ER is labeled as such on the ECA or MZP. The Applicant has proposed to preserve most areas of ER, especially those in association with Lick Branch. A proffer will be needed to commit to this LOD.

4.2 (Repeat Comment) Natural Open Space Under the umbrella of Protected Open Space is the concept of Natural Open Space (NOS). The draft CPA, the existing Comprehensive Plan (CP) and the Strategic Plan (SP) all call for the protection of biological diversity, processes and functions of natural habitat through preservation corridors (Draft CPA: DGGI 1.1; CP: EN 3.13, EN 5.17, EN 5.19, EN 1.3, EN 1.7; SP Objective EC-1, EC1.A, EC4.A, EC2.B, EC4.F).

In accordance with this, staff has recommended the creation Natural Open Space consisting of a minimum 500' wide corridor measured from each side of the Lick Branch and Little Bull Run stream edges and consisting of the native forest that follows the stream valley. This would include the ER referenced above but also include lands contiguous to the ER to minimize fragmentation. The goal here is to protect ER and preserve habitat for species that cannot be sustained as forests become increasingly fragmented.

The Applicant has designated substantial undisturbed areas along Lick Branch protecting the most of the ER in this stream corridor. Additionally, they are proposing substantial reforestation in areas within and contiguous to ER for reforestation. The proffers pertaining to preserving these areas need some refinement.

4.3 (Updated Comment) Natural Open Space (NOS). CPA DGGI 1.3 calls for Applicant's to achieve 30% NOS over the entire study area. Distinct from Restored Open Space, the ZO states NOS is, "... *intended to exclude areas where activities have destroyed any natural habitat in an attempt to create man-made habitat.*" Therefore, areas such as lawns, pastures, cropland, farm ponds, roads, etc., do not meet the definition of NOS.

A table showing "Open Space Tabulations" with NOS is provided on Sheets 05 – 07 of the MZP. Staff's calculations indicate that DG North has approximately 137 acres of land qualifying as NOS existing onsite. This represents 25.6% of the entire DG North rezoning. The Applicant's Open Space Tabulations table on Sheet 5 of the MZP shows that only 15.9% NOS (84.8 acres) is proposed for this rezoning. While it is apparent that this site could not meet the 30% NOS target, it is also clear the amount of NOS proposed for preservation can

improve significantly toward reaching this CPA goal. Additionally, several areas that qualify as NOS and should be preserved are not proposed for preservation due to the Applicant's proposed locations of buildings and substations. It also appears that proposed power line corridors will disturb areas credited toward NOS, reducing the actual NOS provided by the Applicant. Staff recommends the Applicant:

- a. The Applicant increase the amount of NOS provided to a minimum of 110 acres (20.5%) of their total site area. This additional acreage is recommended based on areas of existing forest cover able to add to proposed Wildlife Corridors and to areas of ER.
- b. (Repeat Comment) Clarify that the areas labeled "Buffer" that contain forests, RPA, ER that qualify as NOS are included in the 15.9%.
- c. (Repeat Comment) Remove the narrow "Preservation Areas" at the southern end of Landbay A. Compass proposes to clear to this property line making these tree save areas not viable.
- d. (Repeat Comment) Remove all acreage planned for utility corridors that clear and/or create easements over the land from being credited for NOS.
- e. Additional NOS can be achieved in Land Bay A by widening Wildlife Corridors to meet the 500' width called for in the CPA and by preserving all the ER in Land Bay B. This will improve the Applicant's position toward meeting the target goal.

4.4 (Repeat Comment) Restored Open Space. Within and adjacent to ER areas there are existing man-made site features like residential lawns and pasture that do not qualify as Natural Open Space. The CPA, the existing Comprehensive Plan and the Strategic Plan all call for the restoration of landscape resources (CPA: DGGI 1.5; CP Policies: EN 1.5, EN 7.4; SP: EC1.C, EC4.A).

In accordance with this the Applicant has designated specific areas for reforestation. These include areas of ER, such as Chesapeake Bay RPA and steep slopes with highly erodible soils, and areas adjacent to ER. This is in accordance with the stated policies.

The Applicant has proposed a reforestation proffer. This proffer needs refinement. See related comment in the proffer section below.

4.5 (Repeat Comment) Wildlife Corridors. There are three (3) Wildlife Corridors shown on the approved PWDG CPA Green Infrastructure Map (Figure 13) and referenced in DGGI 1.4 onsite. According to the Green Infrastructure Map each proposed land bay contains at least one of these. These corridors are intended to provide safe movement of, and habitat for wildlife between larger areas of natural forests outside of this site. Per DGGI 1.4, these should measure a 500' in width,. (See also, SP: EC4:F)

Along Lick Branch (Land Bays B, C, and D) the Applicant is providing a wildlife corridor that meets the CPA guidance. However, the corridor shown in Land Bay A is only the 300' minimum allowable width, although the full 500' width can be met and in doing so would pick up additional high quality forest cover to add toward meeting the minimum 30% NOS. In Land Bay B the 500' wildlife corridor along Little Bull Run has not been shown. Staff recommends the Applicant:

- a. Clearly shown and label all wildlife corridors on the MZP.
- b. Please provide the full 500' width per the CPA.

4.6 With the 3rd submission and at staff's request, proposed alignments for various overhead power lines corridors were shown on the MZP, although they were not labeled as such. A separate "Transmission Line Routing Exhibit" was also provided. The Applicant did not include this information with this 4th submission. Those documents indicated the proposed alignments will have unnecessarily major impacts on sensitive environmental areas such as Chesapeake Bay RPAs, floodplains, steep slopes, other areas of ER and Wildlife Corridors. Further, it seems likely that the Applicant will pursue utility alignments that could greatly reduce the amount of NOS they would provide. On MZP Sheets 5 through 7 the Applicant indicates provision of 84.79 acres of NOS. But this acreage does not appear to account for utility impacts that would require land be removed from NOS and Protected Open Space credits.

There is ample room to locate these lines completely out of the RPAs, ER, etc. (or limit them to minimal perpendicular crossing) and into the development envelope identified by the proposed LOD. Staff recommends the Applicant:

- a. Clearly label all proposed power line transmission corridors on the MZP and ECA.
- b. Proffer that these utility routes will be located in the development envelope and out of sensitive environmental areas such as RPA, steep slopes over highly erodible soils, floodplains, wetlands, other Environmental Resource areas, proposed Wildlife Corridors and the like. Minimal and only perpendicular crossings of these areas should be proposed.
- c. Discuss with staff the alternative of co-locating the utility lines with the entrance off Pageland Lane for Land Bay A.

4.7 (Repeat Comment) On the ECA (ZO 32-700.21.6; CP: EN-1.2, Reference Manual):

- a. (Repeat Comment) Label and outline of all areas qualifying for ER as ER is defined in the Comprehensive Plan, Long Range Land Use (page LU-31). The definition of ER includes all FEMA floodplain, FEMA Flood Hazard or natural 100-year floodplains as defined by the DCSM, Chesapeake Bay RPAs, wetlands, 25% or greater slopes, areas with 15% or greater slopes in conjunction with soils with severe limitations, areas of marine clays, public water supply sources, and critically erodible shorelines and streambanks.
- b. All existing utilities and their easements. For example, there appears to be overhead power lines along Pageland Lane and Sudley Road that is not shown on the ECA.

4.8 (Updated Comment) Regarding rare, threatened and endangered species (CP: EN 5.19, EN 5.3, EN 5.17, EN 3.13): With this 3rd submission the Applicant has provided the requested letter from DCR. This letter was referenced in the ECA, but not provided in earlier submissions. The letter addresses recommendations for assessments, the need for further review of and/or actions for rare, threatened & endangered species; unique and exemplary natural communities; Conservation Sites; and significant geological formations. Three "Study Areas" are referenced (1, 2, and 3) in the DCR letter. Staff recommends:

- a. (Repeat Comment) The Applicant provide the inventory recommended by DCR for the Henslow's Sparrow. The ECA refers to the Henslow's Sparrow having potential habitat in each of the 3 study areas. The Applicant's response indicates they do not intend to address impacts to this threatened species until site plan.

However, the Comprehensive Plan and ZO call for the Applicant to address the conservation of habitat with the rezoning. *“At the time of rezoning, special use permit, and all County projects, seek implementation of state and federal guidelines for the protection of rare, threatened, and endangered species and encourage preservation of habitats where these species could occur.”* (EN-5.19, see also EN-1.2, 1.3; EN-2.1 and EN-5.17). DCR recommends an inventory to evaluate potential impacts and minimize them. This needs to be done before the rezoning case is approved so that appropriate changes can be made to proposed site layout and open space in accordance with the CP.

- b. (Repeat Comment) The Applicant provide reports on the various surveys, searches and inventories for the species noted that may occur onsite. The ECA states that DCR recommends a survey for the Brook Floater and a habitat search and evaluation for the Dwarf Wedge Mussel. Apparently, these have not been done. The Brook Floater and Dwarf Wedge Mussel may occur in Little Bull Run which flows through this site. Based on the results, the Applicant should include actions that should be taken. These should be included in the proffers for this case.
- c. (Repeat Comment) Regarding the Monarch Butterfly the ECA references *“Additional efforts can be implemented to avoid disturbance of the potential habitat including the implementation of best management practices.”* Staff requests the Applicant provide additional information on how they will avoid disturbance and implement BMPs. Staff recommends such measure be proffered. Staff did not find a proffer that adequately addresses implementation of such measures.

Landscaping

4.9 These sites have frontage on Pageland Lane. DGCD 1.6 and DGM 1.2 call for landscaping along Pageland Lane in a manner that compliments the nearby historic and natural resources. This is to be determined in coordination with staff from MNBP, Conway Robinson State Forest and the County Arborist. Buffers of a minimum 50' and more where appropriate are encouraged. (See also CP: DES 9.2, 9.4 and 9.5, DES 1.3; EN 4.8)

Land Bay A has open field along a portion of the frontage. The remainder is forested following the RPA and proposed to be preserved. Land Bays B and C are almost entirely open field fronting on Pageland Lane. The Applicant is proposing the required 50' (Type C) buffer along all of Pageland Lane as modified in the “Master Corridor Plan”. The Master Corridor Plan provides a conceptual landscape design for the length of Pageland Lane from Sudley Road to the southern extent of Digital Gateway South. In some locations buildings will be immediately behind the 50' planting areas.

Since the Master Corridor Plan is conceptual, it does not contain enforceable metrics for each Typology contained in it. Regarding these conceptual designs:

- a. They appear inappropriate at some locations, not providing adequate screening of buildings and substations,
- b. They lack enforceable specifications such as the quantity and mixture of plants.
- c. Native Grass/Meadow plantings are proposed as the dominant vegetation for a portion of Pageland Lane where little to no tree cover exists. This needs further discussion as the design is likely to create uninhibited views into data center buildings and substations.

- d. Should include period appropriate fencing in the landscape detail, such as worm fence, where deemed appropriate by the County Archeologist. Staff recommends this be considered in the “8’ Tree Zone” on the Street Cross Section of the proposed “Master Corridor Plan”.

Staff recommends the Applicant:

- a. (Repeat Comment) Provide a detail on the MZP specifically for the frontage landscaping of Pageland Lane (both sides). This should include a standard for sections where existing vegetation is retained and where landscaping is needed. See staff’s comments in the proffer section below for specific recommended edits to proposed proffers.
- b. (Repeat Comment) Include period appropriate fencing in the landscape detail, such as worm fence, where deemed appropriate by the parties mentioned above. Staff recommends this be considered in the “8’ Tree Zone” on the Street Cross Section of the proposed “Master Corridor Plan”. If not allowed in the right-of-way, it should not be located in the 50’ buffer on the eastern side of Pageland Lane, but should be along and outside its edge, which may necessitate additional width.
- c. (Repeat Comment) The “Street Cross Section” on Sheet 21 of the proposed “Master Corridor Plan”, indicates tree planting in the median and the “8’ wide Tree Zones” on each road side. Do you have confirmation from VDOT and PWDOT that these trees will be allowed based on their criteria?
- d. (Repeat Comment) For in ROW planting the Applicant will likely need to enter a 3 party agreement taking responsibility to maintain this landscaping.
- e. (Repeat Comment) What will be the setback distance for buildings and parking? Will this be green space free of utilities?
- f. Existing overhead power lines run along Pageland Lane. These will likely interfere with the Applicant providing the required 50’ buffer. Staff recommends the Applicant proffer to provide the buffers outside of all utility lines and easements, allowing only for perpendicular crossings.

4.10 (Repeat Comment) Perimeter Buffer. The CPA calls for buffering around the perimeter of the Study Area (DGGI 1.6). The western site (Landbay A) is on the perimeter of the Study Area along the westernmost property line. The northern site (Landbays C & D) is on the perimeter where it has frontage on Pageland Lane and Sudley Road.

In Landbay A, the Applicant has proposed the 50’ buffer within a 300’ wide area of forest preservation where a Wildlife Corridor is shown in the CPA. This meets and exceeds the buffering requirement and is in conformance with the CPA for perimeter buffering.

In Landbays C and D, most of the existing vegetation in the proposed buffers is open field. The Applicant is proposing a 50’ wide (Type C) that would need to be landscaped over some but not all of the site’s perimeter.

Staff recommends the Applicant:

- a. Existing overhead power lines run along Sudley Road. These will likely interfere with the Applicant providing the required 50’ buffer. Staff recommends the Applicant proffer to provide the buffers along these roads outside of all utility lines and easements, allowing only for perpendicular crossings.
- b. (Repeat Comment) Revise the “Typical Sections” for buffers on the MZP to show a heavier use of large, medium and small evergreen trees and evergreen shrubs.

- c. A detail is shown on Sheet 04 of the MZP for a “Proposed 75’ Supplemental Landscaping”. Where is this area on the MZP?
- d. (Repeat Comment) Add details determined in coordination with the County Archeologist and County Arborist and which include a list of possible native species selections in a design that compliments the rural character of the area and the battlefield. The purpose of the list is not to lock into a particular species, but to create a plant palette from which to choose appropriate species for screening and maintaining a rural character.

II. Site Specific Concerns:

4.11 On the MZP:

- a. Areas of NOS are now being shown. However, the colored layers used make it appear that the perimeter buffers are not to be credited toward NOS even where they can be. Please make the graphic clear that certain areas are both buffers and NOS.
- b. (Repeat Comment) Clearly show and label how electrical power will be routed from the existing high power transmission lines to the sites. Demonstrate that the path will incur primarily in the development envelop with minimal amount of disturbance to ER and other features to be preserved. This has not been done. It appears that power line locations are designed to have major impact to environmental resources such as RPAs and areas that should be designated NOS.
- c. Clearly show and label the areas proposed as Wildlife Corridors, the boundaries of these corridors is not shown. Provide the 500’ widths recommended in the CPA. This will aid in achieving the 30% NOS.
- d. (Repeat Comment) A site layout showing parking lots, building locations, open space, NOS, restored open space, wildlife corridors, buffers, entrances, driveways, landscaping, substation locations, and utility corridors.
- e. (Repeat Comment) The LOD is proposed to go to the property line along the eastern side of Landbay D. Since this is to be planted as a buffer it would be best if the existing soils were not disturbed. Can the LOD be shifted to the inside of the buffer to accomplish this?
- f. (Repeat Comment) Since the proffer on Reforestation refers to maintaining the amount of reforestation shown on the MZP, staff recommends the Applicant provide a statement on the MZP of how many acres are shown to be reforested.
- g. (Repeat Comment) Make the “Proposed 50’ Type ‘C’ Buffer” line clearly visible along its entire length. It is not shown to be provided along the south property line and east of the transmission lines in Land Bay B.
- h. The scale has been removed from Sheets 5 – 7 of the MZP. Please add the scale back onto these sheets.
- i. The Legend includes a “Supplemental Landscape Area” symbol. This does not appear to be used anywhere anymore. Please remove this from the Legend.

4.12 (Repeat Comment) Regarding proposed proffers:

- a. Proffer #28 on Soil Remediation needs minor editing to ensure it is applied to all planting areas that have been subject to paving and/or compaction.

“Soils ~~Remediation in Landscape Areas~~. To facilitate adequate expansion of tree and shrub roots to support healthy plants, all ~~landscape-planting areas inclusive of buffers, supplemental landscape areas, reforestation areas, parking lots, meadows, and Landscape Typologies of the MCP inclusive of parking lot islands and buffers that shall be landscaped and~~ which have been subject to pavement and/or compaction shall have, prior to planting...”

- b. (Updated Comment) Proffer #26 on the Master Landscape Plan. These sites are situated in a major cultural heritage landscape within the County. Addressing appropriate landscaping concepts is called for in DGCD 1.6 and DGCR 1.15 of the CPA. CPA DGM 1.2 calls for the Applicant to coordinate with Battlefield staff, Conway Robinson State Forest staff and the County Arborist to develop a Comprehensive Landscape Plan for public and private roads. The proposed proffer establishes a Master Landscape Plan (MLP) for this purpose.

The proffer for the MLP however, does not indicate that this plan will address designs for reforestation, meadows, plantings to create habitat for Monarch Butterflies, etc.

Staff recommends the following revisions to the proffer:

“Master Landscape Plan. The Applicant shall submit a master landscape plan that provides for a coordinated and consistent pattern of landscape throughout the ~~Development Property~~ and along Pageland Lane (the “Master Landscape Plan”). The Master Landscape Plan shall be in substantial conformance with the landscape framework and landscape typologies depicted on Pages 22 through 31 in the MCP and shall establish minimum standards for all the typologies as well as the pollinator meadows mentioned in these proffers.”

“a. Master Landscape Plan Review and Approval Process. The Applicant shall submit a Master Landscape Plan for review and approval by the Planning Director ~~for review and approval of the County Archeologist and County Arborist~~ within six (6) months of approval of the first rezoning application for the Property. The Applicant may make adjustments to the tree species within the plant palettes, fence design and location, and/or the type of landscape typology depicted for a specific section of Pageland Lane, provided the modifications result in a similar quality, quantity, size and character of landscape plantings and materials as shown on the MCP. The Applicant shall also submit the Master Landscape Plan to ~~the County Archeologist, County Arborist~~, MNBP, Conway Robinson State Forest, Heritage Hunt and Catharpin Valley Estates for review and comment. Following receipt of the Master Landscape Plan, ~~the County Archeologist, County Arborist~~, MNBP, Conway Robinson State Forest, Heritage Hunt and Catharpin Valley Estates shall have sixty (60) days to provide comments to the Applicant. Notwithstanding the foregoing, in the event the Applicant is unable to obtain approval from the Planning Director after up to four (4) meetings or one hundred and ~~eighty (180) twenty (120)~~ days of the initial submittal, the Applicant’s Master Landscape Plan shall be deemed approved....” The Applicant reserves the right to modify the Master Landscape Plan ~~for individual buildings and/or Land Bays as part of final engineering and building design for each building and/or Land Bay, or~~

as part of the final design and engineering of the Pageland Lane transportation improvements, provided such modifications provide a similar quality, quantity and character of landscape plantings and materials as shown on the Master Landscape Plan.”

“b. Master Landscape Plan Implementation. The Applicant shall implement the Master Landscape Plan in phases based on the Applicant’s order of construction and staging requirements, provided that the Applicant may, due to weather or other conditions and with the concurrence if the Director of Public Works or designee, defer installation of all or portions of the required landscape to the next available planting season to provide an increased chance for its long-term survival. The Applicant shall provide design details for the Master Landscape Plan as part of final site plan approval for each building and/or Land Bay. Within reforestation areas, buffers, supplemental landscape areas, Natural Open Space and meadows, the Applicant shall use exclusively native, regionally appropriate plant species. Elsewhere, ~~the~~ Applicant shall use predominantly native or acclimated, regionally appropriate species that are considered non-invasive as determined by the Virginia Department of Conservation and Recreation Native Plant Finder for plantings and landscape materials throughout the remainder of the Development. The Applicant also shall incorporate native pollinator plantings consisting of shrubs, perennials, and ornamental grasses incorporated into required and/or enhanced landscape on the Property to provide nectar or pollen during all four flowering periods.”

c. Regarding Proffer #30.a on Protected Open Space:

- i. The Applicant makes a commitment to provide 30% Protected Open Space, but this merits close examination. The CPA calls for a minimum of 30% “Natural Open Space” (NOS) cumulatively for all rezonings in the Study Area (CPA DGGI 1.3). Protected Open Space as proffered is a combination of NOS and Restored Open Space (ROS). NOS may only consist of preserved natural areas such as forests and natural wetlands. NOS is not reforested areas.

The proposed proffers make no commitment to provide a specific amount of NOS, even though approximately 84.8 acres (15.9% of the Property) are labeled Natural Open Space on the MZP. This fact, in combination with all the encroachments beyond the LOD allowed in Proffer #31, means staff will not have the ability to enforce provision of the NOS shown on the MZP. The 30% Protected Open Space proffered could be composed of virtually no NOS, and extensive areas of reforestation. This is not the aim of the CPA or the Comprehensive Plan. Conservation of existing forests and natural wetlands is the priority.

- ii. Staff recommends the Applicant commit to a minimum acreage of NOS across this rezoning by revising Proffer #30.a.i as follows:

““Natural Open Space” as defined in Article 1 of the Zoning Ordinance. The Applicant shall identify areas of Natural Open Space to be preserved on each site plan in accordance with, but not limited to, the

those areas identified as Natural Open Space on the MZP Sheets 05 through 07. A minimum of 110 acres of NOS shall be preserved across the 4 Land Bays of this rezoning combined. and, p Prior to final bond release for the portion of the Property shown on the site plan, the Applicant shall either record a covenant or easement against the area designated as Natural Open Space or convey such area to a Property Owners Association with a restriction on its future use to public uses or utilities requiring a public facilities review pursuant to VA Code Section 15.2-2232, or for public or private amenities either shown on the approved site plan or as may be permitted pursuant to DCSM Sections 740 through 742. The easement or covenant or Property Owners Association documents, as applicable, shall include a requirement for perpetual maintenance of the Natural Open Space as Natural Open Space is defined in the Zoning Ordinance. consistent with DCSM standards;

- iii. Proffer 30.a.ii on Restored Open Space needs some minor edits. Restoration is by its very nature an effort to restore native plant communities and native systems (DES-13). So the use of non-natives is counterproductive and inappropriate. Staff recommends the following edits:
“Restored Open Space” consisting of areas disturbed prior to or during the construction of the Development that the Applicant restores to native ~~or acclimated (non-invasive)~~, regionally appropriate forest (“Reforestation”), supplemental landscape areas (as shown on the MZP), pollinator meadows (as defined in Proffer 30), perimeter or roadway or internal buffers and/or wetlands, which shall be protected from further disturbance except as provided herein. Restored Open Space shall not include land occupied by a utility easement; and”
- iv. Proffer #30.a.iii on Environmental Resource Areas being credited toward Protected Open Space, all these areas will fall under either NOS or ROS or will be impacted and then not qualify as Protected Open Space. Staff recommends this proffer be deleted in its entirety.
- d. (Repeat Comment) Regarding Proffer #31.b and #31.c and the LOD, in general these proffers contains so many exceptions allowing encroachment beyond the LOD shown that it is inadequate to ensure that Natural Open Space, ER, Wildlife Corridors and forested areas beyond the LOD will actually be preserved. Staff recommends:
 - i. Proffer #31.a.
 - 1. This proffer does not commit to demolishing any of the many driveways and structures outside the LOD. It only indicates that a final site plan will show whatever the Applicant decides to demolish. With so many structures and roads/driveways beyond the LOD in areas the MZP indicates will become buffers, supplemental planting, reforestation, etc., it is necessary that this proffer commit to demolishing these existing site features in order for the various buffering and plantings to take place. Staff recommends the

Applicant revise this proffer commit to demolishing and removing all structures and driveways outside the LOD. If there are a few existing buildings the Applicant wants to preserve this can be worked into the language.

2. The language points to the MLP to determine which areas are to be reforested or otherwise planted. The MLP does not exist at this time. It is the MZP that shows the area to be reforested, planted as buffers, etc.
3. The language, "...and/or building where such facilities are located." is confusing. Staff recommends this phrase be deleted. The reference to the site plan is sufficient since any building will be on a site plan.

4. Staff recommends the language be revised as follows:

"Demolition and Removal of Existing Structures and Driveways Outside the LOD Slated for Removal. The Applicant shall demolish and remove existing structures (such as to-be-vacated houses, structures, driveways, etc.) on the Property that fall outside of the LOD ~~identified for removal shown on the MZP. Said areas for demolition shall be shown~~ on the final site plan for the Land Bay or portion thereof ~~and/or building where such facilities are located.~~ Following completion of the demolition and/or removal, the Applicant shall replant with grasses, reforest, and/or landscape in accordance with what is shown on the MZP and the ~~applicable~~ Master Landscape Plan approved for the Land Bay or portion thereof and/or building in which such area is located. All such structures and driveways shall be disposed of properly in accordance with applicable County, state and federal laws, ordinances, and regulations."

- ii. Proffer #31.b pertains to allowing development outside the LOD shown on the MZP in areas not in Chesapeake Bay RPAs. This proffer allows unlimited clearing, grading and development outside the LOD with the only compensation to plant small trees as replacements somewhere on the Property. Staff recommends this proffer be deleted in its entirety. Instead, the Applicant should make a proffer commitment to preserving the specific minimum acreage of NOS noted earlier in these comments.
- iii. Proffer #31.c.i refers to disturbance for passive recreation facilities allowable in RPAs are limited by law to boardwalks, trails and pathways, historic preservation and archeological activities. Please remove all other proposed items from this proffer. There is ample room to locate features such as tables, lighting, tables and benches outside the RPA.
- iv. Proffer #31.c.ii is about utilities in the RPAs.
 1. This proffer appears only necessary to allow utility crossings in the RPA at the eastern side of Land Bay A. Please revise the proffer to make it clear that this will be the only RPA impacted by this proffer.
 2. Any utility crossing of RPA should be limited to a single crossing and co-located with the proposed road crossing.
 3. Proffer language such as "a good faith effort" and "encourage" does not provide an enforceable standard. Staff recommends the

following revisions to this proffer and that this proffer be copied elsewhere in Proffer #24 so that it applies to all areas outside the LOD, not just RPAs:

“Utilities. The Applicant ~~may~~ shall install wet and dry utilities, such as water/sewer lines, natural gas lines, fiber optic and telephone transmission lines, underground telecommunication and cable television lines ~~out~~ inside of the LOD in accordance with the standards of the DCSM. Minimal perpendicular utility crossings of areas outside the LOD shall be allowed. The Applicant shall ~~use good faith, best efforts to~~ coordinate with ~~and encourage~~ all applicable utility providers (Dominion Energy, NOVEC, Washington Gas, etc.) to (i) locate dry utility connections, electric transmission lines, and electric distribution lines running to/from the electric transmission lines and substations outside of Protected Open Space areas and the Wildlife Corridor except for minimal, perpendicular crossings and (ii) to collocate such utility connections to minimize disruption of such land disturbances outside of the LOD.”

- v. Proffer #31.c.iii regards stormwater management (swm) in RPAs. The RPAs are important areas for preserving Natural Open Space. There is no need to put swm in the RPA. Please delete this proffer and instead commit to no swm features in the RPA.
 - vi. Proffer #31.c.iv is to allow roadways and driveways in the RPA. Staff recommends this language be revised to commit to minimizing disturbance in the RPA by limiting encroachments to minimal roadway and driveway crossings.
- e. Proffer #29 on landscape maintenance needs to exempt reforestation areas from these management concepts. Reforestations are to become natural forests which are not trimmed/manicured. See recommended edits below:
- “Maintenance of Landscape and Facilities. The Applicant and/or subsequent owner of each Land Bay or building shall provide for continuous and ongoing maintenance of landscape to minimize concealment or overgrown areas, provide non-native species control, keep shrubbery and trees trimmed to not interfere with security lighting and to allow common observation from the street or buildings consistent with County Police recommendations. The maintenance per this Proffer 29 shall exclude those areas labeled Reforestation Area and Tree Preservation Areas as shown on the MZP.”
- f. (Repeat Comment) Regarding the SWM Proffer #36, contains quite a bit of unnecessary language that offers only what is already allowed. Please agree to the following edits:
- “Stormwater Management. The Applicant shall design and install stormwater management facilities on the Property in accordance with the following: consistent with applicable state stormwater regulations and DCSM standards. Stormwater management measures may include dry/wet pond outfalls, bioretention areas, underground detention, Low Impact

~~Development (“LID”) features and manufactured Best Management Practices (“BMPs”) (collectively, the “SWM Facilities”).~~

- a. ~~Virginia Stormwater Management Handbook and the DCSM. All SWM Facilities must be designed and implemented in accordance with the adopted provisions of the latest edition of the Virginia Stormwater Management Handbook and the DCSM, unless modified by the County, and shall be depicted on each Public Improvement Plan (“PIP”) and/or final site plans for development of each Land Bay or part thereof or other improvements.~~
- b. LID/BMPs. The Applicant shall incorporate LID~~s~~/BMPs to treat stormwater runoff from the Property, that ~~may include, but are limited to, water quality swales, bioretention facilities/rain gardens, sheet flow to vegetated buffers, cisterns, permeable pavement for driveways and/or parking spaces, filtered strips, or any alternative LID/BMPs are~~ as specified in the VA Stormwater BMP Clearinghouse and ~~is~~ as deemed to be acceptable by the Director of Public Works or designee. The general locations of the SWM Facilities and/or related drainage areas are shown on the MZP, with the exact locations, type and number to be determined as part of final site plan approval based on final engineering and as approved by the County provided the Applicant shall provide a minimum of one (1) LID for each data center building constructed on the Property, as demonstrated at the time of submission of each PIP or final site plan. The Applicant shall install such SWM Facilities concurrently with development such SWM Facilities are intended to support shown on the approved PIP or final site plan, but in no event later than the issuance of the final occupancy permit or its equivalent for the associated building(s).
- c. The Applicant shall submit an initial Stormwater Management Concept Plan outlining the nature and extent of the anticipated SWM Facilities ~~needed to and LID practices proposed to~~ serve the Development (the “SWM Concept Plan”) to Environmental ~~Services Management~~ for review and ~~comment approval~~ as part of the first site plan for the Development. The Applicant ~~shall demonstrate good faith efforts to incorporate LID practices in the SWM Concept Plan. The Applicant~~ may refine and update the SWM Concept Plan as part of each subsequent site plan submitted for the Development.
- d. The Applicant shall demonstrate as part of each PIP and/or final site plan that the measures proposed thereon further the following water quality and water quantity objectives for the Property:
 1. ~~A minimum of eighty percent (80%)~~ One hundred percent 100% of the total phosphorous nutrient reductions shall be achieved on-site ~~before pursuing the use of off-site compliance options; and~~

- e. The Applicant shall not locate SWM Facilities within Resources Protection Areas within the ~~Development Property that are proposed to be maintained as part of the Development.~~
- g. (Repeat Comment) Proffer #31 on Reforestation: The first sentence would allow relocation of reforestation from areas identified on the MZP. This is not acceptable. The areas identified on the MZP for reforestation are strategically placed. The enhance RPAs, add buffering to improve wildlife corridors and stream valleys. Staff recommends the following proffer language, the language on the reforestation bond has been suggested by the County's bonding staff:
- "Reforestation. The Applicant shall provide reforestation in substantial accordance with these Proffers and in the locations shown as "Reforestation Area" on the MZP; ~~provided, however, that the Applicant reserves the right to modify and/or relocate the reforestation locations as part of PIP and/or final site plan approval, that the changes are otherwise in conformance with the MZP.~~
- a. Reforestation Plan. As part of each PIP and/or final site plan containing a ~~R~~eforestation aArea, the Applicant shall submit a reforestation plan, prepared by a Certified Arborist, Urban Forester, or Landscape Architect, for the Reforestation Area(s) identified on such plan (the "Reforestation Plan") in accordance with the reforestation standards as set forth in DCSM Section 802.21.E with the following exception allowed: and shall provide the Applicant may choose to plant plantings at a density ~~at a minimum of four~~ six hundred and fifty (~~46~~50) trees per acre, at which density no protective tree tubes will be required. All; seedlings ~~shall be twelve (12) to eighteen (18) inches in height; container stock~~ and a combination of overstory and understory species shall be used, indigenous to Virginia in accordance with the reforestation standards of the DCSM. To protect against potential damage to such plantings during land disturbance activities, the Applicant shall commence planting following completion of land disturbing activities on each Land Bay (or portion thereof) on which such plantings shall be located. -Such Reforestation Plan shall also include ~~the~~ maintenance and restocking provisions, ~~concurrent with the development of the building(s) or improvements on such PIP and/or final site plan for the applicable Land Bay or portion thereof. Protective tubes shall not be required as part of the Applicant's reforestation efforts pursuant to this Proffer.~~
- b. Reforestation Maintenance Bond. ~~Prior to approval of each PIP and/or final site plan containing a reforestation area for the applicable Land Bay or portion thereof, the Applicant shall post a bond (the "Reforestation Bond") with the County in an amount sufficient to cover the cost of implementing the Reforestation Plan. Prior to request of a final site inspection for bond release of all site improvements on a PIP and/or final site plan containing a~~

Reforestation Plan for the applicable Land Bay or portion thereof, the applicant shall post a bond (the "Reforestation Maintenance Bond") with the County in an amount sufficient to cover the cost of implementing the Reforestation Plan. The Reforestation Maintenance Bond shall be submitted to the County Arborist for review and approval prior to posting. A note shall be added to the landscape plan identifying the Reforestation Areas where a Reforestation Maintenance Bond is required to be posted prior to the request of final site inspection for bond release.

c. Two-Year Reforestation Maintenance Plan. As part of the Reforestation Plan, the Applicant shall include a maintenance plan (the "Reforestation Maintenance Plan"), which shall last over the course of two (2) consecutive years following initial installation of the plant material in accordance with the Reforestation Plan (the "Reforestation Maintenance Period") ~~To protect against potential damage to such plantings during land disturbance activities, the Applicant shall commence planting following completion of land disturbing activities on each Land Bay or portion thereof on which such plantings shall be located.~~ The Reforestation Maintenance Plan shall include a minimum of two (2) treatments using mechanical, chemical, or a combination of treatment techniques, with yearly monitoring conducted by the Applicant and the ~~County Arborist~~ Watershed Management Branch staff before such treatment occurs. At the end of the Reforestation Maintenance Period, the Applicant and the Watershed Management Branch staff ~~County Arborist~~ shall conduct an inspection to verify that a minimum of seventy five percent (75%) of the initial planting pursuant to the Reforestation Plan has been established. In the event that seventy five percent (75%) or more of the initial planting is determined to have been established at the time of such inspection, the Reforestation Bond shall be released. In the event that less than seventy five percent (75%) of the initial planting has been established at the time of such inspection, the Applicant shall conduct a one-time supplemental planting to achieve the full stocking identified in the Reforestation Plan, and, thereafter, upon satisfactory completion of such supplemental planting, the reforestation bond shall be released."

h. Regarding Proffer #37 on Wildlife Corridors:

- i. (Repeat Comment) The wildlife corridors per the CPA are located in all 4 Land Bays (A, B, C, and D). Please revise the proffer to reference all of them.
- ii. The boundaries of all wildlife corridors need to be clearly shown and labeled on the MZP so the connection is made between the proffer language and the corridor locations.
- iii. The CPA calls for wildlife corridors 500' in width. This is provided along the Lick Branch, but not along the other corridors in Landbay A and B. Please proffer to provide all of these at the 500' width.
- i. One sentence indicates that "other Site Amenities" may be located in the Wildlife Corridors. Since the area is being credited toward Natural Open

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Space, no development should occur in this area apart from trails. Please delete the reference to site amenities or specify amenities that require no clearing, grading, trenching, etc.

III. Conflicts with Minimum Development Standards:

4.13 (Repeat Comment) No site layout or details have been provided for either site. Without these staff is not able to determine if the Applicant intends to meet minimum requirements for landscaping of interior parking lots (DCSM 802.44). Staff recommends the Applicant provide on the MZP information on site layout such as building locations, driveways, parking lot landscaping and utility corridors, etc.

4.14 The 50' perimeter buffer required per ZO 32-404.04.5 is not shown to be provided along the south property line and east of the power line corridor in Land Bay B. Please provide these buffers and show them on the MZP.



Plan Comments Report

Parks and Recreation

Reviewed w/Comments

Plan/Case #:	REZ2022-00032	Date: 09/21/2023
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Pakkala, Patti	
	703-792-8004	PPakkala@pwcgov.org

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's

Response: See attached revised and updated comments.

Section II - Questions/General Information:

See attached revised and updated comments.

MEMORANDUM

September 21, 2023

TO: Christopher Perez
Planning Office

FROM: Patti Pakkala
PWC Department of Parks and Recreation

RE: REZ2022-00032, Digital Gateway North
Gainesville Magisterial District

The Department of Parks and Recreation (DPR) has reviewed the subject application which proposes to rezone 534 acres from A-1, Agricultural to PBD, Planned Business District implemented with the O(H) Office-high Rise District to allow for data centers and supporting facilities, including a maximum of 10 percent secondary office and ancillary uses. After review, DPR provides the following comments regarding the proffer statement and exhibits included with this application:

- As a general FYI – the name of our Department has recently changed. To the extent possible, please now use “Department of Parks and Recreation” when referencing the County’s Parks Department in the application materials.
- Proffer 40. Natural Surface Trail – The proffer states the applicant shall have no responsibility for ongoing maintenance of the natural surface and interpretive features as defined later in the proffers, but then the latter proffers do not clearly identify to whom that responsibility will be granted. Please clarify. If the trails are constructed to Prince William County standards, as stipulated at the beginning of this proffer, DPR is open to accepting maintenance of these amenities on behalf of the County, but the applicant will need to clarify and confirm such intent.
- Proffer 40(a). Public Interpretation Features Along Trail Network – as identified in the previous comment the natural surface trail proffers do not clearly identify an entity that will be responsible for maintenance, including the interpretive features, and that should be clarified.
- Proffer 40(b). Easements – The applicant has removed the text which stated the trail easement would be granted to the Board of County Supervisors, but in doing so there is now no clear recipient of these easements. Please clarify to whom the easement and subsequent maintenance responsibility will be granted. In addition, the easement has been changed from a public access easement to a “non-exclusive” trail easement. Please clarify why this change was made, how it may affect intended trail users, and whether the public will be permitted to use the trail within this easement.
- Proffer 41(a) and (b). Establishment of Environmental Programs – As written (using the word “may” instead of “shall”), the final result/conclusion of this proffer is unclear. If the applicant intends to commit to providing the referenced programs, the word “may” should be changed to “shall” in the first sentence and there should be some identifiable completion date for satisfaction of this proffer. The same applies to the use of the word “may” in the first sentence of section (b) of this proffer.



Plan Comments Report

Long Range Planning

Review Completed

Plan/Case #:	REZ2022-00032	Date: 09/22/2023
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Mccaskill, Mark	
	703-792-6856	MMcCaskill@pwcgov.org

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

NO COMMENTS

Section II - Questions/General Information:

REZ2022-00032 – Digital Gateway North – Long Range Planning Comments – Mark McCaskill, AICP – 09-22-2023

[Long Range Land Use, Industrial (I), T-3 - Tech/Flex Designation] No additional comments from long range planning above and beyond previous comments that were dated 07-28-2023. Please see comments from 07-28-2023.

I defer to the Case Planner's analysis of the CPA. See the Case Planner's comments for specifics as to the project's compatibility with the CPA.



Plan Comments Report

Land Dev Case Manager

Reviewed w/Comments

Plan/Case #:	REZ2022-00032	Date: 09/21/2023
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Westerman, William	
	703-792-6861	wwesterman@pwcgov.org

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

SEE ATTACHED

Section II - Questions/General Information:

See attached.

SUMMARY LETTER

September 21, 2023

Prince William County Planning Office
Christopher Perez
5 County Complex Court, Suite 210
Prince William, VA 22192

RE: Case Number: REZ2022-00032
Case Name: DIGITAL GATEWAY NORTH

Dear Mr. Perez:

I have completed review and have the following comments regarding the above referenced project:

1) NON-ENGINEERING COMMENTS:

a) Development Services – Land Planning Division, 703-792-6861

Section I – Requirements/Deficiencies:**NOTE: TURN ON VIEW TRACKED CHANGES TO VIEW REQUESTED REVISIONS TO PROFFERS.**

	Code/Code Section/Detail	Comment:
1.		Proffer 7.b. max elevations for elevator penthouses for each Land Bay should be provided.
2.		Proffer 16. The first sentence should be prior to first final site plan approval instead of prior to the issuance of final site construction permits.
3.		Proffer 28. -Revise the last sentence “a qualified the landscape architect” to “a qualified landscape architect.” -Include a statement that the County Arborist shall approve of the soil remediation areas associated with a final site plan prior to final site plan approval. -Add a statement that the analyses, and material receipts for material utilized to amend the soils should be provided to the Watershed Management Branch site inspector prior to as-built approval. A note should be added to the landscape sheets of the final site plan stating this requirement.
4.		Proffer 32.b. Modify as follows: Reforestation Maintenance Bond. Prior to request of a final site inspection for bond release of all site improvements on a PIP and/or final site plan

		containing a Reforestation Plan for the applicable Land Bay or portion thereof, the applicant shall post a bond (the "Reforestation Maintenance Bond") with the County in an amount sufficient to cover the cost of implementing the Reforestation Plan. The Reforestation Maintenance Bond shall be submitted to the County Arborist for review and approval prior to posting. A note shall be added to the landscape plan identifying the Reforestation Areas where a Reforestation Maintenance Bond is required to be posted prior to the request of final site inspection for bond release.
5.		<p><u>Proffer 35.b. Revise sentence 3 as follows:</u> "...reports to the County Arborist and Watershed Site Inspector throughout Phase 1 erosion and sediment control activities." To "...reports to the County Arborist and Watershed Site Inspector throughout Phase 1 erosion and sediment control activities and throughout construction of the applicable building or improvements." <u>Revise last sentence as follows:</u> "Once the Phase I erosion and sediment control activities are completed..." To "Once the Phase I erosion and sediment control activities and the construction of the applicable building improvements are completed..." Also add an additional sentence to this proffer stating that a note shall be added to the landscape sheets of the final site plan stipulating that the conditions of this proffer are required prior to the Watershed Site Inspector's final bond release inspection.</p>
6.		Proffer 40.b. The trail easement should be granted and recorded prior to obtaining any land disturbance permit associated with construction of the Natural Surface Trail. Any portion of the natural surface trail in a specific land bay should be shown on the first final site plan associated with each land bay and granted with that site plan. For any portion of the Natural Surface Trail that is within a Land Bay that is not proposed to be developed, the trail should be granted and recorded with the first final site plan associated with the adjacent Land Bay.
7.		Proffer 40.c. recommend revising contribution requirement to prior to final site plan approval.
8.		<p>Proffer 60. Please revise the last sentence as follows: "This Proffer 60 shall not relieve the applicant of the obligation to demonstrate proffer compliance if such proffer is required to be satisfied prior to County issuance of an approval or permit."</p>
9.		Proffer 63.c. Confirm that you are not requesting an exclusion of the 15' perimeter buffer for adjacent properties that are designated and rezoned for development of data center and/or data center supporting uses compatible with the Development. Right now, the proffer reads that the 15' buffer would be required if the substation is visible from these adjacent property types.

If you have any further questions about the comments, please feel free to contact me at (703) 792-6861.

Sincerely,

Bill Westerman
Development Services
Land Division

W: 703-792-6861

C: 202-494-5436

WWesterman@pwcgov.org



Plan Comments Report

Fire Marshal's Office

Review Completed

Plan/Case #:	REZ2022-00032	Date: 08/31/2023
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Ierley, Daniel	
	703-792-5543	Dierley@pwcgov.org

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

NO COMMENTS

Section II - Questions/General Information:

NO RECOMMENDATIONS DOCUMENTED.

Plan Comments Report

Building Official

Review Completed

Plan/Case #:	REZ2022-00032	Date: 08/30/2023
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Ghimire, Sarmin	
	703-792-5631	SGhimire@pwcgov.org

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

NO COMMENTS

Section II - Questions/General Information:

NO RECOMMENDATIONS DOCUMENTED.



Plan Comments Report

Community Development Manager

Review Completed

Plan/Case #:	REZ2022-00032	Date: 9-21-23
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Wolfson, Emilie	
	703-792-7128	ewolfson@pwcgov.org

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

NO COMMENTS

Section II - Questions/General Information:

NO RECOMMENDATIONS DOCUMENTED.



Plan Comments Report

Crime Prevention Police

Review Completed

Plan/Case #:	REZ2022-00032	Date: 08/31/2023
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Trujillo, Juan	
	571-492-8503	Jtrujillo@pwcgov.org

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

NO COMMENTS

Section II - Questions/General Information:

NO RECOMMENDATIONS DOCUMENTED.



Plan Comments Report

Planning GIS Specialist

Review Completed

Plan/Case #:	REZ2022-00032	Date: 08/31/2023
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Mccleary, John	
	703-792-6859	JMcCleary@pwcgov.org

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

NO COMMENTS

Section II - Questions/General Information:

NO RECOMMENDATIONS DOCUMENTED.



Plan Comments Report

Economic Development

Reviewed w/Comments

Plan/Case #:	REZ2022-00032	Date: 09/20/2023
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Jim Gahres	
	703-792-5505	jgahres@pwcgov.org

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

SEE ATTACHED

Section II - Questions/General Information:

NO RECOMMENDATIONS DOCUMENTED.

From: [Gahres, Jim](#)
To: [Lozano, Juana](#); [Perez, Christopher](#)
Cc: [Winn, Christina M.](#); [Wolfson, Emilie](#)
Subject: FW: Planning-Review Package S4-Digital Gateway North REZ-2023_0830
Date: Tuesday, September 19, 2023 6:35:57 PM
Attachments: [image001.png](#)
[image002.png](#)
[image003.png](#)

Hello Juana,

No additional comments from Economic Development for Review Package S4-Digital Gateway North REZ-2023_0830

Thanks – Jim

James E. Gahres, CECD, FAICP
Director, Redevelopment and Special Projects
Prince William County
Department of Economic Development
13575 Heathcote Boulevard, Suite 240
Gainesville, Virginia 20155

direct: (703) 792-5505
main: (703) 792-5500
cell: (571) 641-0578
fax: (703) 792-5502
email: jgahres@pwcva.gov
website: pwcdded.org
twitter: [@pwcdded](https://twitter.com/pwcdded)
newsletter: [Sign-up](#)



From: Lozano, Juana <jlozano@pwcgov.org>
Sent: Wednesday, August 30, 2023 5:20 PM
To: DDS BDD Project Managers <DDSBDDProjectManagers@pwcgov.org>; Dietrich, Emma <EDietrich@pwcgov.org>; Wolfson, Emilie <EWolfson@pwcgov.org>; Folks, Clint (DOF) <Clint.Folks@dof.virginia.gov>; Patton, Justin S. <jspatton@pwcgov.org>; Ward, Edwin <eward@pwcgov.org>; Spear, Curt G. <cspear@pwcgov.org>; Smith, Alan <ASmith4@pwcgov.org>; Wilfong, Barbara E. <bwilfong@pwcgov.org>; Brendon.E.Shaw@dominionenergy.com; Gahres, Jim <jgahres@pwcgov.org>; Ierley, Daniel E. <Dierley@pwcgov.org>; Brzyski, Antoinette G. <abrzyski@pwcgov.org>; Wagner, Daniel <DWagner@pwcgov.org>; Westerman, William <WWesterman@pwcgov.org>; Alobaidi, Al <AAlobaidi@pwcgov.org>; Medina, Aisha

<AMedina@pwcgov.org>; kristofer_butcher@nps.gov; Bryan_Gorsira@nps.gov; Anderson, Heather
<handerson@novec.com>; Singleton, Arnold <asingleton@novec.com>; Whyte, Kevin
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Kimberly <KBibbee@pwcgov.org>; Phillips, George <GPhillips@pwcgov.org>; Barrett, Bryce
<BBarrett@pwcgov.org>; Belita, Paolo J. <PBelita@pwcgov.org>; Miller, Mark (DEQ)
<mark.miller@deq.virginia.gov>; Erik Spencer <erik.spencer@vdot.virginia.gov>; Carman, Shawn
<shawn.carman@vdh.virginia.gov>; Morris, J. Clay <CMorris@pwcgov.org>; Flanagan, Julia
<jflanagan@pwcgov.org>; Eib, Benjamin A. <BEib@pwcgov.org>
Cc: Wheeler, Ann <awheeler@pwcgov.org>; Baer, Gordon <GBaer1@pwcgov.org>; Taylor, Don
<windyknoll2@gmail.com>; Holley, Kandis <kholley@pwcgov.org>; planningatlarge
<planningatlarge@gmail.com>; Bare, Rebecca <RBare@pwcgov.org>; Berry, Richard
<Riccar1110@aol.com>; Moses-Nedd, Cynthia <PlanningWoodbridge@gmail.com>; McGettigan,
David <dmcgettigan@pwcgov.org>; Hugh, Wade <whugh@pwcgov.org>; Smolsky, Matt
<mmsolsky@pwcgov.org>; Vanegas, Alexander I. <AVanegas@pwcgov.org>; Perez, Christopher
<CPerez@pwcgov.org>; Mendez, Andrea <AMendez@pwcgov.org>; Lozano, Juana
<jlozano@pwcgov.org>

Subject: Planning-Review Package S4-Digital Gateway North REZ-2023_0830

Good afternoon,

Please use the following link and password to access the above noted package for your review and comments. The link will expire on Tuesday, November 28, 2023.

<https://pwcfiles.pwcva.gov/?ShareToken=42CCF0767DA0D782A44F0E793B487746B418B44E>
Password: z21g84MC

Project Name: Digital Gateway North
Project Number: REZ2022-00032
District: Gainesville
Planner: Christopher Perez, cperez@pwcgov.org, 703-792-8050
Technician: Juana Lozano 703.792.8128 jlozano@pwcgov.org
Comments due: September 21, 2023

Thank you,

Juana Lozano

Senior Development Services Technician
Prince William County, Current Planning
5 County Complex Ct., Suite 210
Prince William, VA 22192
jlozano@pwcgov.org
703-792-8128 (direct)
www.pwcgov.org

This e-mail is not intended to be and shall not be deemed to be an official order, requirement, decision or determination made by or on behalf of the Zoning

Administrator.



From: [Green, Jeffrey](#)
To: [Lozano, Juana](#)
Cc: [Flynn, Thomas](#)
Subject: FW: Planning-Review Package S2 - Digital Gateway North REZ-2023_0127
Date: Monday, February 6, 2023 11:41:52 AM

Hi Juana,

Last one for today. Here are our comments for Digital Gateway North.

After review, the Prince William County Department of Economic Development (DED) supports the Digital Gateway North rezoning application to rezone approximately 534 acres from A-1 to PBD, with O(H) designation. The 2022 land need analysis conducted by Camoin Associates stated a gap of approximately 3,350 acres needed to meet the high-demand scenario for all Target Industries. This rezoning will help fill that gap.

Data Centers are the County's fastest-growing industry. They will help the Board achieve its strategic objective to expand the commercial tax revenue base as outlined in the County's 2021-2024 Strategic Plan.

DED continues to caution that the data centers may impact the County's ability to meet the County's 2021-2024 Strategic Plan - Objective RE-3 to "create a positive brand image of Prince William County that reflects the diversity of the community including its history, places, and people," due to the proximity to the Manassas National Battlefield (the Battlefield). DED looks forward to reviewing the viewshed analysis and understanding the impact 100-foot-tall data centers may have on the Battlefield.

Finally, the applicant has acknowledged DED's previous comment and has committed, along with concurrent rezoning applications, to create open space and trail networks to support tourism. DED continues to encourage proffering up to 5 to 10% of land for other Target Industries other than data centers.

All the best,

Jeff Green
Business Development Manager
Prince William County, Virginia
Department of Economic Development
Office: 703-792-5516
Cell: 703-853-3142

From: Flynn, Thomas <TFlynn@pwcgov.org>
Sent: Friday, January 27, 2023 3:32 PM
To: Green, Jeffrey <JGreen@pwcgov.org>
Subject: FW: Planning-Review Package S2 - Digital Gateway North REZ-2023_0127

Jeff,
Please review and prepare DED comments. Thanks, Tom

From: Lozano, Juana <jlozano@pwcgov.org>

Sent: Friday, January 27, 2023 2:17 PM

To: DDS BDD Project Managers <DDSBDDProjectManagers@pwcgov.org>; Wolfson, Emilie <EWolfson@pwcgov.org>; terry.lasher@dof.virginia.gov; Patton, Justin S. <jspatton@pwcgov.org>; Dickerson, Robert B. <rdickerson@pwcgov.org>; Spear, Curt G. <cspear@pwcgov.org>; Smith, Alan <ASmith4@pwcgov.org>; Wilfong, Barbara E. <bwilfong@pwcgov.org>; Brendon.E.Shaw@dominionenergy.com; Flynn, Thomas <TFlynn@pwcgov.org>; Little, Ernest <ELittle@pwcgov.org>; Jones, Patrick <Patrick.jones@vdh.virginia.gov>; Carman, Shawn <shawn.carman@vdh.virginia.gov>; Brzyski, Antoinette G. <abrzyski@pwcgov.org>; Westerman, William <WWesterman@pwcgov.org>; Wagner, Daniel <DWagner@pwcgov.org>; Alobaidi, Al <AAlobaidi@pwcgov.org>; Medina, Aisha <AMedina@pwcgov.org>; Montez (Krieger), Raquel <raquel_montez@nps.gov>; ksarraj@novac.com; Pakkala, Patti <PPakkala@pwcgov.org>; McCleary, John B. <JMcCleary@pwcgov.org>; dguerra@pwcva.org; engineering submissions@pwcva.org; Bibbee, Kimberly <KBibbee@pwcgov.org>; Bennett, Gayle <GBennett@pwcgov.org>; Barrett, Bryce <BBarrett@pwcgov.org>; Scullin, Elizabeth D. <EScullin@pwcgov.org>; Phillips, George <GPhillips@pwcgov.org>; Erik Spencer <erik.spencer@vdot.virginia.gov>; Morris, J. Clay <CMorris@pwcgov.org>; Flanagan, Julia <jflanagan@pwcgov.org>; Eib, Benjamin A. <BEib@pwcgov.org>

Cc: Wheeler, Ann <awheeler@pwcgov.org>; Terefe, Zerie <ZTerefe@pwcgov.org>; Taylor, Don <windyknoll2@gmail.com>; Patricia Kuntz <planningatlarge@gmail.com>; Berry, Richard <Riccar1110@aol.com>; Moses-Nedd, Cynthia <PlanningWoodbridge@gmail.com>; Gardner, Stephen <SGardner@pwcgov.org>; Buenavista, Mark <MBuenavista@pwcgov.org>; Daus, Meika <MDaus@pwcgov.org>; Lozano, Juana <jlozano@pwcgov.org>; Smolsky, Matt <msmolsky@pwcgov.org>; Shorter, Christopher <CShorter@pwcgov.org>; Perez, Christopher <CPerez@pwcgov.org>

Subject: Planning-Review Package S2 - Digital Gateway North REZ-2023_0127

Good afternoon,

Please use the following link and password to access the above noted package for your review and comments. The link will expire on 3/14/2023.

<https://pwcfiles.pwcva.gov/?ShareToken=A9E35568D96A628CF4B1EDC6CAA94739731752AE>

Password: 5T61Qpxw

Project Name: Digital Gateway North

Project Number: REZ2022-00032

District: Gainesville

Planner: Christopher Perez, cperez@pwcgov.org, 703-792-8050

Technician: Juana Lozano 703.792.8128 jlozano@pwcgov.org

Comments due: March 13, 2023

Thank you.

Juana Lozano

Senior Development Services Technician

703-792-8128

703-792-4401 (Fax)

jlozano@pwcgov.org

Prince William County Government

Current Planning

5 County Complex Ct., Suite 210 Prince William, VA 22192

www.pwcgov.org



Plan Comments Report

Virginia State Health

Reviewed w/Comments

Plan/Case #:	REZ2022-00032	Date: 09/21/2023
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Carman, Shawn	
	(703) 792-4469	Shawn.Carman@vdh.virginia.gov

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

SEE ATTACHED

Section II - Questions/General Information:

See attached

From: [Carman, Shawn \(VDH\)](#)
To: [Lozano, Juana](#)
Subject: [SUSPECTED SPAM] Re: Planning-Review Package S4-Digital Gateway North REZ-2023_0830
Date: Thursday, September 21, 2023 4:39:51 PM
Attachments: [image001.png](#)

This email is from an EXTERNAL source. Use caution when replying or clicking embedded links.

Good morning Juana Lozano,

Thank you for including the local Virginia Department of Health (VDH). Please have the owner apply for well abandonment permits early in the process. Well abandonment completion paperwork along with septic abandonment paperwork must be completed prior to VDH issuing a demolition approval letter for an associated home when applicable. Please have the owner include this VDH letter with any demolition application to Prince William County to help speed the review process.

Thank you,

Shawn Carman, MAOSE, CP-FS, REHS
Environmental Health Supervisor

Office Phone: (703) 792-4469
Mobile: (571) 208-5125
Fax: (703) 792-4743

[Facebook](#) | [Twitter](#) | [YouTube](#) | [LinkedIn](#)

Prince William Health District
5 County Complex Court, Suite 240
Woodbridge, VA 22192



From: Lozano, Juana <jlozano@pwcgov.org>
Sent: Thursday, September 21, 2023 7:15 AM
To: DDS BDD Project Managers <DDSBDDProjectManagers@pwcgov.org>; Dietrich, Emma <EDietrich@pwcgov.org>; Wolfson, Emilie <EWolfson@pwcgov.org>; Folks, Clint (DOF)

<Clint.Folks@dof.virginia.gov>; Patton, Justin S. <jspatton@pwcgov.org>; Ward, Edwin <eward@pwcgov.org>; Spear, Curt G. <cspear@pwcgov.org>; Smith, Alan <ASmith4@pwcgov.org>; Wilfong, Barbara E. <bwilfong@pwcgov.org>; Brendon.E.Shaw@dominionenergy.com <Brendon.E.Shaw@dominionenergy.com>; Gahres, Jim <jgahres@pwcgov.org>; lerley, Daniel E. <Dlerley@pwcgov.org>; Brzyski, Antoinette G. <abrzyski@pwcgov.org>; Wagner, Daniel <DWagner@pwcgov.org>; Westerman, William <WWesterman@pwcgov.org>; Alobaidi, Al <AAlobaidi@pwcgov.org>; Medina, Aisha <AMedina@pwcgov.org>; kristofer_butcher@nps.gov <kristofer_butcher@nps.gov>; Bryan Gorsira <Bryan_Gorsira@nps.gov>; Anderson, Heather <handerson@novec.com>; Singleton, Arnold <asingleton@novec.com>; Whyte, Kevin <kwhyte@novec.com>; Pakkala, Patti <PPakkala@pwcgov.org>; McCleary, John B. <JMcCleary@pwcgov.org>; dguerra@pwcsa.org <dguerra@pwcsa.org>; engineeringsubmissions@pwcsa.org <engineeringsubmissions@pwcsa.org>; Bibbee, Kimberly <KBibbee@pwcgov.org>; Phillips, George <GPhillips@pwcgov.org>; Barrett, Bryce <BBarrett@pwcgov.org>; Belita, Paolo J. <PBelita@pwcgov.org>; Miller, Mark (DEQ) <Mark.Miller@deq.virginia.gov>; Spencer, Erik (VDOT) <Erik.Spencer@vdot.virginia.gov>; Carman, Shawn (VDH) <Shawn.Carman@vdh.virginia.gov>; Morris, J. Clay <CMorris@pwcgov.org>; Flanagan, Julia <jflanagan@pwcgov.org>; Eib, Benjamin A. <BEib@pwcgov.org>
Cc: Vanegas, Alexander I. <AVanegas@pwcgov.org>; Perez, Christopher <CPerez@pwcgov.org>
Subject: RE: Planning-Review Package S4-Digital Gateway North REZ-2023_0830

Good morning,

If you have not completed your comments on this project yet, this a quick reminder that comments for this application are due today, September 21.

Thank you,

Juana Lozano

Senior Development Services Technician
Prince William County, Current Planning
5 County Complex Ct., Suite 210
Prince William, VA 22192
jlozano@pwcgov.org
703-792-8128 (direct)
www.pwcgov.org

This e-mail is not intended to be and shall not be deemed to be an official order, requirement, decision or determination made by or on behalf of the Zoning Administrator.



From: Lozano, Juana

Sent: Wednesday, August 30, 2023 5:20 PM

To: DDS BDD Project Managers <DDSBDDProjectManagers@pwcgov.org>; Dietrich, Emma <EDietrich@pwcgov.org>; Wolfson, Emilie <EWolfson@pwcgov.org>; Folks, Clint (DOF) <Clint.Folks@dof.virginia.gov>; Patton, Justin S. <jspatton@pwcgov.org>; Ward, Edwin <eward@pwcgov.org>; Spear, Curt G. <cspear@pwcgov.org>; Smith, Alan <ASmith4@pwcgov.org>; Wilfong, Barbara E. <bwilfong@pwcgov.org>; Brendon.E.Shaw@dominionenergy.com; Gahres, Jim <jgahres@pwcgov.org>; lerley, Daniel E. <Dlerley@pwcgov.org>; Brzyski, Antoinette G. <abrzyski@pwcgov.org>; Wagner, Daniel <DWagner@pwcgov.org>; Westerman, William <WWesterman@pwcgov.org>; Alobaidi, Al <AAlObaidi@pwcgov.org>; Medina, Aisha <AMedina@pwcgov.org>; kristofer_butcher@nps.gov; Bryan_Gorsira@nps.gov; Anderson, Heather <handerson@novec.com>; Singleton, Arnold <asingleton@novec.com>; Whyte, Kevin <kwhyte@novec.com>; Pakkala, Patti <PPakkala@pwcgov.org>; McCleary, John B. <JMcCleary@pwcgov.org>; dguerra@pwcsa.org; engineering submissions@pwcsa.org; Bibbee, Kimberly <KBibbee@pwcgov.org>; Phillips, George <GPhillips@pwcgov.org>; Barrett, Bryce <BBarrett@pwcgov.org>; Belita, Paolo J. <PBelita@pwcgov.org>; Miller, Mark (DEQ) <mark.miller@deq.virginia.gov>; Erik Spencer <erik.spencer@vdot.virginia.gov>; Carman, Shawn <shawn.carman@vdh.virginia.gov>; Morris, J. Clay <CMorris@pwcgov.org>; Flanagan, Julia <jflanagan@pwcgov.org>; Eib, Benjamin A. <BEib@pwcgov.org>

Cc: Wheeler, Ann <awheeler@pwcgov.org>; Baer, Gordon <GBaer1@pwcgov.org>; Taylor, Don <windyknoll2@gmail.com>; Holley, Kandis <kholley@pwcgov.org>; Patricia Kuntz <planningatlarge@gmail.com>; Bare, Rebecca <RBare@pwcgov.org>; Berry, Richard <Riccar1110@aol.com>; Moses-Nedd, Cynthia <PlanningWoodbridge@gmail.com>; McGettigan, David <dmcgettigan@pwcgov.org>; Hugh, Wade <whugh@pwcgov.org>; Smolsky, Matt <msmolsky@pwcgov.org>; Vanegas, Alexander I. <AVanegas@pwcgov.org>; Perez, Christopher <CPerez@pwcgov.org>; Mendez, Andrea <AMendez@pwcgov.org>; Lozano, Juana <jlozano@pwcgov.org>

Subject: Planning-Review Package S4-Digital Gateway North REZ-2023_0830

Good afternoon,

Please use the following link and password to access the above noted package for your review and comments. The link will expire on Tuesday, November 28, 2023.

<https://pwcfiles.pwcva.gov/?ShareToken=42CCF0767DA0D782A44F0E793B487746B418B44E>
Password: z21g84MC

Project Name: Digital Gateway North

Project Number: REZ2022-00032

District: Gainesville

Planner: Christopher Perez, cperez@pwcgov.org, 703-792-8050

Technician: Juana Lozano 703.792.8128 jlozano@pwcgov.org

Comments due: September 21, 2023

Thank you,

Juana Lozano

Senior Development Services Technician
Prince William County, Current Planning
5 County Complex Ct., Suite 210
Prince William, VA 22192

jlozano@pwcgov.org

703-792-8128 (direct)

www.pwcgov.org

This e-mail is not intended to be and shall not be deemed to be an official order, requirement, decision or determination made by or on behalf of the Zoning Administrator.





Plan Comments Report

Manassas National Battlefield

Reviewed w/Comments

Plan/Case #:	REZ2022-00032	Date: 09/23/2023
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Kristofer Butcher, Superintendent	
	571-389-0661	kristofer_butcher@nps.gov

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

See attached.

Section II - Questions/General Information:

See attached.



**United States Department of the Interior
NATIONAL PARK SERVICE**



**Manassas National Battlefield Park
12521 Lee Highway
Manassas, VA 20109**

In Reply Refer to:

Christopher Perez
Principal Planner
5 County Complex Ct., Suite 210
Prince William, VA 22192

September 23, 2023

Subject: Review of REZ-2022_0711 Digital Gateway North, Submission 4

Mr. Perez,

The National Park Service (NPS) has reviewed the most recent submission (fourth submission) of the rezoning application for REZ-2022_0711 Digital Gateway North for potential impacts and effects to cultural and natural resources, as well as park operations to Manassas National Battlefield Park which is located directly adjacent to the battlefield's boundary. This submission has changed little from the previous submissions in regard to project design and potential impacts to the battlefield. The additional exhibits provided by the applicant only serve to illuminate previous comments and concerns by the NPS related to the impacts of the project on the battlefield, therefore this response will largely reiterate and clarify the comments from the NPS on the significance of and the effects to the battlefield and the associated historic resources.

The battlefield was established in 1940 to preserve and protect the land and resources associated with the First and Second Battles of Manassas to foster understanding and appreciation of the battles and their significance by providing opportunities for interpretation, education, enjoyment, and inspiration. The NPS is charged with preserving these hallowed grounds and maintaining this historic landscape in honor of the over 4,000 men who lost their lives on these fields in 1861 and 1862. The MNBP is a historic property in the National Register of Historic Places which includes historic resources that retain integrity and are contributing to the overall significance of the battlefield. The Manassas Battlefield Historic District encompasses the battlefield and additional surrounding properties that retain integrity of location, setting, feeling, and association with the historic events that occurred on the property before, during, and after the Civil War.

The proposed project is located directly adjacent to the battlefield and across multiple historic landscapes with significant ties to MNBP. The NPS has determined that the proposed project will likely adversely affect MNBP and directly effect numerous other historic resources associated with MNBP. Due to the need for additional research to identify other likely present resources, there are potentially additional historic resources that will be adversely affected.

Historic Resources

Within the project area there are significant resources that are not being properly assessed through the evaluations provided in the application due to the nature of resources associated with historically marginalized communities. Perhaps the singularly most important resource contained within and around the project area is the presence of the post-Civil War settlement community of African Americans like the Dean family. What is present within the project area is potentially an intact cultural

landscape for this community. Cultural landscapes are historically significant places that reveal human interaction with the physical environment over time.

The history of these types of reconstruction era black communities is not ensconced in high style homes of grand architectural stylings but is rather often located in the everyday vernacular buildings from a structural standpoint. As vernacular structures, they are often not given consideration – as the QTS Architecture Survey reinforces for the other vernacular structures present – and are often lost. As previously stated, the history of this community thus becomes even more hidden, and one must look at the land itself to see it. It is here in the cultural landscape, the reflection of the way humans interacted with the land, that the history is found and preserved. These include resources like historic road traces that were utilized as a part of multi-modal community, in the archeological sites, in potential family cemeteries, and other subtle but significant pieces of the history.

To ensure that this project does not further the pattern of these past failures to preserve and protect this endangered piece of our nation's history, further research is needed to understand this community and their use of the land so we can determine more fully what history still survives. Previously the park has requested that different methodologies and a different lens need to be applied to discover, document, and analyze the history as the traditional documentation methods do not always reveal the true nature of these types of communities and resources.

As an initial evaluation and analysis of the landscape, a Cultural Landscape Report needs to be conducted. This report describes the physical history, analyzes existing conditions, and recommends treatment actions to preserve, restore, or rehabilitate the landscape. This will give a clear understanding of the land and of these various intact features, whether archeologically or in the spatial arrangement of landscape features or in the built structures, and what is significant and should be preserved. Until this study is completed, we cannot know what is extant and how much may be lost by a potential development of the site.

Transportation

Traffic through MNBPF has been and continues to be the greatest and longest standing threat to the battlefield resources and to the visitor experience. The NPS has consistently expressed a desire to reduce or completely remove non-battlefield traffic through the park. In fact, Public Law 100-647, November 10, 1988, Section 10004(a) Congress directed that the Secretary of the Interior, in consultation and consensus with the Commonwealth of Virginia, the Federal Highway Administration, and Prince William County, shall conduct a study regarding the relocation of highways (known as Routes 29 and 234) in, and in the vicinity of, Manassas National Battlefield Park. While this was focused on the development of a bypass around the park, the effort was still to determine a way to allow for the necessary traffic needs while limit the effect of the traffic to the battlefield. The Commonwealth Transportation Board supported this in past years as long as there were replacement facilities for what becomes closed in the park.

While the battlefield has previously expressed support for initiatives to that would enable this, the fourth submission of this rezoning application does not appear to support or facilitate this goal. The proposed transportation improvements will not be substantial enough to serve as a replacement facility for Sudley Road (Route 234) through the battlefield. While this application does not have the authority to enable that closure, the proposed transportation design will not facilitate future road corridor expansion on Pageland Lane that would enable a replacement facility for the segment of Route 234 that runs through the battlefield.

The NPS requests that the proffered transportation improvements (that were originally offered) be designed to include the capacity needed to serve as a replacement for Route 234 through the battlefield. The designs should be updated to include the necessary means to provide necessary capacity for the expected traffic associated with the project proposal and builds in future capacity to facilitate the administrative closure of that road. This would mitigate impacts to the battlefield from the proposed project.

Conclusion

This proposed project will adversely affect the battlefield and the numerous historic resources outside of the MNBP legislative boundary and does not provide sufficient modifications to mitigate the impacts to these resources. In addition, the NPS believes that the full extent of the impacts are unclear. In order to protect and continue to maintain the resources entrusted to us, we will need additional research and investigation. It is in the interest of protecting and preserving the totality of our nation's history that deliberate and comprehensive steps are taken to ensure that vital pieces of the cultural heritage are given due consideration.

Prior to any further evaluation of this proposed project, the NPS requests that the studies, research, and investigations mentioned in this letter be completed. In addition, further investigation into potential mitigation to the affects to the battlefield are necessary in order to continue to protect and preserve these resources for future generations to enjoy and understand. Additionally, any of the aforementioned amendments proposed by MNBP in this letter should be adopted in future submissions. The outcome of these studies may additionally necessitate further amendments and mitigations which must be considered as a part of this as an informed iterative process.

The NPS is committed to continued participation in the process. For further coordination, please contact me at kristofer_butcher@nps.gov.

Respectfully,

Kristofer Butcher
Superintendent



Plan Comments Report

Conway Robinson Park

Reviewed w/ comments

Plan/Case #:	REZ2022-00032	Date: 10-12-23
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Folks, Clint	
	703-792-8050	clint.folks@dof.virginia.gov

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

See attached - March 20, 2023 comments are being carried forward for this review.

Section II - Questions/General Information:

See attached - March 20, 2023 comments are being carried forward for this review.

Robert W. Farrell
State Forester



COMMONWEALTH of VIRGINIA

Department of Forestry

900 Natural Resources Drive, Suite 800 • Charlottesville, Virginia 22903
(434) 977-6555 • Fax: (434) 296-2369 • www.dof.virginia.gov

March 20, 2023

Prince William County Planning Commission
5 County Complex Court, Suite 210
Prince William, VA 22192

SUBJECT: Environmental Impact Review, Prince William County Digital Gateways Rezoning Projects (REZ2022-00032 - Digital Gateway North; REZ2022-00033 - Digital Gateway South; and REZ2022-00036 – H and H Capital Acquisitions Digital Gateway)

Dear Prince William County Planning Commission:

Thank you for the opportunity to comment on the Prince William County Data Centers Rezoning project. VDOF has reviewed the projects and determined that, together, the three projects could have a substantial impact on the local forest and associated ecosystem services. Based on shape files provided to VDOF representing the areas to be potentially rezoned, approximately 608 acres of forested cover are at risk of development, of which 21 are considered Very High or Outstanding Forest Conservation Value¹. In addition to this forested acreage, approximately 57,700 linear feet of stream would be at risk under this proposal. Overall, construction of data centers in the proposed areas could have major impacts on water quality in this watershed.

VDOF has reviewed the submitted proposals for potential tree planting and landscaping which will utilize native and naturalized trees. While these practices are certainly much preferred in a developed or urbanized setting, they do not fully mitigate the loss of habitat and ecosystem services that will be experienced if standing forests are removed. These ecosystem services include but are not limited to flood mitigation, water quality, clean air, habitat for forest and aquatic biodiversity, and scenic value. While VDOF supports the prioritization of these measures, this proposal offers no quantifiable mitigation plan for the loss of open space land and riparian forest. Additionally, this plan also fails to recognize the potential effects of forest and habitat fragmentation of land adjacent to important forest resources. In heavily developed areas, this continued fragmentation and loss of ecosystem functions has an increased impact on the quality of services provided by forested lands.

For the above reasons, if the rezoning and data center projects proceed, it is important to avoid or minimize as much as possible the removal of or impacts to forests and associated vegetation, especially riparian forests and high conservation value stands. In the case that trees or forest vegetation need to be removed, converted, or otherwise negatively impacted by project activities, VDOF recommends that such removal or conversion take place in such a way as to minimize edge in remaining forest fragments and retain natural forested corridors that allow movement of wildlife between remaining forests. We highly recommend maintaining as much of a forested buffer along the Conway Robinson State Forest property line as possible.

¹ Biasioli K., J. Pugh, and M. Santucci. 2020. Forest Conservation Value Model, 2020 Edition. Virginia Department of Forestry, Charlottesville, VA, USA. Available for download at:
<https://vdof.maps.arcgis.com/home/webmap/embedGallery.html?displayapps=true&displayinline=true&group=f40da8804f7645de9f2298945c5d897d>

Encroaching development could have a substantial negative impact on the vital resources provided by this forested acreage.

It is also important to note that while the Conway Robinson State Forest does provide recreational opportunities to the public, this property is a working forest and will need to be closed to the public at times for management activities. As a State Forest, this property does not receive general funding from the Commonwealth to maintain or improve accommodations for increased public usage. VDOF requests for all entities to consult with the agency prior to any project which may increase access to the Conway Robinson State Forest Property.

Finally, if the data center projects proceed, VDOF recommends that the developers compensate for unavoidable removal, conversion, or other impacts to forest vegetation by establishing new trees, forests, or forest vegetation on site, if possible, and if not, then off-site in the general vicinity of the project. Below are some specific options for compensating for unavoidable clearance of forestland. If plans to construct the data centers proceed, we recommend that the developers pursue these options in this order:

1. Plant forested buffers along waterbodies that do not yet have them or otherwise afforest existing open land in such a way as to improve overall water quality, wildlife habitat, other ecosystem functions, and value of forest products.
2. Permanently protect existing forestland that is within the project area or within the same county and that is at risk of development, by establishing open-space easements or protected areas (e.g., parks or state forests). VDOF can provide information on forestlands within the county that are similar to those in the project area and are at risk of development.
3. Contribute an in-lieu fee to VDOF's State Forest Mitigation and Acquisition Fund (SFMAF) or similar fund that would then be used by VDOF and other organizations to complete forestland conservation projects near the project site. The Commonwealth of Virginia has also negotiated similar in-lieu fee agreements with developers to mitigate the impacts of the Atlantic Coast Pipeline and Mountain Valley Pipelines².

Should Prince William County or other developers require additional information or advice regarding these mitigation options please contact me or other staff members with the Virginia Department of Forestry.

Sincerely,



Clint Folks

Forestland Conservation Coordinator

Clint.folks@dof.virginia.gov

² If developers are interested in pursuing options 1-3 above, we recommend that they use a methodology developed by the Virginia Forest Conservation Partnership, and used by the Department of Conservation and Recreation, to calculate mitigation ratios specific to the projects.



Plan Comments Report

Service Authority (PLN)

Reviewed w/Comments

Plan/Case #:	REZ2022-00032	Date: 09/22/2023
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Guerra, David	
	703.335.7900	dguerra@pwcsa.gov

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

See attached.

Section II - Questions/General Information:

See attached.

4 County Complex Court
Woodbridge, VA 22192

Phone (703) 335-7900
www.pwcsa.org

Division of Engineering & Planning
Samer S. Beidas, P.E., CCM, Director



September 20, 2023

MEMORANDUM

To: Juana Lozano
PWC Planning Office

From: David L. Guerra, P.E.

Re: **REZ2022-00032, Digital Gateway North – 4th Submission**

The Service Authority's previous comments regarding the referenced rezoning application dated July 19, 2023 (copy enclosed) are still valid and shall be applied to the proposed development.

July 19, 2023

MEMORANDUM

To: Juana Lozano
PWC Planning Office

From: David L. Guerra, P.E.

Re: **REZ2022-00032, Digital Gateway North – 3rd Submission**

The Service Authority's comments regarding this proposed rezoning application are as follows:

- In accordance with the Service Authority's Development Review Process and System Improvement Policy, which is consistent with the County's Comprehensive Plan and with the growth pays for growth policy philosophy, the applicant is financially responsible for the design and construction of the infrastructure necessary to serve their development. The Service Authority reviews all proposed development projects in Prince William County to determine if the existing water distribution, sewer collection systems, and pump stations are adequate to meet the projected water demands and wastewater flows. The Service Authority identifies deficiencies, and the applicant will be notified of their requirements to meet the Service Authority's established performance standards for service.
- Additional planning studies are currently ongoing to determine the optimal configuration of water and sewer facilities and additional capacity requirements to serve the proposed development. The study should be completed by the fall of 2023.
 - The applicant should submit the projected maximum day water demands and peak wastewater flows for each phase of the proposed Digital Gateway development early in the review process to facilitate the hydraulic capacity studies.



Plan Comments Report

VA Environmental Quality

Review Completed

Plan/Case #:	REZ2022-00032	Date: 9-25-23
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Mark Miller	
	571.866.6487	Mark.Miller@deq.virginia.gov

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

See attached

Section II - Questions/General Information:

See attached.

From: [Lozano, Juana](#)
To: [Perez, Christopher](#); [Wolfson, Emilie](#)
Cc: [Vanegas, Alexander I.](#)
Subject: FW: Planning-Review Package S4-Digital Gateway North REZ-2023_0830
Date: Monday, September 25, 2023 4:10:38 PM
Attachments: [image001.png](#)
[Outlook-4h3nbqwi.png](#)

FYI

Juana Lozano

Senior Development Services Technician
Prince William County, Current Planning
5 County Complex Ct., Suite 210
Prince William, VA 22192
jlozano@pwcgov.org
703-792-8128 (direct)
www.pwcgov.org

This e-mail is not intended to be and shall not be deemed to be an official order, requirement, decision or determination made by or on behalf of the Zoning Administrator.

County Seal



From: Miller, Mark (DEQ) <Mark.Miller@deq.virginia.gov>
Sent: Monday, September 25, 2023 2:52 PM
To: Lozano, Juana <jlozano@pwcgov.org>
Subject: [SUSPECTED SPAM] Re: Planning-Review Package S4-Digital Gateway North REZ-2023_0830

This email is from an EXTERNAL source. Use caution when replying or clicking embedded links.

Juana,

Thank you for your recent emails of May 2023 for Plan Review Packages for Digital Gateway. As you are aware, we were able to provide voluntary comments to you when you provided an initial set of Plan Review Packages for Digital Gateway in February 2023.

However, due to regional office workload and plan review for re-zoning requests not being a direct responsibility of DEQ, we can not review the recent set of requests you have provided.

Please let me know if you have any questions.

Mark Miller

Environmental Manager II
Enforcement/Pollution Response/EIR



[Virginia Department of Environmental Quality](#) Northern Regional Office

13901 Crown Ct, Woodbridge, VA 22193

571.866.6487 (Mobile)

From: Lozano, Juana <jlozano@pwcgov.org>

Sent: Wednesday, August 30, 2023 17:19

To: DDS BDD Project Managers <DDSBDDProjectManagers@pwcgov.org>; Dietrich, Emma <EDietrich@pwcgov.org>; Wolfson, Emilie <EWolfson@pwcgov.org>; Folks, Clint (DOF) <Clint.Folks@dof.virginia.gov>; Patton, Justin S. <jspatton@pwcgov.org>; Ward, Edwin <eward@pwcgov.org>; Spear, Curt G. <cspear@pwcgov.org>; Smith, Alan <ASmith4@pwcgov.org>; Wilfong, Barbara E. <bwilfong@pwcgov.org>; Brendon.E.Shaw@dominionenergy.com <Brendon.E.Shaw@dominionenergy.com>; Gahres, Jim <jgahres@pwcgov.org>; lerley, Daniel E. <Dlerley@pwcgov.org>; Brzyski, Antoinette G. <abrzyski@pwcgov.org>; Wagner, Daniel <DWagner@pwcgov.org>; Westerman, William <WWesterman@pwcgov.org>; Alobaidi, Al <AAlobaidi@pwcgov.org>; Medina, Aisha <AMedina@pwcgov.org>; kristofer_butcher@nps.gov <kristofer_butcher@nps.gov>; Bryan Gorsira <Bryan_Gorsira@nps.gov>; Anderson, Heather <handerson@novec.com>; Singleton, Arnold <asingleton@novec.com>; Whyte, Kevin <kwhyte@novec.com>; Pakkala, Patti <PPakkala@pwcgov.org>; McCleary, John B. <JMcCleary@pwcgov.org>; dguerra@pwcsa.org <dguerra@pwcsa.org>; engineeringsubmissions@pwcsa.org <engineeringsubmissions@pwcsa.org>; Bibbee, Kimberly <KBibbee@pwcgov.org>; Phillips, George <GPhillips@pwcgov.org>; Barrett, Bryce <BBarrett@pwcgov.org>; Belita, Paolo J. <PBelita@pwcgov.org>; Miller, Mark (DEQ) <Mark.Miller@deq.virginia.gov>; Spencer, Erik (VDOT) <Erik.Spencer@vdot.virginia.gov>; Carman, Shawn (VDH) <Shawn.Carman@vdh.virginia.gov>; Morris, J. Clay <CMorris@pwcgov.org>; Flanagan, Julia <jflanagan@pwcgov.org>; Eib, Benjamin A. <BEib@pwcgov.org>;
Cc: Wheeler, Ann <awheeler@pwcgov.org>; Baer, Gordon <GBaer1@pwcgov.org>; Taylor, Don <windyknoll2@gmail.com>; Holley, Kandis <kholley@pwcgov.org>; planningatlarge <planningatlarge@gmail.com>; Bare, Rebecca <RBare@pwcgov.org>; Berry, Richard <Riccar1110@aol.com>; Moses-Nedd, Cynthia <PlanningWoodbridge@gmail.com>; McGettigan, David <dmcgettigan@pwcgov.org>; Hugh, Wade <whugh@pwcgov.org>; Smolsky, Matthew <msmolsky@pwcgov.org>; Vanegas, Alexander I. <AVanegas@pwcgov.org>; Perez, Christopher <CPerez@pwcgov.org>; Mendez, Andrea <AMendez@pwcgov.org>; Lozano, Juana <jlozano@pwcgov.org>

Subject: Planning-Review Package S4-Digital Gateway North REZ-2023_0830

Good afternoon,

Please use the following link and password to access the above noted package for your review and comments. The link will expire on Tuesday, November 28, 2023.

<https://pwcfiles.pwcva.gov/?ShareToken=42CCF0767DA0D782A44F0E793B487746B418B44E>
Password: z21g84MC

Project Name: Digital Gateway North
Project Number: REZ2022-00032
District: Gainesville
Planner: Christopher Perez, cperez@pwcgov.org, 703-792-8050
Technician: Juana Lozano 703.792.8128 jlozano@pwcgov.org
Comments due: September 21, 2023

Thank you,

Juana Lozano

Senior Development Services Technician
Prince William County, Current Planning
5 County Complex Ct., Suite 210
Prince William, VA 22192
jlozano@pwcgov.org
703-792-8128 (direct)
www.pwcgov.org

This e-mail is not intended to be and shall not be deemed to be an official order, requirement, decision or determination made by or on behalf of the Zoning Administrator.

County Seal





Plan Comments Report

Dominion Energy

Comments Not Received

Plan/Case #:	REZ2022-00032	Date: 10-12-23
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Shaw, Brendon	brendon.e.shaw@dominionenergy.com

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

NO COMMENTS RECEIVED AT THIS TIME

Section II - Questions/General Information:

NO COMMENTS RECEIVED AT THIS TIME



Plan Comments Report

NOVEC

Comments Not Received

Plan/Case #:	REZ2022-00032	Date: 10-12-23
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Heather Anderson, Manager, System Engineering	
	HAnderson@novec.com	

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

NO COMMENTS RECEIVED AT THIS TIME

Section II - Questions/General Information:

NO COMMENTS RECEIVED AT THIS TIME



Plan Comments Report

US Fish & Wildlife

Comments Not Received

Plan/Case #:	REZ2022-00032	Date: 10-12-23
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:		

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

NO COMMENTS RECEIVED AT THIS TIME

Section II - Questions/General Information:

NO COMMENTS RECEIVED AT THIS TIME



Plan Comments Report

County Archaeologist & Cemetery Preservation Coordinator

SEE STAFF REPORT

Plan/Case #:	REZ2022-00032	Date: 10-20-23
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Justin Patton and Emma Dietrich	jspatton@pwcgov.org
	703-792-5729	EDietrich@pwcgov.org

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's

Response: SEE STAFF REPORT FOR OUTSTANDING ISSUES.

Additionally, see attached Cultural Resource Recommendations.

Section II - Questions/General Information:

SEE STAFF REPORT FOR OUTSTANDING ISSUES.

Additionally, see attached Cultural Resource Recommendations.

October 16, 2023
REZ2022-00032, Digital Gateway North
Cultural Resource Recommendations

The applicant should consider proffering a cultural landscape report to study the Settlement at Thornton Drive and the Marbel Hill Plantation on which Jennie Dean and her parents was enslaved

Additional historical research is requested on the Marble Hill Plantation and Jennie Dean and her ancestors.

Language needs to be added to Proffer 10.d. Phase III. that this work will be performed and approved before final site plan approval for each land bay where Phase III is applicable.

For Proffer 14 add that all construction crews will be trained in the identification of human remains and burial features; and more than one archaeologist will be conducting on-site monitoring. It should be a team of archaeologists.

14. On-Site Archeological Monitoring During Grading Activities. During initial construction rough grading and excavation activities, the Applicant shall provide ~~an~~ on-site archaeologists, that meet *The Secretary of the Interior Professional Qualifications Standards*, reasonably acceptable to the Director of Planning, who will inspect areas of high and moderate potential for underground cultural resources to be found, as the topsoil is removed to identify any historically significant structures or graves ("features") that might be uncovered. The consulting archaeologists will have the authority stop construction and contact the County Archaeologist and consult on the next steps regarding the observed anomaly. The County Archeologist and, or his/her designee shall be able to be on-site at any time during construction monitoring ~~offered the opportunity to accompany the aforesaid on-site archaeologist.~~

Recommended changes to Proffer 15

15. Civil War Cemetery Study. Prior to site plan approval, the Applicant shall provide a study (including archival research of primary documents, site visits to archival repositories, oral histories/interviews, etc.), with the scope of work approved by the County Archaeologist, conducted by a qualified specialist utilizing remote sensing and archaeological techniques based on each site specific condition for each proposed inspection area ~~ground penetrating radar technology or mechanical scraping~~, of an area 50 feet in width measured from the proposed limits of clearing and grading around any known or suspected Civil War cemetery, identified as a result of the study, on the Property, for the purpose of determining whether there are Civil War soldiers gravesites within the said area. The results of said study shall be provided to the Prince William County Planning Department for approval.

Recommended Changes to Proffer 16

16. Unanticipated Discovery of Cultural Resources or Human Remains. ~~Prior to the issuance of final site construction permits, the~~ The Applicant shall submit an ~~approved~~ Unanticipated Discovery Plan ("UDP") prepared by a third-party historical or cultural resources firm. The UDP shall include the procedures and protocols that will be used by the

Applicant's employees, contractors, and subcontractors if there is an unanticipated discovery of archaeological material or human graves/remains during construction. The UDP shall establish an exclusion zone (no ground disturbance zone) around the suspected area that shall remain in effect until archaeological testing and, or, excavations are complete. The UDP shall be sent to the County Archeologist, County Cemetery Preservation Coordinator, and the Virginia Department of Historic Resources ("VDHR") for review and approval no later than at the time of first final site plan submission for the Property.



Plan Comments Report

Historical Commission

Reviewed w comments

Plan/Case #:	REZ2022-00032	Date: 9-12-23
Plan/Case Name:	DIGITAL GATEWAY NORTH	
Plan Case Address:	5204 PAGELAND LN CATHARPIN VA 20143	
Reviewer:	Patton, Justin	
	703-792-5729	jspatton@pwcgov.org

The following items/issues were noted on your case. Please review and provide a letter responding to these comments, along with revised plans and proffers. Please be advised that staff might not identify all of the issues that arise during the case review and public hearing process. In addition, the solutions to the issues identified in this correction report might not be the only solutions, but are thought to be the most desirable solutions as determined by staff. Please note that any modifications will result in further review by pertinent agencies and staff, and could result in changes to the analysis and/or any recommendations.

Section I - Comments that Require Applicant's Response:

See attached resolutions in the staff report.

Section II - Questions/General Information:

See attached resolutions in the staff report.

HISTORICAL COMMISSION RESOLUTION

MOTION: PEARSALL

September 12, 2023

SECOND: DE PUE

Regular Meeting

Res. No. 23-083

RE: LAND DEVELOPMENT RECOMMENDATIONS

ACTION: APPROVED

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of pending land development applications assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby recommend to the Prince William County Planning Commission the action(s) noted for the following property:

Case Number: REZ2022-00032

Case Name: Digital Gateway North – 4th Submission

Recommendation: Deferral

Recommend deferral to allow applicant time to address the following unresolved issues:

Unresolved and missing recommended noise study revisions and impacts on Manassas National Battlefield Park (MNBPP).

Missing ERM comments pertaining to noise study and final interpretation.

Unresolved and incomplete requested revised viewshed study and analysis American Battlefield Protection Program (ABPP).

Missing Marble Hill slave cemetery Ground Penetrating Radar (GPR) and delineation, eligibility for National Register of Historic Places (NRHP) and preservation mitigation plan.

The applicant is encouraged to conduct primary and field research activities and surveys to fully explore and document this history in order to accurately convey what is likely to be lost and thus negatively impacted by the project with regard to marginalized communities.

Applicant should describe how access to cemeteries will be provided and if the public will be provided access, or if this access will be restricted to family members and descendants of the persons interred in the cemeteries. If access will be limited, and not available to the public, the applicant should explain how eligibility for those permitted to access the cemeteries will be determined.

Applicant should describe what procedures and methods will be used to determine the identity of the persons whose remains are subject to an unanticipated discovery during construction.

Due to the high cultural sensitivity of the Marble Hill Slave Cemetery and the lack of an exact building footprint locations at this stage of development, a cemetery delineation is strongly recommended to preserve the integrity, environs and buffers and assure construction will not encroach on or disturb this cultural resource.

Recommend an updated noise study to be performed prior to the rezoning.

Recommend Phase II evaluations for archaeology sites 44PW2131 and 44PW2132 prior to rezoning approval.

Continuous noise monitoring and voluntary enforcement is necessary. The applicant should anticipate likely changes and provide appropriate modelling as recommended and directed by the DGCD 1.9 (CPA2021-00004) to predict compliance prior to the next submission.

The applicant should engage in a thorough analysis of the various viewshed impacts with removal of existing tree lines for historic integrity purposes and use the 2010 Manassas Battlefields Viewsheds Study as guidance.

Votes:

Ayes: Brace, Burgess, Davis, De Pue, Dodge, Kulick, Moser, Pearsall, Reddick

Nays: Brickley, Green, Henson, Porta

Absent from Vote: None

Absent from Meeting: Brown, Kastens

MOTION CARRIED

ATTEST:



Secretary to the Commission

MOTION: PORTA

**August 8, 2023
Regular Meeting
Res. No. 23-064**

SECOND: BRICKLEY

**RE: RECOMMEND APPROVAL OF REZ2022-00032, DIGITAL GATEWAY NORTH,
SUBJECT TO AND CONTINGENT UPON NECESSARY CONDITIONS**

ACTION: SUBJECTED TO AMENDMENTS

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of this land development application assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby recommend approval of REZ2022-00032, Digital Gateway North, subject to and contingent upon the following necessary conditions:

1. Applicant demonstrates through viewshed studies using accepted professional standards and methodologies that there will be no significant adverse visual impact to the Manassas National Battlefield Park at the final building heights; and
2. Applicant proffers to use nonreflective, earth-tone facades chosen in consultation with County staff on any and all building facades that are visible to the public from locations outside the property; and
3. Applicant proffers to follow all recommendations resulting from Phase I, Phase II, and Phase III studies (as applicable) submitted to the County and curate with the County all artifacts, field records, laboratory records, photographic records, and other records recovered and produced as a result of the investigations and excavations undertaken in connection with Phase I, Phase II, and Phase III studies; and
4. Applicant proffers that in the event any heretofore unknown archaeological sites are discovered during land disturbance they will consult with the County on the potential preservation of the site and if preservation is not feasible will recover artifacts and curate them with the County; and
5. Applicant proffers that it will permit the County Archaeologist or their designee to enter the property to conduct archaeological research at the latter's expense, on any sites indicated by Phase II studies; and

6. Applicant proffers to delineate the boundaries of, preserve, appropriately fence, and guarantee public access to any cemeteries in accordance with the standards set forth in Section 32-250.110 of the Prince William County Code in effect as of this date; and
7. Applicant proffers that any human remains discovered during site activity will be handled in accordance with federal, state, and local laws and regulations regarding the removal and reinterment of such remains; and
8. Applicant proffers not to engage in any land disturbance in the area between Sudley Road and the unnamed tributary of Lick Branch; and
9. Applicant proffers that it will permit the County Archaeologist or their designee to enter the area between Sudley Road and the unnamed tributary of Lick Branch to conduct archaeological research at the latter's expense; and
10. Applicant proffers to permit the County to place relevant historical markers and educational/interpretative information in the area between Sudley Road and the unnamed tributary of Lick Branch, to provide a route for public access to the site in consultation with the County's Office of Parks, Recreation, and Tourism, and to permit public access at reasonable hours to the site.

Votes:


Ayes:

Nays:

Absent from Vote:

Absent from Meeting:

ATTEST:


Secretary to the Commission

MOTION: REDDICK

**August 8, 2023
Regular Meeting
Res. No. 23-065**

SECOND: KULICK

RE: AMEND RES. NO. 23-064 FOR REZ2022-00032, DIGITAL GATEWAY NORTH, TO RECOMMEND AS AN ADDITIONAL CONDITION THE ARCHAEOLOGICAL DELINEATION OF THE MARBLE SLAVE CEMETERY AND CONDUCT ARCHAEOLOGICAL PHASE II EVALUATIONS FOR ARCHAEOLOGY SITES 44PW2131 AND 44PW2132

ACTION: APPROVED

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of this land development application assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby, amend Res. No. 23-064 for REZ2022-00032, Digital Gateway North, to recommend as an additional condition the archaeological delineation of the Marble Slave Cemetery and conduct archaeological Phase II evaluations for archaeology sites 44PW2131 and 44PW2132.

Votes:

Ayes: by acclamation

Nays: None

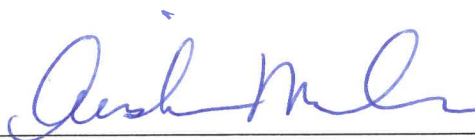
Abstain: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST:



Secretary to the Commission

MOTION: KULICK

**August 8, 2023
Regular Meeting
Res. No. 23-066**

SECOND: REDDICK

RE: AMEND RES. NO. 23-064 FOR REZ2022-00032, DIGITAL GATEWAY NORTH, TO RECOMMEND A NOISE STUDY SHOULD BE CONDUCTED TO EVALUATE IMPACTS TO CULTURAL RESOURCES WITHIN AND ADJACENT TO THE REZONING FOOTPRINT INCLUDING PROPOSED THORNTON SCHOOL INTERPRETATIVE LEARNING CENTER, MARBLE HILL SLAVE CEMETERY, AND MANASSAS NATIONAL BATTLEFIELD PARK. THE STUDY SHOULD PROVIDE A WELL SOURCED ANALYSIS OF IMPACT TO THE MNBV VISITOR EXPERIENCE, WHETHER ON GUIDED OR SELF-GUIDED TOURS, IF NOISE IS NOT APPROPRIATELY ATTENUATED. MEASUREMENTS (DBA) AND PROJECTIONS SHOULD INCLUDE ALL BUILDINGS AND SUBSTATIONS AS PROPOSED IN REZONING PACKAGE. THE STUDY SHOULD CITE ALL RELEVANT NOISE AND SOUND ANALYSES PERFORMED AND DOCUMENTED BY THE NATIONAL PARK SERVICE AND THE MANASSAS NATIONAL BATTLEFIELD PARK AND INCLUDE THE 2017 MANASSAS NATIONAL BATTLEFIELD PARK ACOUSTIC MONITORING REPORT. THIS STUDIES RESULTS SHOULD INCLUDE VOLUNTARY ENFORCEMENT COMPLIANCE PLAN FOR ENFORCEMENT OF NOISE VIOLATIONS, INCLUDING REVOCATION OF OCCUPANCY PERMITS.

ACTION: APPROVED

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of this land development applications assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby amend Res. No. 23-064 for REZ2022-00032, Digital Gateway North, to add the following condition, that a noise study should be conducted to evaluate impacts to cultural resources within and adjacent to the rezoning footprint including proposed Thornton School Interpretative learning center, Marble Hill Slave Cemetery, and Manassas National Battlefield Park. The study should provide a well sourced analysis of impact to the MNBV visitor experience, whether on guided or self-guided tours, if noise is not appropriately attenuated. Measurements (dBA) and projections should include all buildings and substations as proposed in rezoning package. The study should cite all relevant noise and sound analyses performed and documented by the National Park Service and the Manassas National Battlefield Park and include the 2017 Manassas National Battlefield Park Acoustic Monitoring Report. This studies

results should include voluntary enforcement compliance plan for enforcement of noise violations, including revocation of occupancy permits.

Votes:

Ayes: Brickley, Burgess, Davis, De Pue, Dodge, Green, Kastens, Kulick, Moser, Pearsall, Porta and Reddick

Nays: Henson

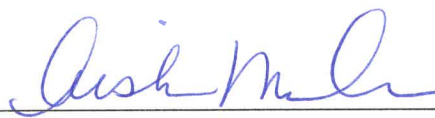
Abstain: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST: _____



Secretary to the Commission

MOTION: DEPUE

**August 8, 2023
Regular Meeting
Res. No. 23-067**

SECOND: BRICKLEY

RE: AMEND RES. NO. 23-064 FOR REZ2022-00032, DIGITAL GATEWAY NORTH, TO STRIKE AND INSERT LANGUAGE

ACTION: APPROVED

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of this land development applications assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby amend Res. No. 23-064, REZ2022-00032, Digital Gateway North, to strike the sentence:

"NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby recommend approval of REZ2022-00032, Digital Gateway North, subject to and contingent upon the following necessary conditions",

and insert the sentence:

"NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby recommend revision of REZ2022-00032, Digital Gateway North, by reference to the following necessary conditions:".

Votes:

Ayes: by acclamation

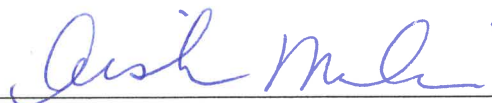
Nays: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST:



Secretary to the Commission

MOTION: PORTA

**August 8, 2023
Regular Meeting
Res. No. 23-068**

SECOND: KASTENS

**RE: RECOMMEND REVISION OF REZ2022-00032, DIGITAL GATEWAY NORTH, BY
REFERENCE TO THE FOLLOWING NECESSARY CONDITIONS**

ACTION: APPROVED

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of this land development application assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby recommend revision of REZ2022-00032, Digital Gateway North, by reference to the following necessary conditions:

1. Applicant demonstrates through viewshed studies using accepted professional standards and methodologies that there will be no significant adverse visual impact to the Manassas National Battlefield Park at the final building heights; and
2. Applicant proffers to use nonreflective, earth-tone facades chosen in consultation with County staff on any and all building facades that are visible to the public from locations outside the property; and
3. Applicant proffers to follow all recommendations resulting from Phase I, Phase II, and Phase III studies (as applicable) submitted to the County and curate with the County all artifacts, field records, laboratory records, photographic records, and other records recovered and produced as a result of the investigations and excavations undertaken in connection with Phase I, Phase II, and Phase III studies; and
4. Applicant proffers that in the event any heretofore unknown archaeological sites are discovered during land disturbance they will consult with the County on the potential preservation of the site and if preservation is not feasible will recover artifacts and curate them with the County; and
5. Applicant proffers that it will permit the County Archaeologist or their designee to enter the property to conduct archaeological research at the latter's expense, on any sites indicated by Phase II studies; and

6. Applicant proffers to delineate the boundaries of, preserve, appropriately fence, and guarantee public access to any cemeteries in accordance with the standards set forth in Section 32-250.110 of the Prince William County Code in effect as of this date; and
7. Applicant proffers that any human remains discovered during site activity will be handled in accordance with federal, state, and local laws and regulations regarding the removal and reinterment of such remains; and
8. Applicant proffers not to engage in any land disturbance in the area between Sudley Road and the unnamed tributary of Lick Branch; and
9. Applicant proffers that it will permit the County Archaeologist or their designee to enter the area between Sudley Road and the unnamed tributary of Lick Branch to conduct archaeological research at the latter's expense; and
10. Applicant proffers to permit the County to place relevant historical markers and educational/interpretative information in the area between Sudley Road and the unnamed tributary of Lick Branch, to provide a route for public access to the site in consultation with the County's Office of Parks, Recreation, and Tourism, and to permit public access at reasonable hours to the site; and
11. [FROM RES. NO. 23-065] Applicant conducts an archaeological delineation of the Marble Slave Cemetery and conducts archaeological Phase II evaluations for archaeology sites 44PW2131 and 44PW2132; and
12. [FROM RES. NO. 23-066] Applicant conducts a noise study to evaluate impacts to cultural resources within and adjacent to the rezoning footprint including proposed Thornton School Interpretative learning center, Marble Hill Slave Cemetery, and Manassas National Battlefield Park. The study should provide a well sourced analysis of impact to the MNBP visitor experience, whether on guided or self-guided tours, if noise is not appropriately attenuated. Measurements (dBA) and projections should include all buildings and substations as proposed in rezoning package. The study should cite all relevant noise and sound analyses performed and documented by the National Park Service and the Manassas National Battlefield Park and include the 2017 Manassas National Battlefield Park Acoustic Monitoring Report. This studies' results should include voluntary enforcement compliance plan for enforcement of noise violations, including revocation of occupancy permits.

August 8, 2023
Regular Meeting
Res. No. 23-068
Page 3

Votes:

Ayes: by acclamation

Nays: None

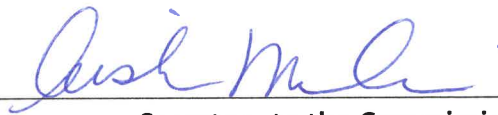
Abstain: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST: _____



Secretary to the Commission

MOTION: KULICK

**August 8, 2023
Regular Meeting
Res. No. 23-075**

SECOND: PEARSALL

RE: FOR REZ2022-00036, COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1, REZ2022-00032, DIGITAL GATEWAY NORTH AND REZ2022-00033, DIGITAL GATEWAY SOUTH, RECOMMEND VIEWSHED ANALYSIS TO INCLUDE MAY 10, 2010, MANASSAS BATTLEFIELDS VIEWSHED STUDY

ACTION: APPROVED

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of pending land development applications assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby for REZ2022-00036, Compass Datacenters Prince William County Campus 1, REZ2022-00032, Digital Gateway North and REZ2022-00033, Digital Gateway South, recommend viewshed analysis to include May 10, 2010, Manassas Battlefields Viewshed Study.

Votes:

Ayes: Burgess, Davis, De Pue, Dodge, Kulick, Pearsall and Reddick

Nays: Brickley, Green, Henson, Kastens, Moser and Porta

Abstain: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST:



Secretary to the Commission

Proffer Issues/Deficiencies, PW Digital Gateway North

1. **Proffer Statement, Exhibit A: Transportation Infrastructure Improvements Concept Plan & Phasing.** This document should not be for “illustrative purposes only”; rather, it should be in strict conformance or substantial conformance. The Applicant is encouraged to revise the proffers rectify this issue.
2. **Proffer Statement, Exhibit B: Prince William Digital Gateway Master Corridor Plan.** This document should not be for “illustrative purposes only”; rather, it should be in strict conformance or substantial conformance. The Applicant is encouraged to revise the proffers rectify this issue.
3. **Proffer Statement.** The proffer statement gives the Applicant significant flexibility to make substantive changes to the project after Board of County Supervisor approval. It also provides County staff with significant authority to approve substantive changes to the proffer statement. Neither the Applicant nor Staff should be permitted to make decisions which could be in the nature of a legislative decision, rather than ministerial/administrative interpretation/implementation of the proffers. The Applicant is encouraged to revise the proffers rectify this issue.
4. **Proffer Statement.** The proffer statement and the date on the MZP do not coincide with each other. The proffer references August 25, 2023; however, the MZP is dated August 25, 2022. This proffer should be revised to ensure a consistent date between the proffers and the date on the MZP.
5. **Proffer 2(ii): Prohibited Uses.** Prohibiting “Solar Energy Facility” may be in conflict with Proffer 39.2. The Applicant is encouraged to revise the proffers rectify this issue.
6. **Proffer 3: Use Parameters.** Based on the Applicant’s intent, this proffer should be revised as follows: “Should the location and/or extent of a public facility changes, or a new public facility added, and such facility is determined not to be in substantial conformance with the MZP and these Proffers, then the change and/or addition shall be permitted upon approval of a separate Public Facility Review or Special Use Permit without a requirement to amend the MZP or these Proffers.”

If the substations are not in substantial conformance, they should be kicked back to the SUP process and not the PFR process, as they are not in the Data Center Opportunity Overlay District. Staff does not support a waiver of the SUP requirement for any substations not in substantial conformance with the MZP.

7. **Proffer 3: Use Parameters.** Staff recommends removal of “restaurants” and “restaurants (carry-out)”. The use, Cafeteria/lunchroom/snack bar/automat, already allows these other uses based on what the proffer is requesting. These two uses being included creates the

appearance that the use may be more intense than being requested.

8. **Proffer 3: Use Parameters.** Staff recommends removal of “recreation facility commercial (indoor)”, as recreation facility for employees will cover what the applicant is requesting and is allowed in the Zoning Ordinance. Additionally, revision will give the Applicant more flexibility as it allows outdoor uses.
9. **Proffer 3: Use Parameters.** In the first paragraph it is not clear where the second sentence is ending; fix typo/punctuation. In last sentence, who determines “substantial conformance”? Also, in last sentence, add “be” before “added”.
10. **Proffer 3(g): Use Parameters.** The Applicant should delete “primarily” like in other provisions throughout the proffers.
11. **Proffer 3(h): Use Parameters.** The Applicant should delete “primarily” like in other provisions throughout the proffers.
12. **Proffer 5: Floor Area Ration.** This proffer provides allowances for a transfer of FAR without expressly calling out the transfer between Land Bays. The proffer states, “...at no greater than an overall 0.30 FAR.” Which means the FAR can be above 0.30 FAR in any Land Bay for this rezoning, as long as the overall FAR is not greater than 0.30 FAR. As it is written, the Applicant could max out any single land bay at the maximum FAR permitted in the O(H) Zoning District, and the other land bays could be lower than 0.30.

For example, Land Bay A could be at 1.20 FAR, if Land Bay B had 0 FAR, if Land Bay C had 0 FAR, and if Land Bay D had 0 FAR. With this scenario the overall FAR would be 0.30 FAR; however, this does not meet the CPA policy.

To remedy this issue, the Applicant is encouraged to specify a FAR transfer maximum that ensures no single land bay develops above 0.57 FAR and still allows the transfer of undeveloped square footage from one land bay to another.

13. **Proffer 5: Floor Area Ratio.** Proffer 5 and Proffer 55 provide advanced density credits. Having both proffers is redundant and may lead to confusion/double counting at site plan. The Applicant is encouraged to remove one of the proffers. Also, advanced density credits are permitted under Section 32-201.40 of the Zoning Ordinance. Please refer to that section of the Zoning Ordinance in this proffer to ensure that the County requirements are being met or exceeded. Currently the advanced density credit proffer is less restrictive than the Zoning Ordinance and is confusing, this should be revised. Below are important aspects of the Ordinance that appear to be missing from the proffer consideration.

(d) An advanced density/intensity credit shall be computed as follows:

(1) The advanced density/intensity credit shall be allowed only for the developable area of the lot or parcel that is to be divided and conveyed.

(2) The lot or lots or parcels to which the advanced density/intensity credit may later be applied shall be abutting or adjacent to the lot or parcel for which the advanced density/intensity credit is calculated. If the residual lot or parcel is later sold, or subdivided in accordance with the provisions of section 32-210.40.2, the lot(s) or parcel(s) would still be entitled to any advanced density/intensity credit.

(3) A advanced density/intensity credit can only be applied for once; however, subsequent conveyances are not precluded from being made to the County.

(4) Procedural guidelines to apply for an advanced density/intensity credit are available in the Planning Office.

14. **Proffer 5(a): Floor Area Ratio.** Proffer 5(a) should be revised as follows: "Tabulation. As part of each final site plan submitted for the Property, the Applicant shall provide a tabulation indicating the development status of the Property to include a listing of all building(s) constructed to date and their associated gross floor area ("GFA") and relationship to the overall maximum permitted FAR **associated with each land bay.**"
15. **Proffer 7(c): Height.** Proffer 7(c) should be revised to state who the building elevations are being provided to.
16. **Proffer 8: Federal Aviation Administration.** Add "County Department of" before "Development Services". Also, in the last sentence, should it also be a condition of approval?
17. **Proffer 9(a): Pre-Construction Information Distribution.** In the last sentence of this proffer the applicant should add "and/or structure(s)" at the end of the sentence.
18. **Proffer 9(b): Construction Hours.** Staff is concerned with the reduction in outdoor construction lighting, as written it is likely unenforceable.
19. **Proffer 11: Curation.** The Applicant should clarify "final" site plan approval in last sentence.
20. **Proffer 13: County Archeology Research.** In the first sentence, who "selects"? Last sentence should be deleted in its entirety or needs to be revised to clarify that nothing in that sentence shall be interpreted to prevent or prohibit the County from complying with any (i) any applicable federal, state, or County law, regulation, code, or ordinance, including but not limited to, the Virginia Freedom of Information Act, (ii) any court order, and/or (iii) any lawfully issued subpoena.
21. **Proffer 14: On-Site Archeological Monitoring During Grading Activities.** Please be advised that "reasonably acceptable" is a difficult standard to apply and enforce. Change "will" to "shall".

22. **Proffer 15: Civil War Cemetery Study.** The Applicant should clarify “final” site plan approval in first sentence. The Applicant should delete “proposed”. Also, in the last sentence, when and how will the results be provided?
23. **Proffer 16: Unanticipated Discovery of Cultural Resources or Human Remains.** This proffer should be revised to state “no later than at the time of final site plan”, omit the usage of the term “first”.
24. **Proffer 17: Reinterment of Human Remains.** The Applicant should change “federal and state laws” to “federal, state, and County laws, ordinances, codes, regulations, and requirements. Who “recommends” reinterment? What happens if parties cannot reach agreement on “mutually deemed appropriate”?
25. **Proffer 18: Preservation of Cemeteries.** In the first unnumbered paragraph, the Applicant should change “must” to “shall” (to be consistent, unless it’s intended to mean something different). What “governing Commonwealth of Virginia guidelines” apply? Clarify “final” site plan. Delete “relevant”.
26. **Proffer 19: Architecture and Building Materials.** Proffer 19 is unclear as to the timeframe that the Planning Director must review the submitted building elevations. It appears only two weeks are being given. If so, staff has concerns about this timeframe, and feels it should be extended. Additionally, to whom are the building elevations being submitted to?
27. **Proffer 19: Architecture and Building Materials.** The Applicant should add “(6)(c)(iv) after “32-700.30”.
28. **Proffer 19(c): Non-Reflective and Earth Tone Façade Colors.** The Applicant should delete “proposed”. What happens if parties cannot reach agreement on “mutually deemed appropriate”? The Applicant should omit the following commentary in the proffer, “*as previously approved by the Planning Director.*” Also, staff doesn’t support the Planning Director being permitted to approve changes to proffered elements based on their own subjective decision. If the Planning Director or other County staff are approving changes, it should be based on clear, expressed, objective criteria. Omit this provision. Also, the County cannot regulate sign content. Proffer 19(c) is unclear as to the timeframe that the Development Services must review the submitted building facades. It appears only two weeks are being given. If so, staff has concerns about this timeframe, and feels it should be extended.
29. **Proffer 19(c): Signage.** This proffer allows for signage that does not coincide with the County’s Zoning Ordinance. Specifically, “*The Applicant shall limit any branded and trademarked company identity banner/signage that is part of the façade and façade accent colors to a maximum of 30 percent of each applicable front façade and a maximum of 15 percent of each applicable side façade.*” The Applicant is encouraged to revise the proffer to conform to the Zoning Ordinance standards for signage amounts and sizes. While it is understood the Applicant’s broader reason for their proposed language, which is intended to permit the red

inverted L that is part of the QTS trademark building design, the way this proffer is written provides the ability for signage to be provided that does not conform to the Zoning Ordinance. The Applicant is encouraged to revise the proffer to specifically call out the red inverted L in the architectural elevations, and then revise the proffer to limit signage in conformance with the Zoning Ordinance.

30. **Proffer 20: Building Footprints.** This proffer establishes “general conformance” with building footprints and land bays as shown on pages 40-45 of the Master Corridor Plan (MCP); however, the proffer allows a lot of adjustments to building footprints and size. The proffer gives the Applicant significant flexibility to make substantive changes to the project after Board of County Supervisor approval. Staff does not support this proffer and encourages the Applicant to revise it to provide less flexibility and more assurances to the County and the public about the proposed site layout. While the Applicant’s response letter provides a compelling argument, such a decision to not require the information required by the Zoning Ordinance would need to be made by the BOCS with a waiver approval; rather, than lobbying staff.

The Applicant is encouraged to revise the proffer to be more definitive, i.e., “strict conformance”. Also, Proffer 20 references general conformance to the MCP; however, the Proffer Statement has the MCP as being for “illustrative purposes only”. This appears to be in conflict.

31. **Proffer 20: Building Footprints.** Additionally, this proffer should be revised to correctly reference the pages associated with the Master Corridor Plan (MCP) that are applicable to QTS layout of the buildings. The proffer currently lists pages 40-45; however, it appears it should be pages 42-47.
32. **Proffer 25(c): On-site Lighting.** Proffer 25(c), this should not be stated, as it is already a requirement of the Zoning Ordinance.
33. **Proffer 25(d): On-site Lighting.** Proffer 25(d) contains a typographical error in the spelling of “utilize”. Please revise.
34. **Proffer 26: Master Landscape Plan (MLP).** The proffer as written provides problematic timeframes for the MLP, which are not agreeable to the County, such as a 60 day review period to provide comments to the Applicant after initial submittal of the MLP. Additionally, the automatic approval of the MLP if the Applicant is unable to obtain approval from the Planning Director after 4 meetings, or 120 days since the initial submittal of the MLP. Automatic approval of the MLP is not something the County can agree to, nor is the truncated review period being proffered.

Also, staff doesn’t support the Planning Director being permitted to approve changes to proffered elements based on their own subjective decision. If the Planning Director or other County staff are approving changes, it should be based on clear, expressed, objective

criteria. The Applicant is encouraged to omit this provision.

Clarify who receives for MNBP and Conway Robinson? What happens after comments are provided? It doesn't appear the Applicant is required to even consider the comments, let alone agree with them. Staff doesn't support this proffer as written; it provides the Applicant with too much authority and bypasses any meaningful input.

35. **Proffer 26(b): Master Landscape Plan Implementation.** This proffer should be revised to omit the term "predominantly" and replace it with the term "only". Also, the Applicant should change from "of" to "if".
36. **Proffer 27: Soil Compaction.** The Applicant should clarify what "shall incorporate applicable note(s)" means and how it's enforced. Change "will" to "shall".
37. **Proffer 29: Maintenance of Landscape and Facilities.** Proffer 29, the last sentence should be revised as it is confusing.
38. **Proffer 30: Open Space.** This provision appears to incorporate properties that are not part of this specific rezoning. This proffer statement is not enforceable on other properties unless those properties are subject to this rezoning and their owners/agents sign the proffers.
39. **Proffer 30(a): Protected Open Space.** The Applicant should clarify "final" site plan.
40. **Proffer 30(a)(i): Natural Open Space.** Proffer 30(a)(i) should be revised to reference Part 100 instead of Article 1. Also, please clarify what "public or private amenities" means.
41. **Proffer 30(a)(ii): Restored Open Space.** What does "except as provided herein" mean in the last sentence?
42. **Proffer 30(e): Modifications to Location of Open Space.** Staff is not ok with the Applicant having significant flexibility to change open space locations and dimensions. If it is to remain, the proffer should be revised to include a caveat that the proffer doesn't apply to required buffers or supplemental buffers.
43. **Proffer 31(c)(ii): LOD Encroachments Permitted by the DCSM/Utilities.** Proffer 31(c)(ii) does not appear to contain a trigger, additionally how is compliance to be determined. This proffer appears very hard to enforce.
44. **Proffer 31(a): Demolition and Removal of Existing Structures and Driveways Outside the LOD and Slated for Removal.** The Applicant should fix typo "ore".
45. **Proffer 31(b): LOD Encroachments.** Inclusion of "good faith effort" makes this proffer non-quantifiable and not enforceable. Correct "Department of Environmental Management".

46. **Proffer 31(c)(ii): Utilities.** Inclusion of “good faith, best efforts to coordinate” makes this proffer non-quantifiable and not enforceable. This proffer provides no assurances that the utilities will not be located in Protected Open Space areas and/or Wildlife Corridors; rather, proffer language utilized is non-committal, *“The Applicant shall use good faith, best efforts to coordinate with and encourage all applicable utility providers (Dominion Energy, NOVEC, Washington Gas, etc)...”*
47. **Proffer 32: Reforestation.** The Applicant is encouraged to spell out all acronyms during the first use of the term in each portion of the proffers. For instance, PIP is first spelled out in proffer 36; however, the acronym was first utilized in proffer 32.
48. **Proffer 32(c): Two-Year Reforestation Maintenance Plan.** In first sentence “To” should be “to”. In last sentence, clarify who determines supplemental planting is satisfactorily completed.
49. **Proffer 36(c): Stormwater Management Concept Plan.** Staff is not comfortable with the proffer as written, as staff can only “review and comment”, i.e., applicant is not required to agree. Clarify “final” site plan in last sentence.
50. **Proffer 36(d): PIP.** As currently drafted this provision will likely be difficult to enforce.
51. **Proffer 36(e): SWM Facilities.** The Applicant should delete “proposed”.
52. **Proffer 37: Wildlife Corridors.** The proffer should be revised to also include Land Bay C and Land Bay D, as these land bays contain portions of the wildlife corridor.
53. **Proffer 38: Data Center Cooling.** The Applicant should clarify what “other similar technology” means.
54. **Proffer 39: Sustainability Measures.** The Applicant should clarify “final” site plan. Staff does not support the Sustainability Officer being given authority to approve changes to proffered elements based on their own subjective decision. If the Sustainability Officer or other County staff are approving changes, it should be based on clear, expressed, objective criteria. Also, the Applicant is encouraged to revise the proffer to ensure all interior and exterior lighting is LED. Currently the proffer ensures a minimum of 65% of this lighting is utilized.
55. **Proffer 39: Sustainability Measures.** Proffer 39 appears to be unenforceable by the County.
56. **Proffer 40: Natural Surface Trail.** The Applicant is encouraged to remove “extent possible”, as this verbiage makes this provision difficult to enforce.

57. **Proffer 41: Environmental Programs and/or Ownership for Open Spaces.** As currently drafted, this provision is not enforceable.
58. **Proffer 41(a): Establishment of Environmental Programs.** Proffer 41(a) should be revised to delete the following text: “either on its own or in partnership with governmental and/or nongovernmental agencies and organizations (e.g., Northern Virginia Soil & Water Conservation District, etc.), or corporate foundations/entities, as appropriate.” Also, the uses listed in Proffer 41(a) should be included as proposed uses under Proffer 2.
59. **Proffer 41(b): Conveyance of Open Space.** The Applicant is encouraged to revise Proffer 41(b) to omit the following text: “either prior to or subsequent to establishment of the Environmental Programs in any such Land Bay”. Who is the easement granted/conveyed to?
60. **Proffer 42: Noise Attenuation.** Staff is unsure whether or not the County Staff being charged with enforcement have the required knowledge, experience, and expertise to apply and enforce these noise attenuation proffers.
61. **Proffer 42(a): Noise Levels.** The Applicant should not cross reference or incorporate Noise Ordinance provisions because it is separate and distinct from the proffers and Zoning Ordinance. All applicable provisions should be included in this proffer.
62. **Proffer 42(a): Noise Levels.** Staff is concerned that this proffer appears to prohibit protection for new CHRSS outside. The Applicant is encouraged to revise this proffer to cover all CHRSS.
63. **Proffer 42: Noise Attenuation.** This proffer should account for any potential reduction in the noise standards. Typically, the noise ordinance is not permanently regulated via proffers.
64. **Proffer 42(b): Sound Studies.** To clarify, any additional mitigation is entirely dependent on the Applicant’s consultant. Does the County receive a copy of the consultant’s report? If yes, what does staff do with it? I’m concerned that in the last sentence, without additional clear, objective criteria, staff would making a subjective decision regarding noise impact mitigation which is a decision that the Board of County Supervisor should make. The Applicant is encouraged to revise the proffer to provide additional clear and objective criteria.
65. **Proffer 42(c): Emergency Operations.** What does “emergency operations” mean?
66. **Proffer 42(c): Emergency Operations.** Staff has contacted DEQ about the “emergency operations” proffer and it appears there is no clearly defined period of time in their regulations that sets a timeline or limits the duration for emergency operations. However, the DEQ permitting process for emergency generators does provide limits to the number of hours each emergency generator can operate, which is based on air permit emission thresholds.

Staff has concerns that this proffer is being provided to mitigate/limit the noise from

emergency generators by limiting their duration of use, but the only limiting factor to their use is emission standards and permitting of the generators. If DEQ's regulations for emission thresholds change, or if the generators themselves emit less pollution, or if legislation is enacted to permit the generators to run longer, then the duration of emergency generators usage could be expanded. These variables make it hard to determine the effectiveness of this proffer to mitigate/limit the noise from emergency generators. The Applicant is encouraged to revise the proffer to provide specificity regarding the duration of emergency generator use. The Applicant is encouraged to revise the proffer to define a time frame, such as, a maximum of ___ days in a month, or some other defined period of time to limit the usage of all emergency generators onsite cumulatively. The Applicant is also encouraged to revise the proffer to ensure that all emergency generators onsite are considered and their impacts are addressed cumulatively, and not each individual generator separately.

67. **Proffer 43: Electric Substations.** The Applicant is encouraged to revise Proffer 43 to omit the following text: "consist of transmission voltage switching, transformation equipment and other associated NOVEC facilities, with NOVEC substation poles" This proffer should be revised to not define electric substations, nor define the end user.
68. **Proffer 46: Roadway Network Improvements.** For Proffer 46, who signs off on the use of these funds? For the first unnumbered paragraph – suggest including language stating that the applicant agrees all roadway network improvements are required by its application.
69. **Proffer 46(b): Phase 0.** Is "Approved Use" defined?
70. **Proffer 46(e)(4): Phase III.** The Applicant should identify by property(s), not rezoning number. Correct "PWDOT" to "PWCDOT".
71. **Proffer 47(b): Dedication of Right-of-Way for Road Network Improvements.** In the last sentence, the Applicant should change "proposing to construct" to "constructing".
72. **Proffer 51: Authorization.** This proffer should be revised to make it clear that Sanitary Sewer Pump Stations and Water Storage Tanks are not subject to this proffer. Section 32-201.13 of the Zoning Ordinance, Sanitary Sewer Pump Stations and Water Storage Tanks require a fully PFR public hearing and review before Planning Commission. While the Applicant's response letter to staff states there are no water storage tanks or sanitary sewer pump stations being requested, the proffer provides for "extension and construction of water and sewer lines and facilities necessary to serve the Property...". Staff believes this language is problematic and could be argued that if a Sanitary Sewer Pump Station and/or a Water Storage Tanks was ever required for the extension and construction of water and sewer lines and facilities necessary to serve the property, that the PFR process would be satisfied and/or bypassed with this provision.
73. **Proffer 53: Expansion of Water Quality Monitoring Program.** As currently drafted, this provision is not enforceable. Also, in the first sentence, staff is not ok with the applicant

having significant flexibility to change water and sewer facilities, i.e., “generally as shown”?

74. **Proffer 53: Expansion of Water Quality Monitoring Program.** Proffer 53 appears to be a non-enforceable proffer. It is suggested that this proffer be removed or strengthened. If it remains the PC and BOCS need to understand this is not a real tangible commitment.
75. **Proffer 54(c): County’s Eminent Domain Policy.** The Applicant should delete “despite its good faith best efforts to do so”. Staff is not ok with the proffer that the applicant can continue to develop even if ROW and easements for required improvements are not obtained. “While other mitigation measures are pursued” is likely not legally enforceable.
76. **Proffer 57: Buffers and Supplemental Landscape Areas.** Staff does not support this proffer as written, as it leaves too much unknown about the fate of the proposed landscaping, buffering, reforestation, and tree save areas (open space areas). As written, if any of the utility companies decide to locate the utilities, including the transmission lines, in locations where the Applicant proposes reforestation, buffer, tree save, or landscape areas, which constitute open space areas proposed throughout the proposal. Such utility requirements will supersede the landscaping being proposed. Thus, the Applicant will not be required to comply with reforestation, buffer, tree save, or landscaping requirements, and the mitigation efforts of these open space improvements will be lost. It is extremely probable that these areas will be the path of least resistance for the utility companies to locate the utilities, thereby negating the mitigation efforts these areas provide.

The Applicant is encouraged to proffer that utility routes will be located in the development envelope and out of sensitive environmental areas such as RPA, steep slopes over highly erodible soils, floodplains, wetlands, other Environmental Resource areas, proposed Wildlife Corridors and proposed landscaping, buffering, reforestation, and tree save areas. Also, it should be revised to only permit limited perpendicular crossings of these areas. Also, the proffer should be revised to provide contingency language that if these areas are disturbed more than by permissible perpendicular crossings that additional areas shall be provided to makeup the lost areas. The Applicant is also encouraged to clearly label all proposed power line transmission corridors on the MZP and ECA.

77. **Proffer 60: Extension of Time.** Staff does not support this proffer. This proffer should be deleted in its entirety. Without additional clear, objective criteria, staff would be making a subjective decision(s) which should be made by the Board of County Supervisor, not staff.
78. **Proffer 61: Successor and Assigns.** It is suggested that this proffer be removed, as this statement is true by nature of proffers.
79. **Proffer 62: Counterparts.** It is suggested that this proffer be removed, as this statement is true by nature of proffers.

80. **Proffer 63: Modifications and Waivers.** “To allow that shown on the MZP” appears to be missing language.
81. **Proffer 63(d): Modifications and Waivers.** This modification is not formatted correctly. The Applicant should state the standard being modified or waived. Section 32-402.23(3) is not the provision that regulates public facilities or outdoor cultural arts center. Rather, Cultural Arts Center is by-right. The Zoning ordinance does not specify indoor or outdoor related to that use.
82. **Typographical clarification.** All monetary proffers that are proposed to go to the Board, should be revised to clearly articulate that these go to the Prince William Board of County Supervisors. Notably, the last version of the proffers clearly stated, “Prince William Board of County Supervisors”, why was this changed?

Additional Proffer Comments From Various Review Agencies

83. Various review agencies have provided review comments on the 4th submittal of the proposal. Many of these reviewers have provided additional feedback on specific proffers. Please see Attachment G in the staff report.

**SUSTAINABILITY COMMISSION RESOLUTION****MOTION:****September 28, 2023****SECOND:****Regular Meeting****RES. No. 23-X**

RE: SUSTAINABILITY COMMISSION RECOMMENDATIONS ON CRITICAL INFORMATION REQUIREMENTS TO SUPPORT DECISIONMAKING ON ENERGY-INTENSIVE COMMERCIAL BUILDINGS

ACTION:

WHEREAS on November 17, 2020, the Prince William County Board of Supervisors (Board) adopted Climate Mitigation and Resiliency goals:

- Reducing greenhouse gas (GHG) emission to 50% below baseline 2005 levels by 2030
- Achieving 100% renewable electricity in Prince William County Government operations by 2030
- Becoming a Climate Ready Region and making significant progress to be a Climate Resilient Region by 2030
- Sourcing 100% of PWC's electricity from renewable sources by 2035
- Achieving 100% carbon neutrality in Prince William County Government operations by 2050.

WHEREAS, MWCOG developed a GHG inventory for PWC, covering a base year of 2005, plus 2012, 2015, and 2018 (the most recent year available), indicating that PWC's emissions increased 19% between 2005 to 2018, to achieve PWC's 50% GHG reduction goal, we will need to reduce emissions by 58% compared to 2018 levels. Current levels are probably higher than 2018 levels, requiring even greater proportional cuts.

WHEREAS, the Commercial Energy sector made up 30% of the County's GHG emissions in 2018, and 35% of the County's GHG emissions in 2020.

WHEREAS, we anticipate that it will take aggressive actions to attain the renewable energy and resilience goals.

WHEREAS, Dominion Energy's 2023 Integrated Resource Plan (IRP) projects the data center industry's power use in their territory will quadruple over the next 15 years (from 2767 MW to 11000 MW), reaching up to 40% of Dominion's load.

WHEREAS, a load forecast published in 2023 by grid operator PJM shows that NOVEC projects its data center demand to rise from about 400 MW in 2022 to 4000 MW by 2028 and 8000 MW by 2034.

WHEREAS, the Virginia Clean Economy Act requires that the two major utilities in the state produce 100% renewable energy by 2050, thereby phasing out all existing natural gas and coal generation facilities.

Whereas, the PWC Board of County Supervisors passed [CPA2021-00004 PW Digital Gateway Board of County Supervisors Res. No. 22-508 \(pwcva.gov\)](#), which states in part:

The PW Digital Gateway Special Study Area provides an opportunity to encourage development which provides world-class sustainability initiatives which prioritize the environmental, social, and fiscal impact of development.

The Board has endorsed energy goals which are significant. In order to meet those goals, the below policies are necessary mitigation of the proposed land uses. Proposed development will impact production of greenhouse gases and the below policies are to provide mitigation of these impacts and will help the County reach the greenhouse gas emission goals endorsed by the Board.

DGSU POLICY 1: Encourage development with the Study Area to be a steward of world-class innovation and sustainability implementing a variety of sustainability initiatives aimed at environmental protection, reducing carbon emissions and energy conservation.

DGSU 1.1 Data centers are encouraged to utilize a variety of sustainability initiatives such as:

a) ...

c) Onsite renewable energy such as solar power. (...)

DGSU 1.3 Encourage data center buildings to meet energy efficiency design and operation standards, such as the Design PUE (Power Utilization Effectiveness) or Green Globes. Individual data center buildings and/or the office components are encouraged to pursue LEED-Core and/or Shell or other, similar programs related to building design and construction techniques. Equivalency to these standards is an acceptable alternative to actual certification.

DGSU 1.4 - Data center operators are encouraged to purchase clean energy through Power Purchase Agreements (PPAs) or renewable energy certificates (RECs).

DGSU 1.5 - Encourage the use of less carbon intensive or carbon neutral energy generation for backup generation systems.

WHEREAS, the PW Digital Gateway is one of the largest economic development projects ever considered in Prince William County, and it is also one of the most energy intensive. Whereas, to the best of the knowledge of the Sustainability Commission, information has not been submitted by the applicants or developed by the Planning Office on the GHG emissions, fossil/renewable energy mix, and climate resilience implications of the PW Digital Gateway, and this information would be vital in determining whether the rezoning would have a material effect on the County's abilities to attain its climate mitigation and climate resiliency goals.

THEREFORE, BE IT RESOLVED that

- Prior to making a determination on whether to approve the PWDG rezonings, the Sustainability Commission recommends that county staff develop information on the GHG emissions, fossil/renewable energy mix, and climate resilience implications of the PW Digital Gateway, and their effect on the feasibility of attaining the climate mitigation and climate resiliency goals.
- The SC recommends that an up-to-date listing of all data centers operational, approved but not yet operational, and pending approval is prepared by county staff.
- The SC recommends that Planning Staff and Planning Commission consider this listing of data centers, and the impact of data center growth in the County's Commercial Energy GHG emissions.
- The SC recommends that Planning Staff and Planning Commission review how the rapid increase in data center development in the County, and subsequent GHG emissions, coincides with the stated Climate Mitigation and Climate Resilience goals set forth both by the BOCS and the VCEA.
- In light of the above, the SC recommends that Planning Staff, the Planning Commission, and the BOCS consider strengthening the Sustainability Initiatives set forth in the rezoning proffers for the PWDG, to move closer to becoming "world-class sustainability initiatives" that the CPA set forth. The SC recommends that all initiatives set forth in the CPA be considered, especially those dealing with energy, such as "Incorporate other innovative technologies to reduce power consumption" and "Onsite renewable energy such as solar power".

Votes:

Ayes:

Nays:

Absent from Vote:

Absent from Meeting:

ATTEST:

CLERK OF SUSTAINABILITY COMMISSION



MATCH SHEET TC-1.0

THIS EXHIBIT IS FOR INFORMATION PURPOSES
ONLY AND SUBJECT TO CHANGE WITH FINAL
DESIGN

INTERSECTION 2:
[CONVERT TO TYPE III DIRECTIONAL CROSSOVER]

INTERSECTION E:
PROPOSED U-TURN CROSSOVER

INTERSECTION 3:
RTE. 234 AT PAGELAND LANE
SHIFT PAGELAND C/L EAST TO MEET SIGNAL SPACING
REQUIREMENT

INTERSECTION F:
RTE. 234 AT KYLE WILSON WAY

LEGEND

- PROPOSED ELONGATED ARROW MARKING
- PROPOSED ELONGATED WORD MARKING
- PROPOSED CONCRETE SIDEWALK MEDIAN
- PROPOSED ASPHALT TRAIL
- 80' LANDSCAPE BUFFER
- PROPOSED PAVEMENT
- PROPOSED / RECLAIMED GREEN SPACE

DRAWING SCALE		DATE	
0	100'	REV. 1	04.13.2023
0	200'	REV. 2	04.24.2023
0	400'	REV. 3	

TRANSPORTATION INFRASTRUCTURE IMPROVEMENTS

CONCEPT PLAN
Sully Road (Ite. 234)
Prince William County, Virginia

☐ THESE IMPROVEMENTS ARE NEW / SULLY ROAD / WASHINGTON DC / 20304 / 7/10/2024/REV.3

☒ 225 Sanders Lane / Sully 750 / Alexandria VA / 22304 / 7/10/2024/REV.3

☒ 4091 Lane Brook Drive / Sully 200 / Glen Allen VA / 22150 / 8/14/2019/REV.1

PROJECT NO. 2024-001

TC-1.1

MATCH SHEET TC-1.2

MATCH SHEET TC-1.1

THIS EXHIBIT IS FOR INFORMATION PURPOSES
ONLY AND SUBJECT TO CHANGE WITH FINAL
DESIGN

LEGEND

- PROPOSED ELONGATED ARROW MARKING
- PROPOSED ELONGATED WORD MARKING
- PROPOSED CONCRETE SIDEWALK MEDIAN
- PROPOSED ASPHALT TRAIL
- 80' LANDSCAPE BUFFER
- PROPOSED PAVEMENT
- PROPOSED RECLAIMED GREEN SPACE

DRAWING SCALE		DATE	
0' = 1" (C/S)	240' (CAB)	REV. 1	04.24.2023
		REV. 2	
		REV. 3	

TRANSPORTATION INFRASTRUCTURE IMPROVEMENTS

CONCEPT PLAN
Sudley Road (Ite. 234)
Prince William County, Virginia

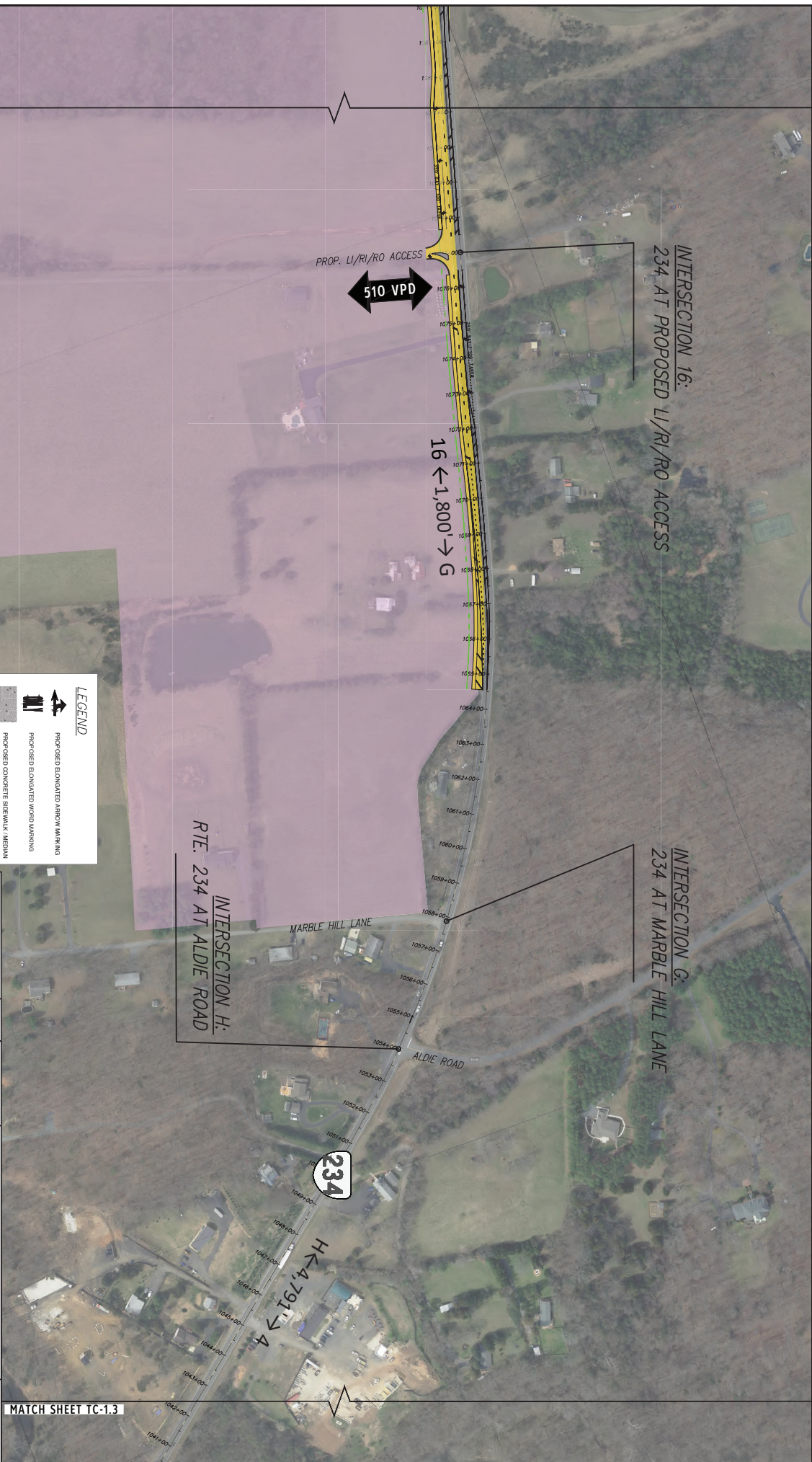
225 Benetters Lane / Suite 200 / Alexandria VA / 22304 / 703.684.3442
4814 Leigh Road / Suite 550 / Fairfax VA / 22033 / 703.773.5393

4893 Lake Brook Drive / Suite 200 / Glen Allen VA / 23060 / 804.642.0778

PROJECT NO. 39-96-001

TC-1.2

MATCH SHEET TC-1.3



MATCH SHEET TC-1.2

THIS EXHIBIT IS FOR INFORMATION PURPOSES ONLY AND SUBJECT TO CHANGE WITH FINAL DESIGN

LEGEND

- PROPOSED ELONGATED ARROW MARKING
- PROPOSED ELONGATED WOOD MARKING
- PROPOSED CONCRETE SIDEWALK MEDIAN
- PROPOSED ASPHALT TRAIL
- 80' LANDSCAPE BUFFER
- PROPOSED PAVEMENT
- PROPOSED RECLAIMED GREEN SPACE

0 100 200

0' 100' 200'

DATE

REV.1

REV.2

REV.3

04.13.2023

04.13.2023

CONCEPT PLAN

CONCEPT PLAN

CONCEPT PLAN

225 Berkeley Lane / Suite 350 / Alexandria VA / 22304 / 703.684.3442

4814 Leigh Road / Suite 550 / Fairfax VA / 22033 / 703.773.5593

4897 Lake Brook Drive / Suite 200 / Glen Allen VA / 23160 / 804.342.0778

TRANSPORTATION INFRASTRUCTURE IMPROVEMENTS

CONCEPT PLAN

225 Berkeley Lane / Suite 350 / Alexandria VA / 22304 / 703.684.3442

4814 Leigh Road / Suite 550 / Fairfax VA / 22033 / 703.773.5593

4897 Lake Brook Drive / Suite 200 / Glen Allen VA / 23160 / 804.342.0778

PROJECT NO. 2098-001

TC-1.3

INTERSECTION 1:
RTE. 234 AT GOLDFINCH DRIVE

INTERSECTION 4:
RTE. 234 AT GUM SPRING ROAD
MODIFY EXISTING TRAFFIC SIGNAL

GOLDFINCH DRIVE

GUM SPRING ROAD



MATCH SHEET TC-2.0

THIS EXHIBIT IS FOR INFORMATION PURPOSES ONLY AND SUBJECT TO CHANGE WITH FINAL DESIGN

LEGEND

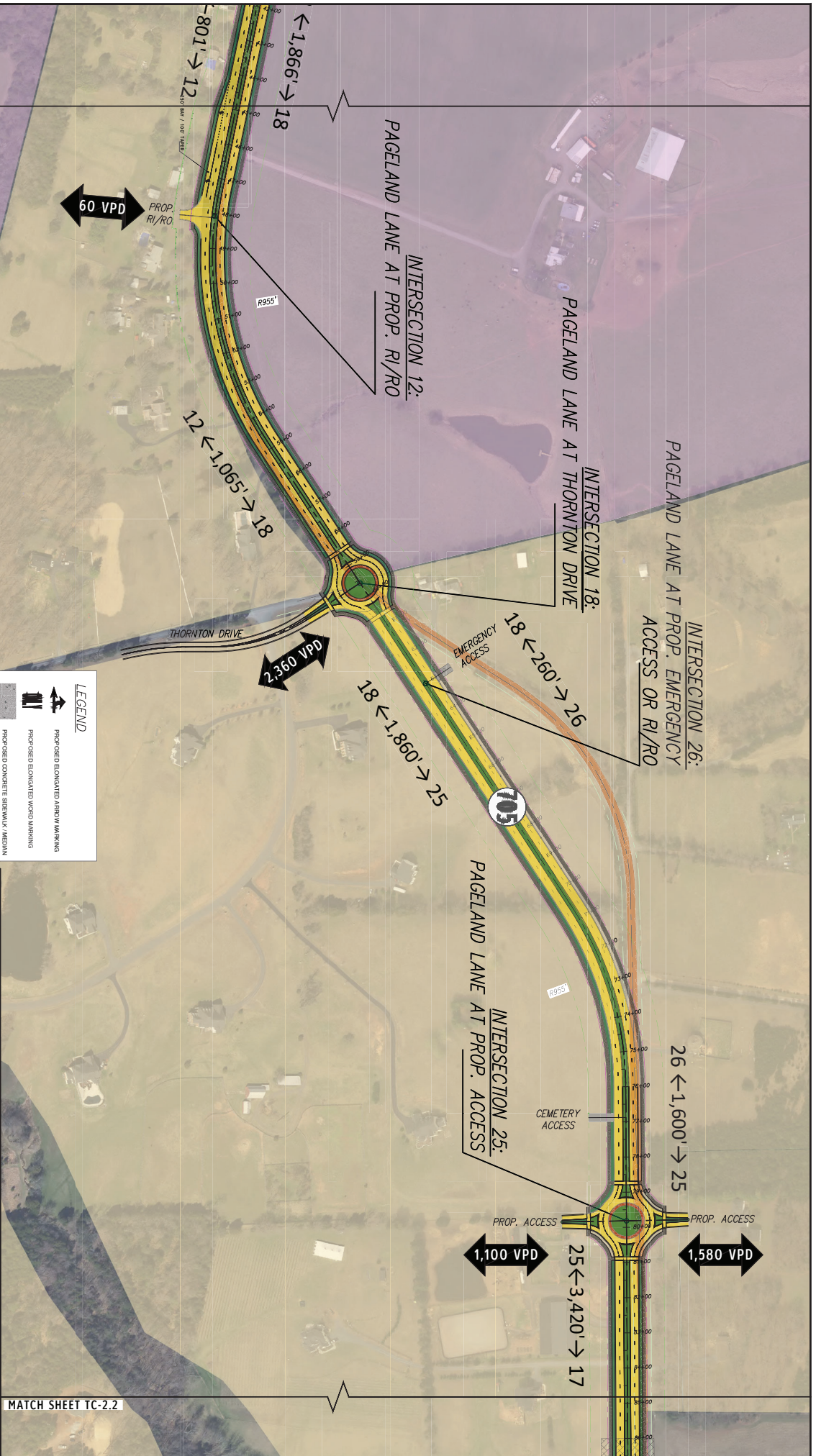
- PROPOSED ELONGATED ARROW MARKING
- PROPOSED ELONGATED WORD MARKING
- PROPOSED CONCRETE SIDEWALK MEDIAN
- PROPOSED ASPHALT TRAIL
- 80' LANDSCAPE BUFFER
- PROPOSED PAVEMENT
- PROPOSED / RECLAIMED GREEN SPACE

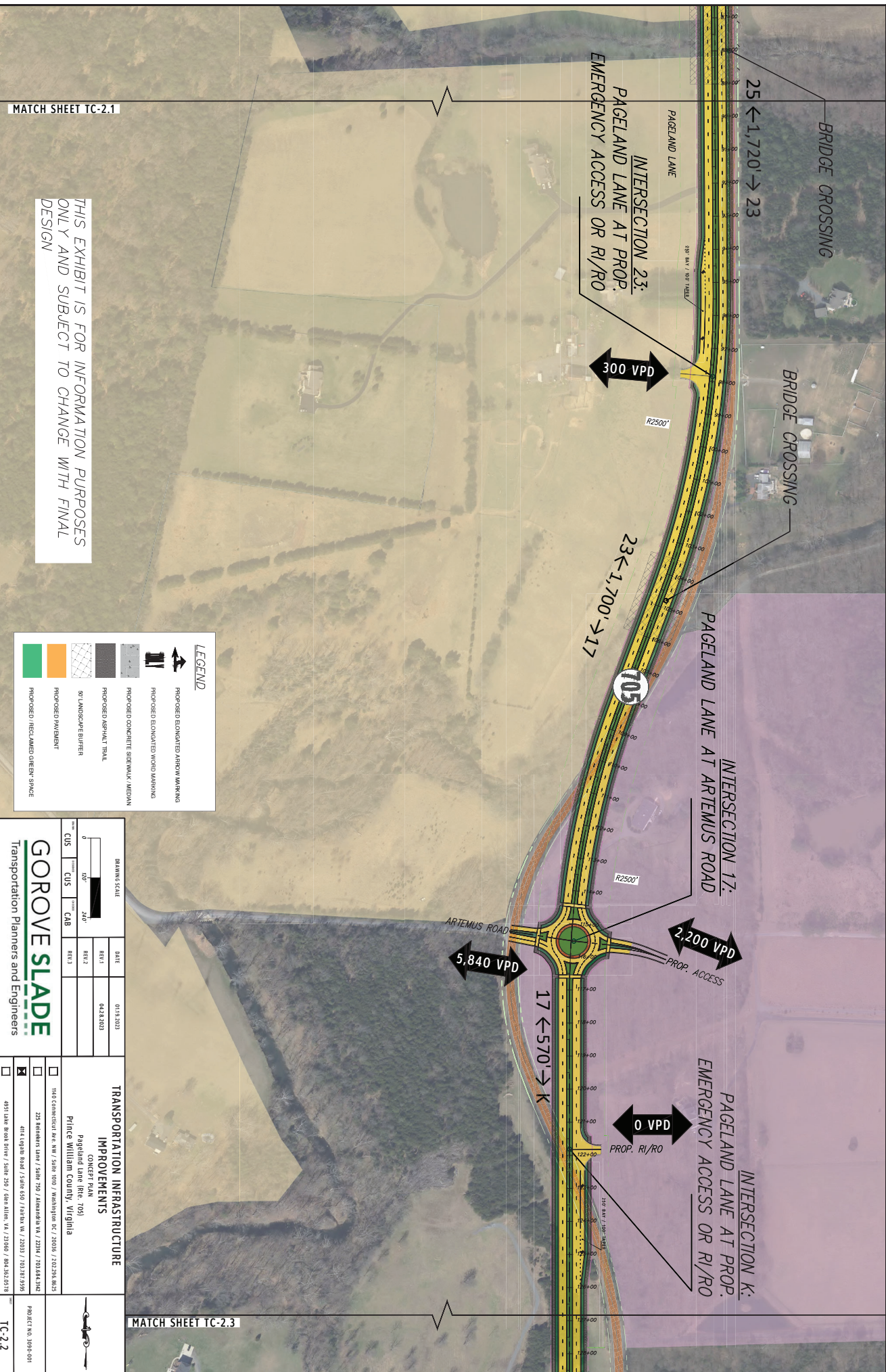
DRAWING SCALE		DATE	04.12.2023
0	100'	REV.1	04.12.2023
0	200'	REV.2	
0	400'	REV.3	

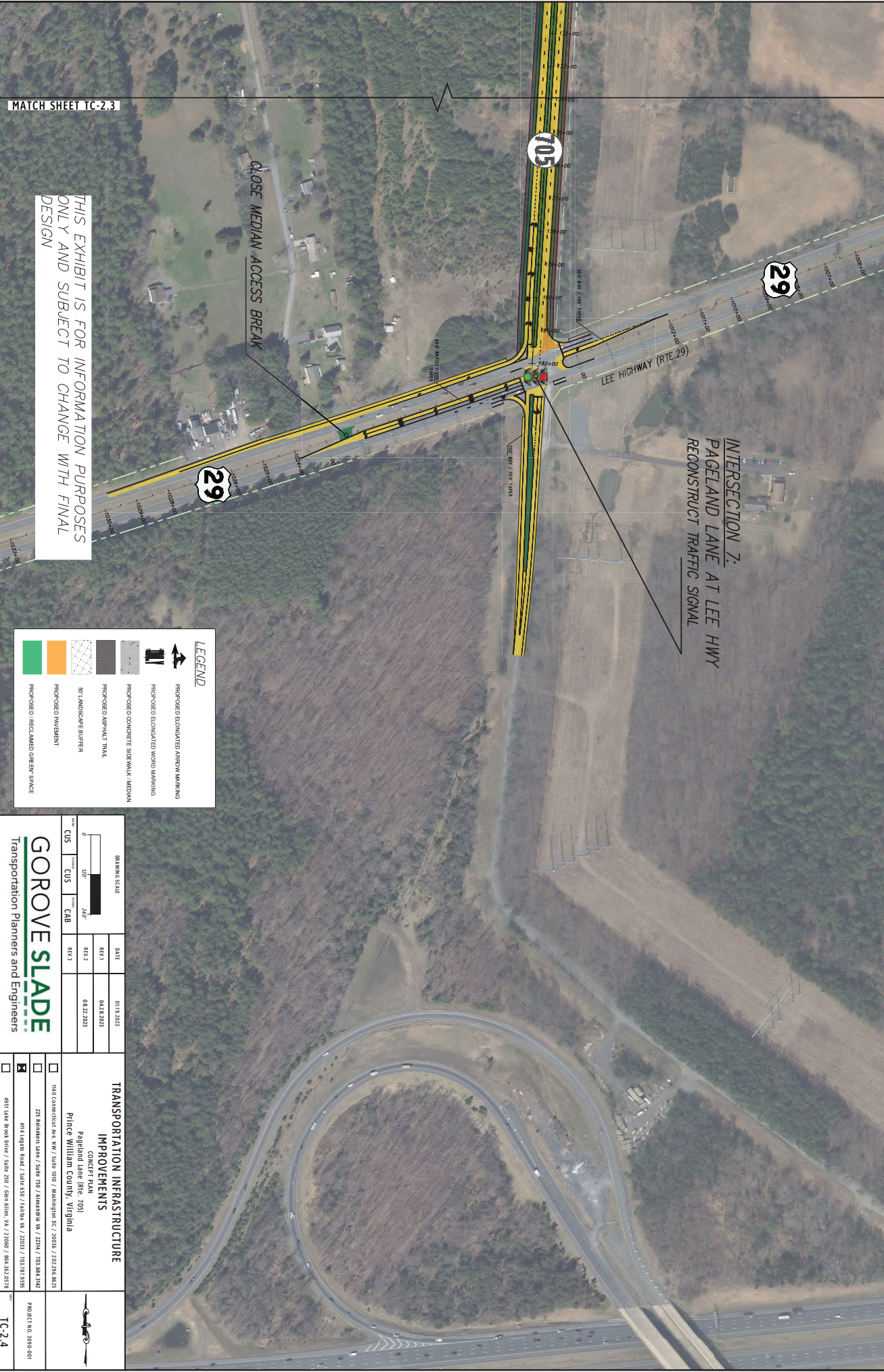
GOROVE SLADE
Transportation Planners and Engineers

TRANSPORTATION INFRASTRUCTURE IMPROVEMENTS		PROJECT NO. 19-96-001
CONCEPT PLAN Pageland Lane (Rte. 705) Prince William County, Virginia		
<input type="checkbox"/> THE CONCEPT PLAN WAS SUBMITTED TO THE BOARD OF SUPERVISORS / 2023 / 7/23/2023 (REV.1) <input type="checkbox"/> 225 Belvidere Lane / Suite 350 / Alexandria VA / 22304 / 703.684.3442 <input checked="" type="checkbox"/> 4815 Lotts Road / Suite 550 / Fairfax VA / 22033 / 703.773.5293 <input type="checkbox"/> 4893 LANE BRON DRIVE / SUITE 200 / GAITHERSBURG VA / 20878 / 866.424.0770		

MATCH SHEET TC-2.2







MATCH SHEET TC-2.3

THIS EXHIBIT IS FOR INFORMATION PURPOSES ONLY AND SUBJECT TO CHANGE WITH FINAL DESIGN

INTERSECTION 7:
PAGELAND LANE AT LEE HWY
RECONSTRUCT TRAFFIC SIGNAL

CLOSE MEDIAN ACCESS BREAK

LEGEND

- PROPOSED ELONGATED ARROW MARKING
- PROPOSED ELONGATED WOOD MARKING
- PROPOSED CONCRETE SIDEWALK MEDIAN
- PROPOSED ASPHALT TRAIL
- 80' LANDSCAPE BUFFER
- PROPOSED PAVEMENT
- PROPOSED RECLAIMED GREEN SPACE

DRAWING SCALE

0' 60' 120'

CUS CUS CAB

DATE	REV.
01.13.2023	REV. 1
04.13.2023	REV. 2
08.22.2023	REV. 3

TRANSPORTATION INFRASTRUCTURE IMPROVEMENTS

CONCEPT PLAN

Pageland Lane (Rte. 705)

Prince William County, Virginia

THE ENGINEERING FIRM: NVA / SUE / NVA / WASHINGTON DC / 2024 / 2025

225 Benetters Lane / Suite 300 / Alexandria VA / 22304 / 703.684.3442

4114 Leigh Road / Suite 500 / Fairfax VA / 22033 / 703.773.5393

4693 Lake Brook Drive / Suite 200 / Glen Allen VA / 23060 / 804.342.0778

PROJECT NO. 2024-001

TC-2.4