



PLANNING COMMISSION RESOLUTION

MOTION:

November 8, 2023

SECOND:

Regular Meeting

Res. No. 23-xxx

RE:

**REZONING #REZ2022-00036, COMPASS DATACENTERS PRINCE WILLIAM
COUNTY CAMPUS 1
GAINESVILLE MAGISTERIAL DISTRICT**

ACTION:

RECOMMEND DENIAL

WHEREAS, this is a request to rezone ±884.12 acres (collectively "Property") from A-1, Agricultural Zoning District, and SR-5, Semi-Rural Residential Zoning District, to PBD, Planned Business District, using the O(H), Office High-Rise District, O(F), Office/Flex District, O(M), Office Mid-Rise District, and M-2, Light Industrial Zoning District, to allow for a maximum of 11,555,200 square feet (no greater than an overall 0.30 floor area ratio ("FAR") of data centers and, free-standing non-HAZMAT assembly uses; public facilities, including electric substations; outdoor cultural arts centers; and ancillary and secondary uses limited to a maximum of ten percent (10%) of the total gross floor area ("GFA") for each building which includes such ancillary and secondary uses. The application also includes associated waivers and modifications, including a modification to data center building height limit; and

WHEREAS, the Property is comprised of 103 parcels, divided into eleven (11) land bays which are generally located on both the east and the west side of Pageland Lane, to the northwest of Manassas National Battlefield Park, northeast of Conway Robinson Memorial State Forest, east of Heritage Hunt Golf and Country Club, and approximately 1 mile north of Route 29/Lee Highway; and

WHEREAS, the Property is designated I-3, T/F, Technology/Flex with a T-3 Transect for density purposes, and POS, Parks and Open Space and a portion of the property is in the Environmental Resource Protection Overlay in the Comprehensive Plan. The site is also subject to the Comprehensive Plan Amendment, #CPA2021-00004, PW Digital Gateway; and

WHEREAS, the Property is zoned A-1, Agricultural, and SR-5, and is within the Airport Safety Overlay District, within the Airport Safety Overlay District (Approach Surface) and the Airport Safety Overlay District (Conical Surface) partially within the Resource Protection Area Overlay District, partially within the Dam Inundation Zone, and partially within the 100-year Flood Hazards Overlay (along the southern boundary), and within the 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 #REZ2022-00036, Compass Datacenters Prince William County Campus 1, subject to the 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 Peña
Clerk to the Planning Commission

PROFFER STATEMENT

January 19, 2023

Revised April 28, 2023

Revised August 25, 2023

**COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS I
REZ 2022-00036**

Applicant: H&H Capital Acquisitions, LLC

Property: 7499-44-3886, 7499-44-3150, 7499-43-2193, 7499-55-4720, 7499-55-1912, 7499-44-8686, 7499-55-8403, 7499-64-1457, 7499-54-6132, 7499-64-5227, 7499-53-4696, 7499-63-0595, 7499-44-8466, 7499-43-8370, 7499-64-1129, 7499-63-6178, 7499-44-7009, 7499-53-1462, 7499-53-4833, 7499-53-1320, 7499-63-1122, 7499-40-4412, 7499-40-7510, 7498-49-2831, 7498-49-2873, 7498-49-8156, 7498-59-1085, 7499-61-2050, 7499-61-1831, 7499-61-0903, 7499-60-0576, 7499-60-0754, 7499-60-0528, 7498-59-5979, 7498-69-0083, 7498-69-4389, 7498-59-1812, 7498-59-7717, 7498-69-2830, 7498-69-9942, 7498-79-2374, 7498-79-9567, 7498-89-1468, 7498-78-2271, 7498-79-9114, 7498-89-9349, 7498-88-0681, 7498-88-6189, 7498-98-2194, 7498-88-5864, 7498-98-5857, 7498-88-8729, 7498-88-0142, 7498-58-7523, 7498-68-4733, 7498-78-0732, 7498-88-0218, 7498-87-0698, 7498-77-2681, 7498-87-0965, 7498-67-5657, 7498-77-1839, 7498-39-2117, 7498-49-2407, 7498-28-2871, 7498-28-8254, 7498-38-7570, 7498-48-5560, 7498-58-1650, 7498-38-7916, 7498-47-8196, 7498-57-4280, 7498-57-6866, 7498-57-9653, 7498-37-9232, 7498-47-6936, 7498-56-6583, 7498-66-3583, 7498-76-0192, 7498-46-7192, 7498-36-4869, 7498-56-4551, 7498-36-5811, 7498-66-2816, 7498-35-3911, 7498-56-3513, 7498-34-5957, 7498-55-0077, 7498-35-9736, 7498-45-4762, 7498-55-3343, 7498-55-5732, 7498-44-2890, 7498-44-8461, 7498-54-2867, 7498-34-9430, 7498-43-0283, 7498-53-1385, 7498-54-8408, 7498-43-1428, 7498-43-6254, 7498-53-2739, 7498-65-5820 (collectively, the “Property”)

Existing Zoning: A-1, Agricultural and SR-5, Semi-Rural Residential

Proposed Zoning: PBD, Planned Business District

Magisterial District: Gainesville

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Sect. 32-700.30 of the Zoning Ordinance of Prince William County (the “Zoning Ordinance”) in effect at the time of this rezoning, the property owners and applicants, for themselves and their successors and assigns (collectively, the “Applicant”), hereby proffer that the development of the Property shall be in accordance with the following conditions (“Proffers”) if, and only if REZ 2022-00036 (the “Application”) is granted. If approved, these Proffers supersede all previous proffers approved for the Property. In the event that this Application is denied, these Proffers shall be immediately null and void and of no further force or effect.

The headings of the Proffers set forth below have been prepared for convenience or reference only and do 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 Property served by the improvement, unless a different phasing for such improvements is otherwise specified below in these Proffers.

References in these Proffers to plans and exhibits as binding on the Applicant are limited to Item A below, with all other plans and exhibits (including Items B, C and D below and the information contained therein) provided for illustrative purposes only:

- A. The Master Zoning Plan entitled “Compass Data Urban, Ltd., dated May 2022, revised through August 25, 2023, limited to the following sheets (the “MZP”):
 - Cover Sheet
 - Overall Land Use Plan (Sheet 02)
 - Master Zoning Plan (Sheets 03-07)
 - Misc. Notes & Details (Sheets 08-09)
- B. Master Corridor Plan entitled “Prince William Digital Gateway,” prepared by Land Design, dated January 2023, revised August 2023 (the “MCP”).
- C. Transportation Infrastructure Improvements Concept Plan, prepared by Gorove/Slade dated January 19, 2023, revised through April 28, 2023 (“Exhibit C”).
- D. Transportation Infrastructure Improvements Concept Plan & Phasing, prepared by Gorove/Slade dated January 19, 2023, revised through August 22, 2023 (“Exhibit D”).

USE & DEVELOPMENT

1. **Master Zoning Plan.** The Property shall be developed in substantial conformance with the MZP, subject to minor modifications permitted by the Zoning Ordinance and as further described below.

2. **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 residential dwellings and structures located on the Property may continue until the same is removed or replaced in accordance with these Proffers. Ancillary, secondary uses are limited to those listed as 2.E through 2.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. 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). Due to their location within the Planned Business District and their identification on the MZP and in these Proffers, except as otherwise provided in Proffer 48.A and Proffer 48.B, the public facilities identified on the MZP are deemed approved as public facilities and are not subject to separate public facilities review and determination or Special Use Permit. Notwithstanding the foregoing sentence, in the event the location and/or extent of a public facility changes, or a new public facility is added, and such facility is determined not to be in substantial conformance with the MZP and these Proffers, then the change and/or addition may be permitted upon approval of a separate Public Facility Review without need to amend the MZP or these Proffers.

- A. Data centers and accessory uses and structures;

- B. Public facilities including, but not limited to, streets, parks, electric substations, sanitary sewer pump stations, and natural gas gate stations;
- C. Freestanding assembly, as defined in Article I of the Zoning Ordinance, not to exceed one hundred twenty-five thousand (125,000) gross square feet, to be used solely by the Applicant, its affiliates, contractors, subcontractors, customers and similar entities in furtherance of the construction, operation and maintenance of the Development;
- D. Cultural arts centers (outdoor only);
- E. Office and conference facilities, provided that such facilities are for the use of employees and/or contractors of and visitors to the buildings comprising the Development (as defined below);
- F. Restaurants, restaurants (carry-out) and fast-food restaurants, provided that such facilities shall be restricted for the exclusive use of employees and/or contractors of and visitors to the buildings comprising the Development (as defined below);
- G. Recreation, commercial (indoor) uses, provided that such facilities are for the use of employees and/or contractors of and visitors to the buildings comprising the Development (as defined below); and
- H. Childcare centers and any associated outdoor play area, provided that such facilities are for the use of employees and/or contractors of and visitors to the buildings comprising the Development (as defined below) (collectively, the “Approved Uses”).

3. **Floor Area Ratio.** The Applicant may develop the Property in phases that include data centers, surface and structured parking, and other uses and structures as set forth in Proffer 2 above (collectively, the “Development”). The maximum floor area ratio (“FAR”) on the Property shall be 0.30. 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. As shown on the MZP, for ease of reference the Applicant has divided the Property into eleven (11) land bays (each a “Land Bay”) and reserves the right to modify, as part of final site plan approval, the size and configuration of one or more Land Bays and the boundaries thereof by up to 10% of the land area of each such Land Bay. Subject to the height limitations set forth in Proffer 5 below, the Applicant also reserves the right to develop one or more lots or Land Bays above 0.30 FAR and/or to transfer undeveloped square footage from one lot or Land Bay to another lot or Land Bay, provided (a) no single Land Bay develops above 0.57 FAR; and (b) any such transfer does not increase the overall square footage of, or the FAR, for the Development.

- A. **Tabulation.** As part of each building 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 (inclusive of which Land Bay (or portion thereof) in which such building(s) is located) and their

associated gross floor area as defined in the Zoning Ordinance (“GFA”) and relationship to the overall maximum permitted FAR. The tabulation also shall identify the reassignment of any GFA between or among Land Bays and shall be updated with each subsequent final site plan approved for the Property.

4. **Interim Development.** Pursuant to Section 32-404.05.1 of the Zoning Ordinance, the Applicant may develop by-right any portion of the Property within the LOD (as defined below) with parking lots and/or staging areas necessary to facilitate construction activities with approval of a final site plan.

5. **Height.** Pursuant to Section 32-400.03.2 of the Zoning Ordinance, the Applicant agrees that the maximum building heights for the Development shall not exceed the maximum building height for each Land Bay as more particularly described below. Height shall be measured based on the existing definition of height in the Zoning Ordinance in effect at the time of approval of this rezoning.

A. Rooftop structures shall include mechanical and equipment penthouses and all other roof structures, exclusive of elevator penthouses that do not exceed ten feet (10’) in height above the roofline, described in Section 32-400.03(3) of the Zoning Ordinance (the “Rooftop Structures”). The Applicant agrees to limit the height of buildings in the Development as follows:

1. Buildings and Rooftop Structures in Land Bay 1 shall not exceed the lesser of (i) three hundred ninety feet (390’) above mean sea level; or (ii) eighty-five feet (85’) in height measured from the finished slab as determined at the time of site plan, except as otherwise provided in Proffer 5.B below;
2. Buildings and Rooftop Structures in Land Bay 2 shall not exceed the lesser of (i) four hundred ten feet (410’) above mean sea level; or (ii) eighty-five feet (85’) in height measured from the finished slab as determined at the time of site plan, except as otherwise provided in Proffer 5.B below;
3. Buildings and Rooftop Structures in Land Bay 3 shall not exceed the lesser of (i) four hundred five feet (405’) above mean sea level; or (ii) eighty-five feet (85’) in height measured from the finished slab as determined at the time of site plan, except as otherwise provided in Proffer 5.B below;
4. Buildings and Rooftop Structures in Land Bay 4 shall not exceed the lesser of (i) three hundred sixty feet (360’) above mean sea level; or (ii) eighty-five feet (85’) measured from the finished slab as determined at the time of site plan except as otherwise provided in Proffer 5.B below;
5. Buildings and Rooftop Structures in Land Bay 5 shall not exceed the lesser of (i) four hundred five feet (405’) above mean sea level; or (ii) eighty-five feet (85’) in height measured from the finished slab as determined at the time of site plan except as otherwise provided in Proffer 5.B below;

6. Buildings and Rooftop Structures in Land Bay 6 shall not exceed the lesser of (i) three hundred sixty-five feet (365') above mean sea level; or (ii) sixty feet (60') in height measured from the finished slab as determined at the time of site plan; and
 7. Buildings and Rooftop Structures in Land Bay 7 shall not exceed the lesser of (i) three hundred fifty-five feet (355') above mean sea level; or (ii) sixty feet (60') in height measured from the finished slab as determined at the time of site plan.
- B. Notwithstanding the provisions of subparagraphs A(1) through A(5) above, the Applicant reserves the right to increase the maximum building height set forth in subparagraphs A(1) through A(5) above following completion of further viewshed analyses demonstrating, to the satisfaction of the Planning Director, in consultation with the Manassas National Battlefield Park Superintendent, that exceeding the maximum heights set forth in subparagraphs A(1) through A(5) above does not result in substantially greater visibility of the data center building(s) than that shown in the analyses submitted with this Application, provided that no building in Land Bays 1 through 5 shall exceed one hundred feet (100') in height measured from the average grade. Prior to site plan approval from Development Services, the Applicant shall submit building sections to ensure compliance with this Proffer.
 - C. Pursuant to Section 32-505.03 of the Zoning Ordinance, prior to issuance of construction permits, the Applicant shall consult with the Federal Aviation Administration, the Virginia Department of Aviation, or the Manassas Regional Airport board for determination of potential obstruction penetration.

6. **Building Footprints.** The Applicant shall design the layout of its buildings in each Land Bay in general conformance with the illustrative concepts shown on Pages 48 through 53 of the MCP with respect to (i) the general orientation of the building(s) within the "Building, Circulation, Substation, and Parking Envelope" as shown on the MZP for each Land Bay; (ii) the general location of the points of access to each Land Bay and accompanying pedestrian and vehicular circulation routes to and from the "Building, Circulation, Substation, and Parking Envelope" as shown on the MZP; and (iii) the extent of the LOD within each such Land Bay as more particularly set forth in these Proffers. 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.

7. **Construction Impact Management.** The Applicant shall address anticipated impacts of construction, which shall include the following:

- A. Pre-Construction Information Distribution. Prior to the commencement of construction of the first data center building for each Land Bay, the Applicant shall distribute written information to, and offer to hold a meeting with, the homeowner's associations or boards of Heritage Hunt and Catharpin Valley Estates, and the

Manassas National Battlefield Park Superintendent providing information regarding planned construction activities for the Development. Any such meetings may be held together or separately. The information shall include: (i) the anticipated phasing of construction; (ii) a preliminary schedule for each phase of construction; (iii) a preliminary plan for the routing of construction trucks; and (iv) 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. Outdoor Construction Hours. Outdoor construction activities, including construction 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 outdoor construction and reduce the use of outdoor construction site lighting outside of the designated construction activity hours provided in this Proffer 7.B. The Applicant shall post signs identifying such outdoor construction hours at all construction entrances on the Property. For the purpose of clarity, indoor construction activities shall not be subject to the outdoor construction hours provided in this Proffer 7.B.
- C. Construction Trucks. 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, 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 signs identifying such construction truck routes shall be posted at all construction entrances on the Property.

CULTURAL RESOURCES

8. **Phase II Analysis and Phase III Recovery.** The Applicant agrees to retain the services of a qualified professional archaeologist(s) and conduct one or more Phase II investigations, as recommended by the Phase I Study previously completed by the Applicant, of those portions of the Property the Applicant proposes to disturb (the "Phase I Study"). The Applicant shall complete archeological site evaluations of sites recommended for Phase II investigations that the Applicant proposes to disturb (each a "Phase II Study") and submit the results of the Phase II Study with the first submission of the final site plan for the area to be disturbed. Phase II Studies shall be carried out by a qualified archeologist and as approved by the County Archaeologist or their designee. Based on the recommendations of each Phase II Study conducted, and as necessary or appropriate, the Applicant shall either pursue preservation in place and/or conduct archeological data recovery (the "Phase III Data Recovery") and thereafter process any artifacts recovered from the Property, including completing interpretations and additional analyses of such artifacts. The Applicant shall

complete field work for the Phase III Recovery (as applicable) prior to final site plan approval for the building(s) or any grading in which the limits of disturbance area is within the identified boundaries of the recovery site. The data recovery report of the Phase III Recovery shall be completed within eighteen (18) months of the cessation of excavations or the issuance of the first building release letter for the first building in the Land Bay or section thereof, whichever comes first. The final scope of each Phase II Study and, as applicable, Phase III Data Recovery shall be determined in consultation with the County Archaeologist or their designee. The mitigation plan (data recovery plan) of the Phase III Recovery shall meet the standards set forth in the current version of the Virginia Department of Historic Resources (“VDHR”) Guidelines for Conducting Cultural Resources Survey in Virginia and also the Advisory Council on Historic Preservation (“ACHP”) Recommended Approach for Consultation on Recovery of Significant Information from Archeological Sites (<http://achp.gov/archguide.html#supp>).

9. **Curation.** Subject to property owner consent, as applicable and/or necessary, 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, any Phase III Data Recovery. Subject to property owner consent, as applicable and/or necessary, the Applicant shall turn over to the County any artifacts and records generated from the investigations and/or excavations within three (3) months following completion of the final report for the specific area or site. 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 the County’s standard 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. The Applicant shall demonstrate compliance with this proffer by providing written confirmation from the County Archaeologist prior to the issuance a building release letter for a given Land Bay or section of a Land Bay for which such curation is applicable.

A. County Archaeological Research. The Applicant shall permit the County Archaeologist or their designee to enter the Property to conduct archaeological research, at its own expense, on those sites identified for Phase II analysis that the Applicant proposes to preserve. The Applicant may request that, prior to the County Archaeologist or their designee accessing the Property, the excavations and research be coordinated with the Applicant so as not to affect the Applicant’s business and security. The Applicant is entitled to receive a copy of the results of the research.

10. **Onsite Archaeological Monitoring During Grading Activities.** During initial construction rough grading and excavation activities, the Applicant shall provide an onsite archaeologist, reasonably acceptable to the Planning Director or their designee, who will inspect areas of high and moderate potential for underground cultural resources to be found on the Property as the topsoil is removed and to identify any historically significant structures or graves that might be uncovered. The County Archaeologist or their designee shall be offered the opportunity to accompany the aforesaid onsite archaeologist.

11. **Unanticipated Discovery of Cultural Resources or Human Remains.** Prior to the issuance of final site plan 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 shall 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 Archaeologist, County Cemetery Preservation Coordinator, and VDHR for review and approval no later than at the time of first final site plan submission for the relevant Land Bay or portion thereof.

12. **Reinterment of Human Remains.** If the Applicant discovers human remains during cultural resource studies, or during land disturbance activities, the Applicant shall follow the procedures contained in the UDP and comply with all federal and state laws regarding the protection, evaluation, removal, treatment, 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 Archaeologist, 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 be in a location that is mutually deemed appropriate by the Applicant, the County Archaeologist, VDHR, and any identified descendent next-of-kin, and the Applicant shall delineate the boundaries of such burial location in accordance with applicable cemetery regulations and install signage or other features commemorating those persons who may be buried there. If consented to by the American Battlefield Trust, any land owned by the American Battlefield Trust and contiguous to the Manassas National Battlefield Park shall be included as one of the locations considered for reinterment.

13. **Preservation of Cemeteries.** Prior to final site plan approval for grading or development in the vicinity of each of the cemeteries identified on the MZP and located on the Property, the Applicant shall 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). Notwithstanding the cemetery buffers shown on the MZP, the Applicant shall, in consultation with the County Archaeologist or their designee and where feasible, accommodate an additional buffer around all or portions of each cemetery, provided such additional buffer does not conflict with Major Utility Easements or the planting or preservation requirements of the Protected Open Space standards set forth in Proffer 23 below. The Applicant shall erect a three (3)- to- four (4) -foot tall cemetery fence, as defined in Section 810.16 of the Design and Construction Standards Manual (“DCSM”), around the boundary of each cemetery. The fence shall be located on the interior edge of the cemetery preservation area and shall not be located within the cemetery preservation area. The Applicant shall grant a public access easement to each cemetery pursuant to the requirements of Section 32-250.110 of the Zoning Ordinance on the plat and associated deed as part of the first final site plan approval for the portion of any Land Bay containing or abutting such cemetery. The Applicant shall install at least one (1) sign at the fenced entrance to each delineated cemetery to provide identifying information about the same.

14. **Temporary Protection of Archaeology Site(s) and Cemeteries.** The Applicant shall erect temporary protective fencing and signage around delineated cemeteries and archaeology sites that either will be preserved or their artifacts recovered, all as mutually deemed appropriate by the Applicant and the County Archaeologist or their designee in accordance with the requirements of Section 32-250.110(A)(7) of the Zoning Ordinance. The Applicant shall maintain the temporary protective fencing and signage until such time as ground disturbance activities no longer pose a threat of disturbance to the cemetery and/or archeological site. The type of temporary protective fencing may include, but is not limited to, orange tree-saver fencing or a six foot (6') temporary chain link fence. The temporary protective fencing required by this proffer shall be shown on the final site plan containing any delineated cemeteries and archaeology sites that either will be preserved or their artifacts recovered. The Applicant shall coordinate removal of the temporary fencing with the County Archaeologist or his/her designee.

15. **Settlement and Thornton School Interpretive Site and Trailhead.**

- A. Construction and Installation of the Settlement and Thornton School Interpretive Site and Trailhead. As a result of the Phase I Study, the Applicant has identified a location in the northwest corner of the intersection of Pageland Lane and Thornton Drive that once may have contained an African American school and, possibly, other facilities or improvements. To protect and recognize this important historical and community asset, the Applicant shall install commemorative facilities/structures, such as an outdoor classroom, a ghost frame reconstruction of the Thornton School, and/or similar improvements, within the area of the Property identified as the "Settlement and Thornton School Interpretive Site and Trailhead," generally as represented on pages 16 and 17 of the MCP (the "Settlement and Thornton School Improvements"). The cost to the Applicant for the Settlement and Thornton School Improvements shall not exceed \$175,000.00, exclusive of the cost to provide a minimum of seven (7) public parking spaces, utilities, and other support infrastructure (the "Settlement and Thornton School Improvements Cost"), with any additional costs to be borne by the County based on the final scope of work agreed to by the Applicant and the County. The property on which the Settlement and Thornton School Interpretive Site and Trailhead is to be constructed shall be a minimum of two (2) acres in size. The Applicant shall design the Settlement and Thornton School Interpretive Site and Trailhead in consultation with the Prince William County Historical Commission and the County's Department of Parks, Recreation and Tourism, provided that in the event the Applicant is unable to reach agreement with the Prince William County Historical Commission and/or the County's Department of Parks, Recreation and Tourism on the design of the Settlement and Thornton School Interpretive Site after not less than three (3) meetings or one hundred eighty (180) days of consultation, the Applicant may proceed with a final design selected in its sole discretion. The final design of the Settlement and Thornton School Interpretive Site and Trailhead shall be included within the final site plan for the first building on Land Bay 3. Prior to issuance of the first occupancy permit for the first building constructed on Land Bay 3, the Applicant shall (i)

install/complete the Settlement and Thornton School Interpretive Site and Trailhead; and (ii) dedicate the Settlement and Thornton School Interpretive Site and Trailhead, inclusive of parking and access drives, in fee simple, to the County or, as directed, the County's Office of Historic Preservation as a public park. Following such dedication to the County or, as directed, the Office of Historic Preservation, the County or, as directed, the Office of Historic Preservation shall be responsible for the maintenance of the Settlement and Thornton School Interpretive Site and Trailhead. In the event the County or the Office of Historic Preservation elects not to accept a dedication of the Settlement and Thornton School Interpretive Site and Trailhead, the Applicant shall grant a public access easement over the same, provided that maintenance of the Settlement and Thornton School Interpretive Site and Trailhead shall remain the responsibility of the County following the installation/completion of the Settlement and Thornton School Interpretive Site and Trailhead by the Applicant.

COMMUNITY DESIGN

16. **Architecture and Building Materials.** The quality and character of the architectural design for the Development shall be in general conformance with the perspectives labeled as "Typical Compass Building Elevations" and shown on pages 38 through 41 of the MCP. Exterior materials for the Development may include, but will not be required and not limited to, precast or tilt-wall concrete panels, brick, masonry/stone, aluminum, steel, glass, metal paneling, cementitious paneling, composite insulated panels, vinyl and/or aluminum windows, provided that architectural details, roofs, and accents may include other materials as approved by the Planning Director or his/her designee. Compliance with this Proffer shall be evidenced with the submission of building elevations for review and approval by the Planning Director or their designee, at least two (2) weeks prior to the issuance of the building permit release letter. Any substantive changes to the design and/or materials shall be submitted to the Planning Director for review and approval. Such approval shall be based on a determination that the changes result in a building of similar or greater quality.

- A. Building facades that front on or have unobstructed, direct line of site from Manassas National Battlefield Park, if any, and the Heritage Hunt community shall be non-reflective and earth tone, including, but not limited to, dark green, grey, or dark brown in color chosen from a color palette that is mutually deemed appropriate by the Applicant and the Planning Director or their designee, except as otherwise allowed below. The Planning Director may approve other colors for buildings to which this proffer applies provided the Applicant demonstrates following completion of further viewshed analyses demonstrating, to the satisfaction of the Planning Director, that the materials shall facilitate the ability for the building facade to blend into the tree line or shall be screened by other buildings. Alternative paint colors or patterns may be utilized on rooftop screening, if any, facing the Manassas National Battlefield Park subject to approval by the Planning Director in consultation with the Manassas National Battlefield Park Superintendent or their designee.

- B. Principal building facades of any data center building(s) (which includes the office portion but 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:

1. Change in building height in accordance with Proffer 5;
2. Building step-backs or recesses;
3. Fenestration;
4. Change in building material, pattern, texture, color; or
5. Use of accent materials.

17. **Rooftop Telecommunications Equipment and Mechanical Units.** Rooftop mechanical equipment located on buildings that front on or have unobstructed, direct line of site from the Pageland Lane, Sudley Road, Artemus Road, and/or Thornton Drive right-of-way, the Manassas National Battlefield Park, or adjacent residential or agricultural designated areas shall be screened or enclosed to minimize visibility from such areas in accordance with Section 32-509.02(4)(B) of the Zoning Ordinance. Rooftop mechanical equipment not meeting the above criteria will not be required to be separately screened.

18. **Ground Level Mechanical Equipment.** Ground level mechanical equipment located so as to front on or have unobstructed, direct line of site from the Pageland Lane, Sudley Road, Artemus Road, and/or Thornton Drive right-of-way, the Manassas National Battlefield Park, or adjacent residential or agricultural designated areas, shall be screened in accordance with Section 32-509.02(4)(B) of the Zoning Ordinance by a visually solid/opaque fence, screen wall or panel, or other screening technique no less than twelve feet (12') in height and constructed with materials and colors compatible with those used in the exterior construction of the principal building. Ground-level equipment not meeting the above criteria or otherwise screened by a principal building, topography or vegetation shall not be required to be separately screened.

19. **Dumpster Locations.** Any dumpsters that are visible from public road rights-of-way or surrounding non-data center properties shall be screened using materials that are architecturally compatible with the building(s) they serve.

20. **Security Fence, Gates and Cameras.** Irrespective of the requirements of Zoning Ordinance Section 32-509.02(4)(D), 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. The design of any security fence may include black aluminum/steel or other metal no higher than ten feet (10') in height, provided that untreated chain link fencing or barbed wire fencing is prohibited along public and private street frontages. The Applicant reserves the right to use lesser materials for areas of any security fence that are not along a building's street frontage or otherwise visible from the Pageland Lane, Sudley Road, Artemus Road, and/or Thornton Drive public rights-of-way. Security fencing shall not be located within any required buffer yards or Tree Save Area (as defined below).

21. **Building and Parking Lot Lighting.** All freestanding parking lot lights shall have a maximum height of thirty feet (30') and shall have shielded cut-off fixtures that direct light downward and inward. In addition, all building-mounted lighting, if any, shall be cut-off fixtures directed or shielded in such a manner to prevent glare from projecting onto adjacent properties or public rights-of-way, but allow sufficient lighting for security and safety purposes.

LANDSCAPING, LIMITS OF DISTURBANCE, OPEN SPACE, AND TREE PRESERVATION

22. **Master Landscape Plan.** The Applicant shall submit a master landscape plan that provides for a coordinated and consistent pattern of landscaping throughout the Development (the "Master Landscape Plan"). The initial, conceptual landscape concepts along Pageland Lane are generally depicted on pages 20 through 31 of the MCP. The Applicant shall submit the Master Landscape Plan to the County Archaeologist and the County Arborist for review and approval within one (1) year of approval of this Application. The Applicant shall submit elements of the Master Landscape Plan pertaining to public rights-of-way and medians to the Manassas National Battlefield Park (the National Park Service), Conway Robinson State Forest (the Department of Forestry), Heritage Hunt, and Catharpin Valley Estates for review and comment. Following receipt of the elements of the Master Landscape Plan, the Manassas National Battlefield Park (the National Park Service), Conway Robinson State Forest (the Department of Forestry), Heritage Hunt, and Catharpin Valley Estates shall have sixty (60) days to provide any comments to the Applicant. The Applicant reserves the right, in consultation with the County Archaeologist and the County Arborist, to modify the Master Landscape Plan as part of final engineering and building design for each building and/or Land Bay (or portion thereof) or as part of the Pageland Lane final design provided such modifications provide a similar quality, quantity, size, and character of landscape plantings and materials as shown on the Master Landscape Plan. 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 of the Director of Public Works, defer installation of all or portions of the required landscape to the next available planting season to provide a better chance for its long-term survival. The Applicant shall provide design details based on the Master Landscape Plan for County review and approval as part of final site plan approval for each Land Bay (or portion thereof) and/or building.

- A. Implementation of Master Landscape Plan. The Master Landscape Plan shall address site preparation, including the removal of invasive species. The Applicant shall use native or acclimated, regionally appropriate species similar in type, quantity, and quality as that shown on Sheet 09 of the MZP 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 (spring, early summer, late summer, fall).
- B. 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.

- C. Soils in Landscaping Areas. To facilitate adequate expansion of tree and shrub roots to support healthy plants, all landscape areas, parking lot islands and buffers which have been subject to pavement and/or compaction shall have, prior to planting: (i) all foreign materials (asphalt, concrete, rock, gravel, debris, etc.) removed and the soil loosened to a depth appropriate for planned vegetation; and (ii) a top dressing 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 gravel, cinders, stone, slag, coarse, fragments, sticks, roots, trash, or other materials larger than 1-1/2 inch in diameter. The topsoil shall contain a minimum of 5% natural fine organic matter, such leaf mold, peat moss, or similar material. 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 on the Property. Locations and depths to gather the representative soil samples shall be accomplished by the Applicant under the direction of a qualified landscape architect selected by the Applicant in its sole discretion.
- D. Maintenance of Landscaping. The Applicant and/or subsequent owner of each Land Bay or building shall, except in the Tree Preservation and Amenity Areas (each as defined below), provide for continuous and ongoing maintenance of landscaping to minimize concealment or overgrown areas, 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, and non-native species control.
- E. Buffers Against Future Adjacent PBD Properties. In the event adjacent properties are rezoned to PBD and developed with data center and/or data center supporting uses compatible with the Development, the perimeter buffers required by the Zoning Ordinance and DCSM to be provided on the Property at its boundary with such adjacent properties may be removed and/or not provided.

23. Open Space. The Applicant shall develop the Property such that, upon completion of the Development, at least thirty-nine percent (39%) of the Property constitutes open space as more particularly defined and set forth below. Such open space shall be comprised of four (4) separate types: (i) Protected Open Space (as defined below); (ii) Pollinator Meadow (defined below) or pervious lawn area; (iii) open space under or over existing and/or future major utility easements greater than sixty feet (60') in width ("Major Utility Easements"); and (iv) open space areas within

each of the “Building, Circulation, Substation, and Parking Envelope” as shown on the MZP (items (i), (ii), (iii), and (iv) collectively being the “Development Open Space”). For the purpose of clarity, the Development Open Space is to be calculated cumulatively across the entire Property and not within individual Land Bays or portions thereof. As part of each building site plan submitted for the Property, the Applicant shall provide a tabulation showing the acreage and percentage of Development Open Space, Protected Open Space (as defined below) and Reforestation Area (as defined below) established or approved to date, inclusive of any Development 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 Property upon completion of the entire Development. The Applicant shall designate on each site plan for the Development 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 24 below) reduce the Applicant’s obligation to achieve thirty-percent (30%) Protected Open Space on the Property. Protected Open Space shall be comprised of:
1. “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 Development 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;
 2. “Restored Open Space” consisting of areas disturbed prior to or during construction of the Development that the Applicant restores to native or acclimated (non-invasive), regionally appropriate forest (“Reforestation”), enhanced landscape areas (as shown on the MZP), perimeter or roadway or internal buffers, meadows, and/or wetlands, which areas shall be protected from further disturbance except as provided herein. Of the total Restored Open Space to be provided across the entire Development, the Applicant shall provide a minimum of eighty (80) acres as Reforestation; and
 3. Environmental Resource Areas consisting of Federal Emergency Management Agency (FEMA) floodplain, FEMA flood Hazard, natural 100-year floodplains as defined by the DCSM, Chesapeake Bay resource protect areas, 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 as may be present on the Property.

- B. Pollinator Meadow and Pervious Lawn Areas. Pollinator Meadow and pervious lawn areas are included within the areas identified as “Potential Landscape, Seeded, or Pervious Area in Open Space” within the LOD (defined below) on the MZP (the “Seeded Pervious Area”). The Applicant shall install a minimum of 25% of the total Seeded Pervious Area acreage shown on Sheet 09 of the MZP as native, pollinator-supporting plant meadow (the “Pollinator Meadow”). 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. The Pollinator Meadow shall be shown on the public improvement plan (“PIP”) and/or final site plan for each Land Bay or portion thereof and/or building containing such Pollinator Meadow. The Applicant will bond completion of any Pollinator Meadow as part of approval of each PIP and/or final site plan containing a Pollinator Meadow and shall install the Pollinator Meadow no later than the next available planting season (March-May or September-November) after the approval of such PIP and/or final site plan. The Pollinator Meadow shall be maintained by the Applicant or successor property owners association or other entity to include protection from pesticides, replanting or reseeded 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. As part of final site plan approval for each Land Bay or portion thereof and/or building, the Applicant shall provide a tabulation indicating the total acreage of the Pollinator Meadow within such area of the Property to ensure compliance with this Proffer. The Applicant shall designate on each site plan areas that are to be maintained and/or established as Pollinator Meadow or pervious lawn areas;
- 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 “Building, Circulation, Substation, and Parking Envelope” on the MZP. Open Space areas within the “Building, Circulation, Substation, and Parking Envelope” 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 Development Open Space from that shown on the MZP, provided the Applicant provides the minimum percentages/acreage of (i) Development Open Space (39%); (ii) Protected Open Space (30%); and (iii) Reforestation upon completion of the Development.

24. **Limits of Disturbance.** The Applicant shall develop the Property in substantial conformance with the Limits of Disturbance (“LOD”) shown on the MZP, provided that the Applicant may encroach upon and/or 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 Slated for Removal. The Applicant shall demolish and remove existing structures and driveways located outside of the LOD identified for removal 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 stabilize such areas with grasses, complete reforestation, and/or plant as buffers or enhanced landscape areas, all 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 driveways and structures 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 of the 1:1 tree replacement is subject to review and consultation with the County Arborist and shall be shown on the final site plan submittal for the affected building and/or Land Bay.
- C. LOD Encroachments Permitted by DCSM. The Applicant shall conduct any land disturbances outside of the LOD pursuant to Sections 740 through 742 of the DCSM, as may be amended, including:
 - 1. SWM Facilities/BMPs. The Applicant may install and/or expand SWM Facilities (defined below) and BMPs (defined below) (and to include such facilities in its calculations and credits), Reforestation, wetlands, wetlands mitigation, stream restoration, and supplemental plantings outside of the LOD in accordance with the standards of the DCSM.
 - 2. Utilities. The Applicant may 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, outside of the LOD in accordance with the standards of the DCSM. The Applicant shall make a good faith effort 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.

3. Passive Recreation Facilities. The Applicant may install and maintain passive recreation facilities, such as exercise stations, gazebos, picnic tables and benches, fire pits, fencing, lighting, supplemental landscaping, or other similar facilities, for purposes of creating and promoting a cohesive campus 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.
4. Public and Private Roadways. The Applicant shall be permitted to install and construct public roads and private roads and driveways outside of the LOD in accordance with the standards of the DCSM.
5. Dead or Dying Trees and Noxious Vegetation. The Applicant may remove dead or dying trees and noxious vegetation located outside the LOD in accordance with the standards of the DCSM.

25. **Reforestation.** The Applicant shall provide Reforestation as part of its Development Open Space on the Property in accordance with these Proffers and in the locations shown as “Potential Reforestation Area in Open Space” on the MZP; provided, however, that the Applicant reserves the right to modify and/or relocate the Proposed Reforestation Area locations as part of PIP and/or final site plan approval, provided 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 set forth in DCSM Section 802.21(E) for the reforestation area(s) identified on such plan (the “Reforestation Plan”). The Applicant shall implement the approved Reforestation Plan and shall provide plantings at a density of six hundred fifty (650) trees per acre, twelve inches (12”) to eighteen inches (18”) 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. Within the Reforestation Plan, the Applicant shall include a maintenance plan (the “Reforestation Maintenance Plan”), the duration of 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 Urban Forester before such treatment occurs. At the end of the Reforestation Maintenance Period the Applicant and the County Urban Forester 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 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 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.
- D. Minimum Reforestation Area. Notwithstanding the Applicant’s right to modify and/or relocate the Proposed Reforestation Area locations as part of PIP and/or final site plan approval as provided in this Proffer 25, the Applicant shall provide a minimum of eighty (80) acres of Reforestation across the Property as set forth above.

26. **Land Erosion and Siltation During Construction.** The Applicant shall provide enhanced erosion control measures beyond current DCSM standards during construction including, but not limited to, the use of the polymer polyacrylamide 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.

27. **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 for the Development. The Tree Preservation Plan shall be in accordance with the elements outlined in the DCSM Plant Selection Guide, Paragraph III. All tree preservation measures for the Tree Save Areas shall be clearly identified, labeled, and detailed on the erosion and sediment control plan sheets and Tree Preservation Plan.

28. Implementation of Tree Save Areas.

- A. Tree Preservation/Pre-construction Meeting: Prior to the commencement of grading work for each building or other improvement to be constructed on the Property, 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 Watershed Site Inspector to review the LOD and the Tree Preservation Plan. 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 both the Applicant and the Watershed Site Inspector.
- B. Site Monitoring. The 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 monitor tree preservation measures throughout construction of the applicable building or improvements. Throughout the Phase 1 erosion and sediment control activities, the Project Arborist shall provide quarterly reports of its site monitoring efforts pursuant to this Proffer 28.B to the County Arborist. Once the Phase 1 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

29. 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/or manufactured Best Management Practices (“BMPs”) (collectively, the “SWM Facilities”). The SWM Facilities 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/BMP practices (other than tree box filters) that achieves the volume reduction as specified in the VA Stormwater BMP Clearinghouse and is deemed to be acceptable by the Environmental Management Division of Public Works. 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 PIP and/or final site plans for development of each Land Bay, or part thereof, or other improvements. 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 that the Applicant shall provide a minimum of one (1) BMP/LID per building, as demonstrated at the time of submission of each PIP or final site plan. The Applicant shall install the SWM Facilities concurrently with the 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 its equivalent for the associated building(s).

- A. 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 the County for review and approval as part of the first site plan for the Development. The Applicant may submit changes to the SWM Concept Plan for the County’s review and approval as part of each subsequent site plan submitted for the Development.
- B. 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 the Property before pursuing the use of offsite 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.”
- C. Subject to 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.
- D. The Applicant shall not locate SWM Facilities within perennial stream corridors within the Development that are proposed to be maintained as part of the Development.

30. **Wildlife Corridors.** The Applicant shall designate and maintain a wildlife corridor through portions of Land Bays 1, 1A, 2, 5, 5A, 6, 6A and 7 in substantial conformance with the locations shown on the MZP and identified as part of the “Approx. Wildlife Corridor” (the “Wildlife Corridor”) to accommodate the movement of wildlife through and around the Property.

The Wildlife Corridor shall consist of a combination, inclusive of, but not necessarily limited to, open land, undeveloped land, reforested areas, tree preservation areas, enhanced landscaping, and/or stream valley no less than three hundred feet (300') in width, provided that the dimensions may be reduced in location(s) where the Wildlife Corridor crosses roadways. The Applicant may collocate and provide the Stream Valley Trail and other Site Amenities within the Wildlife Corridor. In recognition of the need to convey both storm runoff and wildlife under existing and/or planned roadways, the Applicant shall design and construct roadway underpasses (or comparable) for the Wildlife Corridor, which are labeled on the MZP as "Approx. Wildlife Crossing Location" using either dual, corrugated, open bottom metal arches or Conspan structures with a minimum clearance of twelve feet (12'). The façade(s) of any Conspan structure(s) for wildlife crossings shall use architectural treatments consistent with the character and quality of the image shown on page 32 of the MCP. The final alignment and location of the Wildlife Corridor and crossing locations shall be determined in coordination with the Watershed Management Branch as part of the PIP and/or final site plan approval for the portion of the Wildlife Corridor shown on such plan.

31. **Data Center Cooling.** The Applicant shall not use groundwater, surface water withdrawals, or surface water discharges to cool the data center buildings on the Property.

32. **Green Globes Design for Office Uses.** The Applicant shall design and construct the office portion of any data center building constructed on the Property to be generally equivalent to/with the sustainability standards of the Green Globes program maintained by the Green Building Initiative (or another comparable rating system as agreed upon by the Applicant and the Planning Director or the County's Environmental and Energy Sustainability Officer), provided that actual certification to such standard is not required.

33. **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, in consultation with the County's Environmental and Energy Sustainability Officer, specific Sustainability Measures into the applicable site plan or building documents, provided that a minimum of four (4) sustainability measures are provided for each building and/or within each Land Bay (or portion thereof), as applicable.

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

1. Minimize impervious areas and provide enhanced landscaping within development Land Bays;
2. Use onsite renewable energy such as solar power;

3. Use onsite detention facilities to irrigate landscaping and buffer areas;
4. Use solar power for aeration of water retention;
5. Provide a minimum of two (2) electric vehicle (“EV”) charging stations per data center building;
6. Use LED fixtures for all interior lighting;
7. Use LED fixtures for all exterior lighting;
8. Recycle construction material waste as accepted by recycling markets;
9. Use heat reflective roofing materials on data center building roof;
10. Use sustainable building materials in the construction of the data center building;
11. Capture and use reclaimed water for non-potable use;
12. Trap and reuse heat sources to the maximum extent possible;
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. Implement 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 building to operate below the 1.5 PUE (Power Utilization Effectiveness) standard;
16. Purchase clean energy through Power Purchase Agreements or renewable energy certificates; or
17. Select back up generation systems which utilize less carbon-intensive or carbon neutral energy generation in consultation with the County’s Environmental and Energy Sustainability Officer.

OPEN SPACE AND TRAIL NETWORK

34. **Multi-use Trail in the Green Corridor.** Subject to issuance of any required County,

state, or federal permits and/or approvals, the Applicant shall design and construct a multi-use, natural surface trail to be maintained by the County generally as shown on the MZP and page 9 of the MCP and labeled thereon as “Natural Surface Trail” (the “Stream Valley Trail”). The Stream Valley Trail shall be a minimum of five feet (5’) in width as required by the Prince William County Trail Standards Manual. The Stream Valley Trail also may include, but need not be limited to, wetlands crossings, pedestrian bridges, retaining walls, and other infrastructure as may be required to accommodate the facilities. The design and layout of the Stream Valley Trail shall minimize disturbance of mature trees. The Stream Valley Trail may be constructed in phases concurrent with the development of each Land Bay or portion thereof to which it is adjacent. The Applicant shall include design details for the Stream Valley Trail on the final site plan for the development of each Land Bay or portion thereof to which it is adjacent and thereafter construct that section of Stream Valley Trail prior to issuance of the occupancy permit for the first building shown on the applicable site plan. The Applicant shall have no responsibility for ongoing maintenance of the Stream Valley Trail and the Interpretive Features (as defined below) once completed.

- A. Public Interpretation Features Along Trail Network. The Applicant shall prepare and install an interpretive plan along the Stream Valley Trail that includes elements such as, but not limited to: (i) historical markers and other interpretative media in areas of public access; (ii) a self-guided map for the Stream Valley Trail incorporating interpretation of historic resources along the trail; (iii) interpretative kiosks; or (iv) digital media (collectively, the “Interpretive Features”). The Interpretive Features shall be developed in consultation with the Department of Parks, Recreation, and Tourism, 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 sentence, in the event the Applicant is unable to reach agreement with the County’s Office of Historic Preservation, the Historical Commission, and 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 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 identify those elements of the Interpretive Features that are to be implemented by that site plan. The Applicant may install the Interpretive Features in phases concurrent with the development of the Land Bays to which they are adjacent.
- B. The Applicant shall grant a minimum twenty foot (20’) non-exclusive trail easement over the Stream Valley Trail (inclusive of the Interpretive Features). The Applicant shall grant the trail easement for the Stream Valley Trail (inclusive of the Interpretive Features) prior to bond release following the Applicant’s completion of the construction of the Stream Valley Trail, and shall include all necessary temporary and permanent easements to permit ongoing maintenance by the County of the Stream Valley Trail and the Interpretive Features.

- C. Stream Valley Trail Maintenance Contribution. The Applicant shall make a one-time monetary contribution to the Prince William Board of County Supervisors 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 Stream Valley Trail and Interpretive Feature located on the Property. The Applicant shall provide the contribution prior to obtaining the building permit release letter for each applicable data center building.

35. **Trailheads and Related Improvements.** As generally depicted on page 9 of the MCP, the Applicant shall construct a series of multipurpose trailheads for the purposes of providing pedestrian, equestrian, bicycle and similar access to the Stream Valley Trail (the “Trailheads”). The final acreage, design and amenities of each Trailhead shall be determined as part of final site plan approval for the first building to be constructed in each Land Bay in which a Trailhead is shown and in consultation with the Department of Parks, Recreation, and Tourism, provided that the Trailhead for Land Bay 1 and Land Bay 4 shall include parking spaces for at least twelve (12) automobiles and four (4) trailers, at a minimum. The Applicant shall grant trail easements over each of the Trailheads as part of final site plan approval for the development of each Land Bay or portion thereof in which each Trailhead sits and shall include all necessary temporary and permanent easements to permit ongoing maintenance by the County of the Trailhead. The Applicant shall construct each Trailhead prior to issuance of the first occupancy permit for the first building constructed in each Land Bay or portion thereof to which it is adjacent. For the purpose of clarity, the Settlement and Thornton School Interpretive Site and Trailhead is exempt from the requirements and specifications of this Proffer 35 and shall be provided as set forth in Proffer 15.

36. **Environmental Programs and/or Ownership for Open Space and Green Corridor Areas.**

- A. Establishment of Environmental Programs. The Applicant 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, within open space areas outside of the LOD as shown on the MZP and in Land Bays 1A, 4A, 5A, and 6A (each an “Open Space Land Bay” and together, the “Open Space Land Bays”) 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 Land Bays. Notwithstanding the foregoing, either prior to, or subsequent to, establishment of the Environmental Programs in any Open Space Land Bay, the Applicant may convey ownership of all or a portion of one or more the Open Space Land Bays 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 Open Space Land Bay or a portion thereof 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 Open Space Land Bay.

NOISE ATTENUATION

37. **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 10:00a.m. and 7:00 a.m. weekdays and from 10:00 p.m. to 9:00 a.m. on Saturdays, Sundays, and legal holidays observed by the County government, shall be subject to the following maximum permissible sound levels: 55 dBA. Such levels shall be measured at locations outside the Property boundary of any land planned, designated, and used for Cultural Registered Historical Site (CRHS) 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. Emergency Operations. Emergency operations shall not be subject to the limitations outlined in Proffer 37.A above. For the purposes of this section, the

term “emergency” means 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’s provisions or other relevant federal regulations.

- C. Sound Studies. For data center buildings, prior to the approval of each building permit that includes heating and cooling systems, the Applicant shall provide a Sound Study (each a “Sound Study” and together, the “Sound Studies”) prepared by an acoustical engineer licensed to operate in the Commonwealth of Virginia and as approved by the Planning Director or his/her designee (the “Acoustical Engineer”). Each Sound Study shall be specific to the 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 measures 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. The Applicant shall be responsible for the cost and expenses for said Sound Studies, including the costs and expenses for the Acoustical Engineer to perform the work associated with said Sound Studies, outlined in this Proffer.

ELECTRIC SUBSTATIONS

38. **Electric Substations.** An electric substation may consist of transmission voltage switching or transformation equipment and structures of varying heights not to exceed seventy-five feet (75’) in height measured from the finished slab as determined at the time of site plan, excluding poles and lines. Subject to revisions requested by Dominion Energy and/or NOVEC upon final design of any such substations, the electric substations of approximately six (6) acres in size each (the “Substations”) shall be deemed a permitted use located in the locations identified on the MZP to serve data center uses, as follows:

- A. The Substations shall be enclosed by a chain link security fence up to twelve feet (12’) in height. In the event any Substation fronts on or has an unobstructed, direct line of sight from the Pageland Lane, Sudley Road, and/or Lee Highway right of way, the Manassas National Battlefield Park, or residentially zoned properties, the visible portion of the Substation shall incorporate architectural screening into the final design, such as screening walls, solid board/opaque fences, etc., a minimum of twelve feet (12’) in height, to reduce the Substation’s visibility, subject to agreement from Dominion Energy and/or NOVEC.
- B. Adjustments to the foregoing standards in this Proffer and/or location, number, and size of the Substations may be allowed by the Planning Director or his/her designee without the need for an amendment to the Proffers and/or MZP or

approval of a separate public facilities review. Notwithstanding the foregoing, the Applicant shall not establish a Substation in Land Bay 7 without approval of a separate Public Facility Review.

FIRE AND RESCUE

39. **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 the contribution prior to and as a condition of the issuance of the initial building permit for each building constructed on the Property, with the exact amount paid based on the GFA in each such building.

40. **Fire Service Accessibility.** For buildings with a building height higher than sixty feet (60'), the Applicant will, 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

41. **Roadway Network Improvements.** Prior to approval of this Application, the Property was the subject of a Comprehensive Plan Amendment approved by the Board ("the CPA") that established a long-term vision for the development of data centers on 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"). As part of its consideration of the CPA, the County identified a series of improvements to the roadway network in the vicinity of the Property that would be needed to accommodate development of data centers in the CPA Area (collectively, the "Roadway Network Improvements"). Subsequent zoning applications submitted to the County seeking to implement the CPA, including this Application, identified preliminary design details and a phasing plan for the Roadway Network Improvements, portions of which are to be constructed on the Property and portions of which are to be constructed offsite on property not part of this Application. In particular, the needed 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 D, 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 generally 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 PWCDOT and 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 that were previously or may in the future be proffered by other data center projects in the CPA Area for the Roadway Network Improvements (the "Escrowed Funds"):

- A. Public Improvements Plan. A PIP (that is, an approximate thirty percent (30%) design) for Pageland Lane (between Route 29 to the south and Sudley Road, approximately \pm 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 will construct to substantial completion (that is, opened to traffic but not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit C and/or Exhibit D:
1. Construction of a southbound right turn 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; and
 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 transition 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 GFA 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 the Exhibit C and/or Exhibit D:
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 on Pageland Lane;
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 on Pageland 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 GFA 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 C and/or Exhibit D:

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 Springs Road from eastbound Sudley Road to northbound Gum Springs and modification of the signal at the intersection of Sudley Road and Gum Springs Road, 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 GFA 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 C and/or Exhibit D:

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 an “RCUT” intersection at the intersection of Pageland Lane and Route 29, or alternatively any other intersection improvements as approved by PWCDOT or VDOT; 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 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 required to be constructed in association with REZ2018-00008.

42. **Design Details for the Roadway Network Improvements.** Subject to PWCDOT and VDOT approval, the Applicant shall design and construct the Roadway Network Improvements in accordance with the following standards and guidelines:

A. Onsite Portions of Roadway Network Improvements. The Applicant shall design the onsite portions of the Roadway Network Improvements as shown on Exhibit C

and in the roadway sections set forth on the MZP and on page 21 of the MCP, 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:

1. A four-lane, divided section of Pageland Lane, including 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;
2. Roundabouts on Pageland Lane in the general locations shown on Exhibit C;
3. A ten foot (10') wide shared use path along each side of Pageland Lane along the Property's frontage; and
4. A fifty-foot (50') buffer along each side of the Pageland Lane along the Property's frontage.

B. Dedication of Right-of-Way for Onsite 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 Roadway 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 shall construct or cause to be constructed, the Applicant shall design such improvements as shown on Exhibit C, with the final design, dimensions and, as necessary or appropriate, extent of right-of-way to be acquired 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.

43. **Artemus Road Improvements.** Subject to PWCDOT and VDOT approval and the acquisition of all necessary rights-of-way and ancillary construction easements, the Applicant shall

reconstruct Artemus Road as a two-lane, undivided section along the Property's frontage between Pageland Lane and the Property's western boundary generally as shown on the MZP (the "Artemus Road Improvements"). The Artemus Road Improvements shall be designed pursuant to VDOT and County requirements and standards, as may be waived or modified in connection with final site plan review, and constructed and placed into operation (but not necessarily accepted into the VDOT Secondary Street system for maintenance) prior to issuance of the first building occupancy permit in either Land Bays 5, 6, or 7. 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 Artemus Road Improvements, consistent with the roadway sections shown on the MZP.

44. Thornton Drive Improvements.

- A. Thornton Drive Improvements. Subject to PWCDOT and VDOT approval and the acquisition of all necessary rights-of-way and ancillary construction easements, the Applicant shall reconstruct Thornton Drive as a two-lane, undivided section along the Property's frontage between Pageland Lane and the Property's western boundary generally as shown on the MZP (the "Thornton Drive Improvements"). The Thornton Drive Improvements shall be designed pursuant to VDOT and County requirements and standards, as may be waived or modified in connection with final site plan review, and constructed and placed into operation (but not necessarily accepted into the VDOT Secondary Street system for maintenance) prior to issuance of the first building occupancy permit to be constructed in either Land Bays 2 or 3. The Applicant shall dedicate in fee simple, at no cost to the County or VDOT, sufficient right-of-way, along with ancillary temporary construction, grading and utility easements, from the Property as may be necessary to accommodate the Thornton Drive Improvements, consistent with the roadway sections shown on the MZP.
- B. Reservation of Right-of-Way. The Applicant shall reserve right-of-way to accommodate a three hundred thirty-five foot (335') centerline radius for the future extension of Thornton Drive when requested by VDOT in the approximate location shown on Sheet 04 of the MZP as "PROP. RIGHT OF WAY SHALL BE RESERVED TO ACCOMMODATE A 335' RADIUS CENTERLINE FOR FUTURE EXTENSION OF THORNTON DRIVE WHEN REQUESTED BY PRINCE WILLIAM COUNTY." Said reservation shall be granted to the County in a deed of reservation, in a form approved by the County Attorney's Office, and recorded in the Land Records prior to issuance of the first building occupancy permit to be constructed in either Land Bays 2 or 3 and shall be shown on the first site plan approved for Land Bays 2 or 3 on the Property. The Applicant shall dedicate the reserved right-of-way to the County upon demand by either PWCDOT or VDOT.

45. Minor Commercial Entrances on Pageland Lane. Subject to PWCDOT and VDOT approval, the Applicant shall design and construct any curb cuts along the Property's frontage on Pageland Lane other than (a) the roundabout intersections and (b) relocated Livia Drive as minor commercial entrances, as shown on the MZP.

46. **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

47. **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 in general conformance with the conceptual exhibit shown on Sheet 10 of the MZP (collectively, the “Wet Utilities”) in accordance with the requirements of the Prince William County Service Authority, including a sanitary sewer pump or lift station as shown on the MZP. 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 shall be abandoned in accordance with Health Department standards and requirements then in effect, unless otherwise agreed to between the Applicant and the Health Department. Notwithstanding the foregoing sentence, the Applicant may, in consultation with the Health Department and/or the Service Authority, maintain one (1) or more existing wells in lieu of abandonment for purposes 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 will, 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.

48. **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).

- A. Sanitary Sewer Pump Station. Notwithstanding the preamble of this Proffer 48, the sanitary sewer pump station shall be deemed a permitted use located in Land Bay 5 as identified on the MZP to serve data center uses. In the event such sanitary sewer pump station may no longer be located in Land Bay 5, or an additional/alternate sanitary sewer pump station(s) is/are required, such sanitary sewer pump station(s) shall be subject to a separate Public Facility Review without requirement to amend the MZP or these Proffers.
- B. Natural Gas Gate Station. Notwithstanding the preamble of this Proffer 48, the natural gas gate station shall be deemed a permitted use located in Land Bay 5 as identified on the MZP to serve data center uses. In the event such natural gas gate station may no longer be located in Land Bay 5, or an additional/alternate natural gas gate station(s) is required, such natural gas gate station shall be subject to a separate Public Facility

Review without requirement to amend the MZP or these Proffers.

49. **Water Quality Monitoring Contribution.** The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$75.00 per acre for water quality monitoring 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.

50. **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, 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 provide confirmation and/or proof of collaboration, or an attempt thereof, with DEQ, UOSA, Fairfax County Water Authority, 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

51. **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. 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 41 to the appropriate County agency (with a copy to PWDOT) 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 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:

1. If the assessed value is less than \$25,000, then the value shall be determined by assessment records or other objective evidence; or
2. 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 Roadway Network Improvements and/or the West 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 PWDOT 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.

52. **Advanced Density Credit.** Density 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 the County or VDOT pursuant to the DCSM at the time of the final site plan approval(s) for the Property.

53. **Inflationary Adjustment of Contributed Funds.** Any funds to be contributed to the Board in accordance with these Proffers shall escalate on a yearly basis from the base year of 2024 and change effective each January 1 thereafter, until tender of payment, in accordance with the Urban Consumer Price Index (“CPI-U”) published by the United States Department of Labor, subject to a cap of six percent (6%) per year, non-compounded.

54. **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.

55. **Successors and Assigns.** These Proffers shall bind and inure to the benefit of the Applicant and its successors and assigns. Each reference to “Applicant” in this proffer statement includes within its meaning and is binding upon Applicant’s successor(s) in interest and/or developer(s) of the site or any portion of the Property.

56. **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

57. Pursuant to Sections 32-404.05 and 32-700.04 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, Section 802.11.A of the DCSM, and DCSM Table 8-1 to waive all internal buffers between uses and waive buffers between Land Bays on the Property.
- B. Pursuant to Section 32-400.03.2 of the Zoning Ordinance, the building height shall not exceed one hundred feet (100’), subject to Proffer 5 above.
- C. Waiver and modification of Section 32-404.04.5 of the Zoning Ordinance requiring a perimeter Type C buffer between land bays, along public rights of way, GPIN #7498-78-0760, and adjacent properties zoned PBD to allow for buffers as shown on the MZP.
- D. Waiver of Section 32-201.18 of the Zoning Ordinance requiring a 15’ perimeter landscape area around substations (considered a public facility), where a side(s) of a substation is interior to the Property that is screened and not visible from public rights-of-way, parks, and residential areas or adjacent to properties that are designated and rezoned for development of data center and/or data center supporting uses compatible with the Development.
- E. A modification of the uses permitted by-right pursuant to Section 32-404.05.1 of the Zoning Ordinance to waive Section 32-402.23(3), Section 32-402.33(3), and Section 32-403.23(3) to permit data centers, public facilities, assembly, outdoor

cultural arts centers and parking by-right, per Proffer 2 above.

- F. Waiver of Section 32-400.03.05 of the Zoning Ordinance requiring a setback of one foot for every foot in height above 45 feet adjacent to property lines interior to the Property or adjacent to property lines designated and rezoned for development of data center and/or data center supporting uses compatible with the Development. The Applicant is not requesting a modification of the minimum 20-foot setback provision.

[Signature Page(s) to Follow]



STAFF REPORT

PC Meeting Date:	November 8, 2023
Agenda Title:	Rezoning #REZ2022-00036, Compass Datacenters Prince William County Campus 1
District Impact:	Gainesville Magisterial District
Requested Action:	Recommend Denial of Rezoning #REZ2022-00036, Compass Datacenters Prince William County Campus 1, subject to proffers dated August 25, 2023.
Department:	Planning Office
Case Planner:	Emilie Wolfson

EXECUTIVE SUMMARY

The following is a request to rezone ±884 acres from A-1, Agricultural Zoning District and SR-5, Semi-Rural Residential Zoning District, (collectively "Property") to PBD, Planned Business District, using the O(H) Office High-Rise District, O(F) Office/Flex District, O(M), Office Mid-Rise District and M-2, Light Industrial District, to allow for a maximum of 11,555,200 square feet (no greater than an overall 0.30 floor area ("FAR")) of data centers, and free-standing non-HAZMAT assembly uses; public facilities, including electric substations; outdoor cultural arts centers; and ancillary, and secondary uses limited to a maximum of ten percent (10%) of the total gross floor area "GFA" for each building which includes such ancillary and secondary uses. The application also includes associated waivers and modifications, including a modification to data center building height limit.

It is the recommendation of staff that the Planning Commission recommend denial of rezoning, #REZ2022-00036, Compass Data Centers Prince William County Campus 1, subject to proffers dated August 25, 2023.

BACKGROUND

- A. Request: To rezone ±884 acres from A-1, Agricultural Zoning District and SR-5, Semi-Rural Residential Zoning District, (collectively "Property") to PBD, Planned Business District, using the O(H) Office High-Rise District, O(F) Office/Flex District, O(M), Office Mid-Rise District and M-2, Light Industrial District, to allow for a maximum of 11,555,200 square feet (no greater than an overall 0.30 floor area ("FAR")) of data centers, and free-standing non-HAZMAT assembly uses; public facilities, including electric substations; outdoor cultural arts centers; and ancillary, and secondary uses limited to a maximum of ten percent (10%) of the total gross floor area "GFA" for each building which includes such ancillary and secondary uses. The application also includes associated waivers and modifications, including a modification to data center building height limit.

Uses/Features	Existing	Proposed with Rezoning
Zoning	A-1 ±884 acres	PBD, Planned Business District, O(H), Office High-Rise District, O(M), Office Mid-Rise District, O(F), Office/Flex District and M-2, Light Industrial District
Use(s)	Existing dwelling units and existing farm buildings, fields, and farmland.	<ul style="list-style-type: none"> 11.5 million square feet of data centers Accessory uses and structures, public facilities including streets, parks, six (6) substations, one (1) sanitary sewer pump station, and one (1) natural gas gate station, assembly, and cultural arts centers. Ancillary, secondary uses limited to 10% of the gross floor area of each building to be used for the use of employees and visitors (office and conference facilities restaurants, recreation, commercial facilities, childcare centers).
Development Standards	Permitted in PBD, O(H)	Proposed with Rezoning to PBD, O(H)
Density/FAR	Maximum of 1.25 FAR	Maximum FAR on the overall property limited to an average of 0.3 (individual land bays may exceed the maximum up to a maximum of 0.57 FAR)
Lot Coverage	Maximum of 80%	Maximum of 61%
Open Space	Minimum of 20%	Minimum of 39% (including protected open space, pollinator meadow, open space under or

		over existing and/or future major utility easements greater than sixty feet (60) in width and open space areas within each of the "Building, Circulations, Substation and Parking Envelope")
Building Height	Maximum of 100 feet	Maximum of 85 feet with the option of increasing up to 100 feet in Land Bays 1-5 with additional viewshed analysis
Development Standards	Permitted in PBD, O(M)	Proposed with Rezoning to PBD, O(M)
Density/FAR	Maximum of 0.65 FAR	Maximum of overall 0.3 FAR (with the option of transferring undeveloped sf up to 0.57 FAR)
Lot Coverage	Maximum of 80%	Maximum of 61%
Open Space	Minimum of 20%	Minimum of 39%*(see above)
Building Height	Maximum of 70 feet	Maximum of 85 feet with the option of increasing up to 100 feet in Land Bays 1-5 with additional viewshed analysis
Development Standards	Permitted in PBD, O(F)	Proposed with Rezoning to PBD, O(F)
Density/FAR	Maximum of 0.5 FAR	Maximum FAR on the overall property limited to an average of 0.3 (individual land bays may exceed the maximum up to a maximum of 0.57 FAR)
Lot Coverage	Maximum of 80%	Maximum of 61%
Open Space	Minimum of 20%	Minimum of 39%*(see above)
Building Height	Maximum of 45 feet	Maximum of 85 feet with the option of increasing up to 100 feet in Land Bays 1-5 with additional viewshed analysis
Development Standards	Permitted in PBD, M (2)	Proposed with Rezoning to PBD, M (2)
Density/FAR	Maximum of 0.5 FAR	Maximum FAR on the overall property limited to an average of 0.3 (individual land bays may exceed the maximum up to a maximum of 0.57 FAR)
Lot Coverage	Maximum of 80%	Maximum of 61%
Open Space	Minimum of 20%	Minimum of 39%*(see above)
Building Height	Maximum of 60 feet	Maximum of 85 feet with the option of increasing up to 100 feet in Land Bays 1-5 with additional viewshed analysis

- B. Site Location: The Property is comprised of 103 parcels, divided into eleven (11) land bays which are generally located on both the east and the west side of Pageland Lane, to the northwest of Manassas National Battlefield Park (MNBP), northeast of Conway Robinson Memorial State Forest, east of Heritage Hunt Golf and Country Club, and approximately 1 mile north of Route 29/Lee Highway.
- C. Comprehensive Plan: The Property is designated I-3, T/F, Technology/Flex with a T-3 Transect, and POS, Parks and Open Space and a portion of the property is in the Environmental Resource Protection Overlay in the Comprehensive Plan. The Property is also subject to the Comprehensive Plan Amendment, #CPA2021-00004, PW Digital Gateway.
- D. Zoning: The site is zoned A-1, Agricultural, and SR-5, Semi-Rural Residential Zoning District, and is within the Airport Safety Overlay District, partially within the Resource Protection Area Overlay District, partially within the Dam Inundation Zone, and partially within the 100-year Flood Hazards Overlay (along the southern boundary), and within the Domestic Fowl Overlay District.
- E. Data Center Opportunity Overlay District: The subject site is not located within the Data Center Opportunity Overlay District.
- F. Surrounding Land Uses: The property is generally located approximately 1 mile north of Route 29/Lee Highway, south of Route 234/Sudley Road east and west of Pageland Lane, north and south of Thorton Drive, north and south of Artemus Road, and northeast of Heritage Hunt Golf and Country Club, and east of Catharpin Valley Estates and Catharpin Road. In summary, various portions of the Property is located close to various forests, streams, fields, meadows, and the MNBP. Surrounding land uses include single-family homes, open space, and various agricultural properties.
- G. PW Digital Gateway Comprehensive Plan Amendment: On November 1, 2022, the Prince William Board of County Supervisors (BOCS) adopted Comprehensive Plan Amendment #CPA2021-00004, PW Digital Gateway. 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 PW Digital Gateway Study Area (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 Study Area prevails.

The CPA designated this area as a technology corridor with I-3, T/F, Technology/Flex with a T-3 Transect, 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) 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, the District furthest from MNB, 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. A County-designated Targeted Industry, to increase the County's overall commercial tax base. The vision encourages 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, REZ2022-00032, Digital Gateway North, and REZ2022-00033 Digital Gateway South, have been reviewed and processed concurrently as this application. See below for locations of each application in relationship to each other (REZ2022-00036, the subject of this application is shown in Green, REZ2022-00033 and REZ2022-00032 are shown in orange, and the CPA Study Area not under contract by either application, is shown in grey.)

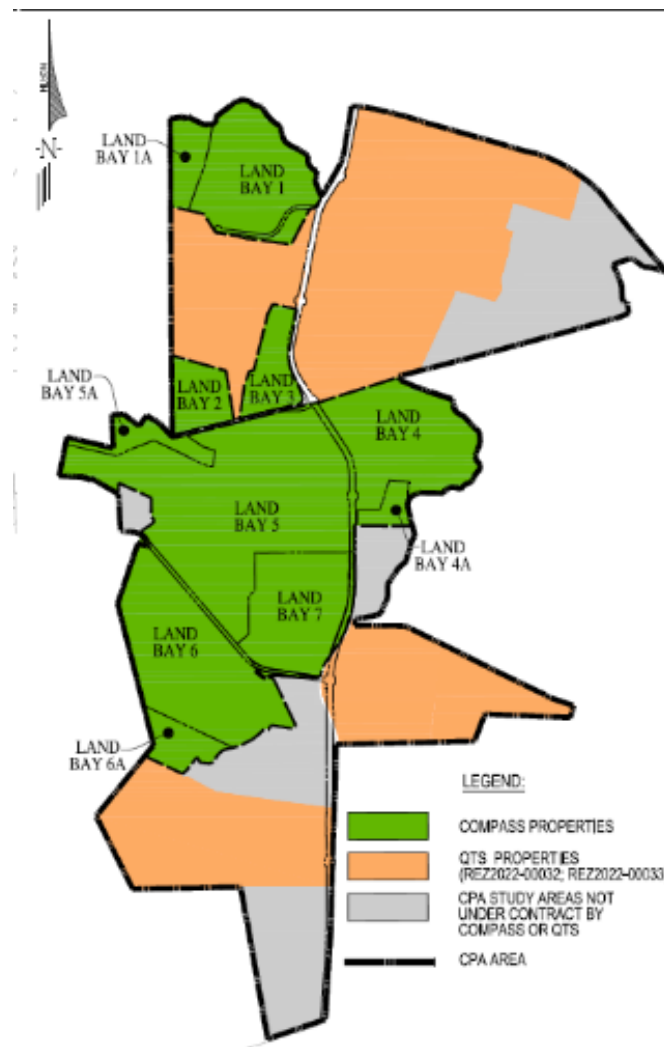


Figure 1: PW Digital Gateway Rezoning Locations within the CPA Study Area

STAFF RECOMMENDATION

Staff recommends that the Planning Commission recommend denial of Rezoning #REZ2022-00036, Compass Datacenters Prince William County Campus 1, subject to proffers dated August 25, 2023, for the following reasons:

- **Lack of Building Footprint and Site Layout:** The Master Zoning Plan (MZP) does not provide site layouts consistent with the information required for an MZP under Sections 32-280.02, 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 the points of access to each Land Bay, and iii) the extent of the limits of disturbance within each Land Bay. Proffered site layouts and building footprints are important for this project because the viewshed analysis is predicated on the proposed height and proposed building locations as they are depicted on the MCP. In this instance, the building locations and the 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 as depicted on the MCP. 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 being 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 is lacking 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.
- Height Modification: As proffered in Proffer 5B, the Applicant has the ability to increase the height up to 100 feet in Land Bays 1 through 5 with additional viewshed analysis that show that the heights do not result in substantially greater visibility of the data center buildings than that shown in the analysis submitted with the Application. Staff cannot support this modification as it effectively relegates a legislative action to an administrative action without the opportunity to receive public input.
- 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 BOCS approval. These include the following: Proffer 5, which provides the Applicant the ability to increase the height up to 100 feet in Land Bays 1 through 5 with additional viewshed analysis after approval by the BOCS; Proffer 6, which provides the Applicant significant flexibility with

number of buildings, the building sizes, and the building layout/orientation after BOCS approval; Proffer 16, which permits the Director of Planning to approve changes to architecture, building material, and building colors; Proffer 22, which permits the Applicant to develop and modify the Development of the Master Landscape Plan outside of the conventional process that would allow for enforcement of a particular standard and with limited input from County staff; Proffer 33, which permits the Sustainability Officer to approve alternative sustainability measures that are being proffered and approved by the BOCS; Proffer 37, which permits staff to make a subjective decision related to the type of noise mitigation measures acceptable for the project; Proffer 38, which permits the Director of Planning to approve additional substations, change their location and size prior to the decision by the BOCS; Proffer 54, which permits the Director of Planning to approve extensions of time for proffer fulfillment and additional 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 Electric 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 may cause these transmission corridors to be located in areas identified to preserve forests and sensitive environmental resource, and the perimeter buffers required by the Design Construction Standard Manual (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, Transportation Plan, and Electrical Utilities Services plan in the Comprehensive Plan, and the Sustainability Focus Area of the PW Digital Gateway Study Area.
- Proffers 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: Proffer Issues/Deficiencies).
- 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, and 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, in the Comprehensive Plan, and POS, Parks, and Open Space and portions of the property within the ERPO, Environmental Resources Protection Overlay.

- Neither the O(H) Zoning District nor the O(M) Zoning District implements the Technology/Flex designation. The only three Zoning Districts that implement the Technology/Flex designation are PBD, O(F), and M-2. While the Applicant seeks PBD, only O(F) and M-2 are implementing districts. In an effort to modify the district to better align with the Technology/Flex designation, the Applicant has proffered exclusive uses (data centers and accessory uses) and has proffered a FAR within the target FARs and limited the building height including rooftop mechanical equipment and parapets (exclusive of elevator penthouses). This methodology is appropriate to help the O(H) District and the O(M) 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	+/- 884.0 acres	\$66,300
Fire and Rescue	\$0.61/sf of building area	Total potential building area = 11,555,200 sf	\$7,048,672
Total			\$7,114,972

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 development 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 and cultural resources. For an analysis of the proposal and its consistency with the Sustainability component of the CPA, see the Sustainability section of this staff report. For an analysis of the proposal and its consistency with Cultural Resources, see the Cultural Resources 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 sidewalk 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 1,320 feet of the site, due to the requested building height increase. As of the date of this staff report, staff has received numerous 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 BOCS 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 in the comments 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, notable 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 traffic. To review their entire review 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. They 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 Virginia Department of Transportation (VDOT) about any projects that may increase access to the Conway Robinson State Forest Property. To review their entire review 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

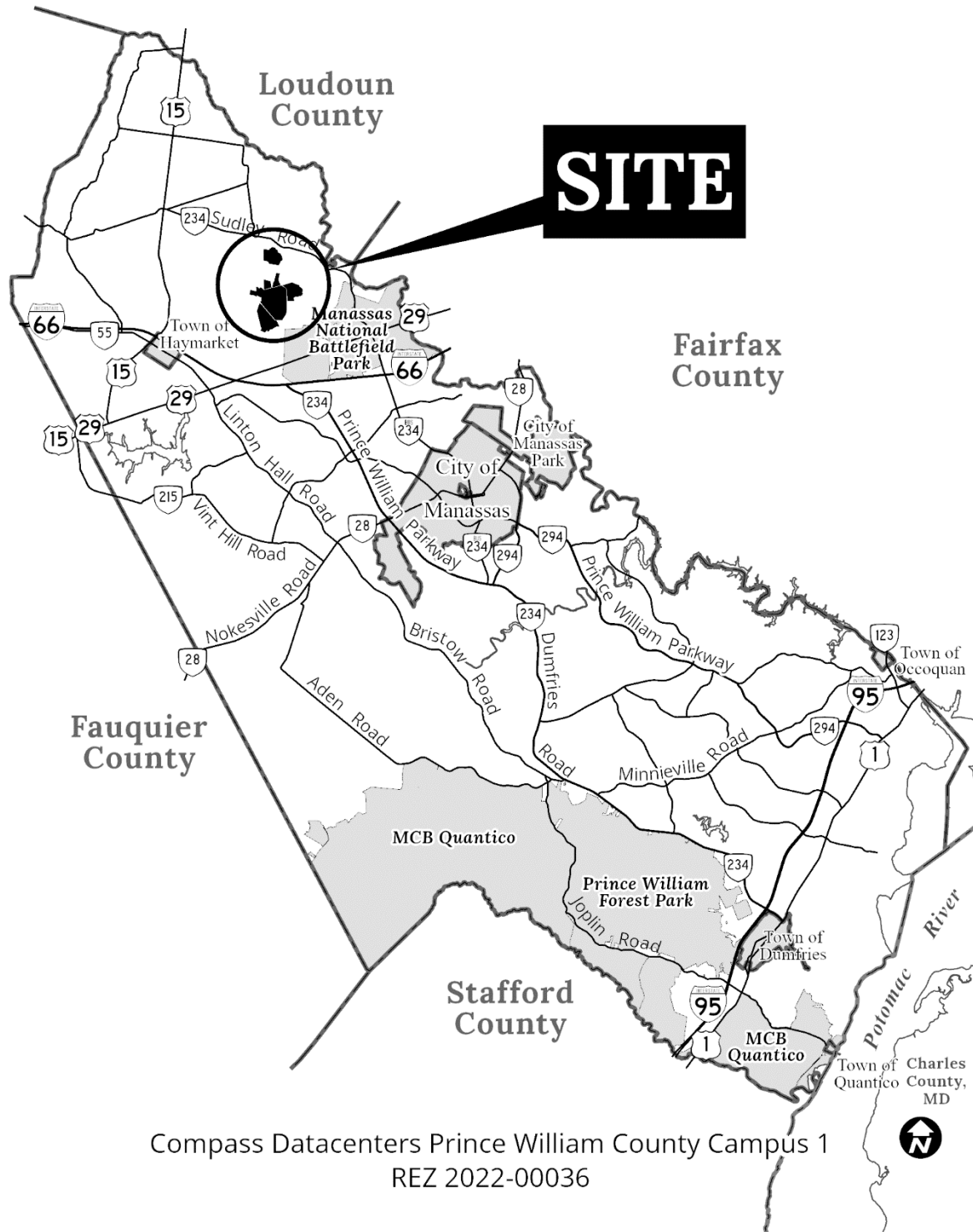
The Planning Commission has until February 6, 2024, which is 90 days from the first public hearing date, to take action. A recommendation to approve or deny the request would meet the 90-day requirement.

STAFF CONTACT INFORMATION

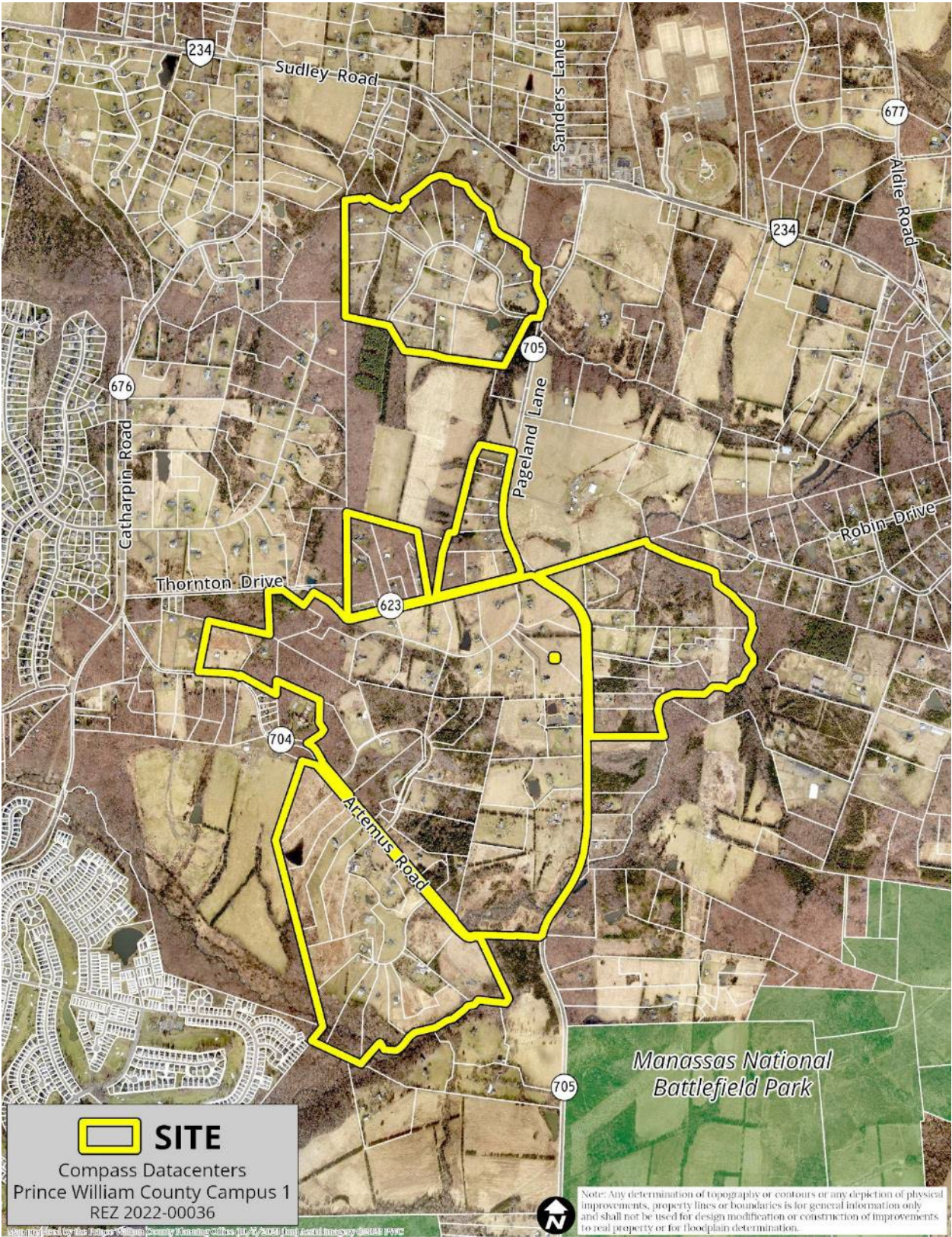
Emilie Wolfson | (703) 792-7128
ewolfson@pwcgov.org

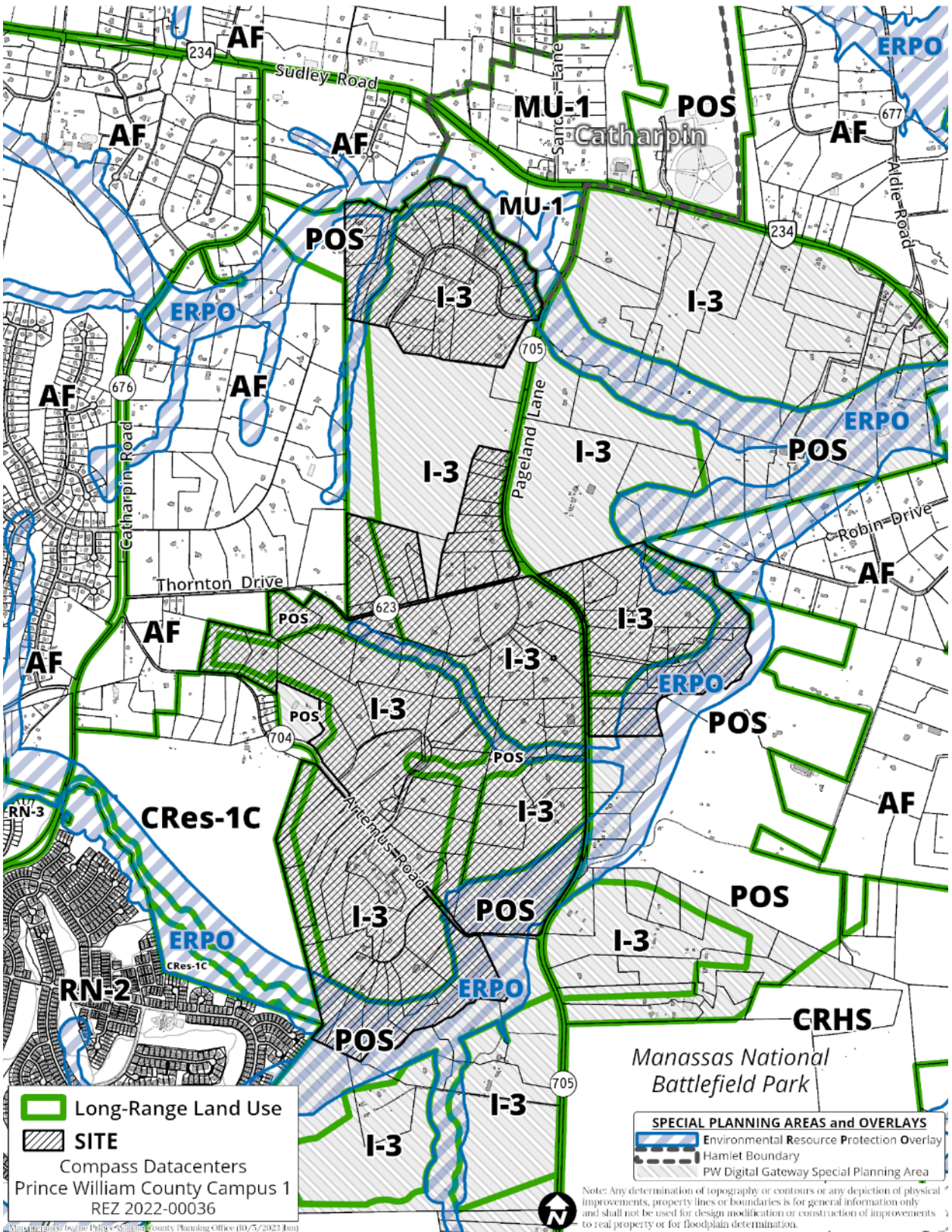
ATTACHMENTS

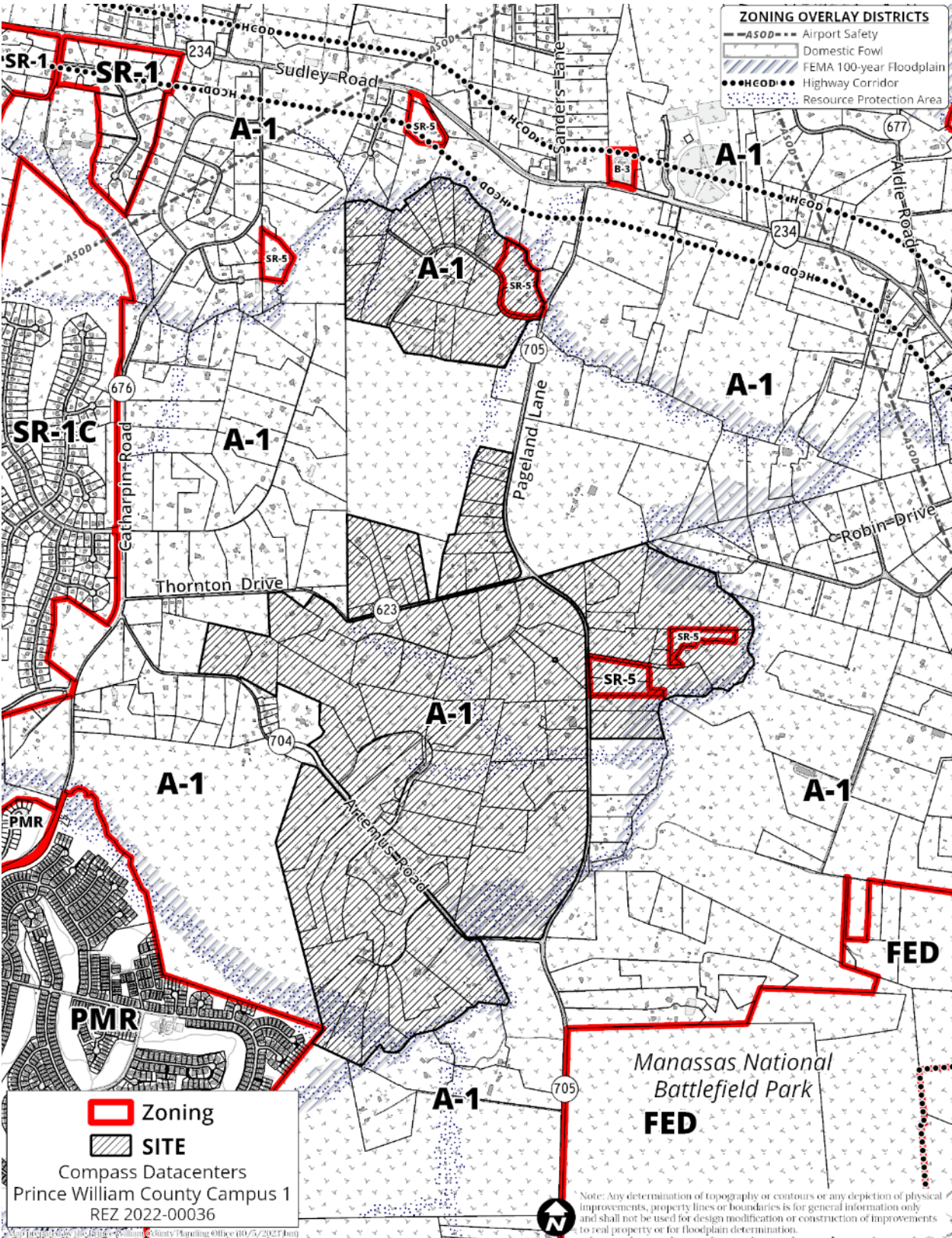
Attachment A – Proffer Statement
Attachment B – Master Zoning Plan (MZP)
Attachment C – Environmental Constraints Analysis (ECA)
Attachment D– Master Corridor Plan (MCP)
Attachment E – Viewshed Analysis and Line of Sight Exhibits
Attachment F – Historic Commission Resolution
Attachment G – Review Agency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



Compass Datacenters Prince William County Campus 1
REZ 2022-00036







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
Environment	No
Fire and 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 within 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 1 and 1A	Residential parcels zoned agricultural	MU-1 and AF	A-1

Staff Analysis

South of Land Bay 1 and 1A	Portions associated with REZ2022-00032 Digital Gateway North	POS and I-3	Requested rezoning from A-1 to PBD
East of Land Bay 1 and 1A	Portions associated with REZ2022-00032 Digital Gateway North	MU-1 POS and I-3	A-1 Requested rezoning from A-1 to PBD
West of Land Bay 1 and 1A	Residential parcels zoned agricultural	POS PL	A-1 SR-5

Direction	Land Use	LRLU	Zoning
North of Land Bay 2 and 3	Portions associated with REZ2022-00032 Digital Gateway North	POS and I-3	Requested rezoning from A-1 to PBD
South of Land Bay 2 and 3	Thorton Drive Portions associated with REZ2022-00036 Compass Data Centers (this application)	POS and I-3	Requested rezoning from A-1 to PBD
East of Land Bay 2 and 3	Pageland Lane Portions associated with REZ2022-00032 Digital Gateway North	ROW POS and I-3	Requested rezoning from A-1 to PBD
West of Land Bay 2 and 3	Catharpin Valley Community	AF	A-1

Direction	Land Use	LRLU	Zoning
North of Land Bay 4 and 4A	Portions associated with REZ2022-00032 Digital Gateway North	POS and I-3	Requested rezoning from A-1 to PBD
South of Land Bay 4 and 4A	Residential parcels zoned agricultural Portions associated with REZ2022-00033 Digital Gateway South	POS and I-3	A-1
East of Land Bay 4 and 4A	Residential parcels zoned agricultural	POS AF	A-1
West of Land Bay 4 and 4A	Pageland Lane Portions associated with REZ2022-00036 Compass Data Centers (this application)	POS and I-3	Requested rezoning

Staff Analysis

			from A-1 to PBD
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Direction	Land Use	LRLU	Zoning
North of Land Bay 5 and 5A	Portions associated with REZ2022-00036 Compass Data Centers (this application) Portions associated with REZ2022-00032 Digital Gateway North	POS and I-3	Requested rezoning from A-1 to PBD
South of Land Bay 5 and 5A	Portions associated with REZ2022-00036 Compass Data Centers (this application)	POS and I-3	Requested rezoning from A-1 to PBD
East of Land Bay 5 and 5A	Pageland Lane Portions associated with REZ2022-00036 Compass Data Centers (this application)	ROW POS and I-3	Requested rezoning from A-1 to PBD
West of Land Bay 5 and 5A	Residential parcels zoned agricultural	AF CRes-1C	A-1

Direction	Land Use	LRLU	Zoning
North of Land Bay 6 and 6A	Portions associated with REZ2022-00036 Compass Data Centers (this application)	POS and I-3	Requested rezoning from A-1 to PBD
South of Land Bay 6 and 6A	Portions associated with REZ2022-00033 Digital Gateway South	POS and I-3	Requested rezoning from A-1 to PBD
East of Land Bay 6 and 6A	Pageland Lane Portions associated with REZ2022-00033 Digital Gateway South Residential parcels zoned agricultural	ROW POS and I-3	Requested rezoning from A-1 to PBD A-1
West of Land Bay 6 and 6A	Residential parcels zoned agricultural	CRes-1C	A-1

Direction	Land Use	LRLU	Zoning
North of Land Bay 7	Portions associated with REZ2022-00036 Compass Data Centers (this application)	POS and I-3	Requested rezoning from A-1 to PBD

South of Land Bay 7	Residential parcels zoned agricultural	POS and I-3	A-1
East of Land Bay 7	Pageland Lane Portions associated with REZ2022-00033 Digital Gateway South Residential parcels zoned agricultural	ROW POS and I-3	A-1
West of Land Bay 7	Portions associated with REZ2022-00036 Compass Data Centers (this application)	ROW POS and I-3	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 Study Area (CPA) provides additional policies and action strategies that apply specifically to the Study Area.

The Study Area establishes 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 property is designated I-3, T/F, Technology/Flex with a T-3 Transect, in the Comprehensive Plan, and POS, Parks, and Open Space and portions of the property within the ERPO, Environmental Resources Protection Overlay.

Long Range Land Use Map Designation	Intended Uses and Densities
I-3, T/F Technology/Flex with	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.

<p>a T-3 Transect</p>	<p>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="540 516 1393 632"> <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="540 703 1393 779"> <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											
<p>POS, Parks, and Open Space</p>	<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>										
<p>ERPO, Environmental Resources Protection Overlay</p>	<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 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</p>										

	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.
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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 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, restaurants, recreation, commercial facilities, and childcare centers are limited to a maximum of ten percent (10%) of the total gross floor area of each building which includes such uses.

The target density in the I-3, T/F Technology/Flex with a T-3 designation is between 0.23-0.57 FAR. As proffered, the overall FAR for the rezoning is 0.3. The proposed FAR permits the transfer of unused FAR between land bays and limits the maximum FAR for a single Land Bay to 0.57 FAR. As such, it is consistent with the CPA's Long Range Land Use DGLU 1.2 policy.

The Applicant proposes 85 foot maximum building heights (inclusive of rooftop mechanical equipment and parapets) in Land Bays 1-5, and 60 feet in Land Bays 6-7. Buildings may contain an elevator penthouse that is up to ten feet in height above the roofline. Proffer 5(b) provides provisions to increase the maximum building height, up to 100 feet of height in Land Bays 1-5, upon satisfaction by the Planning Director that there are no additional viewshed impacts to MNBP or contiguous residential uses.

The CPA policy, DGCR 1.5 states that in the Northern District of the CPA Study Area, building height including roof top mechanicals and parapets, should be limited to 85 feet unless a viewshed analysis is provided that shows, at the studied building heights, either no impacts to viewsheds from MNBP, or a mitigated impact to viewsheds from MNBP. The Applicant has provided a Viewshed Analysis which is discussed further in the Community Design Section. 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 Comprehensive Plan and CPA: The Applicant proffers maximum building heights of 85 feet in Land Bays 1-5, and 60 feet in Land Bays 6-7, and 75 feet tall substations in all land bays. The requested height to allow an 85 foot maximum building height is aligned with the recommended building heights for the transect (T-3) noted in the Comprehensive Plan. The proposed 85 foot maximum building height (on Land

Bay's 1-5) is within the 85 feet mentioned in CPA policy DGCR1.5 for the Northern District. The Applicant also submitted a Viewshed Analysis to further demonstrate the impacts of the proposed building heights. Further discussion on the Applicant's request to add additional height up to 100 feet in Land Bays 1-5 based on additional viewshed analysis, is discussed below, as well as in the waivers and modifications section. Staff is not in support of the waiver to increase height to 100 feet in Land Bays 1-5 with additional viewshed analysis (discussed in weaknesses below).

- Target FAR in the Comprehensive Plan: The MZP depicts 2 FAR calculations: FAR by Zoning Ordinance (0.30 FAR), and FAR by CPA (0.37 FAR, which omits ER designated land). The proposed FAR permits the transfer of unused FAR between land bays and limits the maximum FAR for a single Land Bay to 0.57 FAR. The proposed FAR is within the allowable target FAR of 0.23-0.57 FAR provided in the CPA, which is consistent with the FAR in the Technology/Flex designation at the T-3 transect density. It is consistent with the CPA's Long Range Land Use DGLU 1.2 policy.
- 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 free-standing non-HAZMAT assembly uses; public facilities and outdoor cultural arts centers. The proffers state that data centers and accessory uses and structures are the uses anticipated for the project. Secondary uses are limited to a maximum of ten percent (10%) of the total gross floor area GFA for each building which includes such uses. 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: As intended through the proposed rezoning from A-1/SR-5 Districts to the Planned Business Districts, PBD, limiting the uses on the Property to those permitted under O(H), Office High-Rise District, O(M), Office Mid Rise District, O(F) Office Flex and M-2, Light Industrial, the application allows and encourages flex-type industrial, office, and data center uses, which are among businesses with targeted industry status by the Department of Economic Development.
- Existing Infrastructure: The site is near existing power infrastructure.

Proposal's Weaknesses

- Land Use & Zoning Implementation: Neither the O(H) Zoning District nor the O(M) Zoning District implements the Technology/Flex designation. The only three Zoning Districts that implement the Technology/Flex designation are PBD, O(F), and M-2. While the Applicant seeks a PBD, only O(F) and M-2 are implementing districts. In an effort to modify the district to better align with the Technology/Flex designation, the Applicant has proffered exclusive uses (data centers and accessory uses) and has proffered a FAR within the target FARs and limited the building height including rooftop mechanical equipment and parapets (exclusive of elevator penthouses), as described above. This methodology is appropriate to help the O(H) District and the O(M) District come closer to aligning with the designation. However, the implementation of the Technology/Flex designation still remains an issue.

- Target Building Heights up to 100 feet in Land Bays 1-5: The Applicant proffers maximum building heights of 85 feet in Land Bays 1-5, and 60 feet in Land Bays 6-7, and 75 feet tall substations in all land bays, as mentioned above. However, the Applicant also provides provisions to increase the maximum building height, up to 100 feet in Land Bays 1-5, upon satisfaction by the Planning Director that there are no additional viewshed impacts to MNBP or contiguous residential uses. Staff feels this is a decision that the BOCS should be involved with. The Applicant is encouraged to omit the provision to add building height up to 100 feet in Land Bays 1-5 as a result of additional viewshed analysis. Staff does not think it is reasonable and does not support an administrative increase of 15 feet, or a 17.6 percent increase in height.

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 PW Digital Gateway Study Area provides additional policies and action strategies that apply specifically to the Study Area. The PW Digital Gateway Study Area establishes 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

In the most recent submittal of the project, the Applicant reduced the building heights in Land Bay 1-5 from 92 feet to 85 feet, and in Land Bays 6-7 from 62 feet to 60 feet. Based on the proposed maximum building heights being below those prescribed in the CPA, the Applicant is not required to provide a viewshed analysis for the proposal. The CPA called for viewshed analysis when the building

heights in the Northern District are above 85 feet. However, the Applicant provided viewshed analysis, line of sight exhibits/cross sections, which all show that at the studied building height, that there are little impacts to viewsheds from MNPB. Where buildings are visible, proffers are provided that mitigate building visibility and appearance (see Attachment E). The CPA's Cultural Resource Policies DGCR 1.5 and 1.7 are complied with for the Northern District. In response to concerns from staff, the Applicant has proffered height limits to include mechanical equipment penthouses and all other roof structures, exclusive of elevator penthouses that do not exceed ten feet (10') in height above the roofline.

Viewshed Analysis

The Viewshed Analysis prepared by the Applicant (Attachment E) includes selected locations within Land Bay 6, which is the area in closest proximity to the MNPB and Heritage Hunt. The Viewshed Analysis included tethered or mast-based balloons tests from onsite camera locations for the purpose of simulating the roofline of the nearest potential building corners. Also, camera-equipped drones were flown. Potential building corners and rooflines were then viewed from MNPB and Heritage Hunt. The key locations within the MNPB were derived from locations included within the CPA and in consultation with the County Archaeologist and the National Park Service. The 14 observation points are the same or similar to the observation points recommended within the CPA. The fourteen (14) observation points within MNPB include historically significant locations. See below image for the fourteen (14) observation points, and onsite camera locations. The Applicant also provided line-of-sight exhibits.

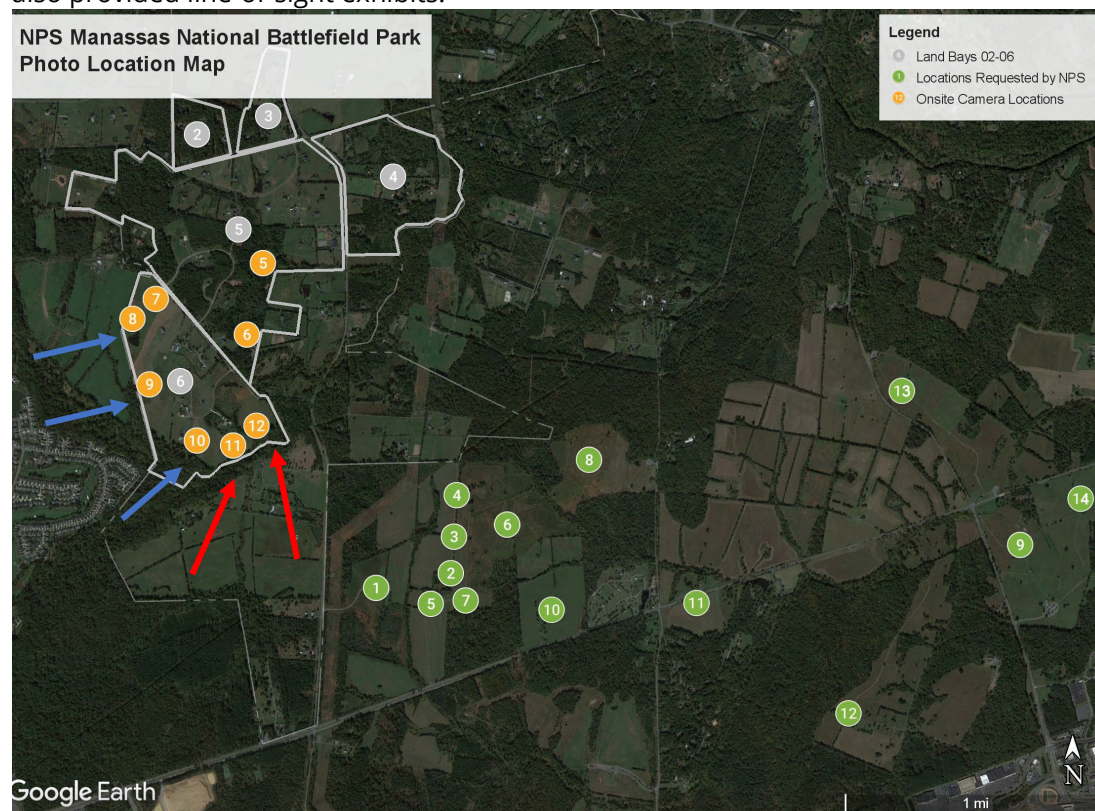


Figure 2: MNPB Photo Location Map

The viewshed analysis provides views from camera locations to Stakes 11 and 12 within **Land Bay 6** of the Application boundaries, which are the closest building corners locations to the observations points within the MNB (see red arrows above). The viewshed analysis also provided views from Stakes 8, 9 and 10 within Land Bay 6 of the application boundaries, which are the closest potential building corner locations to Heritage Hunt Community (see blue arrows above). Visual simulations from MNB included potential impacts of a ninety (90) foot building. Visual simulations from Heritage Hunt Community include potential impacts of a sixty (60) foot building. The viewshed analysis does not depict electric substation locations and heights, nor penthouse elevator equipment. However, electric substations will be limited to 75 feet in height, and the elevator penthouse equipment is limited to 10 feet in height (thus both would have limited impact to the viewshed analysis).

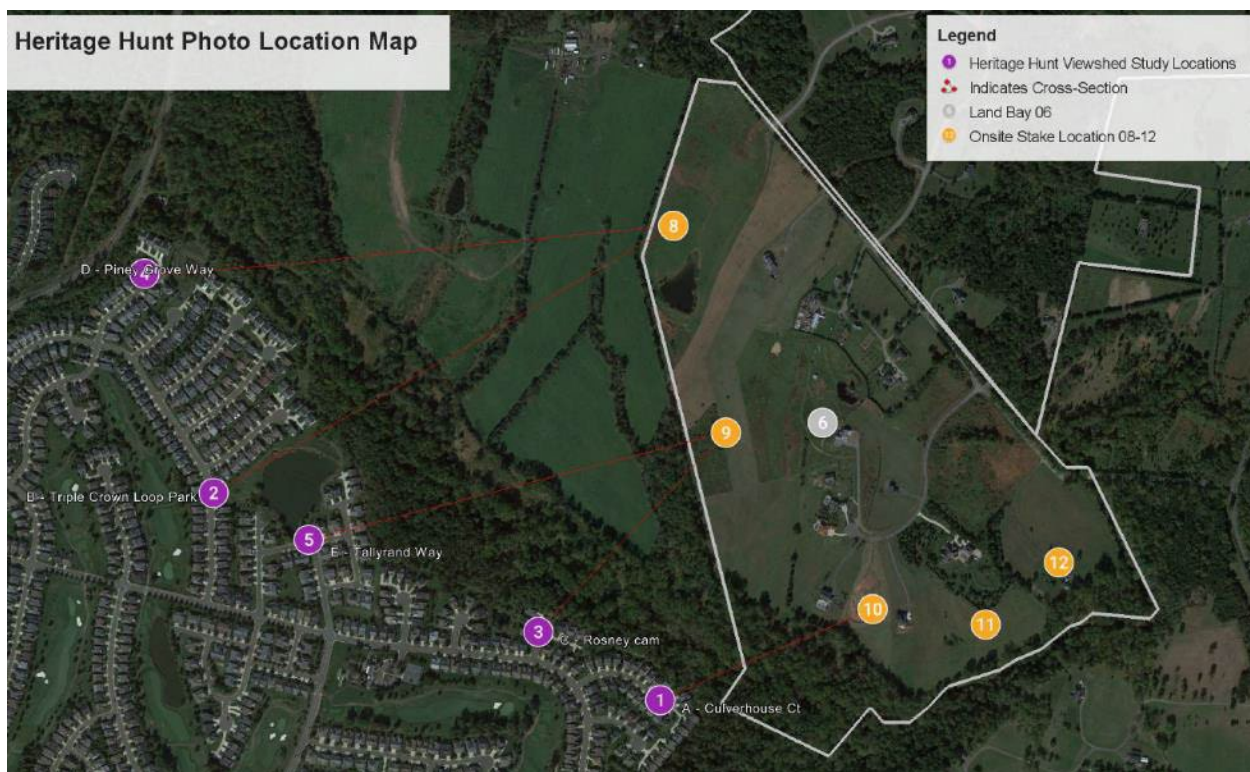


Figure 3: Heritage Hunt Photo Location Map

Viewshed Findings from/to MNB

The views from camera location 1 from Stake 12 into Land Bay 6 (approximately 4,045 ft ground distance) present 90 foot buildings that are visible from MNB (pages 33-37) of the visual simulation study, Attachment E. (It should be noted that while the visual simulations show 90 foot buildings, per the proffers only a maximum 60 foot building will be allowed within Land Bay 6).¹ The buildings are visible but only within and below the existing tree line. The buildings are more visible in the winter months when the vegetation is thinner.

¹ Does not account for elevator penthouses (that do not exceed more than 10 feet) in Proffer 5A.



Figure 4: Existing Conditions-Winter (Camera Location 1)



Figure 5: Proposed Conditions-Winter (Camera Location 1)

None of the other camera locations (2-14) into Land Bay 6 from Stake 12 present any proposed visible buildings or structures. The mitigating factors of building height limitations, distance, topography, and existing vegetation contribute to this finding.

The viewshed analysis that was conducted shows, at the studied building height, that there are little impacts to viewsheds from MNBP (beyond what is described above pertaining to Camera Location 1). Where buildings are visible, Proffer 16(a) helps mute the buildings appearance and blend into the existing tree lines by using earth tone colors and non-reflective materials; thus, no unmitigated visual impacts exist.

Viewshed Findings from/to Heritage Hunt

Additionally, the Applicant provided viewshed analysis and line of sight exhibits/cross sections which all show that at the studied building height, that there are little impacts to viewshed from the nearby Heritage Hunt Community (see Attachment E). The following is a summary of the viewpoints along with associated visual simulations prepared by the Applicant.

- **From Camera Location 1A (Culverhouse Court) to Stake 10 (Figures 6 and 7):** There is minimal visibility of a sixty (60) foot tall building and only during the winter months. The buildings are visible, but they are visible only within and below the existing tree line.



Figure 6: Existing Conditions-Winter (Camera Location 1A)



Figure 7: Proposed Conditions-Winter (Camera Location 1A)

- **From Camera Location 2B (Triple Crown Loop Park) to Stake 08 (Figures 8 and 9)** There is minimal visibility of a sixty (60) foot tall building and only during the winter months. The buildings are visible, but they are visible only within and below the existing tree line.



Figure 8: Existing Conditions-Winter (Camera Location 2B)



Figure 9: Proposed Conditions-Winter (Camera Location 2B)

- **From Camera Location 3C (Rosney Court) to Stake 09 (Figures 10 and 11)** There is minimal visibility of a sixty (60) foot tall building and only during the winter months. The buildings are visible but, they are visible only within and below the existing tree line.. Proffer 16a provides further mitigation using non-reflective materials and earth tones.



Figure 10: Existing Conditions-Winter (Camera Location 3C)



Figure 11: Proposed Conditions-Winter (Camera Location 3C)

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 Compass’s proposed building designs. The Applicant has proffered that the “quality and character” of the architectural design shall be in general conformance with the proffered building elevations. Staff encourages substantial conformance with elevations. These elevations demonstrate the architectural design of the data center buildings on the site; however, without substantial conformance the design of the building may look different than what is shown in the elevations. The Applicant have stated they need to maintain flexibility to provide a slightly different style of architecture based on the end users of the site, which are not fully known at this time.

Additionally, the Applicant has proffered enhanced data center 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 in Data Center Opportunity Overlay District.

The Applicant has also proffered that the building facades of any data center building constructed on the Property that front or have unobstructed, direct line of site from MNBP, if any, and the Heritage Hunt Community shall be non-reflective and earth tone, including non-limited to, dark green, grey, or dark brown in color chosen from a color palette that is mutually deemed appropriate by the Applicant and the Planning Director or their designee. This is consistent with CPA policy DGCD 1.3 that encourages site specific designs.

The Applicant includes exterior materials for the proposed development to include, but not limited to, precast or tilt-wall concrete panels, brick, masonry/stone, aluminum, steel, glass, metal provided that architectural details, roofs, and accents may include other materials as approved by the Planning Director or their designee. Staff recommends that the Applicant use at least 3 of the materials listed in the proffers as there is flexibility with regard to “general conformance” and “quality” and “character” and this would help provide a high quality architectural design given the flexibility in the proffers.

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, the 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 this rezoning.

As proposed, the MZP does not provide site layouts consistent with the information required for an MZP under sections 32-280.02, 32-700.23, and 32-700.21, 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 be shown. Rather, the MZP delineates the Limits of Disturbance (LOD), development areas (building, circulation and parking envelope), resources protection areas, wetlands, stormwater/best management practices facility locations, proposed public road/road improvements, land bay entrances, maximum acreage of substation areas, tree preservation, reforestation areas, supplemental landscape areas, buffers, trails, cemeteries, archaeological site locations, wildlife corridors and wildlife crossing locations. Additionally, the MCP

provides typical landbays associated with the building footprint and site layout; 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 landbays as shown on pages 48-534 of the 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. Currently, the MCP is proffered to general conformance with respect to i) the general orientation of the buildings ii) the general locations of the points of access to each Land Bay, and iii) the extent of the limits of disturbance within each Land Bay. As drafted currently, if there should be changes to the number or size of buildings for what is shown in the illustrative concepts, this creates uncertainty regarding massing and visual impact, which could have a greater impact beyond what has been analyzed or after the BOCS 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 provide greater conformance to the plans. Also, Proffer 6 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.

The Applicant’s latest comment response letter provides an argument to not require building footprints associated with site layouts given the size and scale of the site and the fact that it is a PBD district. However, such a decision to not require the information required by the Zoning Ordinance should be made by the BOCS with an approval of a waiver; rather than staff. At this time, such a waiver has not been submitted, nor requested.

Even if the BOCS agrees that building footprints and site layouts are not warranted and grants a waiver to not require them, the Applicant is encouraged to revise the proffer to provide greater conformance to the plans.

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, 32-700.23, 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 that 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 the proposed development and that screening and buffering be addressed. Substations are depicted on the MZP and are located interior to the site in Land Bays 1, 5, 4 and 6. The substation in Land Bay 3 is located near Pageland Lane. Given the width of the Land Bay; locating the substation interior to the Land

Bay is not possible. The substations that are located in Land Bay 4 are adjacent to the existing Dominion Power Lines. Substation locations in various other land bays are not located adjacent to the existing power lines given the land bay locations are across Pageland Lane. Notwithstanding, screening is provided for any substation that fronts on or has an unobstructed, direct light of sight from Pageland Lane, Sudley Road, and or/Lee Highway, MNBP or residential zoned properties.

Perimeter Landscape Buffers

The proposal includes many of the specific elements of the CPA; however, the proffers do not commit to many of these elements. A minimum 50 foot buffer along Pageland Lane is shown on the MZP and is proffered. Landscape Typologies are included in the MCP to address historic landscape themes and provide screening of the proposed development from MNBP per Proffer 22.

The Study Area perimeter buffers called for in the CPA and Zoning Ordinance may be provided as shown on the MZP at 100 feet in width. These buffers combine either a "50 foot Type C Buffer" with an additional 50 foot wide "Enhanced Landscape Area" or a "50 foot Type C Buffer" with an additional area of "Potential Tree Save Area". In many locations the 50 foot Type C Buffer abutting the Study Area boundary may include preservation of existing trees. In some areas, the tree save area is shown extending beyond the additional 50 foot width. At the northern and northwestern end of the site the proposed minimum 300 foot wide Wildlife Corridor provides additional separation from surrounding incompatible uses. Along Artemus Road and Thornton Drive, where the zoning ordinance requires 50 foot wide buffers as part of the PBD District, the Applicant is proposing to reduce the width to 30 foot buffers and has requested a waiver.

The Master Landscape Plan (MLP) called for in the Cultural Resources section of the CPA is provided for in Proffer 22. In the CPA this plan is to be a guidance document for the entire development covering landscaping, vegetation, fencing and signage to mitigate the adverse effects of the development on existing parks, state forests and the surrounding land uses. The language of the proffer does not include all the elements the MLP is intended to cover.

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 22.E 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.

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 22.E and 24.(c)(ii) to state that the Applicant will work with NOVEC and Dominion Power to ensure that transmission lines are routed through the development envelope and inside the 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.

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 restrictive 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 with the proffers, which staff points out below, the inclusion of a noise attenuation proffer is integral to mitigating the projects' impacts.

While screening mechanical equipment can serve to mitigate visual impacts, it also can serve to help mitigate some noise impacts. As proffered, rooftop mechanical units as well as ground level mechanical equipment that are located on buildings or adjacent to buildings that front on or have unobstructed, direct line of sight from public rights-of-way, the MNBP, and adjacent residential or agricultural designated areas shall be screened or enclosed.

Currently, the noise attenuation Proffer, 37, 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 will 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, which is beyond the County's authority once they have been permitted. 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 viewshed study and line of sight exhibits/cross sections provided show that at the studied building height (85 feet tall), there are currently no unmitigated impacts to viewsheds from the camera locations provided within the MNBP. The CPA's Cultural Resource Policies DGCR 1.5 and 1.7 are met.
- **Exclusive Uses:** The Applicant has proffered exclusive data center and accessory uses and structures, public facilities, freestanding assembly, and cultural arts centers.

- 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: Rooftop equipment is included in the proffered height except for elevator penthouses that do not exceed ten feet (10) in height above the roofline. Furthermore, rooftop mechanical equipment is proffered to be screened appropriately.
- Pageland Lane Frontage (CPA DGCD 1.6 & DGM 1.2): The MZP shows a 50 foot buffer along the length of this rezoning's frontage of Pageland Lane. Various conceptual "Landscape Typologies" are proposed in the Master Corridor Plan (MCP). These are referenced in Proffer 22 on the Master Landscape Plan (MLP). Some of these areas may exceed 50 feet in width.
- Study Area Perimeter Buffer (CPA DGGI 1.6): The Study Area perimeter buffer shown on the MZP with supplemental landscaping and/or additional tree save area/reforestation area is consistent with CPA DGGI 1.6 and exceeds the minimum Zoning Ordinance requirement for the PBD perimeter 50 foot buffer (ZO 32-404.04.5).
- Master Landscape Plan (MLP): Through Proffer 22, the Applicant has proposed a MLP that may provide for a coordinated and consistent design intended to address what the CPA calls for in regard to historic landscape themes and provide screening of the proposed development from Manassas National Battlefield. 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 the commitment as further described in the weaknesses below.
- Screening of Substations Adjacent to MNBP or residentially zoned properties: The Applicant proffers to provide architectural screening that has unobstructed, direct line of sight from Pageland Lane, Sudley Road, and Lee Highway, the MNBP or residential zoned properties. Screening shall include screen walls, solid board opaque fences at a minimum of twelve (12 feet) in height.
- Proposed Substations: Five out of the six substations proposed are interior to the site and not visible to surrounding roadways. Only one substation in Land Bay 3 is adjacent to Pageland Land; however, Proffer 38 includes architectural standards for screening.
- 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 of 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 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 Information: The MZP does not provide site layouts consistent with the information required for an MZP under Sections 32-280.02, 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. 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.
- Target Building Heights up to 100 feet in Land Bays 1-5: The Applicant proffers maximum building heights of 85 feet in Land Bays 1-5, and 60 feet in Land Bays 6-7, and 75 feet tall substations in all land bays, as mentioned above. However, the Applicant also provides provisions to increase the maximum building height, up to 100 feet in Land Bays 1-5, upon satisfaction by the Planning Director that there are no additional viewshed impacts to MNBP or contiguous residential uses. Staff feels this is a decision that the BOCS should be involved with. The Applicant is encouraged to omit the provision to add building height up to 100 feet in Land Bays 1-5 as a result of additional viewshed analysis. Staff does not think it is reasonable and does not support an administrative increase of 15 feet, or a 17.6 percent increase in height.
- Lack of Proffered Elevations: The Applicant has not proffered elevations of the data centers. 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. 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 assurance that what is being presented in the MCP for the building architecture will result when the project is built out.
- Pageland Lane Frontage: Proffer 22 on the MLP does not commit to following the Landscape Typologies included in the Master Corridor Plan (MCP). Sheet 10 of 10 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 electric lines in the development envelope, it is possible these lines will impact this frontage.

- Study Area Perimeter Buffer: Proffer 24.B on LOD allows the Applicant to encroach in an unspecified and unlimited manner into the “Potential Tree Save Areas” that supplement the 50 foot perimeter buffer. As written, the proffer may not enable staff to enforce provision of the perimeter buffers as shown on the MZP. Further, Proffer 1 and 22 in combination make it unclear if the Applicant has committed to providing these buffers and supplemental landscaping areas or if these provisions could be changed in the not-yet-written Master Landscape Plan. See Watershed Management Branch’s comments on Proffer 24 in Appendix G for additional specific, recommended language changes.
- Master Landscape Plan Deficiencies (CPA DGCR 1.5, DGM 1.2 and DGCD 1.6): As noted above, the Applicant has not provided a firm commitment to the landscape framework and typologies as noted in the MCP. In addition, the Applicant is provided significant flexibility to determine what landscaping will be provided through the proffers associated with the Master Landscape Plan, and staff may have limited ability to address it. Although the creation of the MLP is provided through Proffer 22, 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 22 in Appendix G for specific, recommended language changes.
- Buffers along Artemus Road and Thornton Road: The minimum 50 foot buffer required by the Zoning Ordinance is not provided. Via Proffer 57.C the Applicant is requesting a reduction of this buffer from 50 feet to 30 feet in width. Further, Sheet 10 of 10 of the MZP indicates the proposed locations for new water and/or sanitary lines are likely to conflict with provision of this buffer.
- 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 emergency generators usages 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 is not consistent with the uses of adjacent properties that are designated AF, Agriculture & Forestry, and CRes-1c, Conservation Residential designated properties. The rezoning will carry forward this identified incompatibility. However, as mentioned throughout this report, the Applicant has proposed mitigation efforts between the subject property and adjacent properties. Some are more successful than others in mitigating impacts, others are not as effective or as definitive.
- Proffers 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, based on the severity of the weaknesses, they hold more weight than the number and substance of strengths mentioned in the proposal. As such, 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 PW Digital Gateway Study Area provides additional policies and action strategies that apply specifically to the Study Area. The PW Digital Study Area is located northwest of the congressionally designated MNBP 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 CPA 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.

The Applicant submitted the following reports during the submission number 3 of their rezoning application:

- A report titled "Pageland Lane Assemblage, Phase I Cultural Resources Investigation (Smith et al. April 2023)" was submitted with this application. This report included the results of Phase I archaeological testing and Phase I Architectural survey testing.
- A report on cemetery investigations was submitted with this application and titled "Pageland Lane Assemblage, Archaeological Investigations and Delineations of the Pattie, Haislip, and Manuel Cemeteries (Smith et al. April 2023)."

The project area was systematically shovel tested at 50-foot intervals, excluding areas located within the 100- Year FEMA floodplains of Little Bull Run, Catharpin Creek, and Lick Branch. A metal detector survey was also conducted within the Second Battle of Manassas Battlefield.

Cultural Resources

The above mentioned reports identified 19 archaeological sites and 32 architectural sites (see Tables 1 and Table 2 for a summary of recommendations). The Property is located within the American

Battlefield Protection Program-defined Study Area for Second Manassas and the Manassas National Battlefield Park Historic District (076-0271).

Of the 19 archaeological sites, the report recommended 10 archaeology sites for Phase II evaluations. Of the 32 architectural resources, Mount Pleasant (076-0186) was recommended as potentially eligible for listing in the National Register of Historic Places (NRHP) under Criteria A, B, and C, and a Phase II evaluation is recommended. Staff recommended Phase II evaluation for the Simpson House (076-0166). The report also recommended Phase I cultural resources survey of areas subject to future ground disturbance within the 100-year FEMA floodplains of Little Bull Run, Catharpin Creek, and Lick Branch as these areas were not subjected to subsurface testing.

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. 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 of 35 to a high of 59 individuals. Many of these names are depicted on the 1904 Burr map. This community was organized and wealthy 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 by 1877-1878. It was also called, likely depending on one's race, the Catharpin Colored School.

Table 1. Archaeology Sites

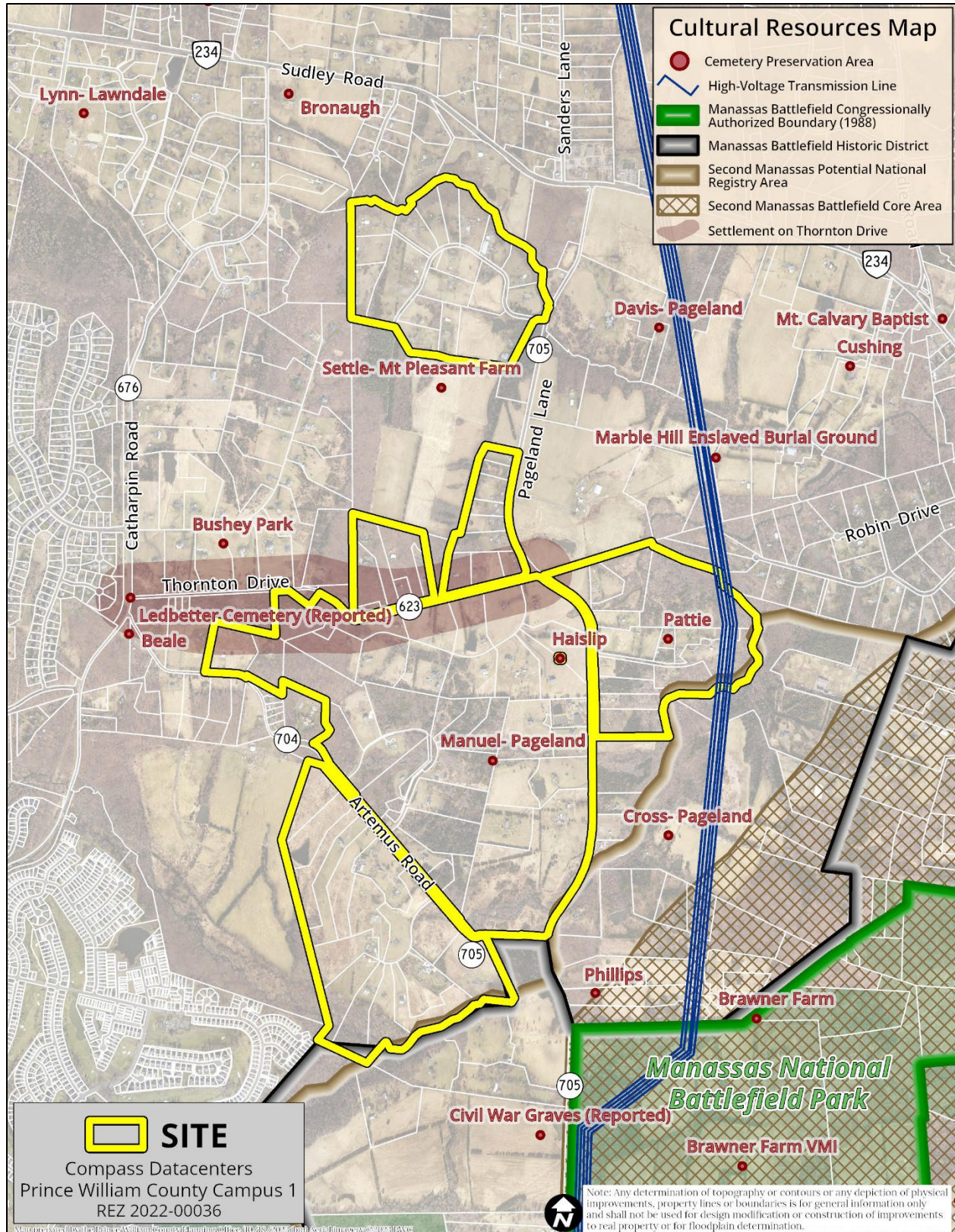
DHR ID	TYPE	WSSI NR/VLR Recommendation	Effect	Recommended Treatment	PWC Recommendation
44PW2141	Dwelling	Yes (D)	Direct	PH II Evaluation	Concur
44PW2142	Dwelling	Yes (D)	Direct	PH II Evaluation	Concur
44PW2143	Trash Scatter	Not Eligible	Direct	No Further Work	Concur
44PW2144	Road	Not Eligible	Direct	No Further Work	Concur
44PW2145	Dwelling	Yes (D)	Direct	PH II Evaluation	Concur
44PW2146	Lithic Scatter	Not Eligible	Direct	No Further Work	Concur
44PW2147	Lithic Scatter	Not Eligible	Direct	No Further Work	Concur
44PW2148	Artifact Scatter	Not Eligible	Direct	No Further Work	Concur
44PW2149	Dwelling	Yes (D)	Direct	PH II Evaluation	Concur
44PW2150	Dwelling	Yes (D)	Direct	PH II Evaluation	Concur
44PW2151	Dwelling	Yes (D)	Direct	PH II Evaluation	Concur
44PW2152	School	Yes (D)	Direct	PH II Evaluation	Concur
44PW2153	Dwelling	Yes (D)	Direct	PH II Evaluation	Concur
44PW2154	Artifact Scatter	Not Eligible	Direct	No Further Work	Concur
44PW2155	Artifact Scatter	Not Eligible	Direct	No Further Work	Concur
44PW2156	Dwelling, Mill, Outbuilding, Artifact Scatter	Yes (D)		PH II Evaluation	Concur, too early to exclude pre-contact artifacts as they maybe repurposed by historic occupants
44PW2157	Artifact Scatter	Not Eligible	Direct	No Further Work	Concur
44PW2158	Dwelling	Yes (D)	Direct	Evaluation	Concur

Table 2. Architectural Resources

DHR ID	NAME	TYPE	WSSI NR/VLR Recommendation	Effect	Recommended Treatment	PWC Recommendation
076-0186	Mount Pleasant	Dwelling	Yes (A, B, C)	Direct	PH II Evaluation	Concur
076-0166	Pattie Cemetery, Simpson House	Single Dwelling, Cemetery	No		No Further Work	PH II evaluation
076-5103	House, Southwest corner of Thornton Drive and Pageland Lane	Single Dwelling	Not Eligible, No longer extant		No Further Work	Concur
079-5190	2 nd Manassas battle	Battle Site	Yes		No Further Work	Concur for direct effects
076-0292	Haislip Cemetery and House Site	Cemetery	Not Eligible		No Further Work	Concur
076-5105	Claas Farm, 5904 Pageland Lane	Single Swelling	Not Eligible		No Further Work	Concur
076-6068	12894 Livia Dr	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6069	12898 Livia Dr	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6070	12923 Livia Dr	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6071	5491 Pageland Ln	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6072	5501 Pageland Ln	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6073	13018 Thornton Dr	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6074	12804 Thornton Dr	Dwelling	Not Eligible	Direct	No Further Work	Concur

Staff Analysis

DHR ID	NAME	TYPE	WSSI NR/VLR Recommen dation	Effect	Recommended Treatment	PWC Recommendation
076-6075	5312 Pageland Ln	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6076	5310 Pageland Ln	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6077	5308 Pageland Ln	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6078	5306 Pageland Ln	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6079	5304 Pageland Ln	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6080	5302 Pageland Ln	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6081	5704 Pageland Ln	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6082	6004 Artemus Rd	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6083	6205 Artemus Rd	Dwelling	Not Eligible	Direct	No Further Work	Concur
076-6088	12808 Thornton Dr	Dwelling	Not Eligible	Direct	No Further Work	Concur



Cemeteries

Three cemeteries were archaeologically delineated. The Pattie Cemetery, Manuel Cemetery, and Haislip Cemeteries were all recorded in the 2001 inventory conducted by Ron Turner. The cemeteries all had standing inscribed headstones, and all but the Manuel Cemetery had an existing fence that enclosed or partially enclosed the cemetery.

The Pattie Cemetery is in a wooded area adjacent to modern houses, consisting of 17 inscribed stone markers. Its southern boundary is marked with partial livestock wire fencing. The boundaries of this cemetery were delineated by mechanical trenching on all four sides of the cemetery.

The Haislip cemetery is in an open pasture. A wrought iron fence was believed to be the limit of this cemetery. Inside this fence were six inscribed burial markers and 30 fieldstones. Mechanical trenching with a smooth bladed backhoe was conducted around the exterior of the fence and was conducted on all four sides of the cemetery. Six possible burials were found outside the existing fence on the north side, including two which were marked by buried fieldstones. The boundary of this cemetery was expanded to include these six burials.

The Manuel Cemetery is in a wooded area near a small stream of the Little Bull Run. The cemetery consisted of one marked burial, with the headstone displaced. It was delineated through mechanical trenching on all sides of the known burial, a small section to the East of the grave was left unexcavated due to vegetation. One additional human burial was identified, along with confirming the burial location of the known marked grave. There is a proposed high voltage electrical transmission line over the Manuel Cemetery. This transmission line should be re-routed, so the transmission line easement does not conflict with the Manuel Cemetery, and the preservation area and buffer.

Confederate Soldier Burials on Pageland

The Prince William County Historical Commissioners and members of the Major Land Use Impacts Advisory Committee and County Planning staff completed preliminary research on Civil War soldiers who died at Pageland in camps after the First Battle of Manassas. Pageland included portions of this rezoning area, south of Thornton Drive and west of Pageland Lane. Based on this research staff drew the following conclusions:

- Soldiers encamped at Pageland died and were buried at Pageland or at the Hospital at Pageland.
- The rate of death likely resulted in individual burials and not a mass burial or trench burial.
- Burials shafts were likely not shallow (close to the surface) rather they were deep.
- Pageland in the 1860s was much larger than modern day Pageland Farm.
- Camp Hardy, a Confederate infantry camp from August 1861 to November 1861, is on, or in proximity to Pageland.
- Soldiers who died in camp were likely not transported home but, were laid to rest without a coffin or burial case and with little to no ceremony.
- Coffins, or "burial cases" could be obtained when requested by family for transportation home of deceased soldiers. However, at this stage of research no evidence was found of transportation home.

Viewshed Analysis – see Community Design Section of this staff report.

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 extensive requests for additional 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 denial due to incomplete analysis and unresolved visual and sound impact to historic sites, post-Civil War African American community, and landscape features; and recommended updated noise study and viewshed analysis. Their full resolution is included in Attachment F.

Proposal's Strengths

- The Applicant conducted a Phase 1 Cultural Resource Survey (includes identification of archaeological and architectural resources).
- The Applicant conducted a cemetery delineation on suspected cemeteries.
- Viewshed studies were conducted with observation points identified in consultation with Planning staff and staff from the MNBP.
- The Applicant conducted a remote sensing survey of possible Civil War era Confederate Burials adjacent Pageland Lane, which was identified on 1937 aerial photographs. However, the report has not been submitted to the County Archaeologist at the time of release of this staff report.
- The Applicant has committed, with significant conditions to additional buffers, beyond the Cemetery Preservation Area, for each cemetery.

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 and is also not in accord with Policy DGCR 1.2.
- The Applicant proffered Phase II evaluations after rezoning approval but did not specifically list archaeology sites by site number. This is important because staff recommended Phase II evaluations on sites while the applicant's consultant recommended no further work.
- Proffer 8 does not include Phase II and Phase III/Data Recovery of resources requested by the County.

- It appears the Manuel Cemetery will have an electrical transmission line installed on top of it from information received in the third submission. This conflicts with Section 32-250.110. Preservation of Existing Cemeteries of the County's Zoning Ordinance.
- In the latest submission, 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.
- The first paragraph in Proffer 5 says that "Height shall be measured based on the existing definition of height in the Zoning Ordinance in effect at the time of approval of this rezoning" which overrules or negates Proffer 5A1-5.A.7. Staff recommends removing reference to the Zoning Ordinance. Furthermore, Proffer 5A1-5.A.7 uses two different vertical datums to determine building height.
- Proffer 5B allows for building heights to exceed those conditioned in Proffer 5A with no clear objective criteria and completely nullifies Proffer 5.A.1-7.
- 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 committed to hiring a professional Civil War historian to research possible Confederate Solider Burials in the historic boundaries of Pageland.

On balance, this application is found to be inconsistent 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 and research on unmarked burials from Civil War encampments and proffers that conflict with each other.

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 PW Digital Gateway Study Area provides additional policies and action strategies that apply specifically to the Study Area. The CPA 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 potential increase in the County's commercial tax revenue, expansion of an identified targeted industry identified by the BOCS, and opportunity to promote Prince William County as a "high-tech" community.

The CPA 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 CPA application also includes viewshed considerations to protect the MNBP visitor experience. The development commits to design standards, ensuring high-end tech office facades facing roadways.

The BOCS 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 BOCS underscores the strategic alignment of the proposal.
- Enhancement of Commercial Tax Base: The application may expand the commercial tax base, aligning with the Economic Resilience objectives of the County's 2021-2024 Strategic Plan.
- Addressing Land Needs for Development: The proposal addresses the gap identified in the 2022 land 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 MNBP may impact the community image and perception of the area. The County's 2021-2024 Strategic Plan - Objective RE-3, which 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 PW Digital Gateway Study Area (CPA) provides additional policies and action strategies that apply specifically to the Study Area. The PW Digital Gateway 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 Property is an assemblage of numerous large residential properties (with lawns and various buildings), agricultural land (including open fields/crop land), wetlands and forested acreage. The Applicant has conducted an Environmental Constraints Analysis, a Perennial Flow Determination, and a Waters of the U.S. Delineation and Resource Protection Area Evaluation, which have been provided with the application. Each of these reports has identified various environmental aspects of the site. The Property contains Environmental Resource (ER) and extensive area of forest cover. 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 other benefits).

IMPERVIOUS/ PERVIOUS:	Not Provided
AREA OF DISTURBANCE (acres & % Total Site Area):	Not Provided
PROPOSED NATURAL OPEN SPACE (NOS):	149.5 ac (16.9%)
PROPOSED RESTORED OPEN SPACE (ROS):	113.5 ac (12.8%)
PROPOSED PROTECTED OPEN SPACE (NOS + ROS):	263.0 ac (29.8%)
TOTAL ENVIRONMENTAL RESOURCE (ER):	Not Provided
RARE, THREATENED. AND ENDANGERED SPECIES:	Potentially several. See below.

Environmental Constraints Analysis (ECA): The Applicant conducted an ECA 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 brook floater; rare moths; conservation sites; ecological cores; and an Aquatic Natural Community. Regarding the Monarch Butterfly the ECA references that *"additional efforts can be implemented to avoid disturbance of the potential habitat including the implementation of best management practices."* The Applicant's response indicates they are willing to provide meadow habitat specific to supporting Monarchs and implement BMPs to maintain that habitat. Staff recommends they show areas or a minimum acreage for Monarch habitat on the MZP and proffer to Monarch habitat management plan. As of the 4th submission, this language has not been provided. The response letter refers to the proffers, but no proffer specific to this species was found. Staff notes that language specific to the site prep, establishment and maintenance of meadow habitat designed for Monarch butterflies should be provided.

Natural Open Space (NOS): NOS is characterized by preservation of natural resources such as native forests, critical habitats for threatened and endangered species, as well as natural wetlands. It

excludes areas where activities have destroyed natural habitat to create man-made habitat (e.g., pastures and lawns). The Applicant has designed their Limits of Disturbance (LOD) in a manner that may preserve areas of higher environmental quality and value such as, mature hardwood forest, steep slopes with highly erodible soils, and stream corridors that include land and beyond the Chesapeake Bay RPAs.

The Applicant has provided a table labeled “Open Space Computations” on Sheet 9 of 10 of the MZP. This table indicates that 149.5 acres of NOS (or 16.9% of the total site area) may be provided. The CPA target for NOS (per CPA 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. On the MZP, the proposed NOS areas are not clearly delineated or labeled, and the proffers do not commit to providing NOS.

Table 3 below shows what the Applicants for each of the 3 rezoning cases, Compass, PW Digital Gateway North, and PW Digital Gateway South indicate they are proposing as NOS. It also shows a hypothetical provision of NOS for the outparcels as well as the entire Study Area. Information on total acreage and percentage of land qualifying as NOS for each of these areas is also listed.

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

It is worth noting that across the entire Study Area today, only 34% of the land area 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, RPAs, and other Environmental Resource (ER) features. However, the 16.9% 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 areas proposed. 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 proposal commits to providing a minimum of 80 acres of Restored Open Space through reforestation, which is likely to occur in areas that will be designated as “Protected Open Space” (POS). This is consistent with the CPA. The MZP indicates the total amount of reforestation proposed to be 113.5 acres, however the 33.5 additional acres beyond the proffered 80 acres is not committed to.

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 MZP Open Space Computations Table for each case

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 recommend a minimum acreage or percentage of POS. The proposal emphasizes providing 30% POS over meeting the specific CPA goal of 30% NOS.

Wildlife Corridors: This proposal includes 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 in the south to the western portion of Lick Branch. Wildlife Corridors are primarily intended to provide for safe travel of wildlife between and connectivity to larger blocks of habitat. Their secondary purpose is to provide habitat within the corridor. A basic tenet of good wildlife corridor design is to avoid crossing major roadways whenever possible. The locations of the Wildlife Corridors as shown in Figure 13 of the Digital Gateway CPA were selected based upon their ability to effectively incorporate greater amounts of forested habitats as cover and minimized road crossings as they connect larger tracts of mature native woodlands at the corridor terminuses. In the proposed rezoning, the main corridor is the Western Corridor connecting Conway Robinson State Forest to the north-western section of Lick Branch. This Western Corridor is proposed using an alternative route that directs wildlife to two (2) additional crossings of Pageland Lane not proposed by the CPA route. The vast majority of wildlife corridors the Applicant is providing are 400 feet in width or less. Based on the research staff has read on the subject, 1000 feet is recommended, and 500 feet is the minimum.

Stormwater Management (SWM): Proffers for SWM adequately address the CPA Policies by committing beyond the minimum DCSM standards. However, the proposed proffers would allow regional SWM ponds in perennial stream corridors which also appear to be credited toward NOS, which staff does not support.

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.

Proposal's Strengths

- **Restored Open Space:** A minimum of 80 acres of reforestation is proposed in conformance with CPA DGGI 1.1.

- Protected Open Space (CPA DGGL 1.1): The proposal commits to a minimum of 30% Protected Open Space (POS), which consists of a combination of NOS and ROS. The CPA does recommend a minimum acreage or percentage of POS.
- Wildlife Corridors: The proposal includes the Wildlife Corridor along Little Bull Run which meets the minimum 300' width, and in some sections exceeds the recommended 500 foot width. The Lick Branch Corridor provides the minimum 300' width or more in some locations.
- Stormwater Management: (CPA DGGL 1.7 and 1.8): The proposal commits to certain SWM provisions above the minimum DCSM standards, including providing one (1) LID feature for each building, calculating peak flow rate based on a "good-forested condition" and achieving 80% of phosphorus reductions onsite.

Proposal's Weaknesses

- Natural Open Space:
 - NOS is not clearly delineated or labeled on the MZP.
 - The Applicant has indicated in the "Open Space Computations" table on Sheet 9 of 10 of the MZP that only 16.9% of their total site area might be set aside as NOS. This is inconsistent with the CPA's overall Study Area target of 30% NOS.
 - The Applicant has not included areas qualifying as NOS toward reaching the 30% target that include mature hardwood forests with connectivity to other NOS and the Western Wildlife Corridor. See staff comments in Appendix G for specific recommended additions to NOS.
 - Proffer 24 on 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.
 - A commitment to locating the power line corridors needed to serve 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 site layouts do not indicate they have allowed for routes within the Development Area. Proffer 24.C.2, rather than committing to locating utilities outside NOS specifically allows them within NOS, including RPAs. The "good faith effort" standard proposed may cause enforcement issues.
 - The proposal emphasizes providing 30% Protected Open Space over meeting the specific CPA goal of 30% NOS.
- Restored Open Space:
 - The proffer on reforestation should be revised to further address and support the establishment of healthy reforested sites.
- Wildlife Corridors:
 - The Applicant did not provide the Western Corridor as it is identified in Figure 13 of the CPA. This corridor provides a north/ south connection to high quality forests west of Pageland Lane. An important section of this Wildlife Corridor that directs wildlife away from Pageland Lane is not proposed. The Applicant's proposal

- unnecessarily directs wildlife to two crossings of Pageland Lane. It also utilizes an alternate route with far less tree cover.
 - The majority of the length of the Wildlife Corridors does not meet the recommended 500 foot width per DGGI 1.4.
 - The Applicant has proposed 3 wildlife culverts under Pageland Lane and 1 under Artemus Road. VDOT has indicated they will not maintain wildlife corridor culverts.
 - Proffer 24 on Limits of Disturbance allows numerous exceptions to encroach beyond the LOD removing existing tree cover.
 - It is unclear how transmission lines will impact Wildlife Corridors.
- 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: As currently written, many of the proffers contain technical errors and non-descript verbiage, that may cause enforcement issues. Additionally, some of the proffers contain larger core issues that staff is unable to support (See Attachment H: Proffer Issues/Deficiencies).
 - Numerous proposed proffers should be revised to provide clear and enforceable language. Examples include, but are not limited to, Proffer 22 on the MLP, Proffer 23 on Open Space, Proffer 24 on LOD, Proffer 25 on Reforestation, Proffer 27 on Tree Preservation Plans, and Proffer 29 on Stormwater Management.
 - The recommendation 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 24.c. would allow for unlimited encroachments in the Chesapeake Bay RPA, that are considered either Exempt or Permitted Uses.
- Outstanding 4th Review Comments: There are many outstanding review comments/concerns associated with the 4th submittal (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 Stations 15 and 22 are the first due fire/rescue resource. The Property is outside the required 4 minute travel time for Basic Life Support and Fire. The Property is inside the required 8 minute travel time for Advanced Life Support. The workload capacity for Fire/Rescue Station 22 is 4,000 incidents per year and Fire/Rescue Station 22 responded to 3,063 incidents in 2022. The workload capacity for Fire/Rescue Station 15 is 2,000 incidents per year, and Fire/Rescue Station 15 responded to 981 incidents. The 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 BOCS for \$0.61/sf of building area. Assuming a total potential building area of 11,555,200 square feet, the maximum contribution would be \$7,048,672.
- Development Site Within of 8.0-Minute Travel Time: The Property 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 Stations 15 and 22 are 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 Property 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 PW Digital Gateway Study Area (CPA) provides additional policies and action strategies that apply specifically to the Study Area. The Special 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 via 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 trails, 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. Lastly, the application includes provisions for the dedication of the Settlement and Thornton School site to the County as a public park/historic site, and at their own discretion, the Applicant has proffered \$175,000 towards commemorative facilities/structures at this site.

Proposal Strengths

- None

Proposal Weaknesses

- None

On balance, this application is found to be consistent with the relevant components of the Parks, Recreation, and Tourism 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 will facilitate quicker and more reliable 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 in the development area, and the use of private wells or public water.

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

The Applicant has facilitated 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 and has proffered to general conformance. Public water will be extended north along Pageland Lane. The Applicant has proffered to not use groundwater, surface water withdrawals, or surface water discharges to cool data enter 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 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 Water Policy Guidance in the CPA:** The Applicant has implemented most of 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 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 makes 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 PW Digital Gateway Special Study Area provides additional policies and action strategies that apply specifically to the Study Area. The PW Digital Gateway Special Study Area is not currently served by public sewer.

The Applicant has facilitated most of 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 most of 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 makes 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 PW Digital Gateway Study Area (CPA) provides additional policies and action strategies that apply specifically to the Study Area. The Study Area designates 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 lines within the corridor, when possible, to minimize viewshed impacts. Additionally, substations that are visible to MNBP 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 of powerlines. They stated that preplanning of utility lines is preferred, and they encourage the County to emphasize this as part of the review of all datacenter developments. Without this type of planning, NOVEC is 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 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 24(c)(ii) as written, as it leaves too much unknown about the fate of the perimeter buffers required by 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 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 if these areas are disturbed more than by permissible perpendicular crossings that additional areas shall be provided to makeup for the lost areas.

Additionally, staff has concerns about Proffer 24(c)(ii). The inclusion of "good faith, best efforts to coordinate" makes this proffer difficult to quantify and may cause enforcement issues. 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 (except for a substation located in Land Bay 3).

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, 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 cause enforcement issues (See Attachment H: Proffer Issues/Deficiencies).

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 (REZ2022-00033 and REZ2022-00032), 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 as 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 has no objection to the analysis findings. Prior to final BOCS 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.

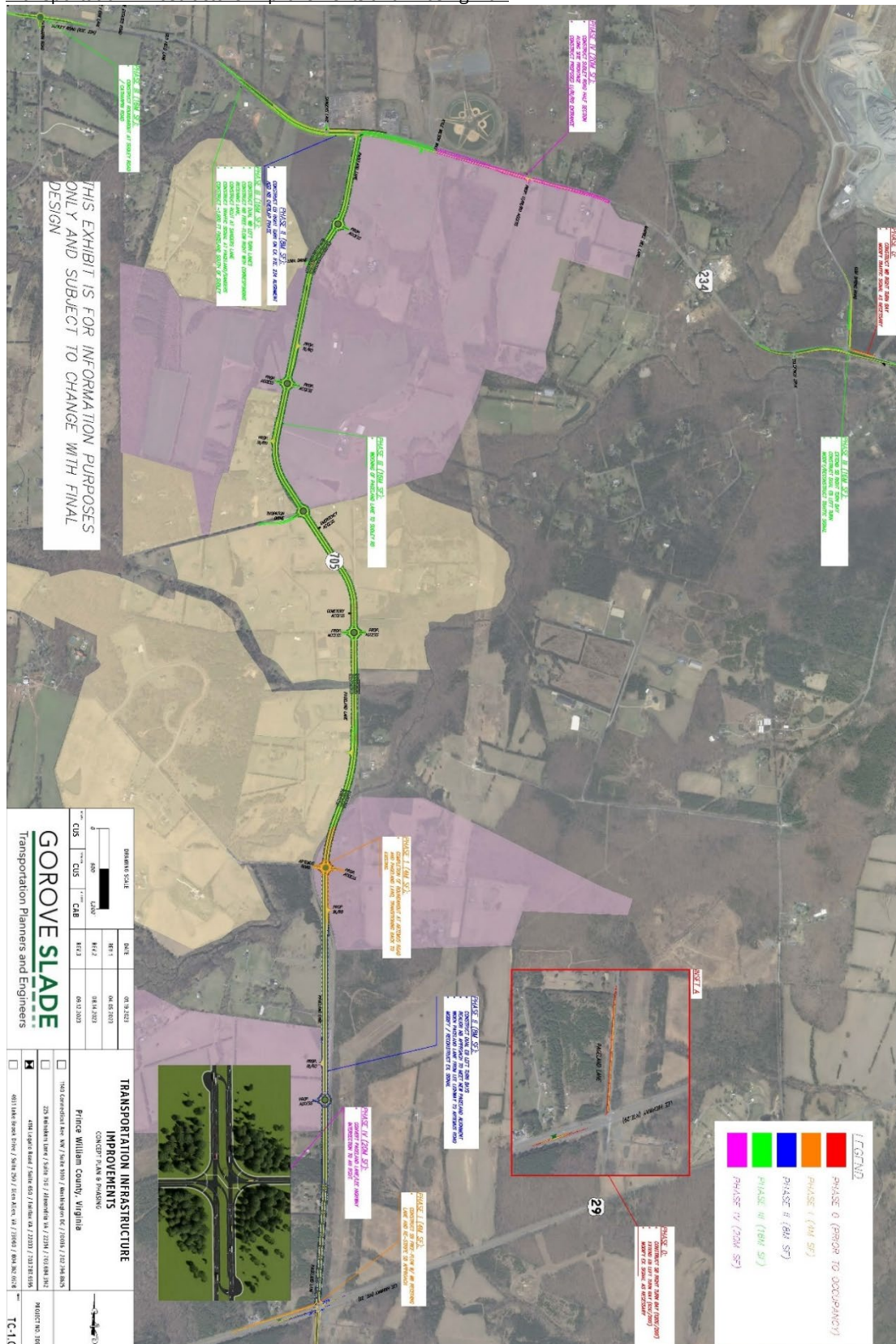
Phase 4 is defined as 20 MSF total area of data center and ancillary uses and is projected to generate 2,594 trips during the AM peak hour, 2,194 trips during the PM peak hour and 19,800 weekday trips. Improvements for this phase include:

- 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.

Table 5: Roadway Capacity

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 Prince William Digital Gateway 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 MNBPs 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 as part of the fourth submission, which have not been addressed, focusing on the following:
 - Labeling of Roadway Network Improvements in the Proffers and Exhibits should 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 should 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 potential mitigation.
- Additional VDOT Comments on Traffic Impact Analysis and Traffic Impact Phasing Analysis-
 - VDOT has several minor comments that should be addressed prior to the acceptance of the TIA:
 - Based on VDOT's Chapter 536 Requirements, the Applicant should include the Volume/Capacity (V/C) ratio for the west and east segment of Groveton Road in the analysis.
 - A trip generation combined table should 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 should 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, at 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 the 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 33 notes seventeen (17) 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. While the proffers do provide measures and

techniques that promote sustainable design and energy efficiency, the Applicant is only committing to four (4) out of seventeen (17) of these measures, thus making it hard to understand how the proposal will measure up against reducing carbon emission and energy conservation. The most impactful strategy in order to reduce energy consumption and 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.
- 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, express, 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.
- 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 any 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 four (4) sustainability measures selected from a list of seventeen (17) measures which include recycling construction material waste as accepted by recycling markets, as well as using renewable energy, the proffered standards seem low and does 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: The Strategic Plan Sustainable Growth goal area also prioritizes the continued preservation of historic buildings, cemeteries, sites, communities, and districts to preserve the cultural history of the County. The planning of data centers adjacent or on significant elements of the County's, the State of Virginia and our nation's history does not align with the Strategic Plan.
- 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 Issues

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:

- 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

- 1) **Internal Buffer-Wavier Section 32-250.31 of the Zoning Ordinance and Section 802.11.A and Table 801 of the DSCM.**

Summary of Applicant Justification: According to the Applicant, the proposed waiver is appropriate because adhering to the internal buffer requirements of the DSCM would negatively impact the ability of the Applicant to develop the building footprints necessary to meet user-specific needs and equipment.

Staff recommendation: Staff has no objection to the approval of the modification to waive internal buffers between Land Bays on the Property.

- 2) **Height Modification:** Section 32-400.03 of the Zoning Ordinance allows the BOCS to approve height modification as part of a rezoning. A height modification has been requested to increase the allowed building height to 100 feet, from the permitted 60 feet in the M-2, Light Industrial, district, the O(M) District (70 feet), and the O(F) District (45) feet. Pursuant to Section 32-400.03(2), the following criteria are to be considered in order to grant modifications to general height regulations as part of a rezoning request:

Per Zoning Ordinance, Section 32-400.03.2, the BOCS may, by approval of a proffered Rezoning or a Special Use Permit application, approve a structure with a height greater than any specific limitation. The BOCS may, by approval of a proffered rezoning application, as in this proposal, approve a structure with a height greater than any specific limitation, subject to the following standards:

- a) For a rezoning application, the maximum height shall be specifically proffered by the Applicant and accepted by the BOCS; and
- b) The BOCS shall be satisfied that approval of a proffer is a more appropriate course than a rezoning to a classification permitting the height requested; and
- c) The BOCS shall be satisfied that the proposed height shall not have a substantial adverse impact on the light and air of adjacent and nearby properties; and
- d) The County Fire Marshal has certified in writing that the proposed building or other structure can be properly protected, and will not endanger improvements on adjacent properties, in case of fire; and
- e) All other requirements of this chapter for a conditional rezoning have been met; and
- f) The proposal shall not constitute a hazard to aerial navigation. Where the BOCS believes a proposal may be such a hazard, the proposal shall not be approved unless the Federal Aviation Administration certifies in writing that the proposal does not constitute a hazard to aerial navigation.

Summary of Applicant Justification: According to the Applicant, the requested modification is to provide for development of the subject property and is requested pursuant to Proffer 5B, see attached Proffers dated August 25, 2023. In Proffer 5, the Applicant has committed to maximum building heights of 60 feet in Land Bays 6 and 7, which are the Land Bays closest to the MNBP and Heritage Hunt. In Land Bays 1 through 5, the Applicant has committed to maximum building heights of 85 feet. However, in Proffer 5B, the Applicant is reserving the right, following completion of further viewshed analysis demonstrating to the satisfaction of the Planning Director, in consultation with the MNBP Superintendent, that exceeding the 85 foot maximum building heights in Land Bays 1 through 5 does not result in substantially greater visibility of the data center buildings that are shown in the viewshed analysis. The

Applicant has stated they are providing a significant buffer area between the proposed development area of the Property and the adjacent neighborhoods, and the height will have minimal, if any, impact to adjacent or nearby properties.

Staff Position: Staff does not support the building height modification. Staff does not have an issue with the 85 feet requested in Land Bays 1-5; given that this is within the 85 feet mentioned in the CPA, and there are limited impacts to the viewshed. However, staff does have an issue with the option of increasing the height to 100 feet based on additional viewshed analysis, as this is a decision that is more appropriately suited for the BOCS through the public hearing process, not the Planning Director with consultation with the MNBP. The impact of the additional height beyond 85 feet is not known at this time and thus staff does not support a proffer that does not allow additional review by all agencies through the legislative process. Staff feels that it is unreasonable to allow an administrative increase of 15 feet, or a 17.6 percent increase in height beyond the 85 feet in Land Bays 1-5 without the benefit of public comment. If the intent is for height to be increased in the future, a proffer amendment should be submitted to facilitate a separate review and legislative development process/decision.

For building height modifications, the Zoning Ordinance recommends that the County Fire Marshal certify in writing that the proposed building or other structure can be properly protected and will not endanger improvements on adjacent properties in case of fire. At this time, the Fire Marshal's Office has indicated that they do not anticipate issues with the height increase, as long as there is sufficient Fire Department access. Site layout and emergency response access details are not known at this time but will need to be reviewed and assessed during site plan review. In addition, adequate fire suppression and safety measures will need to be addressed at the time of site plan and building permit review when information is made available regarding site layout and building design.

The subject property is within the Airport Safety Overlay District (ASOD). The site is within the "approach zone" of the ASOD Land Bay 6, which is the closest Land Bay to the airport, is approximately 35,000 feet away from the runway. Pursuant to Section 32-505.03(2)(b)(1) of the Zoning Ordinance, to calculate the maximum height of any structure permitted in the approach zone we must utilize a 40 to 1 ratio. The height of the buildings at mean sea level per the proffers does not constitute a hazard to aerial navigation.

Staff recommendation: Although there are no concerns regarding the height modification from a fire or airport safety perspective, the full extent of the request was not analyzed to determine any visual impacts to adjoining properties, including the MNBP. The proffer defers the evaluation of any impacts of the additional height to an administrative process that does not include input from the BOCS or the public. As such, staff cannot support this modification to increase the allowed building height to 100 feet.

- 3) **Perimeter Buffer Waiver and Modification- Section 32-404.04.05 of the Zoning Ordinance.** Pursuant to Section 32-404.04.05 of the Zoning Ordinance, the Applicant requests a waiver for the required perimeter Type C buffers standards of the DCSM. As shown on the MZP, the Applicant requests a waiver of this requirement in locations adjacent to the property proposed to be zoned for similar data center uses within the Plan area, along

public rights of way as shown on the MZP, and against GPIN #7498-78-07560 as shown the MZP. Further, the Applicant requests a modification of the required Type C buffer standards to a 30-foot-wide Type B buffer in the locations identified on the MZP adjacent to Thornton Drive and Artemus Drive.

Summary of Applicant Justification: According to the Applicant, adhering to these Type C buffer requirements would adversely impact the ability to develop building footprints necessary to meet user specific needs, and the purpose of this requirement is negated when the adjacent use is similar data center facilities. A 30 foot Type B Buffer has been provided in lieu of the 50 foot buffer since both sides of Thornton Drive and Artemus Road are part of this overall development and are proposing the same land use- data centers.

Staff's position: Staff does not support the approval of the modification to reduce perimeter buffers. Thornton Drive and Artemus Road are local roads that connect to largely rural residential communities. Staff has continuously recommended that the Applicant provide a 50 foot wide (Type C) buffer on each side of the Artemus Road and Thornton Drive to screen the proposed development. While CPA policy DGM 1.2 does not specifically call out a buffer distance for both Artemus Road and Thornton Drive, it does call for using native plants along public right of ways and private road easements and in medians to enhance the streetscape and reduce environmental impacts of roadway improvements. Given the road provides a connection to other residential properties and the intent to enhance streetscape and reduce environmental impacts, the full 50 foot buffer is appropriate in this instance.

Staff recommendation: Staff does not support the buffer reduction from 50 feet to 30 feet along Artemus and Thornton Drive and cannot support this waiver.

- 4) **Waiver of Section 32-201.18 of the Zoning Ordinance requiring a 15' perimeter landscape area around substations.** Pursuant to Section 32-201.18 of the Zoning Ordinance, the Applicant request a modification to reduce the 15' perimeter landscape area requirement where a side(s) of a substation is interior to the Property that is screened and not visible from public rights-of-way, parks, and residential areas or adjacent to properties that are designated and rezoned for development of data center and/or data center supporting uses compatible with the Development.

Summary of Applicant Justification: According to the Applicant, the proposed waiver is appropriate in this instance because adhering to the internal buffer requirements of the DSCM would negatively impact the ability to develop the building footprints necessary to meet user-specific needs and equipment.

Staff recommendation: Staff supports the approval of the modification; however, staff recommends the Applicant be more clear in the modification request that the provision would only waive sides that meet the provisions outlined in the modification. Specifically, the modification is only applicable to areas that are interior to the Property and not visible from public rights-of-way, parks, and residential areas and/or adjacent to properties that are designated and rezoned for development of data center and/or data center supporting uses compatible with the Development.

- 5) **Data Center, Substation, Pump Station, and Parking Use Waiver- Section 32-404.05.1 of the Zoning Ordinance.** Pursuant to Section 32-404.05.1, the Board may waive or modify any provision, including a use restriction, pursuant to an approved rezoning. Therefore, the Applicant requests a waiver of Section 32-402.23(3), Section 32-402.33(3) and Section 32-403.23(3) to permit data centers, substations, public facilities, assembly, outdoor cultural arts centers, and parking by-right outside of the Data Center Opportunity Overlay District.

Summary of Applicant Justification: The proposed data center and substation use is consistent with the CPA and the Applicant has included use parameters with the Proffers consistent with the CPA. In the same vein, the Applicant has included a proffer to allow for development of any portion of the Property with parking lots subject to approval of a site plan. This will allow the Applicant to properly phase development and mitigate traffic impacts during the course of construction.

Staff's Position: 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, approval of this waiver would reduce staff time and eliminate the need for multiple public hearings before the Planning Commission and BOCS. In addition, it permits the public, the Planning Commission and the BOCS 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 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 includes 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.

As mentioned in Attachment H, the modification request is not formatted correctly. The Applicant should make several clarifications to the modification, specifically stating that the waiver is seeking to waive the special use permit requirements since this project is outside the Data Center Opportunity Zone Overlay District. Public facilities are already allowed by right, the only change is the substations SUP requirements. Furthermore, cultural arts center is a by-right use. Also, the Applicant needs to remove references to "assembly" as a use as this is already permitted under M-2 zoning by-right and does not need to be waived.

Staff recommendation: Staff does not support approval of this waiver.

- 6) **Modification of Setback- Section 32-400.03.05 of the Zoning Ordinance.** Pursuant to Section 32-400-03.05 of the Zoning Ordinance, the Applicant requests a waiver for the required setback of one foot for every foot in height above 45 adjacent to property lines

interior to the Property or adjacent to property lines designated and rezoned for development of data center and/or data center supporting uses compatible with the Development. The Applicant is not requesting a modification of the minimum 20-foot setback provision.

Summary of Applicant Justification: The proposed waiver is appropriate in this instance because adhering to the setback requirements of Section 32-400.03.05 would negatively impact the ability of the Applicant to develop the building footprints necessary to meet user-specific needs and equipment.

Staff recommendation. Based on the proposed maximum building heights and the surrounding agricultural and/or residential district, staff does not support approval of the setback modification. Staff feels these required setbacks are appropriate based on the height of the proposed buildings, the mass and scale of the project, and the surrounding area that, in many cases, abuts an agricultural or residential district. As surrounding land is rezoned, these setbacks may not be applicable, but until then, it is applicable and appropriate.

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 the 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 in the Planning Office:

- | | |
|-------------------------------------|---------------------------------|
| • Building Official | • Land Development Case Manager |
| • Cemetery Preservation Coordinator | • Long Range Planning |
| • Community Development Manager | • MNBP |
| • Conway Robinson State Park | • NOVEC |
| • County Archaeologist | • Parks and Recreation |
| • County Attorney | • Planning Case Planner |
| • Crime Prevention Police | • Planning GIS Specialist |
| • Dominion Energy | • Service Authority |
| • Economic Development | • Sustainability Officer |
| • Fire Marshal's Office | • Transportation Department |
| • Historical Commission | • US Fish & Wildlife |

Staff Analysis

- VA Environmental Quality (DEQ)
- VDOT Fairfax
- Watershed Management
- Virginia State Health

PROFFER STATEMENT**January 19, 2023****Revised April 28, 2023****Revised August 25, 2023****COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS I
REZ 2022-00036****Applicant:** H&H Capital Acquisitions, LLC**Property:** 7499-44-3886, 7499-44-3150, 7499-43-2193, 7499-55-4720, 7499-55-1912, 7499-44-8686, 7499-55-8403, 7499-64-1457, 7499-54-6132, 7499-64-5227, 7499-53-4696, 7499-63-0595, 7499-44-8466, 7499-43-8370, 7499-64-1129, 7499-63-6178, 7499-44-7009, 7499-53-1462, 7499-53-4833, 7499-53-1320, 7499-63-1122, 7499-40-4412, 7499-40-7510, 7498-49-2831, 7498-49-2873, 7498-49-8156, 7498-59-1085, 7499-61-2050, 7499-61-1831, 7499-61-0903, 7499-60-0576, 7499-60-0754, 7499-60-0528, 7498-59-5979, 7498-69-0083, 7498-69-4389, 7498-59-1812, 7498-59-7717, 7498-69-2830, 7498-69-9942, 7498-79-2374, 7498-79-9567, 7498-89-1468, 7498-78-2271, 7498-79-9114, 7498-89-9349, 7498-88-0681, 7498-88-6189, 7498-98-2194, 7498-88-5864, 7498-98-5857, 7498-88-8729, 7498-88-0142, 7498-58-7523, 7498-68-4733, 7498-78-0732, 7498-88-0218, 7498-87-0698, 7498-77-2681, 7498-87-0965, 7498-67-5657, 7498-77-1839, 7498-39-2117, 7498-49-2407, 7498-28-2871, 7498-28-8254, 7498-38-7570, 7498-48-5560, 7498-58-1650, 7498-38-7916, 7498-47-8196, 7498-57-4280, 7498-57-6866, 7498-57-9653, 7498-37-9232, 7498-47-6936, 7498-56-6583, 7498-66-3583, 7498-76-0192, 7498-46-7192, 7498-36-4869, 7498-56-4551, 7498-36-5811, 7498-66-2816, 7498-35-3911, 7498-56-3513, 7498-34-5957, 7498-55-0077, 7498-35-9736, 7498-45-4762, 7498-55-3343, 7498-55-5732, 7498-44-2890, 7498-44-8461, 7498-54-2867, 7498-34-9430, 7498-43-0283, 7498-53-1385, 7498-54-8408, 7498-43-1428, 7498-43-6254, 7498-53-2739, 7498-65-5820 (collectively, the "Property")**Existing Zoning:** A-1, Agricultural and SR-5, Semi-Rural Residential**Proposed Zoning:** PBD, Planned Business District**Magisterial District:** Gainesville

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Sect. 32-700.30 of the Zoning Ordinance of Prince William County (the "Zoning Ordinance") in effect at the time of this rezoning, the property owners and applicants, for themselves and their successors and assigns (collectively, the "Applicant"), hereby proffer that the development of the Property shall be in accordance with the following conditions ("Proffers") if, and only if REZ 2022-00036 (the "Application") is granted. If approved, these Proffers supersede all previous proffers approved for the Property. In the event that this Application is denied, these Proffers shall be immediately null and void and of no further force or effect.

The headings of the Proffers set forth below have been prepared for convenience or reference only and do 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 Property served by the improvement, unless a different phasing for such improvements is otherwise specified below in these Proffers.

References in these Proffers to plans and exhibits as binding on the Applicant are limited to Item A below, with all other plans and exhibits (including Items B, C and D below and the information contained therein) provided for illustrative purposes only:

- A. The Master Zoning Plan entitled “Compass Data Urban, Ltd., dated May 2022, revised through August 25, 2023, limited to the following sheets (the “MZP”):
 - Cover Sheet
 - Overall Land Use Plan (Sheet 02)
 - Master Zoning Plan (Sheets 03-07)
 - Misc. Notes & Details (Sheets 08-09)
- B. Master Corridor Plan entitled “Prince William Digital Gateway,” prepared by Land Design, dated January 2023, revised August 2023 (the “MCP”).
- C. Transportation Infrastructure Improvements Concept Plan, prepared by Gorove/Slade dated January 19, 2023, revised through April 28, 2023 (“Exhibit C”).
- D. Transportation Infrastructure Improvements Concept Plan & Phasing, prepared by Gorove/Slade dated January 19, 2023, revised through August 22, 2023 (“Exhibit D”).

USE & DEVELOPMENT

1. **Master Zoning Plan.** The Property shall be developed in substantial conformance with the MZP, subject to minor modifications permitted by the Zoning Ordinance and as further described below.

2. **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 residential dwellings and structures located on the Property may continue until the same is removed or replaced in accordance with these Proffers. Ancillary, secondary uses are limited to those listed as 2.E through 2.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. 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). Due to their location within the Planned Business District and their identification on the MZP and in these Proffers, except as otherwise provided in Proffer 48.A and Proffer 48.B, the public facilities identified on the MZP are deemed approved as public facilities and are not subject to separate public facilities review and determination or Special Use Permit. Notwithstanding the foregoing sentence, in the event the location and/or extent of a public facility changes, or a new public facility is added, and such facility is determined not to be in substantial conformance with the MZP and these Proffers, then the change and/or addition may be permitted upon approval of a separate Public Facility Review without need to amend the MZP or these Proffers.

- A. Data centers and accessory uses and structures;

- B. Public facilities including, but not limited to, streets, parks, electric substations, sanitary sewer pump stations, and natural gas gate stations;
- C. Freestanding assembly, as defined in Article I of the Zoning Ordinance, not to exceed one hundred twenty-five thousand (125,000) gross square feet, to be used solely by the Applicant, its affiliates, contractors, subcontractors, customers and similar entities in furtherance of the construction, operation and maintenance of the Development;
- D. Cultural arts centers (outdoor only);
- E. Office and conference facilities, provided that such facilities are for the use of employees and/or contractors of and visitors to the buildings comprising the Development (as defined below);
- F. Restaurants, restaurants (carry-out) and fast-food restaurants, provided that such facilities shall be restricted for the exclusive use of employees and/or contractors of and visitors to the buildings comprising the Development (as defined below);
- G. Recreation, commercial (indoor) uses, provided that such facilities are for the use of employees and/or contractors of and visitors to the buildings comprising the Development (as defined below); and
- H. Childcare centers and any associated outdoor play area, provided that such facilities are for the use of employees and/or contractors of and visitors to the buildings comprising the Development (as defined below) (collectively, the “Approved Uses”).

3. **Floor Area Ratio.** The Applicant may develop the Property in phases that include data centers, surface and structured parking, and other uses and structures as set forth in Proffer 2 above (collectively, the “Development”). The maximum floor area ratio (“FAR”) on the Property shall be 0.30. 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. As shown on the MZP, for ease of reference the Applicant has divided the Property into eleven (11) land bays (each a “Land Bay”) and reserves the right to modify, as part of final site plan approval, the size and configuration of one or more Land Bays and the boundaries thereof by up to 10% of the land area of each such Land Bay. Subject to the height limitations set forth in Proffer 5 below, the Applicant also reserves the right to develop one or more lots or Land Bays above 0.30 FAR and/or to transfer undeveloped square footage from one lot or Land Bay to another lot or Land Bay, provided (a) no single Land Bay develops above 0.57 FAR; and (b) any such transfer does not increase the overall square footage of, or the FAR, for the Development.

- A. **Tabulation.** As part of each building 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 (inclusive of which Land Bay (or portion thereof) in which such building(s) is located) and their

associated gross floor area as defined in the Zoning Ordinance (“GFA”) and relationship to the overall maximum permitted FAR. The tabulation also shall identify the reassignment of any GFA between or among Land Bays and shall be updated with each subsequent final site plan approved for the Property.

4. **Interim Development.** Pursuant to Section 32-404.05.1 of the Zoning Ordinance, the Applicant may develop by-right any portion of the Property within the LOD (as defined below) with parking lots and/or staging areas necessary to facilitate construction activities with approval of a final site plan.

5. **Height.** Pursuant to Section 32-400.03.2 of the Zoning Ordinance, the Applicant agrees that the maximum building heights for the Development shall not exceed the maximum building height for each Land Bay as more particularly described below. Height shall be measured based on the existing definition of height in the Zoning Ordinance in effect at the time of approval of this rezoning.

A. Rooftop structures shall include mechanical and equipment penthouses and all other roof structures, exclusive of elevator penthouses that do not exceed ten feet (10’) in height above the roofline, described in Section 32-400.03(3) of the Zoning Ordinance (the “Rooftop Structures”). The Applicant agrees to limit the height of buildings in the Development as follows:

1. Buildings and Rooftop Structures in Land Bay 1 shall not exceed the lesser of (i) three hundred ninety feet (390’) above mean sea level; or (ii) eighty-five feet (85’) in height measured from the finished slab as determined at the time of site plan, except as otherwise provided in Proffer 5.B below;
2. Buildings and Rooftop Structures in Land Bay 2 shall not exceed the lesser of (i) four hundred ten feet (410’) above mean sea level; or (ii) eighty-five feet (85’) in height measured from the finished slab as determined at the time of site plan, except as otherwise provided in Proffer 5.B below;
3. Buildings and Rooftop Structures in Land Bay 3 shall not exceed the lesser of (i) four hundred five feet (405’) above mean sea level; or (ii) eighty-five feet (85’) in height measured from the finished slab as determined at the time of site plan, except as otherwise provided in Proffer 5.B below;
4. Buildings and Rooftop Structures in Land Bay 4 shall not exceed the lesser of (i) three hundred sixty feet (360’) above mean sea level; or (ii) eighty-five feet (85’) measured from the finished slab as determined at the time of site plan except as otherwise provided in Proffer 5.B below;
5. Buildings and Rooftop Structures in Land Bay 5 shall not exceed the lesser of (i) four hundred five feet (405’) above mean sea level; or (ii) eighty-five feet (85’) in height measured from the finished slab as determined at the time of site plan except as otherwise provided in Proffer 5.B below;

6. Buildings and Rooftop Structures in Land Bay 6 shall not exceed the lesser of (i) three hundred sixty-five feet (365') above mean sea level; or (ii) sixty feet (60') in height measured from the finished slab as determined at the time of site plan; and
 7. Buildings and Rooftop Structures in Land Bay 7 shall not exceed the lesser of (i) three hundred fifty-five feet (355') above mean sea level; or (ii) sixty feet (60') in height measured from the finished slab as determined at the time of site plan.
- B. Notwithstanding the provisions of subparagraphs A(1) through A(5) above, the Applicant reserves the right to increase the maximum building height set forth in subparagraphs A(1) through A(5) above following completion of further viewshed analyses demonstrating, to the satisfaction of the Planning Director, in consultation with the Manassas National Battlefield Park Superintendent, that exceeding the maximum heights set forth in subparagraphs A(1) through A(5) above does not result in substantially greater visibility of the data center building(s) than that shown in the analyses submitted with this Application, provided that no building in Land Bays 1 through 5 shall exceed one hundred feet (100') in height measured from the average grade. Prior to site plan approval from Development Services, the Applicant shall submit building sections to ensure compliance with this Proffer.
 - C. Pursuant to Section 32-505.03 of the Zoning Ordinance, prior to issuance of construction permits, the Applicant shall consult with the Federal Aviation Administration, the Virginia Department of Aviation, or the Manassas Regional Airport board for determination of potential obstruction penetration.

6. **Building Footprints.** The Applicant shall design the layout of its buildings in each Land Bay in general conformance with the illustrative concepts shown on Pages 48 through 53 of the MCP with respect to (i) the general orientation of the building(s) within the "Building, Circulation, Substation, and Parking Envelope" as shown on the MZP for each Land Bay; (ii) the general location of the points of access to each Land Bay and accompanying pedestrian and vehicular circulation routes to and from the "Building, Circulation, Substation, and Parking Envelope" as shown on the MZP; and (iii) the extent of the LOD within each such Land Bay as more particularly set forth in these Proffers. 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.

7. **Construction Impact Management.** The Applicant shall address anticipated impacts of construction, which shall include the following:

- A. Pre-Construction Information Distribution. Prior to the commencement of construction of the first data center building for each Land Bay, the Applicant shall distribute written information to, and offer to hold a meeting with, the homeowner's associations or boards of Heritage Hunt and Catharpin Valley Estates, and the

Manassas National Battlefield Park Superintendent providing information regarding planned construction activities for the Development. Any such meetings may be held together or separately. The information shall include: (i) the anticipated phasing of construction; (ii) a preliminary schedule for each phase of construction; (iii) a preliminary plan for the routing of construction trucks; and (iv) 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. Outdoor Construction Hours. Outdoor construction activities, including construction 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 outdoor construction and reduce the use of outdoor construction site lighting outside of the designated construction activity hours provided in this Proffer 7.B. The Applicant shall post signs identifying such outdoor construction hours at all construction entrances on the Property. For the purpose of clarity, indoor construction activities shall not be subject to the outdoor construction hours provided in this Proffer 7.B.
- C. Construction Trucks. 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, 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 signs identifying such construction truck routes shall be posted at all construction entrances on the Property.

CULTURAL RESOURCES

8. **Phase II Analysis and Phase III Recovery.** The Applicant agrees to retain the services of a qualified professional archaeologist(s) and conduct one or more Phase II investigations, as recommended by the Phase I Study previously completed by the Applicant, of those portions of the Property the Applicant proposes to disturb (the "Phase I Study"). The Applicant shall complete archeological site evaluations of sites recommended for Phase II investigations that the Applicant proposes to disturb (each a "Phase II Study") and submit the results of the Phase II Study with the first submission of the final site plan for the area to be disturbed. Phase II Studies shall be carried out by a qualified archeologist and as approved by the County Archaeologist or their designee. Based on the recommendations of each Phase II Study conducted, and as necessary or appropriate, the Applicant shall either pursue preservation in place and/or conduct archeological data recovery (the "Phase III Data Recovery") and thereafter process any artifacts recovered from the Property, including completing interpretations and additional analyses of such artifacts. The Applicant shall

complete field work for the Phase III Recovery (as applicable) prior to final site plan approval for the building(s) or any grading in which the limits of disturbance area is within the identified boundaries of the recovery site. The data recovery report of the Phase III Recovery shall be completed within eighteen (18) months of the cessation of excavations or the issuance of the first building release letter for the first building in the Land Bay or section thereof, whichever comes first. The final scope of each Phase II Study and, as applicable, Phase III Data Recovery shall be determined in consultation with the County Archaeologist or their designee. The mitigation plan (data recovery plan) of the Phase III Recovery shall meet the standards set forth in the current version of the Virginia Department of Historic Resources (“VDHR”) Guidelines for Conducting Cultural Resources Survey in Virginia and also the Advisory Council on Historic Preservation (“ACHP”) Recommended Approach for Consultation on Recovery of Significant Information from Archeological Sites (<http://achp.gov/archguide.html#supp>).

9. **Curation.** Subject to property owner consent, as applicable and/or necessary, 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, any Phase III Data Recovery. Subject to property owner consent, as applicable and/or necessary, the Applicant shall turn over to the County any artifacts and records generated from the investigations and/or excavations within three (3) months following completion of the final report for the specific area or site. 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 the County’s standard 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. The Applicant shall demonstrate compliance with this proffer by providing written confirmation from the County Archaeologist prior to the issuance a building release letter for a given Land Bay or section of a Land Bay for which such curation is applicable.

A. County Archaeological Research. The Applicant shall permit the County Archaeologist or their designee to enter the Property to conduct archaeological research, at its own expense, on those sites identified for Phase II analysis that the Applicant proposes to preserve. The Applicant may request that, prior to the County Archaeologist or their designee accessing the Property, the excavations and research be coordinated with the Applicant so as not to affect the Applicant’s business and security. The Applicant is entitled to receive a copy of the results of the research.

10. **Onsite Archaeological Monitoring During Grading Activities.** During initial construction rough grading and excavation activities, the Applicant shall provide an onsite archaeologist, reasonably acceptable to the Planning Director or their designee, who will inspect areas of high and moderate potential for underground cultural resources to be found on the Property as the topsoil is removed and to identify any historically significant structures or graves that might be uncovered. The County Archaeologist or their designee shall be offered the opportunity to accompany the aforesaid onsite archaeologist.

11. **Unanticipated Discovery of Cultural Resources or Human Remains.** Prior to the issuance of final site plan 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 shall 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 Archaeologist, County Cemetery Preservation Coordinator, and VDHR for review and approval no later than at the time of first final site plan submission for the relevant Land Bay or portion thereof.

12. **Reinterment of Human Remains.** If the Applicant discovers human remains during cultural resource studies, or during land disturbance activities, the Applicant shall follow the procedures contained in the UDP and comply with all federal and state laws regarding the protection, evaluation, removal, treatment, 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 Archaeologist, 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 be in a location that is mutually deemed appropriate by the Applicant, the County Archaeologist, VDHR, and any identified descendent next-of-kin, and the Applicant shall delineate the boundaries of such burial location in accordance with applicable cemetery regulations and install signage or other features commemorating those persons who may be buried there. If consented to by the American Battlefield Trust, any land owned by the American Battlefield Trust and contiguous to the Manassas National Battlefield Park shall be included as one of the locations considered for reinterment.

13. **Preservation of Cemeteries.** Prior to final site plan approval for grading or development in the vicinity of each of the cemeteries identified on the MZP and located on the Property, the Applicant shall 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). Notwithstanding the cemetery buffers shown on the MZP, the Applicant shall, in consultation with the County Archaeologist or their designee and where feasible, accommodate an additional buffer around all or portions of each cemetery, provided such additional buffer does not conflict with Major Utility Easements or the planting or preservation requirements of the Protected Open Space standards set forth in Proffer 23 below. The Applicant shall erect a three (3)- to- four (4) -foot tall cemetery fence, as defined in Section 810.16 of the Design and Construction Standards Manual (“DCSM”), around the boundary of each cemetery. The fence shall be located on the interior edge of the cemetery preservation area and shall not be located within the cemetery preservation area. The Applicant shall grant a public access easement to each cemetery pursuant to the requirements of Section 32-250.110 of the Zoning Ordinance on the plat and associated deed as part of the first final site plan approval for the portion of any Land Bay containing or abutting such cemetery. The Applicant shall install at least one (1) sign at the fenced entrance to each delineated cemetery to provide identifying information about the same.

14. **Temporary Protection of Archaeology Site(s) and Cemeteries.** The Applicant shall erect temporary protective fencing and signage around delineated cemeteries and archaeology sites that either will be preserved or their artifacts recovered, all as mutually deemed appropriate by the Applicant and the County Archaeologist or their designee in accordance with the requirements of Section 32-250.110(A)(7) of the Zoning Ordinance. The Applicant shall maintain the temporary protective fencing and signage until such time as ground disturbance activities no longer pose a threat of disturbance to the cemetery and/or archeological site. The type of temporary protective fencing may include, but is not limited to, orange tree-saver fencing or a six foot (6') temporary chain link fence. The temporary protective fencing required by this proffer shall be shown on the final site plan containing any delineated cemeteries and archaeology sites that either will be preserved or their artifacts recovered. The Applicant shall coordinate removal of the temporary fencing with the County Archaeologist or his/her designee.

15. **Settlement and Thornton School Interpretive Site and Trailhead.**

- A. Construction and Installation of the Settlement and Thornton School Interpretive Site and Trailhead. As a result of the Phase I Study, the Applicant has identified a location in the northwest corner of the intersection of Pageland Lane and Thornton Drive that once may have contained an African American school and, possibly, other facilities or improvements. To protect and recognize this important historical and community asset, the Applicant shall install commemorative facilities/structures, such as an outdoor classroom, a ghost frame reconstruction of the Thornton School, and/or similar improvements, within the area of the Property identified as the "Settlement and Thornton School Interpretive Site and Trailhead," generally as represented on pages 16 and 17 of the MCP (the "Settlement and Thornton School Improvements"). The cost to the Applicant for the Settlement and Thornton School Improvements shall not exceed \$175,000.00, exclusive of the cost to provide a minimum of seven (7) public parking spaces, utilities, and other support infrastructure (the "Settlement and Thornton School Improvements Cost"), with any additional costs to be borne by the County based on the final scope of work agreed to by the Applicant and the County. The property on which the Settlement and Thornton School Interpretive Site and Trailhead is to be constructed shall be a minimum of two (2) acres in size. The Applicant shall design the Settlement and Thornton School Interpretive Site and Trailhead in consultation with the Prince William County Historical Commission and the County's Department of Parks, Recreation and Tourism, provided that in the event the Applicant is unable to reach agreement with the Prince William County Historical Commission and/or the County's Department of Parks, Recreation and Tourism on the design of the Settlement and Thornton School Interpretive Site after not less than three (3) meetings or one hundred eighty (180) days of consultation, the Applicant may proceed with a final design selected in its sole discretion. The final design of the Settlement and Thornton School Interpretive Site and Trailhead shall be included within the final site plan for the first building on Land Bay 3. Prior to issuance of the first occupancy permit for the first building constructed on Land Bay 3, the Applicant shall (i)

install/complete the Settlement and Thornton School Interpretive Site and Trailhead; and (ii) dedicate the Settlement and Thornton School Interpretive Site and Trailhead, inclusive of parking and access drives, in fee simple, to the County or, as directed, the County's Office of Historic Preservation as a public park. Following such dedication to the County or, as directed, the Office of Historic Preservation, the County or, as directed, the Office of Historic Preservation shall be responsible for the maintenance of the Settlement and Thornton School Interpretive Site and Trailhead. In the event the County or the Office of Historic Preservation elects not to accept a dedication of the Settlement and Thornton School Interpretive Site and Trailhead, the Applicant shall grant a public access easement over the same, provided that maintenance of the Settlement and Thornton School Interpretive Site and Trailhead shall remain the responsibility of the County following the installation/completion of the Settlement and Thornton School Interpretive Site and Trailhead by the Applicant.

COMMUNITY DESIGN

16. **Architecture and Building Materials.** The quality and character of the architectural design for the Development shall be in general conformance with the perspectives labeled as "Typical Compass Building Elevations" and shown on pages 38 through 41 of the MCP. Exterior materials for the Development may include, but will not be required and not limited to, precast or tilt-wall concrete panels, brick, masonry/stone, aluminum, steel, glass, metal paneling, cementitious paneling, composite insulated panels, vinyl and/or aluminum windows, provided that architectural details, roofs, and accents may include other materials as approved by the Planning Director or his/her designee. Compliance with this Proffer shall be evidenced with the submission of building elevations for review and approval by the Planning Director or their designee, at least two (2) weeks prior to the issuance of the building permit release letter. Any substantive changes to the design and/or materials shall be submitted to the Planning Director for review and approval. Such approval shall be based on a determination that the changes result in a building of similar or greater quality.

- A. Building facades that front on or have unobstructed, direct line of site from Manassas National Battlefield Park, if any, and the Heritage Hunt community shall be non-reflective and earth tone, including, but not limited to, dark green, grey, or dark brown in color chosen from a color palette that is mutually deemed appropriate by the Applicant and the Planning Director or their designee, except as otherwise allowed below. The Planning Director may approve other colors for buildings to which this proffer applies provided the Applicant demonstrates following completion of further viewshed analyses demonstrating, to the satisfaction of the Planning Director, that the materials shall facilitate the ability for the building facade to blend into the tree line or shall be screened by other buildings. Alternative paint colors or patterns may be utilized on rooftop screening, if any, facing the Manassas National Battlefield Park subject to approval by the Planning Director in consultation with the Manassas National Battlefield Park Superintendent or their designee.

- B. Principal building facades of any data center building(s) (which includes the office portion but 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:

1. Change in building height in accordance with Proffer 5;
2. Building step-backs or recesses;
3. Fenestration;
4. Change in building material, pattern, texture, color; or
5. Use of accent materials.

17. **Rooftop Telecommunications Equipment and Mechanical Units.** Rooftop mechanical equipment located on buildings that front on or have unobstructed, direct line of site from the Pageland Lane, Sudley Road, Artemus Road, and/or Thornton Drive right-of-way, the Manassas National Battlefield Park, or adjacent residential or agricultural designated areas shall be screened or enclosed to minimize visibility from such areas in accordance with Section 32-509.02(4)(B) of the Zoning Ordinance. Rooftop mechanical equipment not meeting the above criteria will not be required to be separately screened.

18. **Ground Level Mechanical Equipment.** Ground level mechanical equipment located so as to front on or have unobstructed, direct line of site from the Pageland Lane, Sudley Road, Artemus Road, and/or Thornton Drive right-of-way, the Manassas National Battlefield Park, or adjacent residential or agricultural designated areas, shall be screened in accordance with Section 32-509.02(4)(B) of the Zoning Ordinance by a visually solid/opaque fence, screen wall or panel, or other screening technique no less than twelve feet (12') in height and constructed with materials and colors compatible with those used in the exterior construction of the principal building. Ground-level equipment not meeting the above criteria or otherwise screened by a principal building, topography or vegetation shall not be required to be separately screened.

19. **Dumpster Locations.** Any dumpsters that are visible from public road rights-of-way or surrounding non-data center properties shall be screened using materials that are architecturally compatible with the building(s) they serve.

20. **Security Fence, Gates and Cameras.** Irrespective of the requirements of Zoning Ordinance Section 32-509.02(4)(D), 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. The design of any security fence may include black aluminum/steel or other metal no higher than ten feet (10') in height, provided that untreated chain link fencing or barbed wire fencing is prohibited along public and private street frontages. The Applicant reserves the right to use lesser materials for areas of any security fence that are not along a building's street frontage or otherwise visible from the Pageland Lane, Sudley Road, Artemus Road, and/or Thornton Drive public rights-of-way. Security fencing shall not be located within any required buffer yards or Tree Save Area (as defined below).

21. **Building and Parking Lot Lighting.** All freestanding parking lot lights shall have a maximum height of thirty feet (30') and shall have shielded cut-off fixtures that direct light downward and inward. In addition, all building-mounted lighting, if any, shall be cut-off fixtures directed or shielded in such a manner to prevent glare from projecting onto adjacent properties or public rights-of-way, but allow sufficient lighting for security and safety purposes.

LANDSCAPING, LIMITS OF DISTURBANCE, OPEN SPACE, AND TREE PRESERVATION

22. **Master Landscape Plan.** The Applicant shall submit a master landscape plan that provides for a coordinated and consistent pattern of landscaping throughout the Development (the "Master Landscape Plan"). The initial, conceptual landscape concepts along Pageland Lane are generally depicted on pages 20 through 31 of the MCP. The Applicant shall submit the Master Landscape Plan to the County Archaeologist and the County Arborist for review and approval within one (1) year of approval of this Application. The Applicant shall submit elements of the Master Landscape Plan pertaining to public rights-of-way and medians to the Manassas National Battlefield Park (the National Park Service), Conway Robinson State Forest (the Department of Forestry), Heritage Hunt, and Catharpin Valley Estates for review and comment. Following receipt of the elements of the Master Landscape Plan, the Manassas National Battlefield Park (the National Park Service), Conway Robinson State Forest (the Department of Forestry), Heritage Hunt, and Catharpin Valley Estates shall have sixty (60) days to provide any comments to the Applicant. The Applicant reserves the right, in consultation with the County Archaeologist and the County Arborist, to modify the Master Landscape Plan as part of final engineering and building design for each building and/or Land Bay (or portion thereof) or as part of the Pageland Lane final design provided such modifications provide a similar quality, quantity, size, and character of landscape plantings and materials as shown on the Master Landscape Plan. 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 of the Director of Public Works, defer installation of all or portions of the required landscape to the next available planting season to provide a better chance for its long-term survival. The Applicant shall provide design details based on the Master Landscape Plan for County review and approval as part of final site plan approval for each Land Bay (or portion thereof) and/or building.

- A. Implementation of Master Landscape Plan. The Master Landscape Plan shall address site preparation, including the removal of invasive species. The Applicant shall use native or acclimated, regionally appropriate species similar in type, quantity, and quality as that shown on Sheet 09 of the MZP 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 (spring, early summer, late summer, fall).
- B. 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.

- C. Soils in Landscaping Areas. To facilitate adequate expansion of tree and shrub roots to support healthy plants, all landscape areas, parking lot islands and buffers which have been subject to pavement and/or compaction shall have, prior to planting: (i) all foreign materials (asphalt, concrete, rock, gravel, debris, etc.) removed and the soil loosened to a depth appropriate for planned vegetation; and (ii) a top dressing 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 gravel, cinders, stone, slag, coarse, fragments, sticks, roots, trash, or other materials larger than 1-1/2 inch in diameter. The topsoil shall contain a minimum of 5% natural fine organic matter, such leaf mold, peat moss, or similar material. 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 on the Property. Locations and depths to gather the representative soil samples shall be accomplished by the Applicant under the direction of a qualified landscape architect selected by the Applicant in its sole discretion.
- D. Maintenance of Landscaping. The Applicant and/or subsequent owner of each Land Bay or building shall, except in the Tree Preservation and Amenity Areas (each as defined below), provide for continuous and ongoing maintenance of landscaping to minimize concealment or overgrown areas, 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, and non-native species control.
- E. Buffers Against Future Adjacent PBD Properties. In the event adjacent properties are rezoned to PBD and developed with data center and/or data center supporting uses compatible with the Development, the perimeter buffers required by the Zoning Ordinance and DCSM to be provided on the Property at its boundary with such adjacent properties may be removed and/or not provided.

23. Open Space. The Applicant shall develop the Property such that, upon completion of the Development, at least thirty-nine percent (39%) of the Property constitutes open space as more particularly defined and set forth below. Such open space shall be comprised of four (4) separate types: (i) Protected Open Space (as defined below); (ii) Pollinator Meadow (defined below) or pervious lawn area; (iii) open space under or over existing and/or future major utility easements greater than sixty feet (60') in width ("Major Utility Easements"); and (iv) open space areas within

each of the “Building, Circulation, Substation, and Parking Envelope” as shown on the MZP (items (i), (ii), (iii), and (iv) collectively being the “Development Open Space”). For the purpose of clarity, the Development Open Space is to be calculated cumulatively across the entire Property and not within individual Land Bays or portions thereof. As part of each building site plan submitted for the Property, the Applicant shall provide a tabulation showing the acreage and percentage of Development Open Space, Protected Open Space (as defined below) and Reforestation Area (as defined below) established or approved to date, inclusive of any Development 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 Property upon completion of the entire Development. The Applicant shall designate on each site plan for the Development 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 24 below) reduce the Applicant’s obligation to achieve thirty-percent (30%) Protected Open Space on the Property. Protected Open Space shall be comprised of:
1. “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 Development 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;
 2. “Restored Open Space” consisting of areas disturbed prior to or during construction of the Development that the Applicant restores to native or acclimated (non-invasive), regionally appropriate forest (“Reforestation”), enhanced landscape areas (as shown on the MZP), perimeter or roadway or internal buffers, meadows, and/or wetlands, which areas shall be protected from further disturbance except as provided herein. Of the total Restored Open Space to be provided across the entire Development, the Applicant shall provide a minimum of eighty (80) acres as Reforestation; and
 3. Environmental Resource Areas consisting of Federal Emergency Management Agency (FEMA) floodplain, FEMA flood Hazard, natural 100-year floodplains as defined by the DCSM, Chesapeake Bay resource protect areas, 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 as may be present on the Property.

- B. Pollinator Meadow and Pervious Lawn Areas. Pollinator Meadow and pervious lawn areas are included within the areas identified as “Potential Landscape, Seeded, or Pervious Area in Open Space” within the LOD (defined below) on the MZP (the “Seeded Pervious Area”). The Applicant shall install a minimum of 25% of the total Seeded Pervious Area acreage shown on Sheet 09 of the MZP as native, pollinator-supporting plant meadow (the “Pollinator Meadow”). 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. The Pollinator Meadow shall be shown on the public improvement plan (“PIP”) and/or final site plan for each Land Bay or portion thereof and/or building containing such Pollinator Meadow. The Applicant will bond completion of any Pollinator Meadow as part of approval of each PIP and/or final site plan containing a Pollinator Meadow and shall install the Pollinator Meadow no later than the next available planting season (March-May or September-November) after the approval of such PIP and/or final site plan. The Pollinator Meadow shall be maintained by the Applicant or successor property owners association or other entity to include protection from pesticides, replanting or reseeded 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. As part of final site plan approval for each Land Bay or portion thereof and/or building, the Applicant shall provide a tabulation indicating the total acreage of the Pollinator Meadow within such area of the Property to ensure compliance with this Proffer. The Applicant shall designate on each site plan areas that are to be maintained and/or established as Pollinator Meadow or pervious lawn areas;
- 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 “Building, Circulation, Substation, and Parking Envelope” on the MZP. Open Space areas within the “Building, Circulation, Substation, and Parking Envelope” 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 Development Open Space from that shown on the MZP, provided the Applicant provides the minimum percentages/acreage of (i) Development Open Space (39%); (ii) Protected Open Space (30%); and (iii) Reforestation upon completion of the Development.

24. **Limits of Disturbance.** The Applicant shall develop the Property in substantial conformance with the Limits of Disturbance (“LOD”) shown on the MZP, provided that the Applicant may encroach upon and/or 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 Slated for Removal. The Applicant shall demolish and remove existing structures and driveways located outside of the LOD identified for removal 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 stabilize such areas with grasses, complete reforestation, and/or plant as buffers or enhanced landscape areas, all 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 driveways and structures 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 of the 1:1 tree replacement is subject to review and consultation with the County Arborist and shall be shown on the final site plan submittal for the affected building and/or Land Bay.
- C. LOD Encroachments Permitted by DCSM. The Applicant shall conduct any land disturbances outside of the LOD pursuant to Sections 740 through 742 of the DCSM, as may be amended, including:
 - 1. SWM Facilities/BMPs. The Applicant may install and/or expand SWM Facilities (defined below) and BMPs (defined below) (and to include such facilities in its calculations and credits), Reforestation, wetlands, wetlands mitigation, stream restoration, and supplemental plantings outside of the LOD in accordance with the standards of the DCSM.
 - 2. Utilities. The Applicant may 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, outside of the LOD in accordance with the standards of the DCSM. The Applicant shall make a good faith effort 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.

3. Passive Recreation Facilities. The Applicant may install and maintain passive recreation facilities, such as exercise stations, gazebos, picnic tables and benches, fire pits, fencing, lighting, supplemental landscaping, or other similar facilities, for purposes of creating and promoting a cohesive campus 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.
4. Public and Private Roadways. The Applicant shall be permitted to install and construct public roads and private roads and driveways outside of the LOD in accordance with the standards of the DCSM.
5. Dead or Dying Trees and Noxious Vegetation. The Applicant may remove dead or dying trees and noxious vegetation located outside the LOD in accordance with the standards of the DCSM.

25. **Reforestation.** The Applicant shall provide Reforestation as part of its Development Open Space on the Property in accordance with these Proffers and in the locations shown as “Potential Reforestation Area in Open Space” on the MZP; provided, however, that the Applicant reserves the right to modify and/or relocate the Proposed Reforestation Area locations as part of PIP and/or final site plan approval, provided 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 set forth in DCSM Section 802.21(E) for the reforestation area(s) identified on such plan (the “Reforestation Plan”). The Applicant shall implement the approved Reforestation Plan and shall provide plantings at a density of six hundred fifty (650) trees per acre, twelve inches (12”) to eighteen inches (18”) 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. Within the Reforestation Plan, the Applicant shall include a maintenance plan (the “Reforestation Maintenance Plan”), the duration of 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 Urban Forester before such treatment occurs. At the end of the Reforestation Maintenance Period the Applicant and the County Urban Forester 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 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 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.
- D. Minimum Reforestation Area. Notwithstanding the Applicant’s right to modify and/or relocate the Proposed Reforestation Area locations as part of PIP and/or final site plan approval as provided in this Proffer 25, the Applicant shall provide a minimum of eighty (80) acres of Reforestation across the Property as set forth above.

26. **Land Erosion and Siltation During Construction.** The Applicant shall provide enhanced erosion control measures beyond current DCSM standards during construction including, but not limited to, the use of the polymer polyacrylamide 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.

27. **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 for the Development. The Tree Preservation Plan shall be in accordance with the elements outlined in the DCSM Plant Selection Guide, Paragraph III. All tree preservation measures for the Tree Save Areas shall be clearly identified, labeled, and detailed on the erosion and sediment control plan sheets and Tree Preservation Plan.

28. Implementation of Tree Save Areas.

- A. Tree Preservation/Pre-construction Meeting: Prior to the commencement of grading work for each building or other improvement to be constructed on the Property, 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 Watershed Site Inspector to review the LOD and the Tree Preservation Plan. 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 both the Applicant and the Watershed Site Inspector.
- B. Site Monitoring. The 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 monitor tree preservation measures throughout construction of the applicable building or improvements. Throughout the Phase 1 erosion and sediment control activities, the Project Arborist shall provide quarterly reports of its site monitoring efforts pursuant to this Proffer 28.B to the County Arborist. Once the Phase 1 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

29. **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/or manufactured Best Management Practices (“BMPs”) (collectively, the “SWM Facilities”). The SWM Facilities 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/BMP practices (other than tree box filters) that achieves the volume reduction as specified in the VA Stormwater BMP Clearinghouse and is deemed to be acceptable by the Environmental Management Division of Public Works. 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 PIP and/or final site plans for development of each Land Bay, or part thereof, or other improvements. 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 that the Applicant shall provide a minimum of one (1) BMP/LID per building, as demonstrated at the time of submission of each PIP or final site plan. The Applicant shall install the SWM Facilities concurrently with the 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 its equivalent for the associated building(s).

- A. 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 the County for review and approval as part of the first site plan for the Development. The Applicant may submit changes to the SWM Concept Plan for the County’s review and approval as part of each subsequent site plan submitted for the Development.
- B. 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 the Property before pursuing the use of offsite 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.”
- C. Subject to 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.
- D. The Applicant shall not locate SWM Facilities within perennial stream corridors within the Development that are proposed to be maintained as part of the Development.

30. **Wildlife Corridors.** The Applicant shall designate and maintain a wildlife corridor through portions of Land Bays 1, 1A, 2, 5, 5A, 6, 6A and 7 in substantial conformance with the locations shown on the MZP and identified as part of the “Approx. Wildlife Corridor” (the “Wildlife Corridor”) to accommodate the movement of wildlife through and around the Property.

The Wildlife Corridor shall consist of a combination, inclusive of, but not necessarily limited to, open land, undeveloped land, reforested areas, tree preservation areas, enhanced landscaping, and/or stream valley no less than three hundred feet (300') in width, provided that the dimensions may be reduced in location(s) where the Wildlife Corridor crosses roadways. The Applicant may collocate and provide the Stream Valley Trail and other Site Amenities within the Wildlife Corridor. In recognition of the need to convey both storm runoff and wildlife under existing and/or planned roadways, the Applicant shall design and construct roadway underpasses (or comparable) for the Wildlife Corridor, which are labeled on the MZP as "Approx. Wildlife Crossing Location" using either dual, corrugated, open bottom metal arches or Conspan structures with a minimum clearance of twelve feet (12'). The façade(s) of any Conspan structure(s) for wildlife crossings shall use architectural treatments consistent with the character and quality of the image shown on page 32 of the MCP. The final alignment and location of the Wildlife Corridor and crossing locations shall be determined in coordination with the Watershed Management Branch as part of the PIP and/or final site plan approval for the portion of the Wildlife Corridor shown on such plan.

31. **Data Center Cooling.** The Applicant shall not use groundwater, surface water withdrawals, or surface water discharges to cool the data center buildings on the Property.

32. **Green Globes Design for Office Uses.** The Applicant shall design and construct the office portion of any data center building constructed on the Property to be generally equivalent to/with the sustainability standards of the Green Globes program maintained by the Green Building Initiative (or another comparable rating system as agreed upon by the Applicant and the Planning Director or the County's Environmental and Energy Sustainability Officer), provided that actual certification to such standard is not required.

33. **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, in consultation with the County's Environmental and Energy Sustainability Officer, specific Sustainability Measures into the applicable site plan or building documents, provided that a minimum of four (4) sustainability measures are provided for each building and/or within each Land Bay (or portion thereof), as applicable.

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

1. Minimize impervious areas and provide enhanced landscaping within development Land Bays;
2. Use onsite renewable energy such as solar power;

3. Use onsite detention facilities to irrigate landscaping and buffer areas;
4. Use solar power for aeration of water retention;
5. Provide a minimum of two (2) electric vehicle (“EV”) charging stations per data center building;
6. Use LED fixtures for all interior lighting;
7. Use LED fixtures for all exterior lighting;
8. Recycle construction material waste as accepted by recycling markets;
9. Use heat reflective roofing materials on data center building roof;
10. Use sustainable building materials in the construction of the data center building;
11. Capture and use reclaimed water for non-potable use;
12. Trap and reuse heat sources to the maximum extent possible;
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. Implement 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 building to operate below the 1.5 PUE (Power Utilization Effectiveness) standard;
16. Purchase clean energy through Power Purchase Agreements or renewable energy certificates; or
17. Select back up generation systems which utilize less carbon-intensive or carbon neutral energy generation in consultation with the County’s Environmental and Energy Sustainability Officer.

OPEN SPACE AND TRAIL NETWORK

34. **Multi-use Trail in the Green Corridor.** Subject to issuance of any required County,

state, or federal permits and/or approvals, the Applicant shall design and construct a multi-use, natural surface trail to be maintained by the County generally as shown on the MZP and page 9 of the MCP and labeled thereon as “Natural Surface Trail” (the “Stream Valley Trail”). The Stream Valley Trail shall be a minimum of five feet (5’) in width as required by the Prince William County Trail Standards Manual. The Stream Valley Trail also may include, but need not be limited to, wetlands crossings, pedestrian bridges, retaining walls, and other infrastructure as may be required to accommodate the facilities. The design and layout of the Stream Valley Trail shall minimize disturbance of mature trees. The Stream Valley Trail may be constructed in phases concurrent with the development of each Land Bay or portion thereof to which it is adjacent. The Applicant shall include design details for the Stream Valley Trail on the final site plan for the development of each Land Bay or portion thereof to which it is adjacent and thereafter construct that section of Stream Valley Trail prior to issuance of the occupancy permit for the first building shown on the applicable site plan. The Applicant shall have no responsibility for ongoing maintenance of the Stream Valley Trail and the Interpretive Features (as defined below) once completed.

- A. Public Interpretation Features Along Trail Network. The Applicant shall prepare and install an interpretive plan along the Stream Valley Trail that includes elements such as, but not limited to: (i) historical markers and other interpretative media in areas of public access; (ii) a self-guided map for the Stream Valley Trail incorporating interpretation of historic resources along the trail; (iii) interpretative kiosks; or (iv) digital media (collectively, the “Interpretive Features”). The Interpretive Features shall be developed in consultation with the Department of Parks, Recreation, and Tourism, 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 sentence, in the event the Applicant is unable to reach agreement with the County’s Office of Historic Preservation, the Historical Commission, and 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 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 identify those elements of the Interpretive Features that are to be implemented by that site plan. The Applicant may install the Interpretive Features in phases concurrent with the development of the Land Bays to which they are adjacent.
- B. The Applicant shall grant a minimum twenty foot (20’) non-exclusive trail easement over the Stream Valley Trail (inclusive of the Interpretive Features). The Applicant shall grant the trail easement for the Stream Valley Trail (inclusive of the Interpretive Features) prior to bond release following the Applicant’s completion of the construction of the Stream Valley Trail, and shall include all necessary temporary and permanent easements to permit ongoing maintenance by the County of the Stream Valley Trail and the Interpretive Features.

- C. Stream Valley Trail Maintenance Contribution. The Applicant shall make a one-time monetary contribution to the Prince William Board of County Supervisors 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 Stream Valley Trail and Interpretive Feature located on the Property. The Applicant shall provide the contribution prior to obtaining the building permit release letter for each applicable data center building.

35. **Trailheads and Related Improvements.** As generally depicted on page 9 of the MCP, the Applicant shall construct a series of multipurpose trailheads for the purposes of providing pedestrian, equestrian, bicycle and similar access to the Stream Valley Trail (the “Trailheads”). The final acreage, design and amenities of each Trailhead shall be determined as part of final site plan approval for the first building to be constructed in each Land Bay in which a Trailhead is shown and in consultation with the Department of Parks, Recreation, and Tourism, provided that the Trailhead for Land Bay 1 and Land Bay 4 shall include parking spaces for at least twelve (12) automobiles and four (4) trailers, at a minimum. The Applicant shall grant trail easements over each of the Trailheads as part of final site plan approval for the development of each Land Bay or portion thereof in which each Trailhead sits and shall include all necessary temporary and permanent easements to permit ongoing maintenance by the County of the Trailhead. The Applicant shall construct each Trailhead prior to issuance of the first occupancy permit for the first building constructed in each Land Bay or portion thereof to which it is adjacent. For the purpose of clarity, the Settlement and Thornton School Interpretive Site and Trailhead is exempt from the requirements and specifications of this Proffer 35 and shall be provided as set forth in Proffer 15.

36. **Environmental Programs and/or Ownership for Open Space and Green Corridor Areas.**

- A. Establishment of Environmental Programs. The Applicant 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, within open space areas outside of the LOD as shown on the MZP and in Land Bays 1A, 4A, 5A, and 6A (each an “Open Space Land Bay” and together, the “Open Space Land Bays”) 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 Land Bays. Notwithstanding the foregoing, either prior to, or subsequent to, establishment of the Environmental Programs in any Open Space Land Bay, the Applicant may convey ownership of all or a portion of one or more the Open Space Land Bays 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 Open Space Land Bay or a portion thereof 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 Open Space Land Bay.

NOISE ATTENUATION

37. **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 10:00a.m. and 7:00 a.m. weekdays and from 10:00 p.m. to 9:00 a.m. on Saturdays, Sundays, and legal holidays observed by the County government, shall be subject to the following maximum permissible sound levels: 55 dBA. Such levels shall be measured at locations outside the Property boundary of any land planned, designated, and used for Cultural Registered Historical Site (CRHS) 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. Emergency Operations. Emergency operations shall not be subject to the limitations outlined in Proffer 37.A above. For the purposes of this section, the

term “emergency” means 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’s provisions or other relevant federal regulations.

- C. Sound Studies. For data center buildings, prior to the approval of each building permit that includes heating and cooling systems, the Applicant shall provide a Sound Study (each a “Sound Study” and together, the “Sound Studies”) prepared by an acoustical engineer licensed to operate in the Commonwealth of Virginia and as approved by the Planning Director or his/her designee (the “Acoustical Engineer”). Each Sound Study shall be specific to the 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 measures 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. The Applicant shall be responsible for the cost and expenses for said Sound Studies, including the costs and expenses for the Acoustical Engineer to perform the work associated with said Sound Studies, outlined in this Proffer.

ELECTRIC SUBSTATIONS

38. **Electric Substations.** An electric substation may consist of transmission voltage switching or transformation equipment and structures of varying heights not to exceed seventy-five feet (75’) in height measured from the finished slab as determined at the time of site plan, excluding poles and lines. Subject to revisions requested by Dominion Energy and/or NOVEC upon final design of any such substations, the electric substations of approximately six (6) acres in size each (the “Substations”) shall be deemed a permitted use located in the locations identified on the MZP to serve data center uses, as follows:

- A. The Substations shall be enclosed by a chain link security fence up to twelve feet (12’) in height. In the event any Substation fronts on or has an unobstructed, direct line of sight from the Pageland Lane, Sudley Road, and/or Lee Highway right of way, the Manassas National Battlefield Park, or residentially zoned properties, the visible portion of the Substation shall incorporate architectural screening into the final design, such as screening walls, solid board/opaque fences, etc., a minimum of twelve feet (12’) in height, to reduce the Substation’s visibility, subject to agreement from Dominion Energy and/or NOVEC.
- B. Adjustments to the foregoing standards in this Proffer and/or location, number, and size of the Substations may be allowed by the Planning Director or his/her designee without the need for an amendment to the Proffers and/or MZP or

approval of a separate public facilities review. Notwithstanding the foregoing, the Applicant shall not establish a Substation in Land Bay 7 without approval of a separate Public Facility Review.

FIRE AND RESCUE

39. **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 the contribution prior to and as a condition of the issuance of the initial building permit for each building constructed on the Property, with the exact amount paid based on the GFA in each such building.

40. **Fire Service Accessibility.** For buildings with a building height higher than sixty feet (60'), the Applicant will, 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

41. **Roadway Network Improvements.** Prior to approval of this Application, the Property was the subject of a Comprehensive Plan Amendment approved by the Board ("the CPA") that established a long-term vision for the development of data centers on 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"). As part of its consideration of the CPA, the County identified a series of improvements to the roadway network in the vicinity of the Property that would be needed to accommodate development of data centers in the CPA Area (collectively, the "Roadway Network Improvements"). Subsequent zoning applications submitted to the County seeking to implement the CPA, including this Application, identified preliminary design details and a phasing plan for the Roadway Network Improvements, portions of which are to be constructed on the Property and portions of which are to be constructed offsite on property not part of this Application. In particular, the needed 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 D, 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 generally 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 PWCDOT and 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 that were previously or may in the future be proffered by other data center projects in the CPA Area for the Roadway Network Improvements (the "Escrowed Funds"):

- A. Public Improvements Plan. A PIP (that is, an approximate thirty percent (30%) design) for Pageland Lane (between Route 29 to the south and Sudley Road, approximately \pm 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 will construct to substantial completion (that is, opened to traffic but not necessarily accepted for maintenance by VDOT) the following improvements as shown on Exhibit C and/or Exhibit D:
1. Construction of a southbound right turn 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; and
 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 transition 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 GFA 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 the Exhibit C and/or Exhibit D:
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 on Pageland Lane;
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 on Pageland 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 GFA 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 C and/or Exhibit D:

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 Springs Road from eastbound Sudley Road to northbound Gum Springs and modification of the signal at the intersection of Sudley Road and Gum Springs Road, 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 GFA 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 C and/or Exhibit D:

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 an “RCUT” intersection at the intersection of Pageland Lane and Route 29, or alternatively any other intersection improvements as approved by PWCDOT or VDOT; 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 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 required to be constructed in association with REZ2018-00008.

42. **Design Details for the Roadway Network Improvements.** Subject to PWCDOT and VDOT approval, the Applicant shall design and construct the Roadway Network Improvements in accordance with the following standards and guidelines:

A. Onsite Portions of Roadway Network Improvements. The Applicant shall design the onsite portions of the Roadway Network Improvements as shown on Exhibit C

and in the roadway sections set forth on the MZP and on page 21 of the MCP, 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:

1. A four-lane, divided section of Pageland Lane, including 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;
2. Roundabouts on Pageland Lane in the general locations shown on Exhibit C;
3. A ten foot (10') wide shared use path along each side of Pageland Lane along the Property's frontage; and
4. A fifty-foot (50') buffer along each side of the Pageland Lane along the Property's frontage.

B. Dedication of Right-of-Way for Onsite 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 Roadway 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 shall construct or cause to be constructed, the Applicant shall design such improvements as shown on Exhibit C, with the final design, dimensions and, as necessary or appropriate, extent of right-of-way to be acquired 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.

43. **Artemus Road Improvements.** Subject to PWCDOT and VDOT approval and the acquisition of all necessary rights-of-way and ancillary construction easements, the Applicant shall

reconstruct Artemus Road as a two-lane, undivided section along the Property's frontage between Pageland Lane and the Property's western boundary generally as shown on the MZP (the "Artemus Road Improvements"). The Artemus Road Improvements shall be designed pursuant to VDOT and County requirements and standards, as may be waived or modified in connection with final site plan review, and constructed and placed into operation (but not necessarily accepted into the VDOT Secondary Street system for maintenance) prior to issuance of the first building occupancy permit in either Land Bays 5, 6, or 7. 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 Artemus Road Improvements, consistent with the roadway sections shown on the MZP.

44. Thornton Drive Improvements.

- A. Thornton Drive Improvements. Subject to PWCDOT and VDOT approval and the acquisition of all necessary rights-of-way and ancillary construction easements, the Applicant shall reconstruct Thornton Drive as a two-lane, undivided section along the Property's frontage between Pageland Lane and the Property's western boundary generally as shown on the MZP (the "Thornton Drive Improvements"). The Thornton Drive Improvements shall be designed pursuant to VDOT and County requirements and standards, as may be waived or modified in connection with final site plan review, and constructed and placed into operation (but not necessarily accepted into the VDOT Secondary Street system for maintenance) prior to issuance of the first building occupancy permit to be constructed in either Land Bays 2 or 3. The Applicant shall dedicate in fee simple, at no cost to the County or VDOT, sufficient right-of-way, along with ancillary temporary construction, grading and utility easements, from the Property as may be necessary to accommodate the Thornton Drive Improvements, consistent with the roadway sections shown on the MZP.
- B. Reservation of Right-of-Way. The Applicant shall reserve right-of-way to accommodate a three hundred thirty-five foot (335') centerline radius for the future extension of Thornton Drive when requested by VDOT in the approximate location shown on Sheet 04 of the MZP as "PROP. RIGHT OF WAY SHALL BE RESERVED TO ACCOMMODATE A 335' RADIUS CENTERLINE FOR FUTURE EXTENSION OF THORNTON DRIVE WHEN REQUESTED BY PRINCE WILLIAM COUNTY." Said reservation shall be granted to the County in a deed of reservation, in a form approved by the County Attorney's Office, and recorded in the Land Records prior to issuance of the first building occupancy permit to be constructed in either Land Bays 2 or 3 and shall be shown on the first site plan approved for Land Bays 2 or 3 on the Property. The Applicant shall dedicate the reserved right-of-way to the County upon demand by either PWCDOT or VDOT.

45. Minor Commercial Entrances on Pageland Lane. Subject to PWCDOT and VDOT approval, the Applicant shall design and construct any curb cuts along the Property's frontage on Pageland Lane other than (a) the roundabout intersections and (b) relocated Livia Drive as minor commercial entrances, as shown on the MZP.

46. **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

47. **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 in general conformance with the conceptual exhibit shown on Sheet 10 of the MZP (collectively, the “Wet Utilities”) in accordance with the requirements of the Prince William County Service Authority, including a sanitary sewer pump or lift station as shown on the MZP. 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 shall be abandoned in accordance with Health Department standards and requirements then in effect, unless otherwise agreed to between the Applicant and the Health Department. Notwithstanding the foregoing sentence, the Applicant may, in consultation with the Health Department and/or the Service Authority, maintain one (1) or more existing wells in lieu of abandonment for purposes 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 will, 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.

48. **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).

- A. Sanitary Sewer Pump Station. Notwithstanding the preamble of this Proffer 48, the sanitary sewer pump station shall be deemed a permitted use located in Land Bay 5 as identified on the MZP to serve data center uses. In the event such sanitary sewer pump station may no longer be located in Land Bay 5, or an additional/alternate sanitary sewer pump station(s) is/are required, such sanitary sewer pump station(s) shall be subject to a separate Public Facility Review without requirement to amend the MZP or these Proffers.
- B. Natural Gas Gate Station. Notwithstanding the preamble of this Proffer 48, the natural gas gate station shall be deemed a permitted use located in Land Bay 5 as identified on the MZP to serve data center uses. In the event such natural gas gate station may no longer be located in Land Bay 5, or an additional/alternate natural gas gate station(s) is required, such natural gas gate station shall be subject to a separate Public Facility

Review without requirement to amend the MZP or these Proffers.

49. **Water Quality Monitoring Contribution.** The Applicant shall make a monetary contribution to the Prince William Board of County Supervisors in the amount of \$75.00 per acre for water quality monitoring 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.

50. **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, 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 provide confirmation and/or proof of collaboration, or an attempt thereof, with DEQ, UOSA, Fairfax County Water Authority, 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

51. **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. 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 41 to the appropriate County agency (with a copy to PWDOT) 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 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:
1. If the assessed value is less than \$25,000, then the value shall be determined by assessment records or other objective evidence; or
 2. 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 Roadway Network Improvements and/or the West 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 PWDOT 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.

52. **Advanced Density Credit.** Density 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 the County or VDOT pursuant to the DCSM at the time of the final site plan approval(s) for the Property.

53. **Inflationary Adjustment of Contributed Funds.** Any funds to be contributed to the Board in accordance with these Proffers shall escalate on a yearly basis from the base year of 2024 and change effective each January 1 thereafter, until tender of payment, in accordance with the Urban Consumer Price Index (“CPI-U”) published by the United States Department of Labor, subject to a cap of six percent (6%) per year, non-compounded.

54. **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.

55. **Successors and Assigns.** These Proffers shall bind and inure to the benefit of the Applicant and its successors and assigns. Each reference to “Applicant” in this proffer statement includes within its meaning and is binding upon Applicant’s successor(s) in interest and/or developer(s) of the site or any portion of the Property.

56. **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

57. Pursuant to Sections 32-404.05 and 32-700.04 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, Section 802.11.A of the DCSM, and DCSM Table 8-1 to waive all internal buffers between uses and waive buffers between Land Bays on the Property.
- B. Pursuant to Section 32-400.03.2 of the Zoning Ordinance, the building height shall not exceed one hundred feet (100’), subject to Proffer 5 above.
- C. Waiver and modification of Section 32-404.04.5 of the Zoning Ordinance requiring a perimeter Type C buffer between land bays, along public rights of way, GPIN #7498-78-0760, and adjacent properties zoned PBD to allow for buffers as shown on the MZP.
- D. Waiver of Section 32-201.18 of the Zoning Ordinance requiring a 15’ perimeter landscape area around substations (considered a public facility), where a side(s) of a substation is interior to the Property that is screened and not visible from public rights-of-way, parks, and residential areas or adjacent to properties that are designated and rezoned for development of data center and/or data center supporting uses compatible with the Development.
- E. A modification of the uses permitted by-right pursuant to Section 32-404.05.1 of the Zoning Ordinance to waive Section 32-402.23(3), Section 32-402.33(3), and Section 32-403.23(3) to permit data centers, public facilities, assembly, outdoor

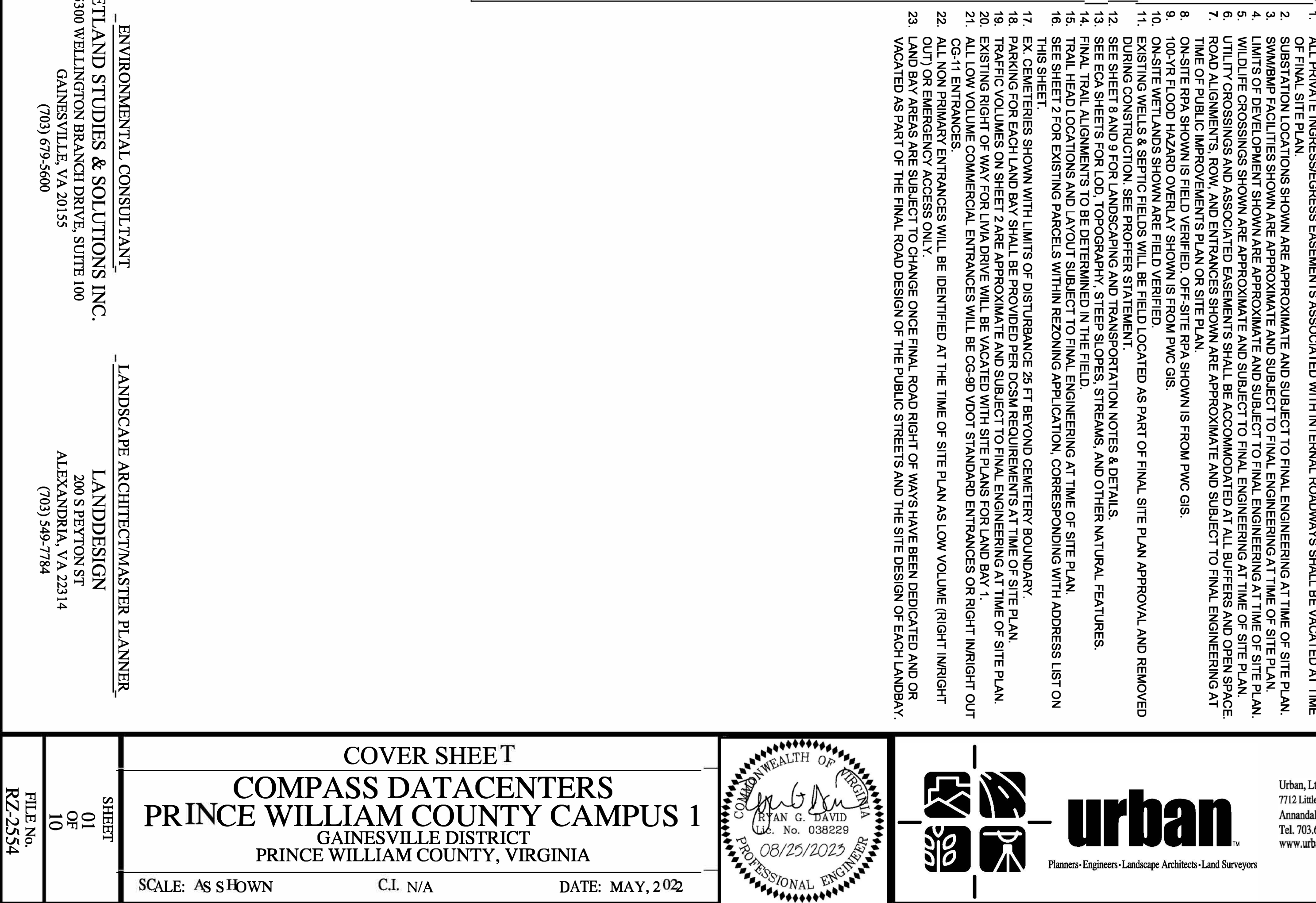
cultural arts centers and parking by-right, per Proffer 2 above.

- F. Waiver of Section 32-400.03.05 of the Zoning Ordinance requiring a setback of one foot for every foot in height above 45 feet adjacent to property lines interior to the Property or adjacent to property lines designated and rezoned for development of data center and/or data center supporting uses compatible with the Development. The Applicant is not requesting a modification of the minimum 20-foot setback provision.

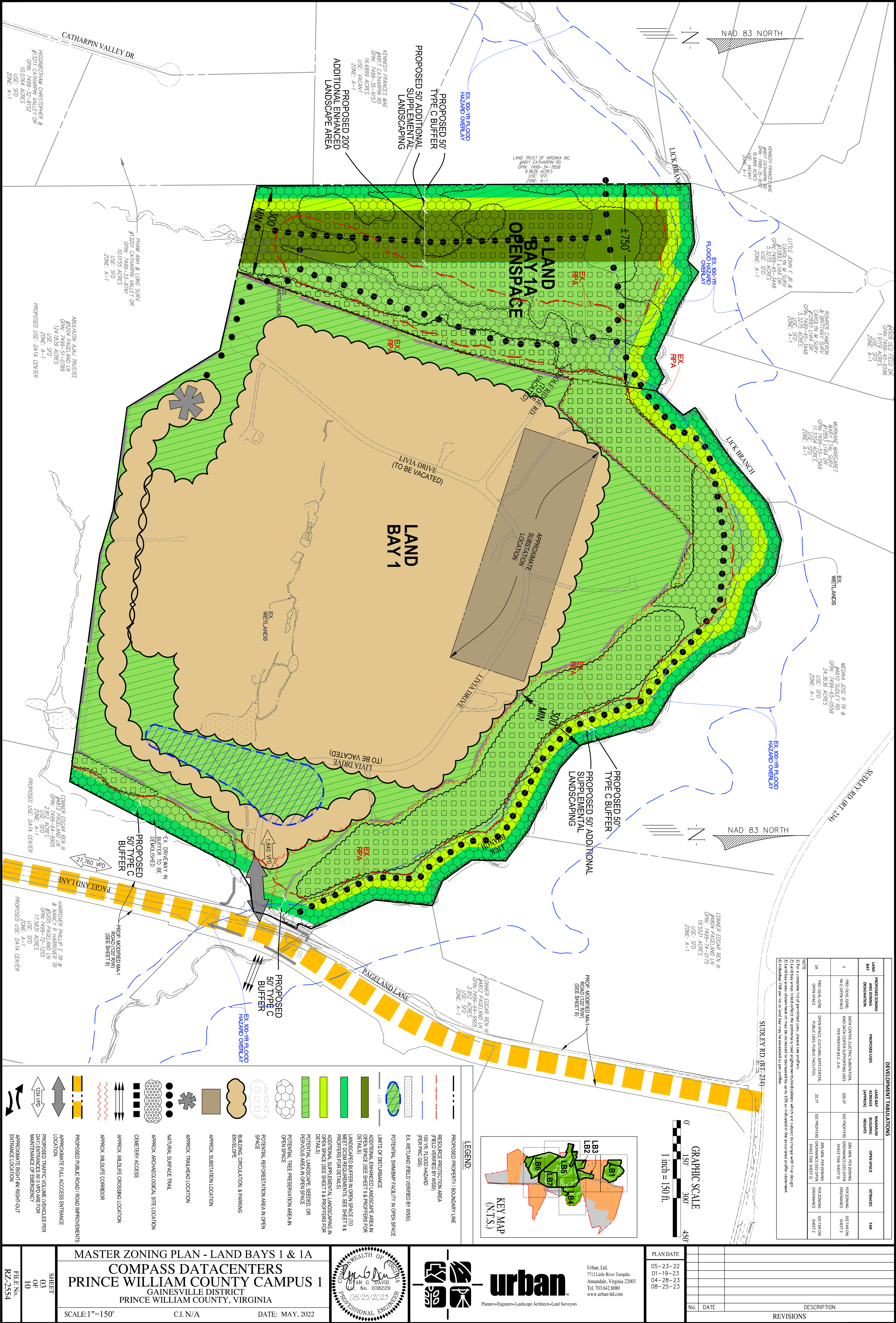
[Signature Page(s) to Follow]

NO.	GRN	PROPERTY ADDRESS	OWNER	ACRES	ADJ. ZONING
01	7499-44-3886	#1851 SMOKE RIDGE RD	SHEFF, GEORGE R. & SANDRA S.	5.19	A-1
02	7499-44-3150	#4853 SMOKE RIDGE RD	DOOD, ROBERT L. & JUDITH W.	6.14	A-1
03	7499-53-7193	#14785 SMOKE RIDGE RD	BAUMKINSHIP, CHARLES F. & ROBERT M.	6.05	A-1
04	7499-55-4720	#12808 LUNA DR	LEMON, FREDERICK F. & M. KATHEN	5.25	A-1
05	7499-55-1912	#12312 LUNA DR	PALEY, EDWARD P.	5.71	A-1
06	7499-44-8868	#12312 LUNA DR	HANSEN, JOHN P. & JESSICA LEHR	5.46	A-1
07	7499-55-2403	#12808 LUNA DR	NORRIS, PAUL WHITNEY	7.15	A-1
08	7499-64-4457	#12804 LUNA DR	KESTER, MILDRED & WILHELM KESTER	5.00	A-1
09	7499-54-6132	#12807 LUNA DR	KOT, STEPHEN & LILIANA V.	5.33	A-1
10	7499-64-5227	#12808 LUNA DR	CANDIAN, PETER & ROBIN L.	5.70	SR-5
11	7499-53-4686	#12819 LUNA DR	CHIDMAN, SCOTT E. & CAROLINE L.	6.45	A-1
12	7499-63-0505	#12311 LUNA DR	CHIDMAN, PHILIP EST. HOMEOWNERS ASSC.	0.61	A-1
12A	7499-64-9466	#12311 LUNA DR	CHIDMAN, PHILIP EST. HOMEOWNERS ASSC.	1.86	A-1
12B	7499-64-9412	#12311 LUNA DR	CHIDMAN, PHILIP EST. HOMEOWNERS ASSC.	2.17	A-1
12C	7499-63-6178	#12802 LUNA DR	GENIE BRANDON W. & TERESA L.	5.36	SR-5
14	7499-64-7009	#12919 LUNA DR	BLONTON, J. R. & KENNETH BLONTON	15.21	A-1
15	7499-53-1462	#12819 LUNA DR	SHEKIN, MURRAY J. & LILIANA M. TR.	5.20	A-1
16	7499-53-4843	#12825 LUNA DR	SENA, JOSEPH PETER COSBORO	5.00	A-1
17	7499-53-1320	#12825 LUNA DR	BUSCHER, MARK & SUSAN BUSCHER	4.99	A-1
18	7499-61-1122	#12803 LUNA DR	SENA, JOSEPH PETER COSBORO	16.10	A-1
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22	7499-49-2821	#13010 THORNTON DR	PHANETZ, ROBERT & WOLANIE ARCHER	10.28	A-1
23	7499-49-2823	#13010 THORNTON DR	PHANETZ, ROBERT & WOLANIE ARCHER	10.28	A-1
24	7499-49-6186	#12804 THORNTON DR	OWEN, MICHAEL & JAMES OWEN	1.84	A-1
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APPLICANT	LAND USE ATTORNEY	CIVIL ENGINEER / LAND PLANNER	TRAFFIC CONSULTANT	ENVIRONMENTAL CONSULTANT	LANDSCAPE ARCHITECT/MASTER PLANNER
HH&H CAPITAL ACQUISITIONS, LLC DALLAS, TX 75234 (214) 452-0354	COOLEY LLP RESTON TOWN CENTER 11951 FREEDOM DRIVE RESTON, VA 20190 (703) 456-8652	URBAN, LTD 7700 LITTLE RIVER TURNPIKE, SUITE 503 ANNANDALE, VA 22003 (703) 642-8080	GOROVE/SLADE ASSOCIATES INC. 15125 WASHINGTON STREET, SUITE 212 HAYMARKET, VA 20069 (571) 261-9719	WET/LAND STUDIES & SOLUTIONS INC. 5300 WELLINGTON BRANCH DRIVE, SUITE 100 GAINESVILLE, VA 20155 (703) 679-5600	LANDDESIGN 200 S PEYTON ST ALEXANDRIA, VA 22314 (703) 549-7784

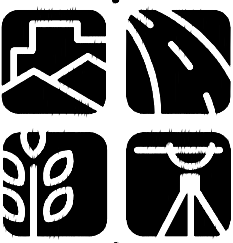
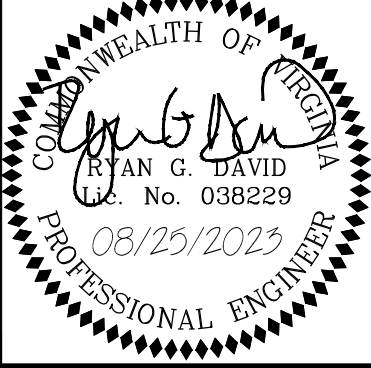


PLAN DATE			
05-23-22			
01-19-23			
04-28-23			
08-25-23			
	No.	DATE	DESCRIPTION
	REVISIONS		



MASTER ZONING PLAN - LAND BAYS 1 & 1A
COMPASS DATACENTERS
PRINCE WILLIAM COUNTY CAMPUS 1
GAINESVILLE DISTRICT
PRINCE WILLIAM COUNTY, VIRGINIA

SCALE: 1"=150' C.I. N/A DATE: MAY, 2022



urban
Planners+Engineers+Landscape Architects+Land Surveyors

Urban, Ltd.
7712 Little River Turnpike
Arlundale, Virginia 22003
Tel. 703.642.8080
www.urban-ltd.com

PLAN DATE
05-23-22
01-19-23
04-28-23
08-25-23

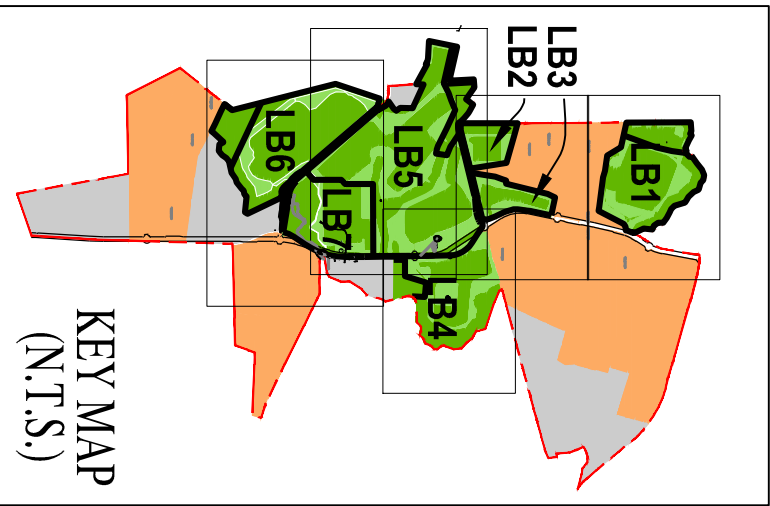
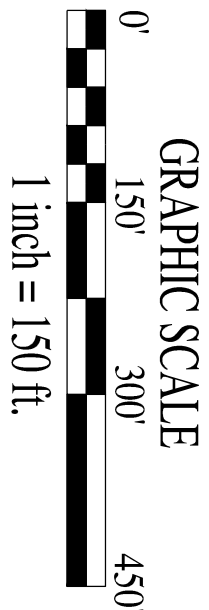
No.	DATE	DESCRIPTION

REVISIONS



DEVELOPMENT TABULATIONS					
LAND AND ZONING DESIGNATION	PROPOSED USES	LAND BAY AREA (APPROX)	MAXIMUM BUILDING HEIGHTS	OPEN SPACE	SETBACKS FAR
1. PRO. G.M. G.M. M2. OPEN SPACE	DATA CENTER, AND DATA CENTER SUPPORTING USES, C-2, H.	31.32	SEE PROFFERS	20% MIN. PER ZONING ORDINANCE (SEE OTHER SHEET 2)	SEE PROFFERS
2. PRO. G.M. G.M. M2. OPEN SPACE	DATA CENTER, ELECTRIC SUBSTATION, AND DATA CENTER SUPPORTING USES, C-2, H.	31.32	SEE PROFFERS	20% MIN. PER ZONING ORDINANCE (SEE OTHER SHEET 2)	SEE PROFFERS
3. PRO. G.M. G.M. M2. OPEN SPACE	DATA CENTER, ELECTRIC SUBSTATION, AND DATA CENTER SUPPORTING USES, C-2, H.	31.32	SEE PROFFERS	20% MIN. PER ZONING ORDINANCE (SEE OTHER SHEET 2)	SEE PROFFERS

NOTE:
1) For a complete list of permitted uses, please see proffers.
2) Use may vary based on the preliminary road alignment and right-of-way which are subject to change with final design.
3) Land use may vary based on the preliminary road alignment and right-of-way which are subject to change with final design.
4) Individual FAR per lot or land may be exceeded as per proffer.



LEGEND:

PROPOSED PROPERTY / BOUNDARY LINE	RESOURCE PROTECTION AREA (FIELD VERIFIED BY WSS)	POTENTIAL SWAMP FACILITY IN OPEN SPACE
EX. WETLAND (FIELD VERIFIED BY WSS)	EX. WETLAND (FIELD VERIFIED BY WSS)	EX. WETLAND (FIELD VERIFIED BY WSS)
LIMITS OF DISTURBANCE	ADDITIONAL ENHANCED LANDSCAPE AREA IN OPEN SPACE (SEE SHEET 9 & PROFFERS FOR DETAILS)	LANDSCAPED BUFFER IN OPEN SPACE (TO MEET DCSW REQUIREMENTS, SEE SHEET 9 & PROFFERS FOR DETAILS)
ADDITIONAL SUPPLEMENTAL LANDSCAPING IN OPEN SPACE (SEE SHEET 9 & PROFFERS FOR DETAILS)	POTENTIAL LANDSCAPE, SEEDED OR PERENNIALS AREA IN OPEN SPACE	POTENTIAL TREE PRESERVATION AREA IN OPEN SPACE
POTENTIAL REFORESTATION AREA IN OPEN SPACE	BUILDING, CIRCULATION, & PARKING ENVELOPE	APPROX. SUBSTATION LOCATION
APPROX. TRAILHEAD LOCATION	NATURAL SURFACE TRAIL	APPROX. ARCHAEOLOGICAL SITE LOCATION
CEMETERY ACCESS	APPROX. WILDLIFE CROSSING LOCATION	APPROX. WILDLIFE CORRIDOR
PROPOSED PUBLIC ROAD / ROAD IMPROVEMENTS	APPROXIMATE FULL ACCESS ENTRANCE LOCATION	PROPOSED TRAFFIC VOLUME VEHICLES PER DAY ENTRANCES W/ VPD ARE FOR MAINTENANCE OF EMERGENCY
APPROXIMATE RIGHT-IN / RIGHT-OUT ENTRANCE LOCATION		

MASTER ZONING PLAN - LAND BAYS 2 & 3
COMPASS DATACENTERS
PRINCE WILLIAM COUNTY CAMPUS 1
GAINESVILLE DISTRICT
PRINCE WILLIAM COUNTY, VIRGINIA

SCALE: 1"=150' C.I. N/A DATE: MAY, 2022

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PLAN DATE

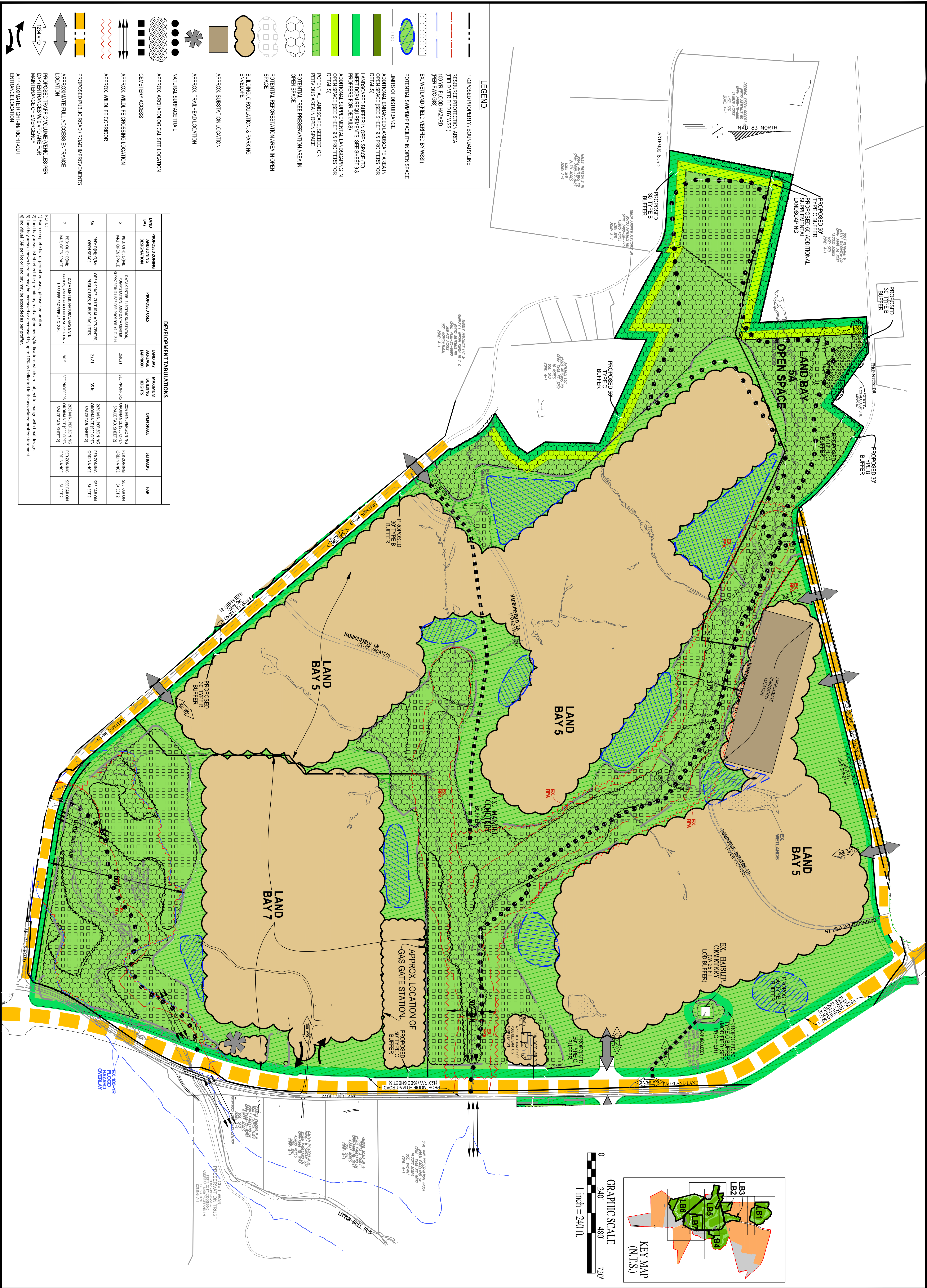
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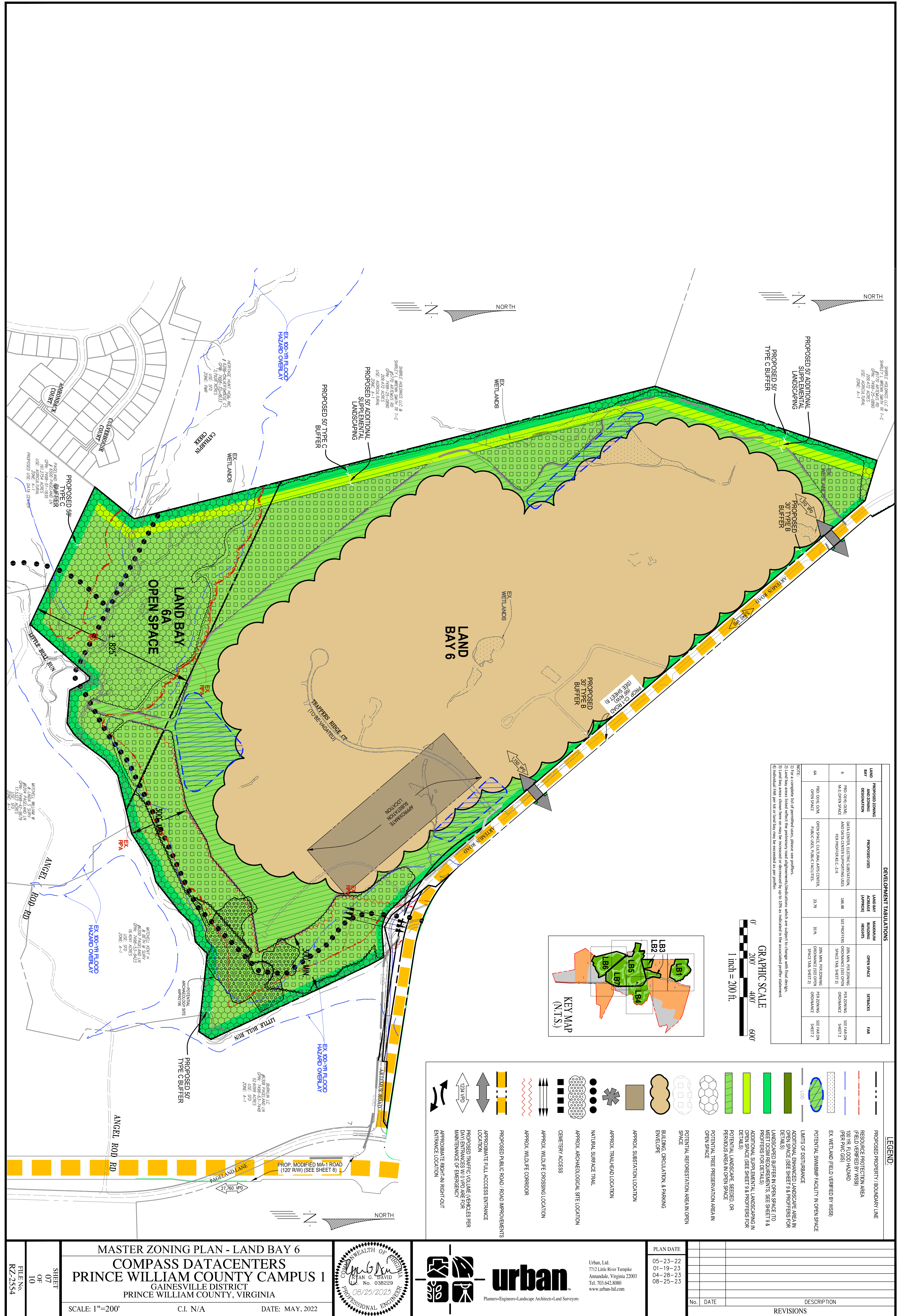
REVISIONS

No.	DATE	DESCRIPTION

FILE NO.
R2-2554

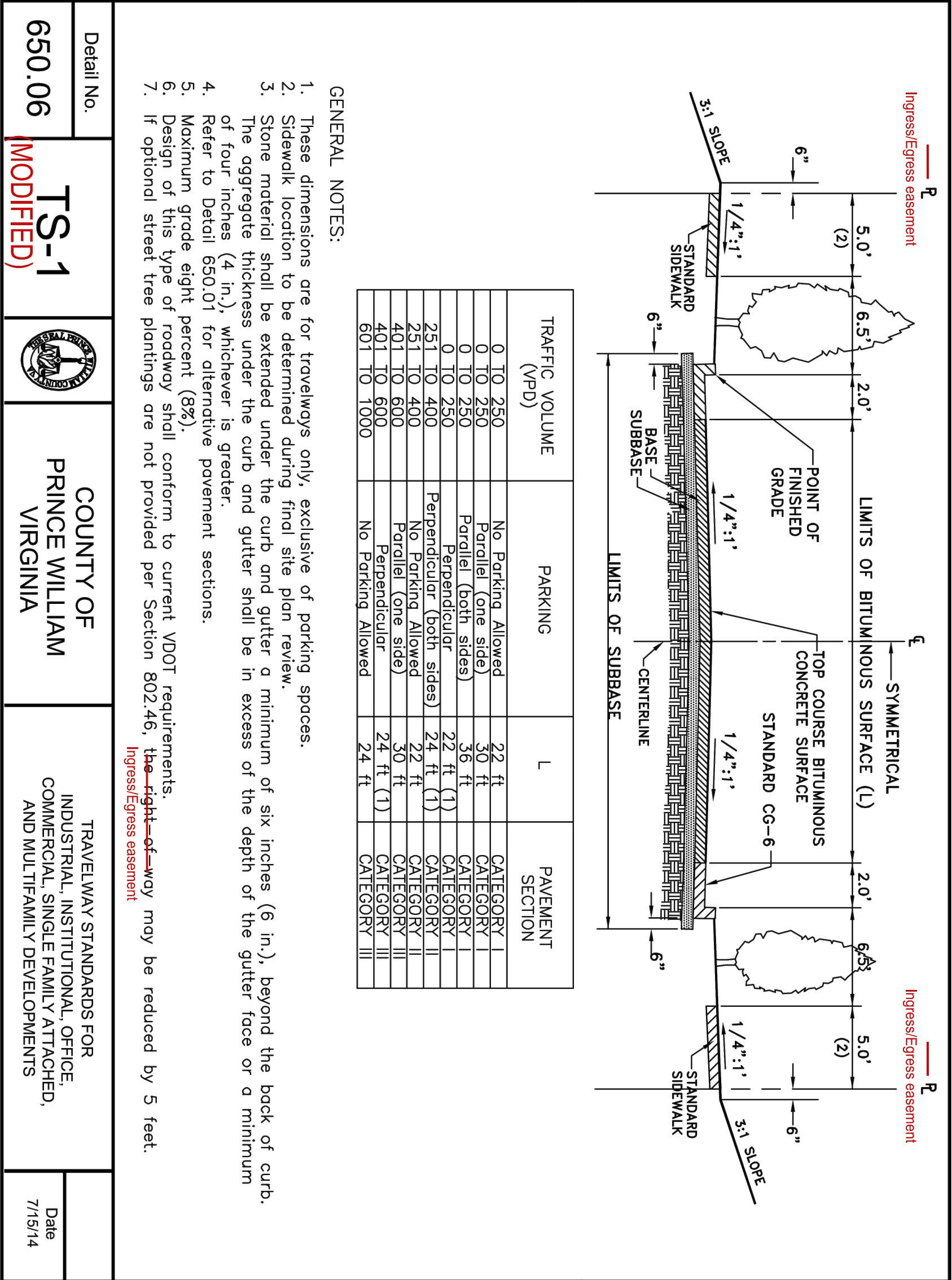
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04
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10



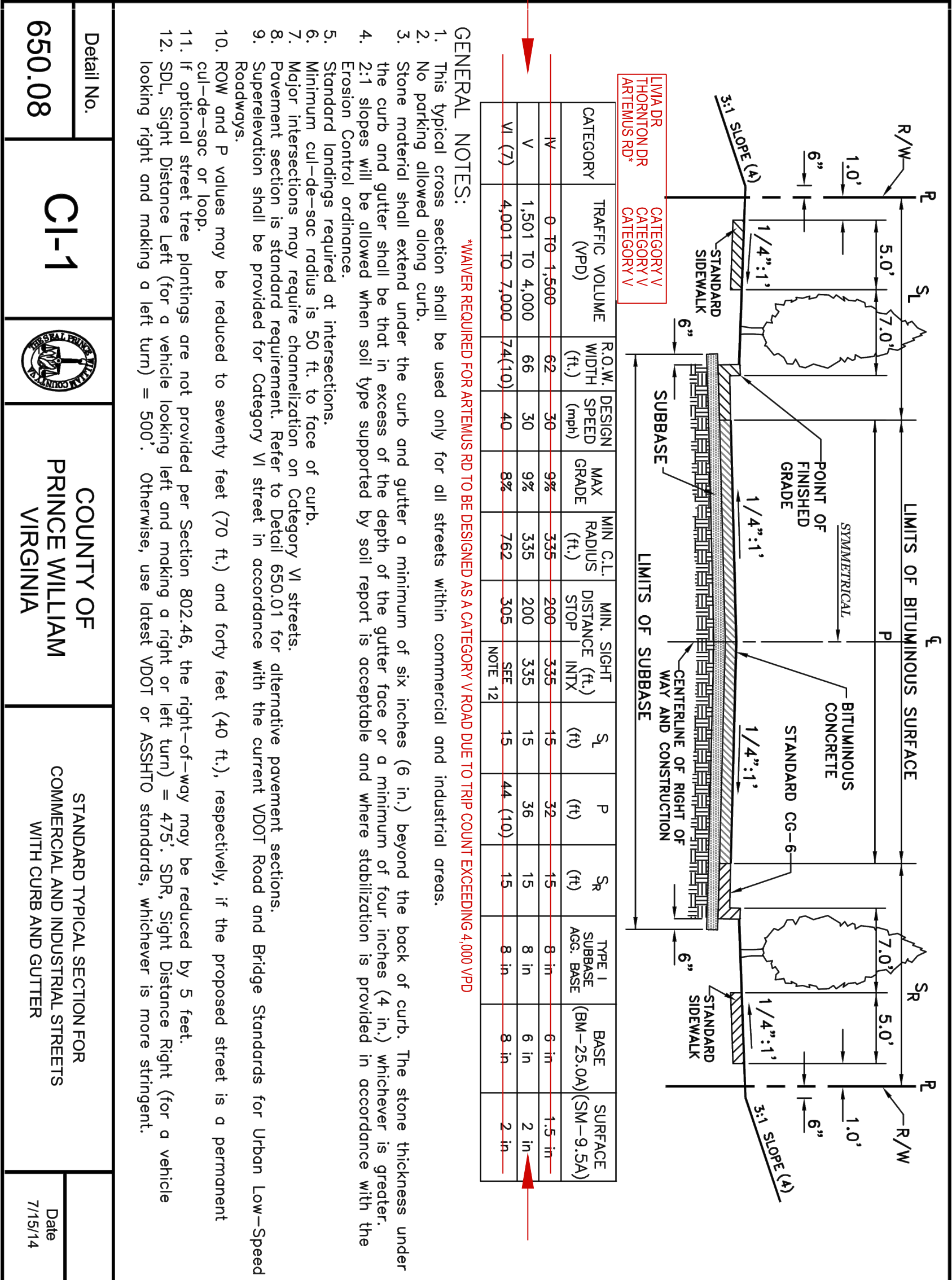


PRIVATE ROAD IN LAND BAY 1

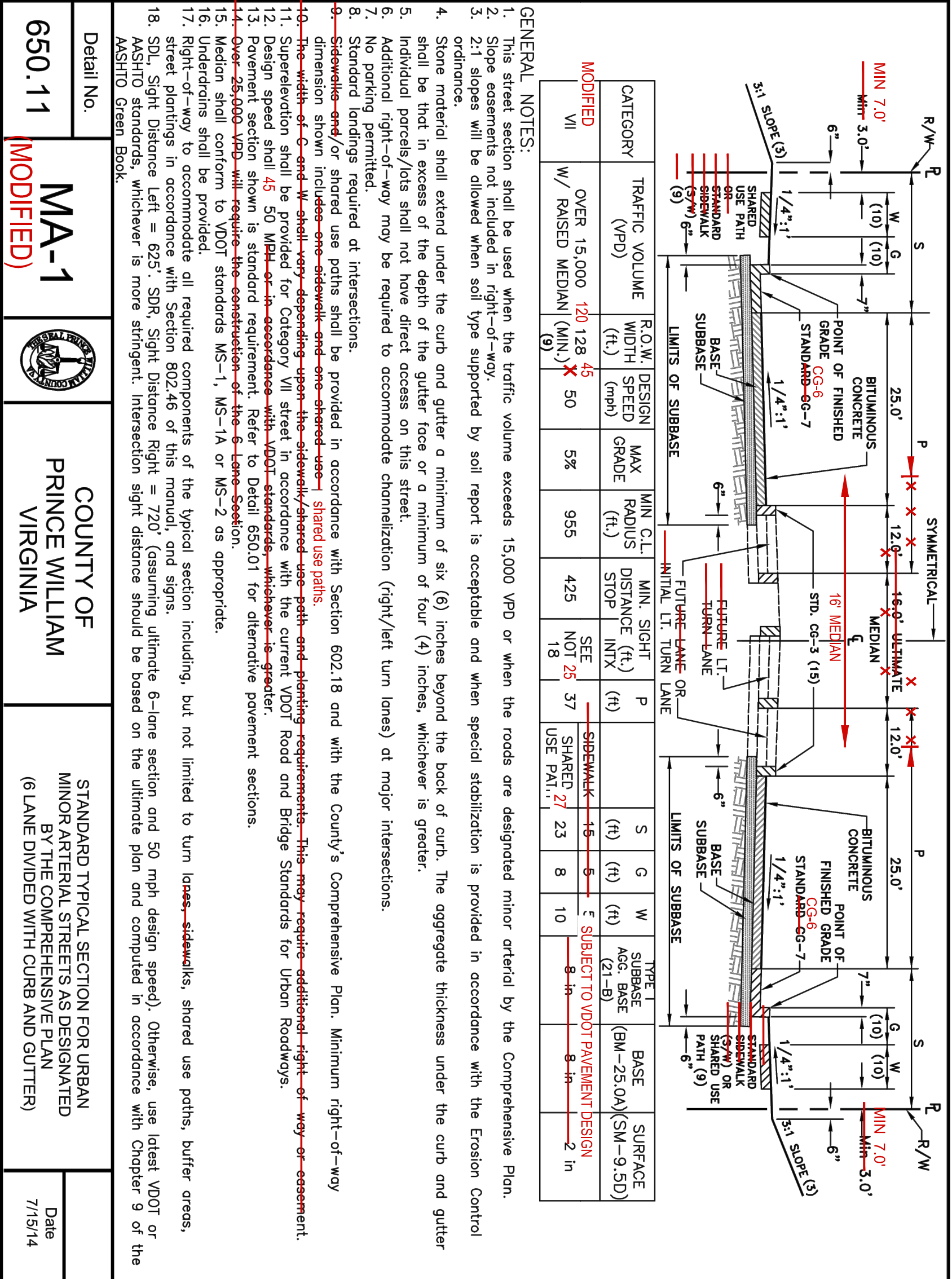
PROPOSED ROAD TYPICAL SECTIONS & NOTES



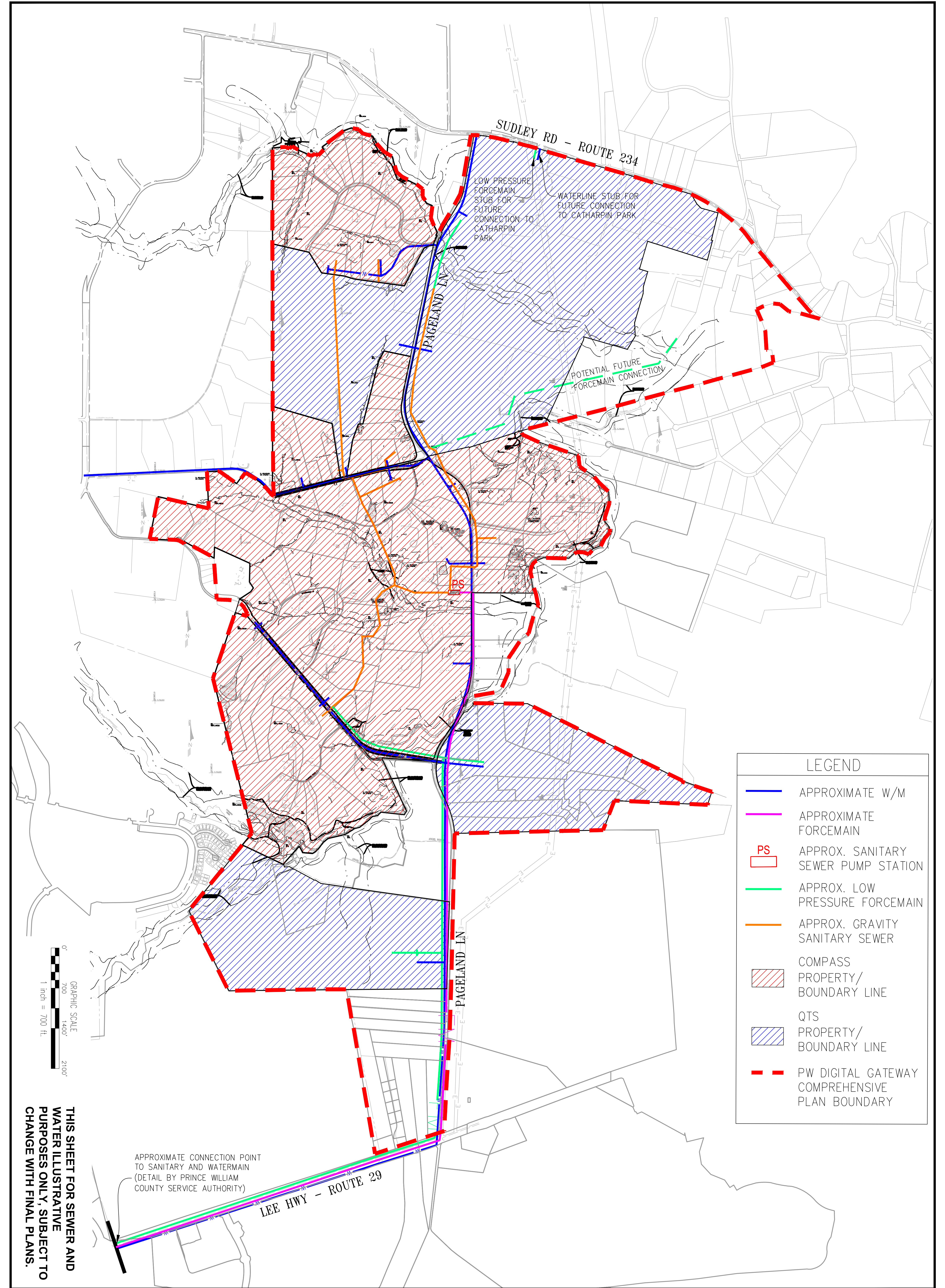
ARTEMUS RD. & THORNTON DR



PAGELAND LANE



SCALE: N/A C.I. N/A DATE: MAY, 2022



LEGEND

APPROXIMATE W/M

APPROXIMATE FORCEMAIN

PS

APPROX. SANITARY SEWER PUMP STATION

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

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

SANITARY SEWER & WATER CONCEPT EXHIBIT

COMPASS DATACENTERS

PRINCE WILLIAM COUNTY CAMPUS 1

GAINESVILLE DISTRICT

PRINCE WILLIAM COUNTY, VIRGINIA

SCALE: 1"=700'

C.I. = N/A

DATE: MAY, 2022

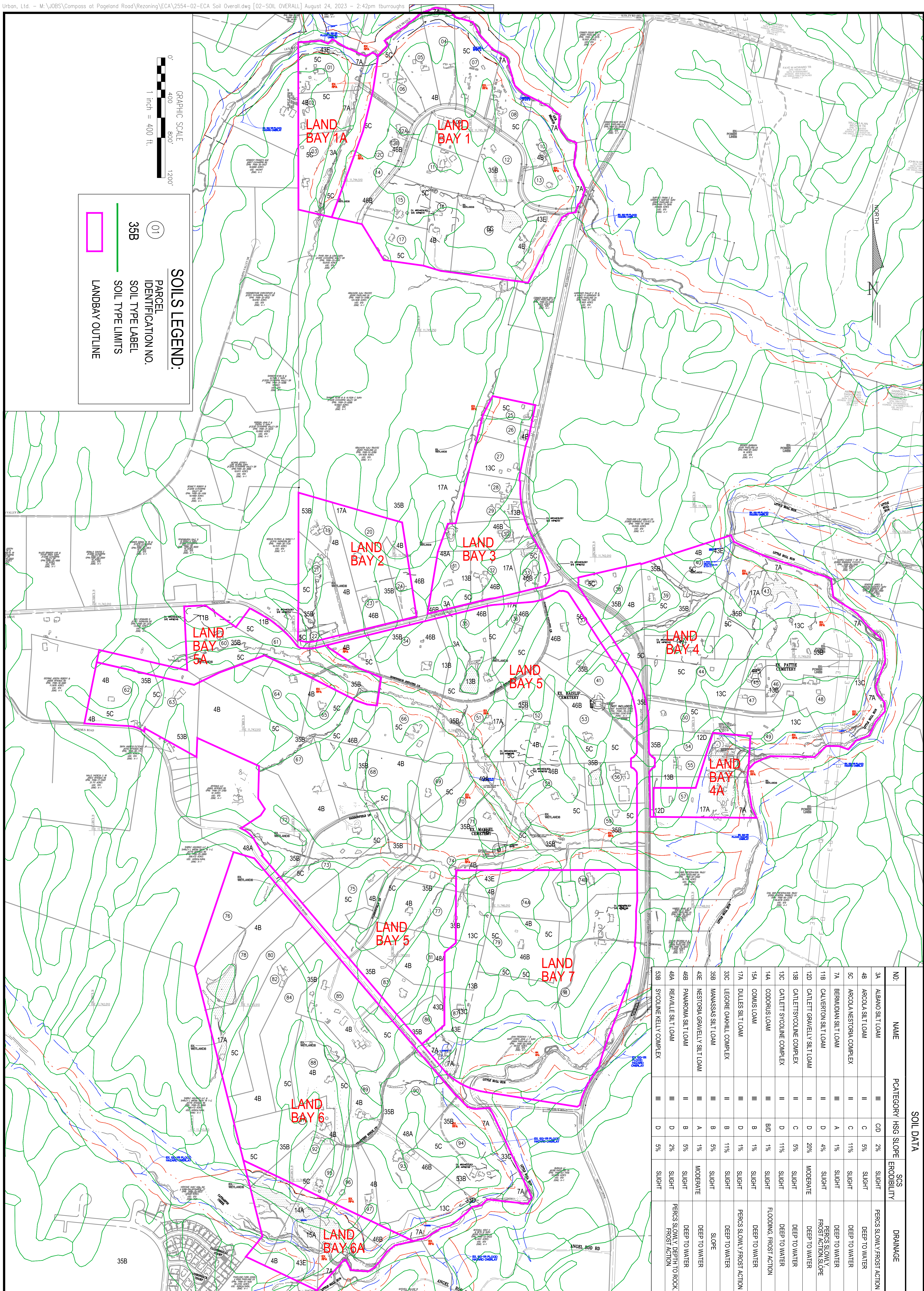


urban

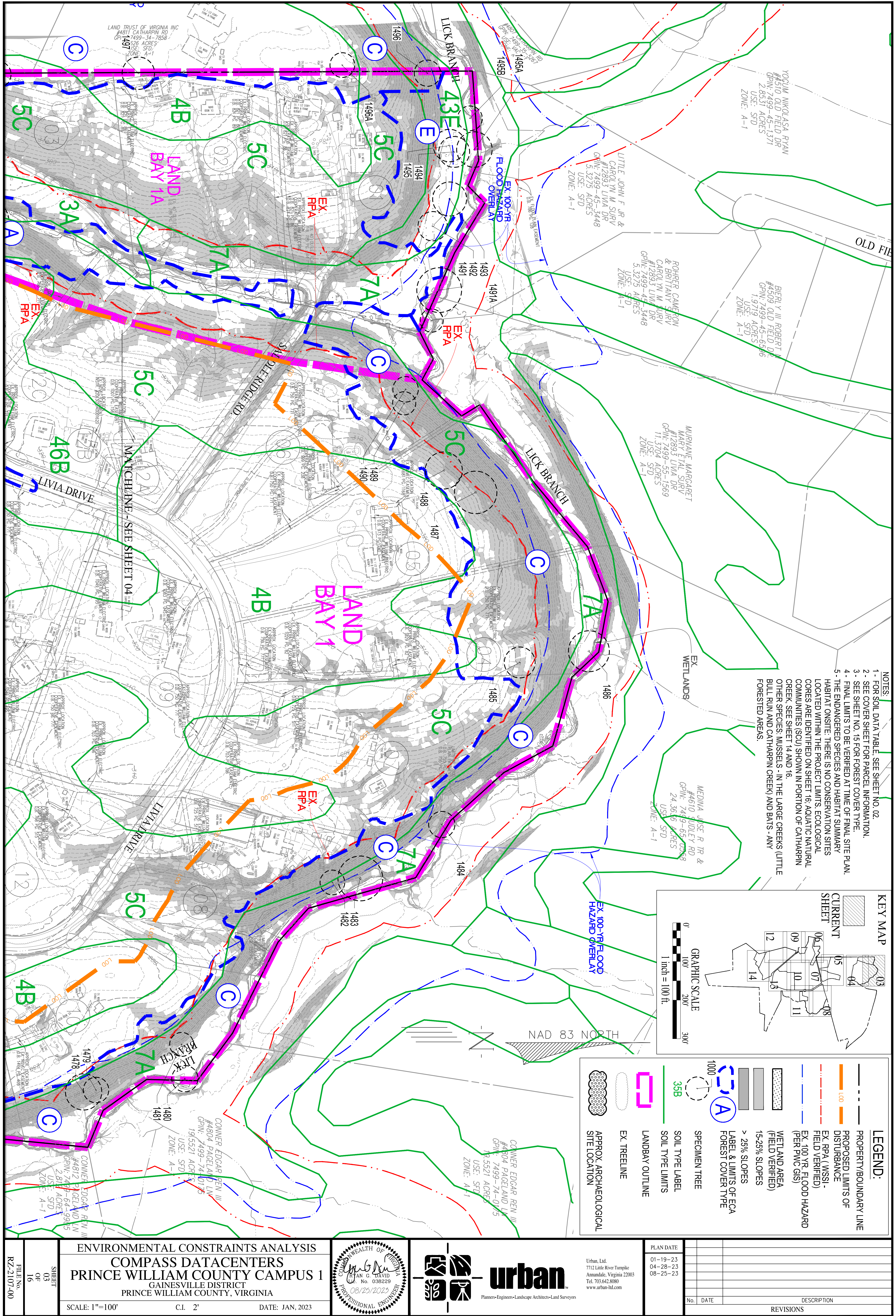
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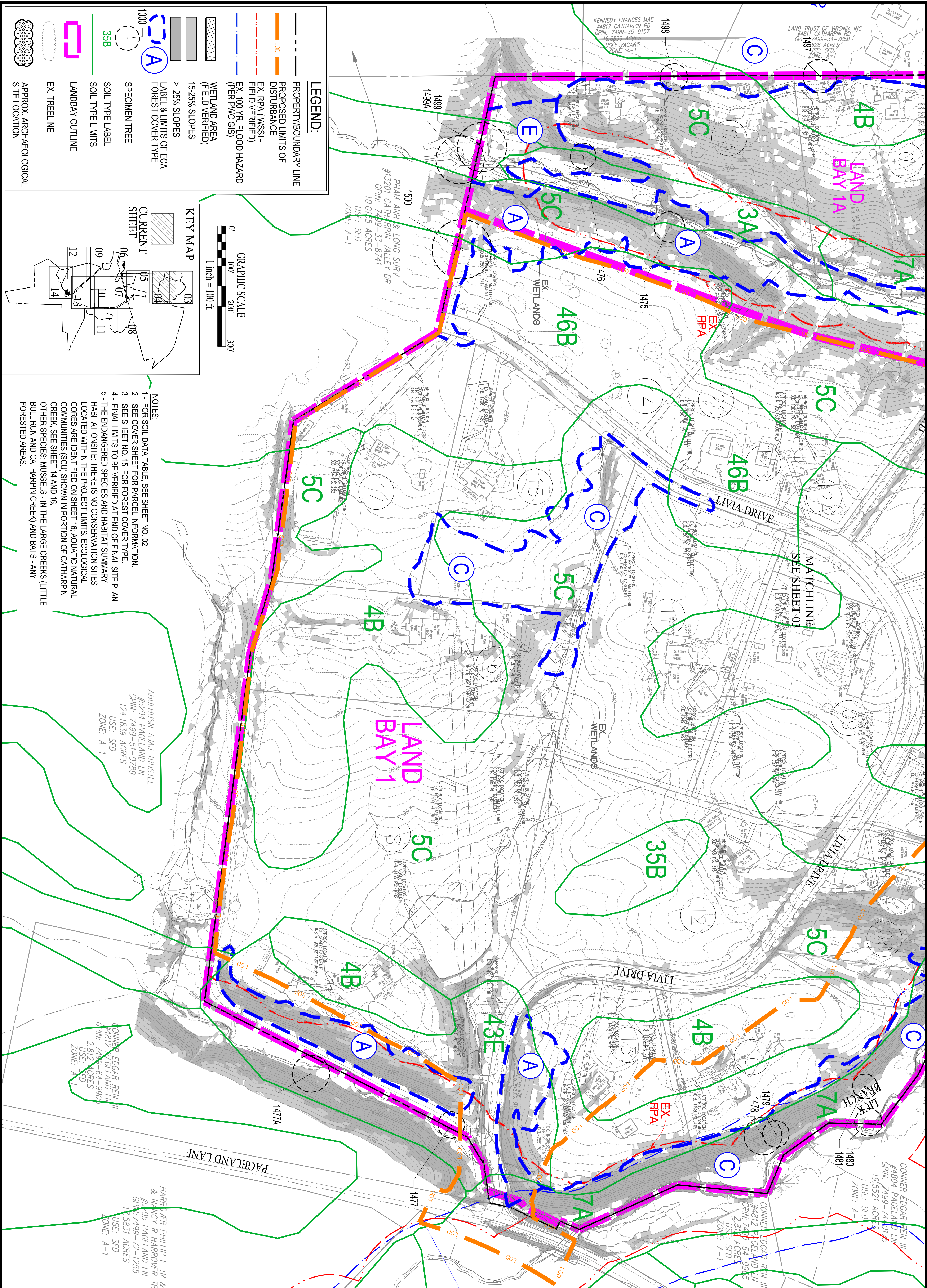
PLAN DATE		
05-23-22		
01-19-23		
04-28-23		
08-25-23		
No.	DATE	DESCRIPTION
REVISIONS		



SOIL DATA						
NO.	NAME	PCATEGORY	HSG	SLOPE	SCS ERODIBILITY	DRAINAGE
5A	ALBANO SILT LOAM	III	C/D	2%	SLIGHT	PERCS SLOWLY, FROST ACTION
4B	ARCOLA SILT LOAM	II	C	5%	SLIGHT	DEEP TO WATER
5C	ARCOLA NESTORIA COMPLEX	II	C	11%	SLIGHT	DEEP TO WATER
7A	BERTRUDIAN SILT LOAM	III	A	1%	SLIGHT	DEEP TO WATER
11B	CALVERTON SILT LOAM	II	D	4%	SLIGHT	PERCS SLOWLY, FROST ACTION, SLOPE
12D	CATLETT GRAVELLY SILT LOAM	II	D	20%	MODERATE	DEEP TO WATER
13B	CATLETT/SYCOLINE COMPLEX	II	C	5%	SLIGHT	DEEP TO WATER
13C	CATLETT SYCOLINE COMPLEX	II	D	11%	SLIGHT	DEEP TO WATER
14A	CODDROS LOAM	III	B/D	1%	SLIGHT	FLOODING, FROST ACTION
15A	COMUS LOAM	III	B	1%	SLIGHT	DEEP TO WATER
17A	DULLES SILT LOAM	III	D	1%	SLIGHT	PERCS SLOWLY, FROST ACTION
33C	LEGORE OAKHILL COMPLEX	II	B	11%	SLIGHT	DEEP TO WATER
35B	MANASSAS SILT LOAM	III	B	5%	SLIGHT	SLOPE
43E	NESTORIA GRAVELLY SILT LOAM	III	A	1%	MODERATE	DEEP TO WATER
46B	PANAROMA SILT LOAM	II	B	5%	SLIGHT	DEEP TO WATER
48A	REAVILLE SILT LOAM	III	D	2%	SLIGHT	PERCS SLOWLY, DEPTH TO ROCK, FROST ACTION
53B	SYCOLINE KELLY COMPLEX	III	D	5%	SLIGHT	



No.	DATE	DESCRIPTION
REVISIONS		



ENVIRONMENTAL CONSTRAINTS ANALYSIS

COMPASS DATACENTERS

PRINCE WILLIAM COUNTY CAMPUS 1

GAINESVILLE DISTRICT

PRINCE WILLIAM COUNTY, VIRGINIA

SCALE: 1"=100'

C.I. 2'

DATE: JAN, 2023

Seal of the Commonwealth of Virginia

Professional Engineer

08/25/2023

urban

Planners•Engineers•Landscape Architects•Land Surveyors

Urban, Ltd.

7712 Little River Turnpike

Arlundale, Virginia 22003

Tel. 703.642.8080

www.urban-ltd.com

PLAN DATE

01-19-23

04-28-23

08-25-23

No.	DATE	DESCRIPTION
REVISIONS		

FILE NO.

RZ-2107-00

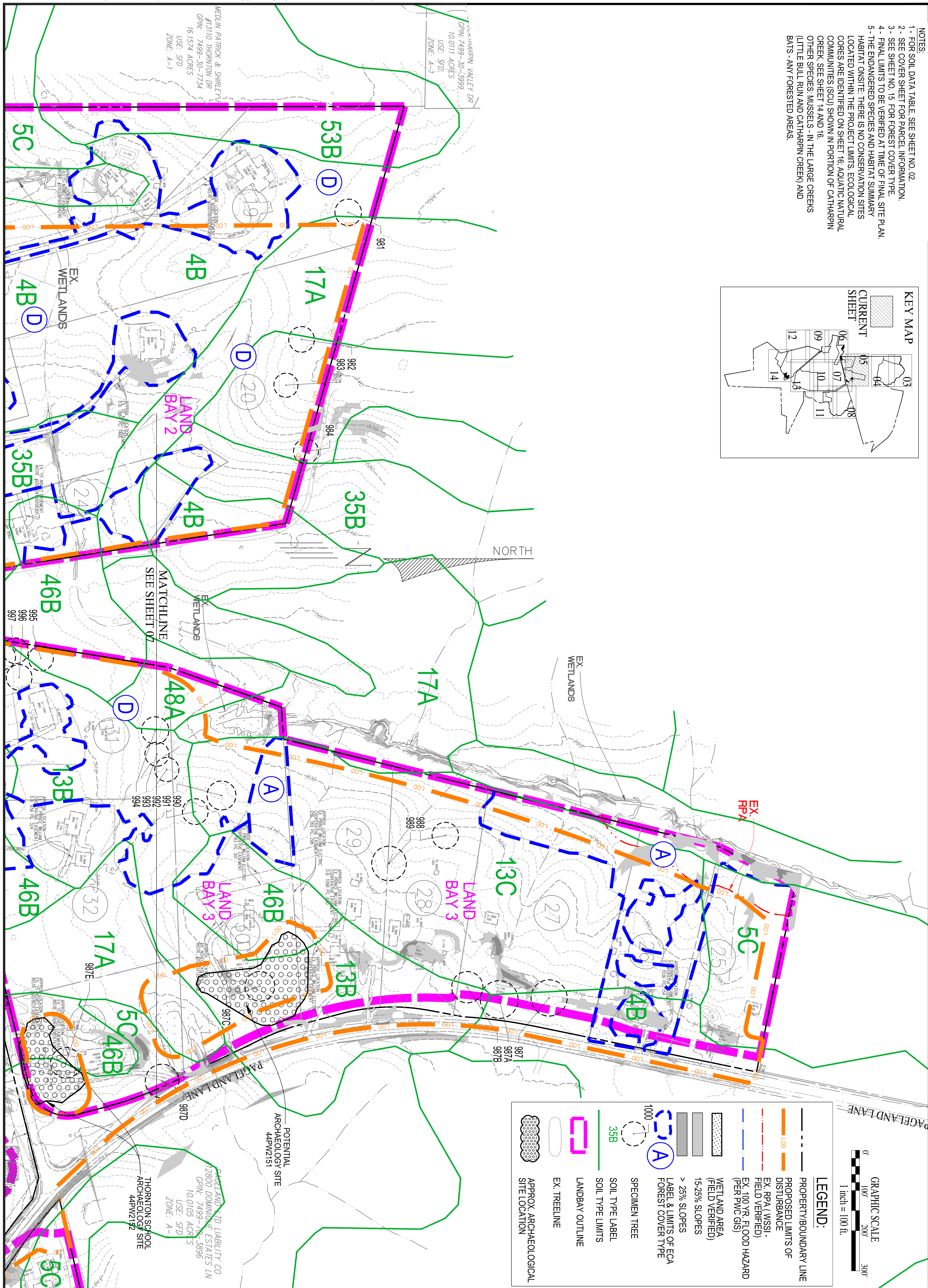
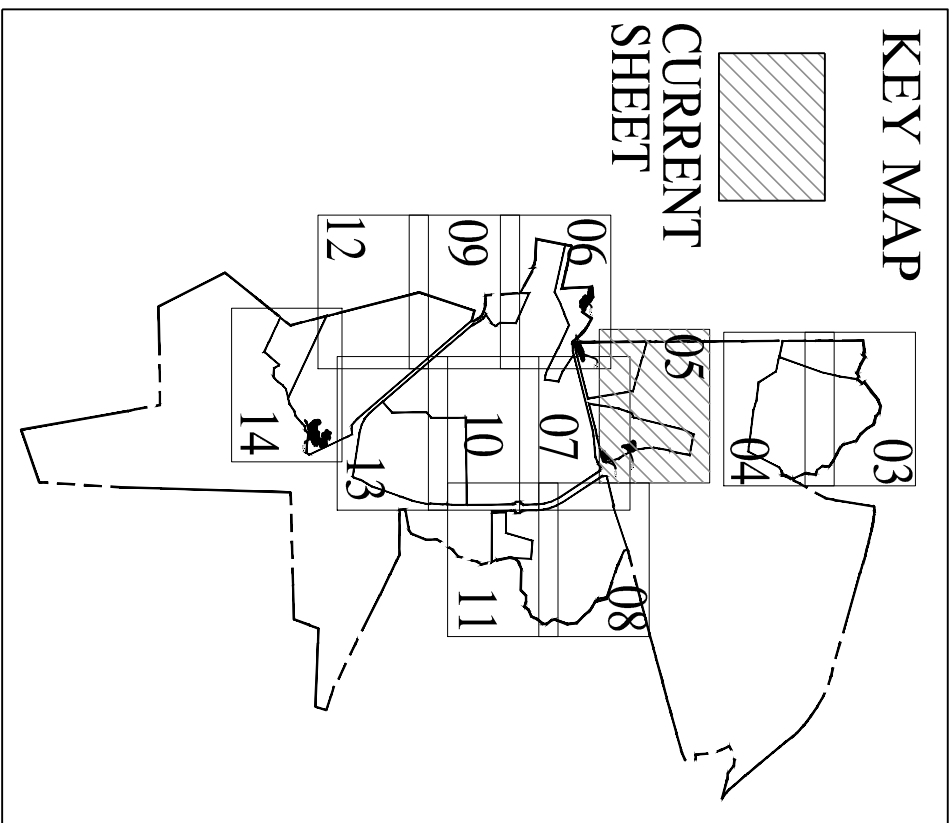
SHEET

04

OF

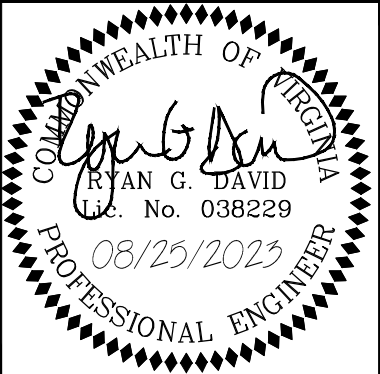
16

1. - FOR SOIL DATA TABLE. SEE SHEET NO. 02.
2. - SEE COVER SHEET FOR PARCEL INFORMATION.
3. - SEE SHEET NO. 15 FOR FOREST COVER TYPE.
4. - FINAL LIMITS TO BE VERIFIED AT TIME OF FINAL SITE PLAN.
5. - THE ENDANGERED SPECIES AND HABITAT SUMMARY HABITAT ONSITE. THERE IS NO CONSERVATION SITES LOCATED WITHIN THE PROJECT LIMITS. ECOLOGICAL CORES ARE IDENTIFIED ON SHEET 16, AQUATIC NATURAL COMMUNITIES (SCU) SHOWN IN PORTION OF CATHARPIN CREEK. SEE SHEET 14 AND 16.
- OTHER SPECIES: MUSSELS - IN THE LARGE CREEKS (LITTLE BULL RUN AND CATHARPIN CREEK) AND BAT'S - ANY FORESTED AREAS.



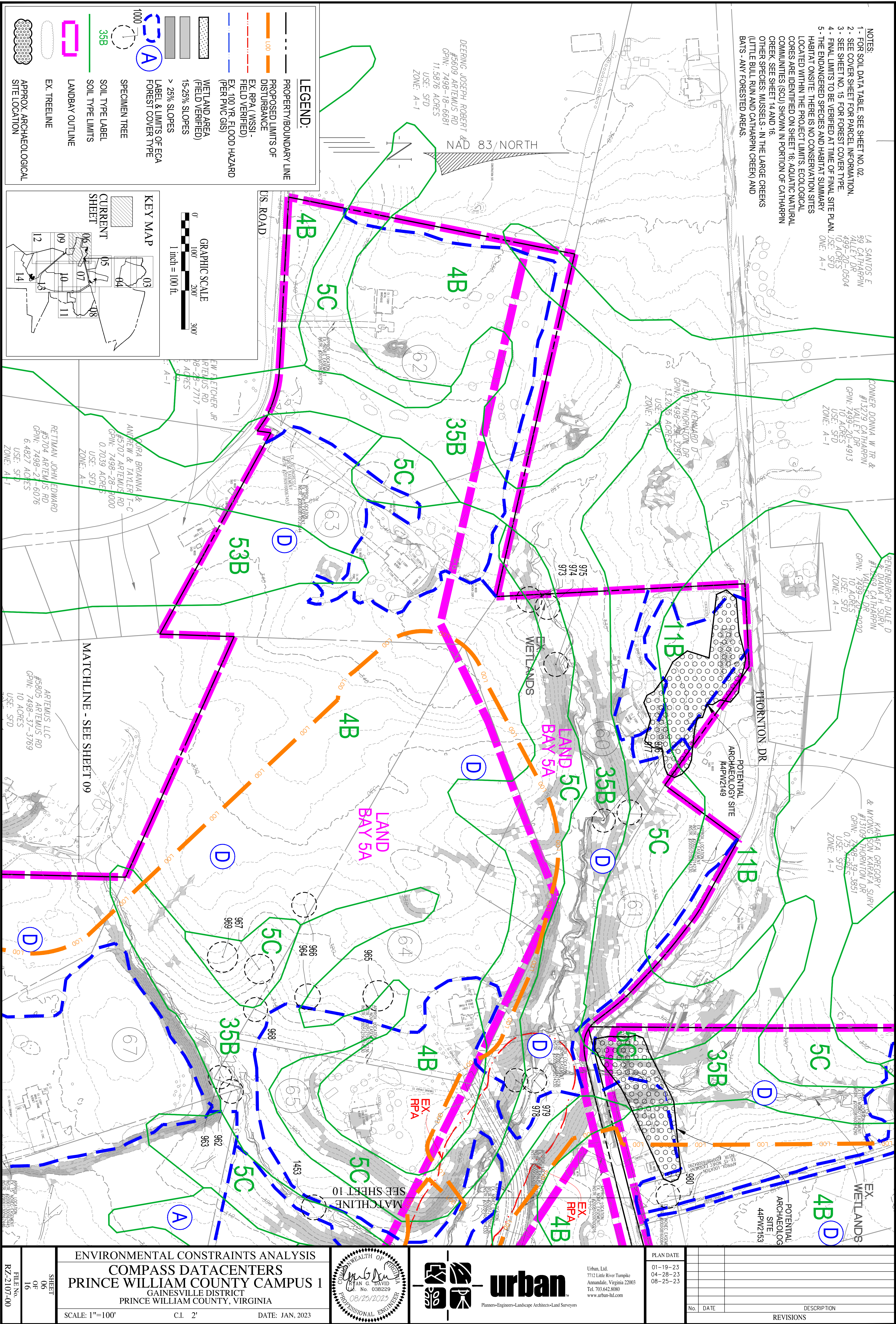
No.	DATE	DESCRIPTION
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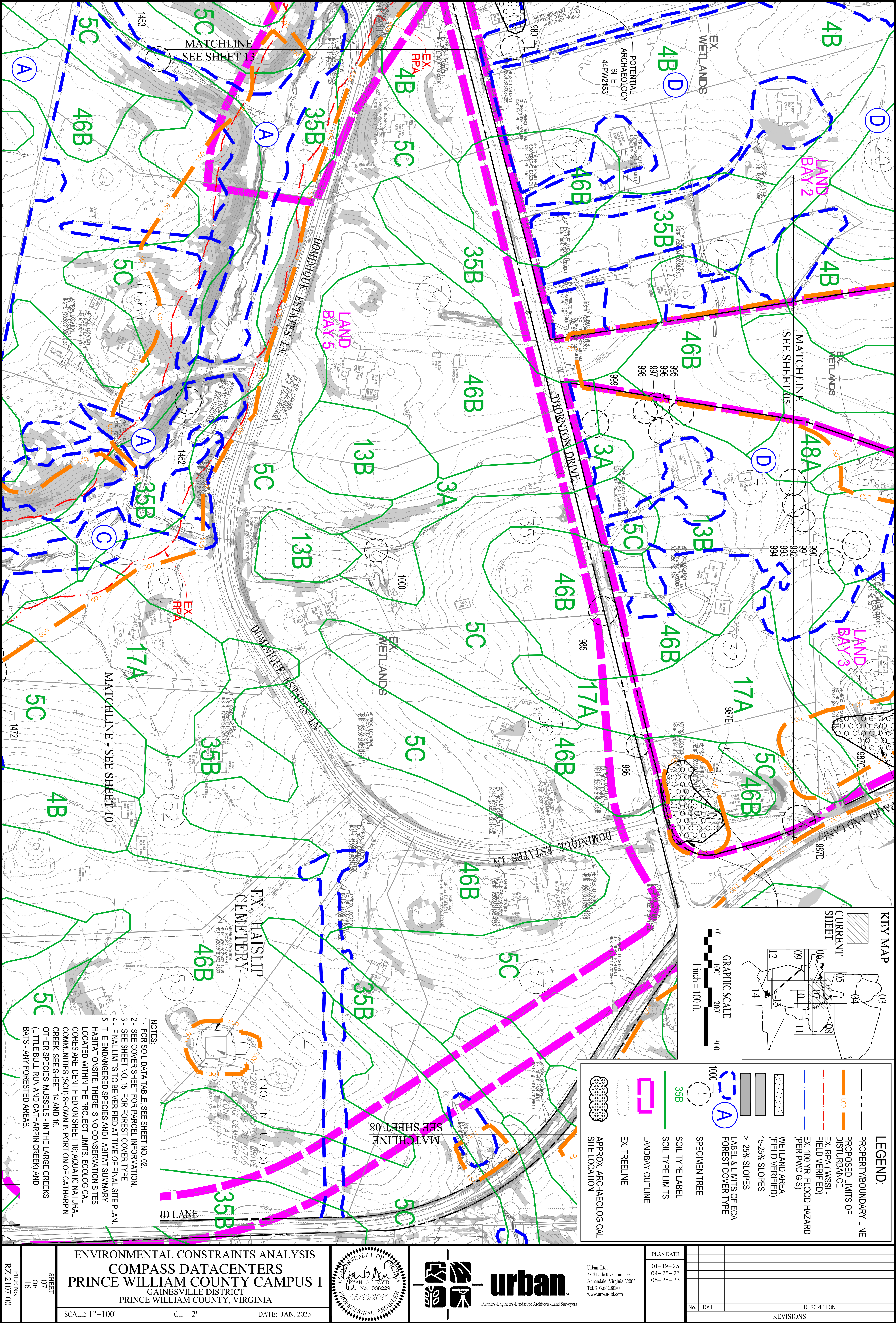
ENVIRONMENTAL CONSTRAINTS ANALYSIS
COMPASS DATACENTERS
PRINCE WILLIAM COUNTY CAMPUS 1
GAINESVILLE DISTRICT
PRINCE WILLIAM COUNTY, VIRGINIA
SCALE: 1"=100' C.I. 2' DATE: JAN, 2023

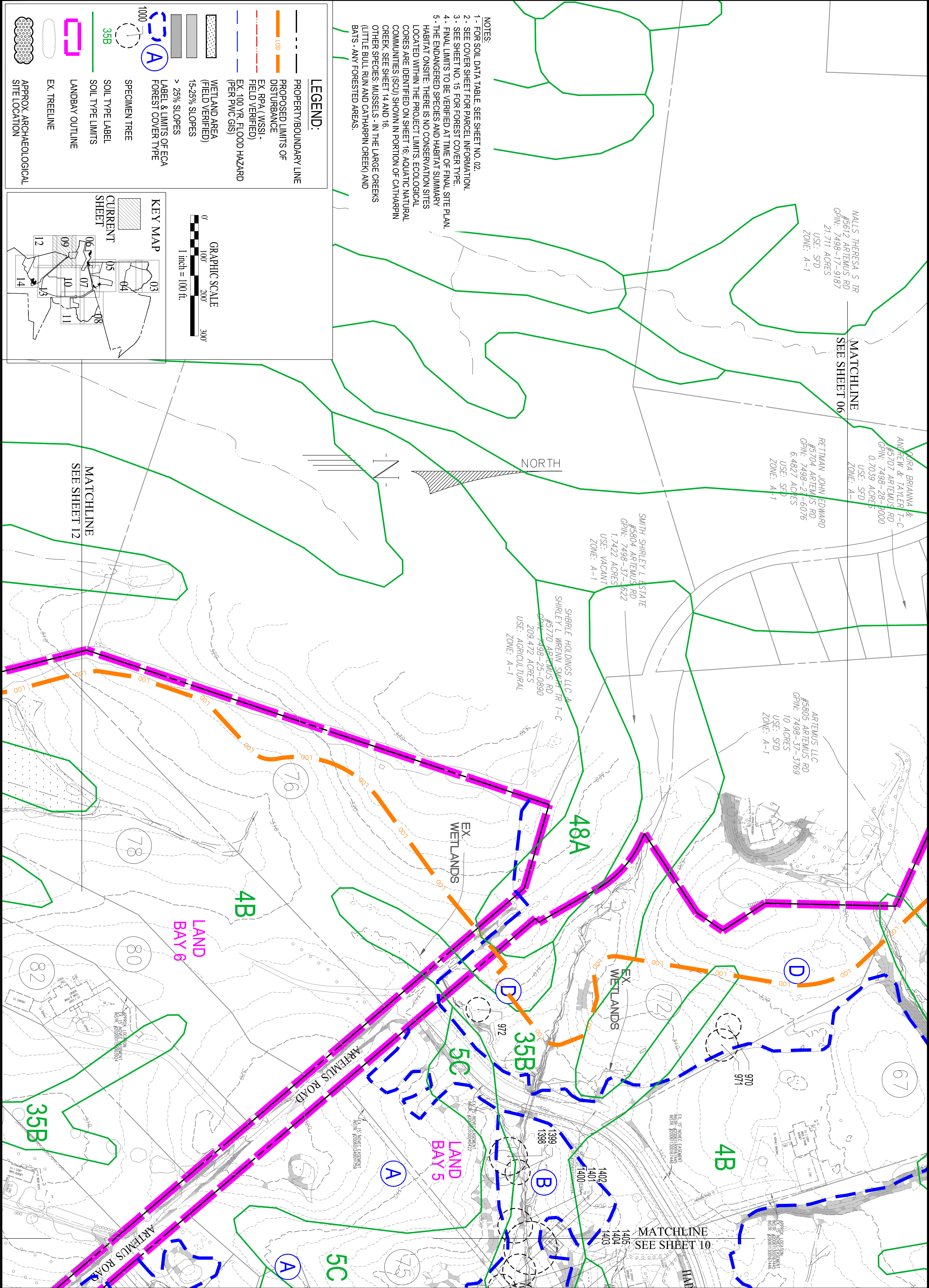


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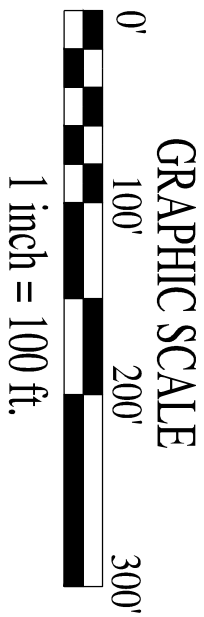




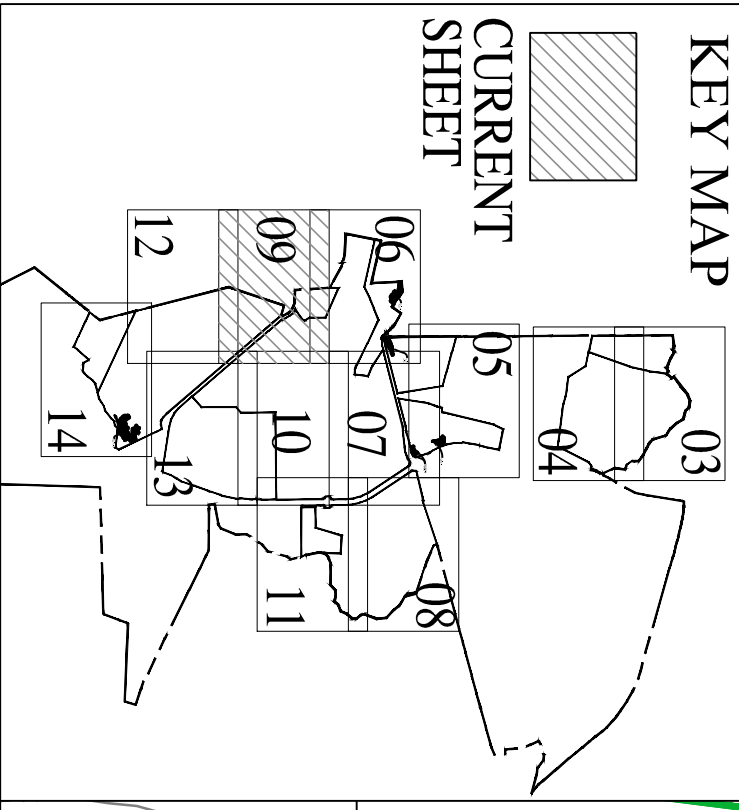
- NOTES:
- 1 - FOR SOIL DATA TABLE, SEE SHEET NO. 02.
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 - 3 - SEE SHEET NO. 15 FOR FOREST COVER TYPE.
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 - 5 - THE ENDANGERED SPECIES AND HABITAT SUMMARY HABITAT ONSITE: THERE IS NO CONSERVATION SITES LOCATED WITHIN THE PROJECT LIMITS. ECOLOGICAL CORES ARE IDENTIFIED ON SHEET 16. AQUATIC NATURAL COMMUNITIES (SCU) SHOWN IN PORTION OF CATHARPIN CREEK. SEE SHEET 14 AND 16.
 - 6 - THE ENDANGERED SPECIES AND HABITAT SUMMARY OTHER SPECIES: MUSSELS - IN THE LARGE CREEKS (LITTLE BULL RUN AND CATHARPIN CREEK) AND BATS - ANY FORESTED AREAS.

LEGEND:

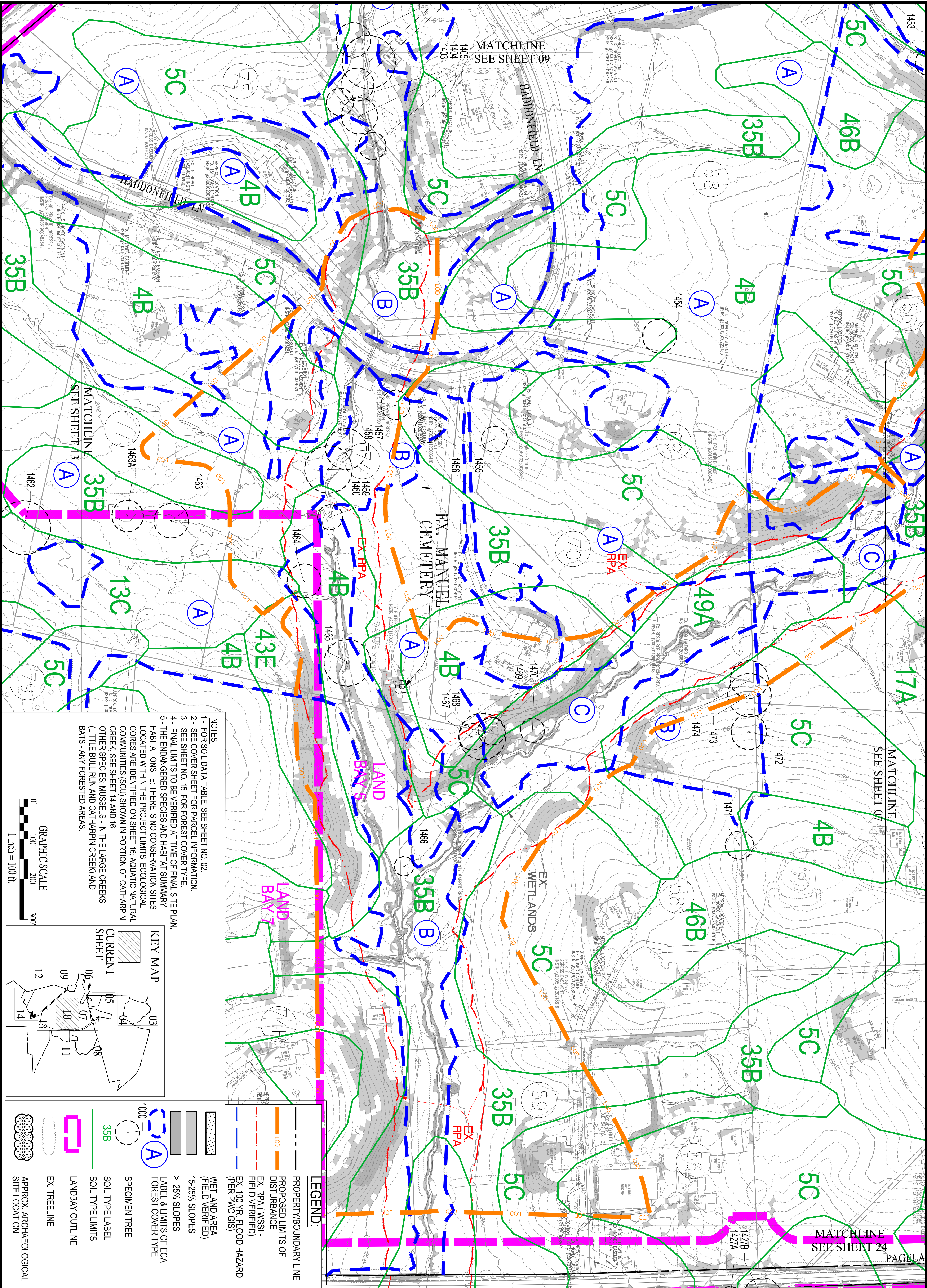
- PROPERTY/BOUNDARY LINE
- PROPOSED LIMITS OF DISTURBANCE
- EX RPA (WSSI - FIELD VERIFIED)
- EX 100 YR. FLOOD HAZARD (PER PWC GIS)
- WETLAND AREA (FIELD VERIFIED)
- 15-25% SLOPES
- > 25% SLOPES
- LABEL & LIMITS OF ECA FOREST COVER TYPE
- SPECIMEN TREE
- SOIL TYPE LABEL
- 35B
- SOIL TYPE LIMITS
- LANDBAY OUTLINE
- EX TREELINE
- APPROX. ARCHAEOLOGICAL SITE LOCATION



KEY MAP



SHEET 09 OF 16 FILE NO. RZ-2107-00	ENVIRONMENTAL CONSTRAINTS ANALYSIS				Urban, Ltd. 7712 Little River Turnpike Amanndale, Virginia 22003 Tel. 703.642.8080 www.urban-ltd.com	PLAN DATE		No. DATE DESCRIPTION	REVISIONS
	COMPASS DATACENTERS					01-19-23			
	PRINCE WILLIAM COUNTY CAMPUS 1					04-28-23			
	GAINESVILLE DISTRICT					08-25-23			
PRINCE WILLIAM COUNTY, VIRGINIA									
SCALE: 1"=100'		C.I. 2'	DATE: JAN, 2023						



NOTES:

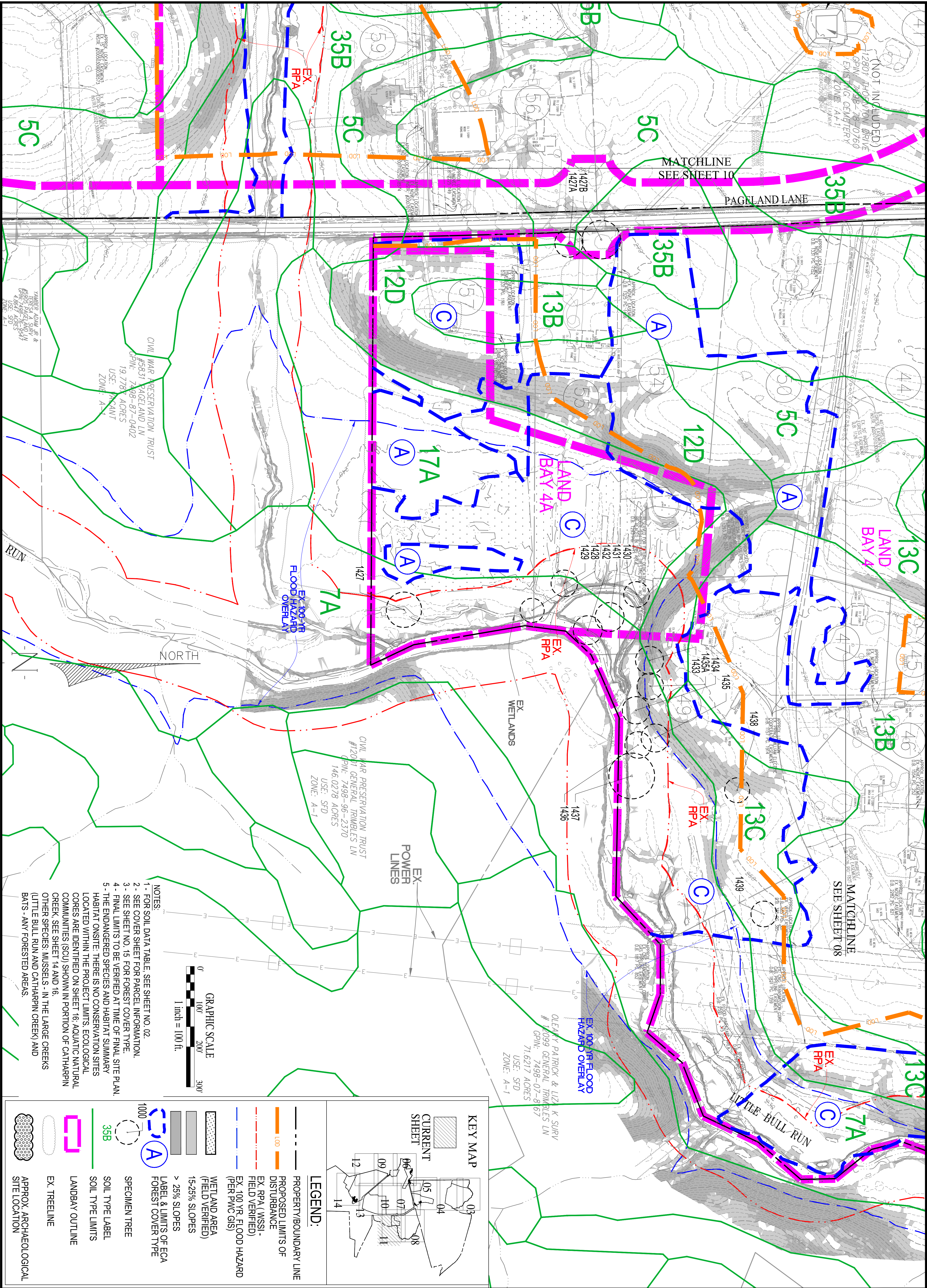
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- 2- SEE COVER SHEET FOR PARCEL INFORMATION.
- 3- SEE SHEET NO. 15 FOR FOREST COVER TYPE.
- 4- FINAL LIMITS TO BE VERIFIED AT TIME OF FINAL SITE PLAN.
- 5- THE ENDANGERED SPECIES AND HABITAT SUMMARY HABITAT ON-SITE: THERE IS NO CONSERVATION SITES LOCATED WITHIN THE PROJECT LIMITS. ECOLOGICAL CORES ARE IDENTIFIED ON SHEET 16; ATLANTIC NATURAL COMMUNITIES (SCU) SHOWN IN PORTION OF CATRAPPIN CREEK, SEE SHEET 14 AND 16.
- OTHER SPECIES: MUSSELS - IN THE LARGE CREEKS (LITTLE BULL RUN AND CATRAPPIN CREEK) AND BATS - ANY FORESTED AREAS.

KEY MAP

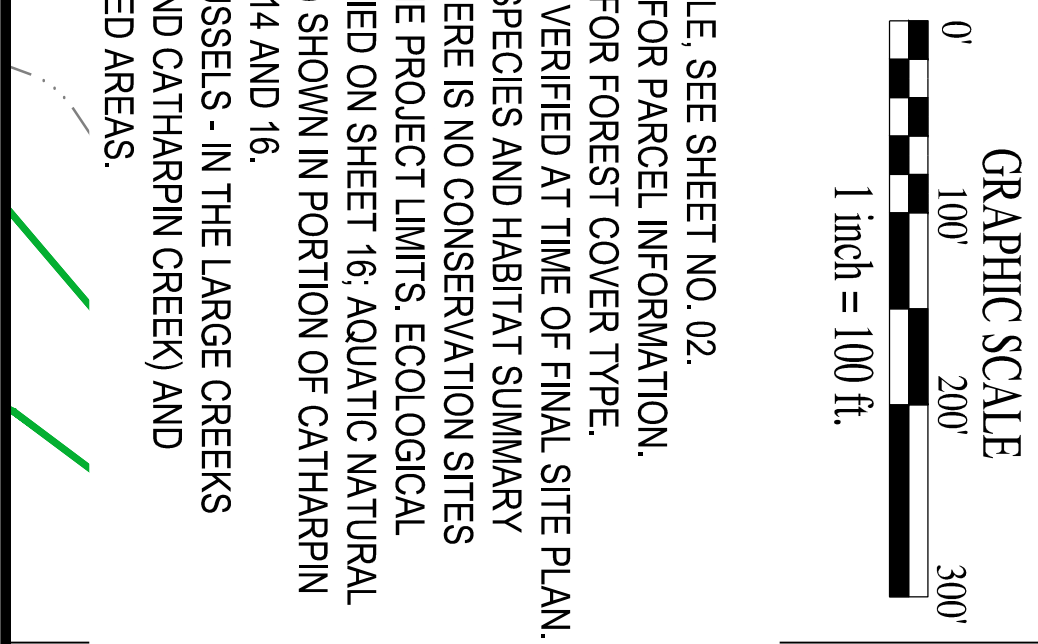
CURRENT SHEET

LEGEND:

- PROPERTY/BOUNDARY LINE
- PROPOSED LIMITS OF
- EX. RPAs (WSS) - FIELD VERIFIED
- EX. 100 YR. FLOOD HAZARD (PER PWC GIS)
- WETLAND AREA (FIELD VERIFIED)
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- > 25% SLOPES
- LABEL & LIMITS OF ECA FOREST COVER TYPE
- SPECIMEN TREE
- SOIL TYPE LABEL
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- NOTES:
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KEY MAP

CURRENT SHEET

LEGEND:

- PROPERTY/BOUNDARY LINE
- PROPOSED LIMITS OF DISTURBANCE
- EX. RPA (WSSI - FIELD VERIFIED)
- EX. 100 YR. FLOOD HAZARD (PER PWC GIS)
- WETLAND AREA (FIELD VERIFIED)
- 15-25% SLOPES
- > 25% SLOPES
- LABEL & LIMITS OF ECA FOREST COVER TYPE
- SPECIMEN TREE
- SOIL TYPE LABEL
- SOIL TYPE LIMITS
- LANDBAY OUTLINE
- EX. TREELINE
- APPROX. ARCHAEOLOGICAL SITE LOCATION

ENVIRONMENTAL CONSTRAINTS ANALYSIS

COMPASS DATACENTERS

PRINCE WILLIAM COUNTY CAMPUS 1

GAINESVILLE DISTRICT

PRINCE WILLIAM COUNTY, VIRGINIA

SCALE: 1"=100'

C.I. 2'

DATE: JAN, 2023

SHEET 11 OF 16

FILE NO. RZ-2107-00

PLAN DATE

01-19-23

04-28-23

08-25-23

No. DATE DESCRIPTION

REVISIONS

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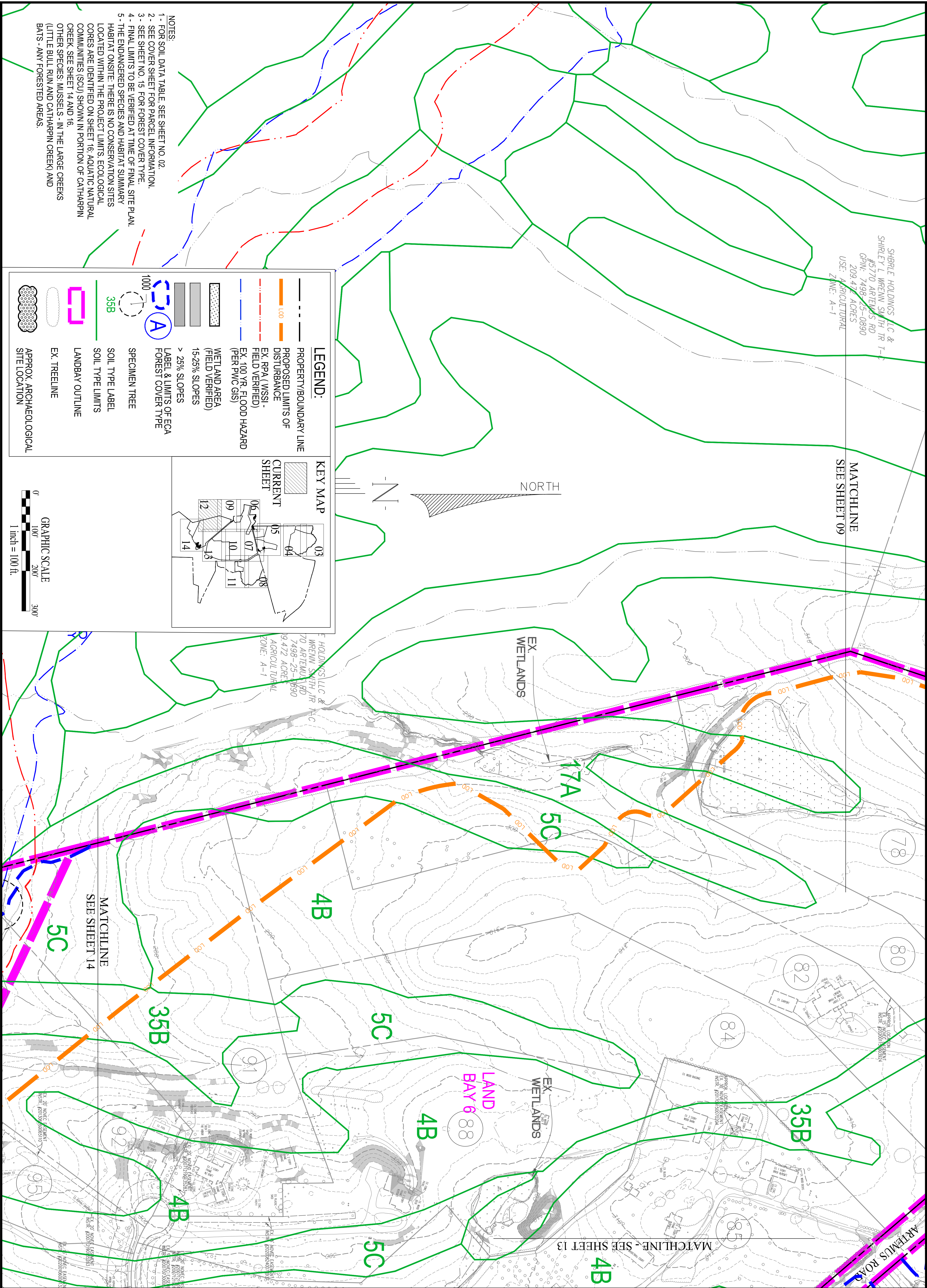
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COMMONWEALTH OF VIRGINIA

Professional Engineer

08/25/2023



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#5770 ARTEMUS RD
OPIN: 7498-25-0890
209.47 ACRES
USE: AGRICULTURAL
ZONE: A-1

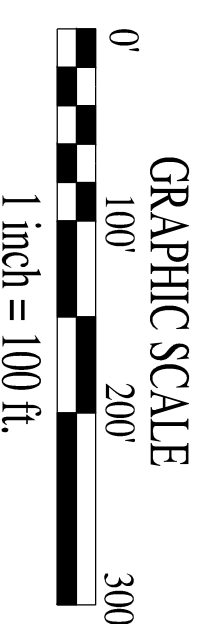
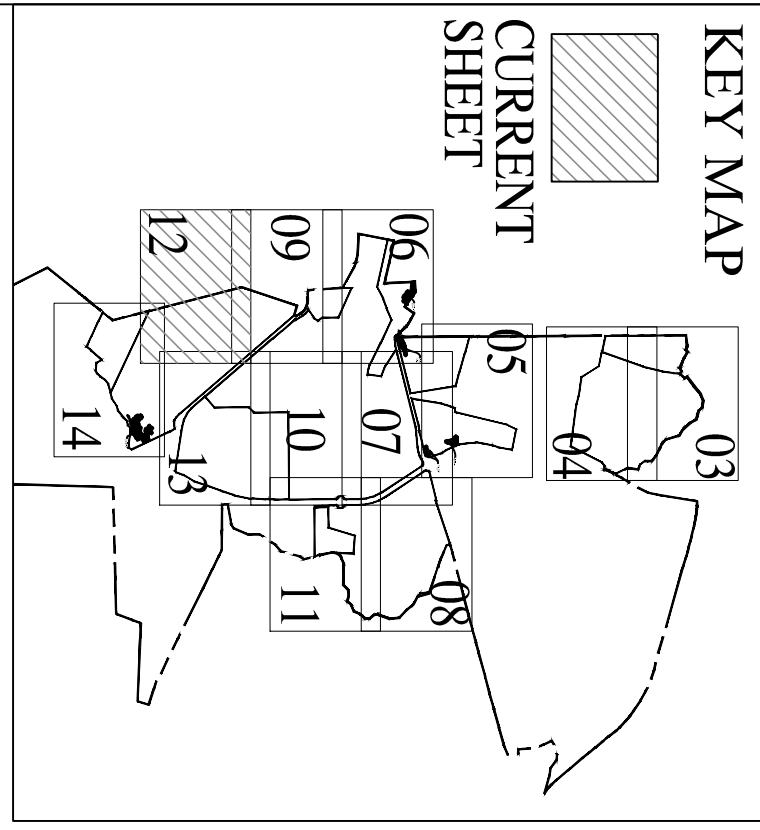
MATCHLINE
SEE SHEET 09

MATCHLINE - SEE SHEET 13

LEGEND:

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- EX. RPA (WSSI - FIELD VERIFIED)
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KEY MAP



ENVIRONMENTAL CONSTRAINTS ANALYSIS
COMPASS DATACENTERS
PRINCE WILLIAM COUNTY CAMPUS 1
GAINESVILLE DISTRICT
PRINCE WILLIAM COUNTY, VIRGINIA

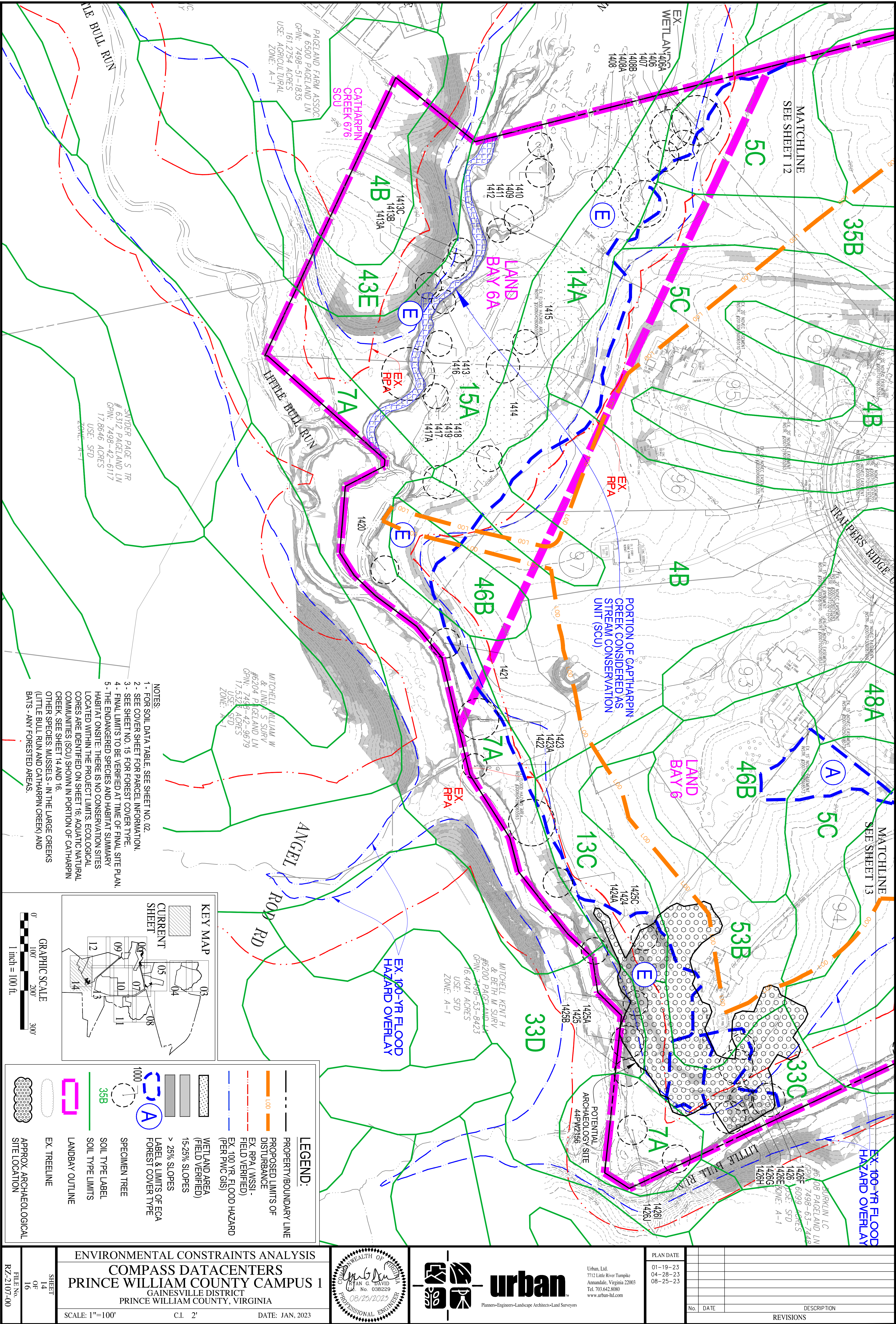
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SHEET
12
OF
16
FILE NO.
RZ-2107-00



TREE INVENTORY & CONDITION ANALYSIS									
TREE NO.	SPECIES		SIZE	CRZ	POOR CONDITION?	RATING	STATUS	COMMENTS	
	Botanical Name	Common Name	DBH (in)	R (ft)		%	(Remove or Preserve)		
962	<i>Acer rubrum</i>	Red Maple	31"	31'	Yes	34.38			
963	<i>Carya glabra</i>	Pignut Hickory	30"	30'	Yes	31.25		Multi-stem, decay, one trunk broken off	
964	<i>Quercus rubra</i>	Red Oak	33"	33'		62.50			
965	<i>Quercus alba</i>	White Oak	38"	38'		65.38			
966	<i>Quercus alba</i>	White Oak	32"	32'		42.75			
967	<i>Quercus rubra</i>	Red Oak	38"	38'	Yes	40.63			
968	<i>Quercus alba</i>	White Oak	31"	31'		58.38			
969	<i>Quercus rubra</i>	Red Oak	39"	39'		66.75			
970	<i>Quercus alba</i>	White Oak	31"	31'		53.13			
971	<i>Quercus alba</i>	White Oak	40"	40'		46.88		Leaning, wire fence in trunk	
972	<i>Acer rubrum</i>	Red Maple	30"	30'		56.25			
973	<i>Acer rubrum</i>	Red Maple	33"	33'		42.75	Preserve	Multi-stem	
974	<i>Acer rubrum</i>	Red Maple	32"	32'		53.13	Preserve	Multi-stem	
975	<i>Quercus alba</i>	White Oak	31"	31'	Yes	34.38		Multi-stem	
976	<i>Quercus alba</i>	White Oak	32"	32'		32.50			
977	<i>Quercus alba</i>	White Oak	30"	30'	Yes	46.88		Preserve	
978	<i>Quercus alba</i>	White Oak	30"	30'		37.50			
979	<i>Quercus rubra</i>	White Oak	32"	32'	Yes	34.38			
980	<i>Quercus rubra</i>	Red Oak	31"	31'		46.88			
981	<i>Quercus alba</i>	White Oak	33"	33'		56.25			
982	<i>Quercus rubra</i>	Red Oak	32"	32'		62.50			
983	<i>Quercus alba</i>	White Oak	30"	30'		71.88			
984	<i>Quercus ficata</i>	Southern Red Oak	31"	31'		87.50			
986	<i>Quercus alba</i>	White Oak	37"	37'	Yes	15.63		Co-dominant, dying	
987	<i>Acer rubrum</i>	Red Maple	30"	30'		50.00			
987A	<i>Acer rubrum</i>	Red Maple	45"	45'		50.00		Multi-stem	
987B	<i>Acer rubrum</i>	Red Maple	47"	47'		71.88		Multi-stem	
987C	<i>Quercus phellos</i>	Willow Oak	49"	49'		75.00		Multi-stem	
987D	<i>Quercus rubra</i>	Red Oak	37"	37'	Yes	37.50		Multi-stem	
987E	<i>Quercus alba</i>	White Oak	42"	42'		50.00		Multi-stem	
988	<i>Linodendron tulipifera</i>	White Oak	38"	38'	Yes	37.50		Topped	
989	<i>Quercus rubra</i>	Tulip Poplar	33"	33'		46.88		Co-dominant	
990	<i>Quercus alba</i>	White Oak	43"	43'		55.38		Co-dominant	
991	<i>Quercus alba</i>	White Oak	36"	36'		68.75		Co-dominant	
992	<i>Quercus alba</i>	White Oak	32"	32'		68.75		Co-dominant	
993	<i>Quercus alba</i>	White Oak	30"	30'	Yes	18.75		Co-dominant, major decay	
994	<i>Quercus alba</i>	White Oak	34"	34'	Yes	34.38		Co-dominant	
995	<i>Quercus alba</i>	White Oak	31"	31'		15.63		Dying	
996	<i>Quercus rubra</i>	White Oak	32"	32'		66.63		Co-dominant	
997	<i>Quercus alba</i>	Red Oak	32"	32'		71.88		Co-dominant	
998	<i>Quercus rubra</i>	Red Oak	31"	31'		75.00		Co-dominant	
999	<i>Quercus rubra</i>	Red Oak	35"	35'		81.25		Co-dominant	
1000	<i>Juniperus virginiana</i>	Eastern Red Cedar	30"	30'		62.50		Multi-stem	
1386	<i>Acer rubrum</i>	Red Maple	47"	47'		66.75			
1389	<i>Acer rubrum</i>	Red Maple	31"	31'	Yes	0.00		On stream bank	
1400	<i>Acer rubrum</i>	Red Maple	43"	43'		66.75			
1401	<i>Quercus rubra</i>	Red Oak	66"	66'		62.50		Multi-stemmed, decay, in leader, on stream bank, vines	
1402	<i>Acer rubrum</i>	Red Maple	41"	41'		66.75		Multi-stemmed	
1403	<i>Acer rubrum</i>	Red Maple	34"	34'		71.88		Co-dominant at 3, decay in leader, on stream bank, vines	
1404	<i>Acer rubrum</i>	Red Maple	45"	45'		50.00		Dying, co-dominant at 6, decay in trunk, on stream bank, one leader dead	
1405	<i>Acer rubrum</i>	Red Maple	34"	34'		43.75			
1406	<i>Platanus occidentalis</i>	Sycamore	39"	39'	Preserve	75.00		Preserve	
1406A	<i>Platanus occidentalis</i>	Sycamore	64"	64'		71.88		Multi-stemmed at base, leaning	
1407	<i>Platanus occidentalis</i>	Sycamore	53"	53'		71.88		Preserve	
1408	<i>Platanus occidentalis</i>	Sycamore	38"	38'		66.63		Swampy, dieback in canopy	
1408A	<i>Platanus occidentalis</i>	Sycamore	60"	60'		66.75		Multi-stemmed at base, vines	
1408B	<i>Unknown</i>	Unknown	40"	40'	Yes	0.00		Dead	
1409	<i>Platanus occidentalis</i>	Sycamore	31"	31'		65.63		On stream bank	
1410	<i>Platanus occidentalis</i>	Sycamore	37"	37'		66.63		Co-dominant at 2, on stream bank	
1411	<i>Platanus occidentalis</i>	Sycamore	38"	38'		66.75		On stream bank	
1412	<i>Platanus occidentalis</i>	Sycamore	31"	31'		66.75		On stream bank	
1413	<i>Platanus occidentalis</i>	Sycamore	31"	31'		66.75		On stream bank	
1413A	<i>Quercus alba</i>	White Oak	34"	34'		66.75		Preserve	
1413B	<i>Platanus occidentalis</i>	Sycamore	32"	32'		66.75		On slope, dieback in canopy, vines	
1413C	<i>Platanus occidentalis</i>	Sycamore	32"	32'		71.88		Preserve	
1414	<i>Quercus rubra</i>	Red Oak	43"	43'		66.75		Preserve	
1415	<i>Quercus rubra</i>	Red Oak	32"	32'		66.75		Swampy, dieback in canopy	
1416	<i>Platanus occidentalis</i>	Sycamore	33"	33'		75.00		Swampy, dieback in canopy	
1417	<i>Quercus rubra</i>	Red Oak	32"	32'		65.63		Preserve	
1417A	<i>Platanus occidentalis</i>	Sycamore	68"	68'		62.50		Swampy	
1418	<i>Quercus rubra</i>	Red Oak	33"	33'		65.63		Double trunked, on stream bank	
1419	<i>Quercus rubra</i>	Sycamore	43"	43'		71.88		Swampy	
1420	<i>Unknown</i>	Unknown	36"	36'		71.88		Co-dominant at 6	
1421	<i>Quercus rubra</i>	Red Oak	38"	38'		62.50		Dieback in canopy	
1422	<i>Platanus occidentalis</i>	Sycamore	53"	53'		65.63		On stream bank, on slope, dieback in canopy, vines	
1423	<i>Platanus occidentalis</i>	Sycamore	60"	60'		66.75		Multi-stemmed at base, leaning, vines	
1423A	<i>Platanus occidentalis</i>	Sycamore	32"	32'		66.75		Preserve	
1424	<i>Platanus occidentalis</i>	Sycamore	34"	34'		43.75		Multi-stemmed at base, leaning	
1424A	<i>Unknown</i>	Unknown	38"	38'	Yes	66.75		Overhanging stream, missing leader	
1425	<i>Quercus alba</i>	White Oak	35"	35'		71.88		On slope, on stream bank	
1425A	<i>Quercus alba</i>	White Oak	42"	42'		62.50		Dead	
1425B	<i>Unknown</i>	Unknown	42"	42'		0.00		Multi-stemmed at 7, on slope, dieback in canopy	
1425C	<i>Fraxinus pennsylvanica</i>	Red Oak	34"	34'	Yes	71.88		Dead	
1426	<i>Platanus occidentalis</i>	Sycamore	43"	43'		50.00		Double trunked, wounds in trunk	
1426A	<i>Quercus rubra</i>	Red Oak	33"	33'		62.50		AI gate, barbed wire, vines	
1426B	<i>Platanus occidentalis</i>	Sycamore	43"	43'		56.25		Double trunked, decay at base	
1426C	<i>Acer rubrum</i>	Red Maple	43"	43'		62.50		On stream bank, chain in trunk	
1426D	<i>Unknown</i>	Unknown	40"	40'	Yes	0.00		Dead	
1426E	<i>Platanus occidentalis</i>	Sycamore	44"	44'		71.88		Co-dominant at 5	
1426F	<i>Platanus occidentalis</i>	Sycamore	33"	33'		71.88		Preserve	
1426G	<i>Celtis occidentalis</i>	Hackberry	31"	31'		71.88		In sunken area	
1426H	<i>Platanus occidentalis</i>	Sycamore	42"	42'		71.88		Co-dominant at 2, S	
1426I	<i>Unknown</i>	Unknown	36"	36'	Yes	0.00		Preserve	
1426J	<i>Unknown</i>	Unknown	38"	38'	Yes	0.00		Dead	
1427	<i>Linodendron tulipifera</i>	Tulip Poplar	44"	44'		65.63		Preserve	
1427A	<i>Quercus rubra</i>	Red Oak	35"	35'		53.13		Dying, lots of dead leaders	

TREE INVENTORY & CONDITION ANALYSIS									
TREE NO.	SPECIES	Common Name	SIZE	CRZ	POOR CONDITION?	CONDITION RATING	STATUS	COMMENTS	
	Botanical Name		DBH (in)	R (ft)		%	(Remove or Preserve)		
1427B	<i>Acer rubrum</i>	Red Maple	48"	48'		62.50	Preserve	Multi-stemmed, pruned for elec. Lines	
1428	<i>Quercus alba</i>	White Oak	30"	30'		71.88	Preserve	In gully	
1429	<i>Quercus rubra</i>	Red Oak	32"	33'		66.75	Preserve	Vines	
1430	<i>Platanus occidentalis</i>	Sycamore	36"	36'		65.63	Preserve	On stream bank, leaning	
1431	<i>Platanus occidentalis</i>	Sycamore	36"	36'		71.88	Preserve	Slight lean	
1432	<i>Linodendron tulipifera</i>	Tulip Poplar	35"	35'		62.50	Preserve	Overhanging stream, on bank	
1433	<i>Linodendron tulipifera</i>	Tulip Poplar	35"	35'		46.88	Preserve	Hollow, termite damage, hole in trunk	
1434	<i>Platanus occidentalis</i>	Sycamore	34"	34'		71.88	Preserve		
1435	<i>Linodendron tulipifera</i>	B	35"	35'		71.88	Preserve	Co-dominant at 5, vines	
1435A	<i>Unknown</i>	Unknown	33"	33'	Yes	0.00		Dead	
1436	<i>Linodendron tulipifera</i>	Tulip Poplar	33"	33'		75.00	Preserve	On stream bank	
1437	<i>Linodendron tulipifera</i>	Tulip Poplar	57"	57'		53.13	Preserve	Co-dominant at 7, one leader topped & dead, along stream bank, waterspouts	
1438	<i>Quercus rubra</i>	Red Oak	31"	31'		75.00			
1439	<i>Quercus alba</i>	White Oak	32"	32'		66.75	Preserve	Dieback in canopy	
1440	<i>Linodendron tulipifera</i>	Tulip Poplar	35"	35'		71.88	Preserve		
1441	<i>Linodendron tulipifera</i>	Tulip Poplar	32"	32'		75.00	Preserve		
1442	<i>Quercus rubra</i>	Red Oak	37"	37'		66.75	Preserve		
1443	<i>Quercus rubra</i>	Red Oak	32"	32'		65.63	Preserve	Co-dominant at 5, vines	
1444	<i>Quercus alba</i>	White Oak	35"	35'		66.75	Preserve	Co-dominant at 1.5, hole at base	
1445	<i>Quercus alba</i>	White Oak	31"	31'		69.75	Preserve	Co-dominant at 4	
1446	<i>Quercus alba</i>	White Oak	34"	34'		71.88	Preserve	Dieback in canopy	
1447	<i>Quercus rubra</i>	Red Oak	33"	33'		65.63	Preserve	Leaning, dieback in canopy	
1448	<i>Acer rubrum</i>	Red Maple	32"	32'		65.63	Preserve	Co-dominant at 2.5, wet at base	
1449	<i>Quercus rubra</i>	Red Oak	32"	32'		65.63		Co-dominant at 4, broken tree against trunk, vines	
1450	<i>Platanus occidentalis</i>	Sycamore	30"	30'		65.63		Next to concrete storm drain, dieback in canopy, vines	
1450A	<i>Quercus rubra</i>	Red Oak	68"	68'		71.88		Vines	
1451	<i>Quercus rubra</i>	Red Oak	31"	31'		66.75		Co-dominant at 3	
1452	<i>Linodendron tulipifera</i>	Tulip Poplar	30"	30'		71.88	Preserve	In gully, vines	
1453	<i>Quercus rubra</i>	Red Oak	32"	32'		65.63		On slope	
1454	<i>Acer rubrum</i>	Red Maple	42"	42'		71.88	Preserve	In gully	
1455	<i>Pinus virginiana</i>	Virginia Pine	32"	32'		66.75		Co-dominant at 4	
1456	<i>Acer rubrum</i>	Red Maple	32"	32'		71.88			
1457	<i>Acer rubrum</i>	Red Maple	36"	36'		65.63	Preserve	Branch stuck in crotch	
1458	<i>Acer rubrum</i>	Red Maple	51"	51'		65.63	Preserve	Swampy	
1459	<i>Acer rubrum</i>	Red Maple	59"	59'		66.75	Preserve	Swampy	
1460	<i>Acer rubrum</i>	Red Maple	31"	31'		65.63	Preserve	Multi-stem	
1461	<i>Celtis occidentalis</i>	Hackberry	38"	38'		65.63	Preserve	By creek, stump grinder damage	
1462	<i>Acer rubrum</i>	Red Maple	67"	67'		62.50		Co-dominant at 4, barbed wire	
1463	<i>Acer rubrum</i>	Red Maple	43"	43'		71.88		Swampy	
1463A	<i>Acer rubrum</i>	Red Maple	39"	39'		71.88			
1464	<i>Acer rubrum</i>	Red Maple	42"	42'		59.38	Preserve	Multi-stem at base	
1465	<i>Acer rubrum</i>	Red Maple	58"	58'		50.00	Preserve	Split at base, one dead leader	
1466	<i>Acer sp.</i>	Maple sp.	40"	40'		65.63	Preserve	Multi-stem at base	
1467	<i>Quercus rubra</i>	Red Oak	33"	33'		75.00	Preserve	Barbed wire in trunk	
1468	<i>Quercus rubra</i>	Red Oak	58"	58'		71.88	Preserve	Multi-stem at 3	
1469	<i>Ulmus americana</i>	American Elm	34"	34'		65.63	Preserve	Grilled roots	
1470	<i>Quercus rubra</i>	Red Oak	30"	30'		71.88	Preserve	On slope	
1471	<i>Morus alba</i>	White Mulberry	55"	55'		71.88		Barbed wire in trunk	
1472	<i>Acer rubrum</i>	Red Maple	44"	44'		71.88		Multi-stem at 5	
1473	<i>Acer rubrum</i>	Red Maple	54"	54'		62.50		Multi-stem at 2.5	
1474	<i>Acer rubrum</i>	Red Maple	47"	47'		65.63		Multi-stem at 5	
1475	<i>Platanus occidentalis</i>	Sycamore	38"	38'		65.63	Preserve	Co-dominant at 2, along creek	
1476	<i>Acer rubrum</i>	Red Maple	32"	32'		71.88	Preserve	Co-dominant at 3, along creek	
1477	<i>Platanus occidentalis</i>	Sycamore	33"	33'		66.75		Along road	
1477A	<i>Platanus occidentalis</i>	Sycamore	46"	46'		62.50	Preserve	Offsite, co-dominant, on creek bank, vines	
1478	<i>Quercus rubra</i>	Red Oak	47"	47'		62.50	Preserve	Co-dominant at 4, on slope, dieback in canopy, vines	
1479	<i>Quercus rubra</i>	Red Oak	33"	33'		66.75	Preserve	Co-dominant at 6, on slope	
1480	<i>Linodendron tulipifera</i>	Tulip Poplar	34"	34'		66.75	Preserve	On creek bank	
1481	<i>Unknown</i>	Unknown	31"	31'	Yes	0.00		Dead	
1482	<i>Unknown</i>	Unknown	32"	32'		0.00		Dead	
1483	<i>Unknown</i>	Unknown	58"	58'	Yes	0.00		Dead, double trunk	
1484	<i>Quercus alba</i>	White Oak	34"	34'		65.63	Preserve	On creek bank, dieback in canopy	
1485	<i>Linodendron tulipifera</i>	Tulip Poplar	40"	40'		71.88	Preserve	Vines	
1486	<i>Linodendron tulipifera</i>	Tulip Poplar	53"	53'		65.63	Preserve	On creek bank, dieback in canopy	
1487	<i>Quercus rubra</i>	Red Oak	55"	55'		71.88	Preserve	Dieback in canopy	
1488	<i>Quercus alba</i>	White Oak	48"	48'		66.75	Preserve	Co-dominant at 9, on slope, dieback in canopy	
1489	<i>Quercus alba</i>	White Oak	30"	30'		66.75	Preserve	On slope, dieback in canopy, vines	
1490	<i>Quercus rubra</i>	Red Oak	33"	33'		66.75	Preserve	On slope, dieback in canopy	
1491	<i>Platanus occidentalis</i>	Sycamore	58"	58'		59.38	Preserve	Co-covered, multi-stem, on creek bank, twice grown into base	
1491A	<i>Platanus occidentalis</i>	Sycamore	30"	30'		59.38	Preserve	Offsite, on creek bank, leaning, vines	
1492	<i>Platanus occidentalis</i>	Sycamore	38"	38'		71.88	Preserve	Co-dominant at 6	
1493	<i>Platanus occidentalis</i>	Sycamore	44"	44'		75.00	Preserve	Co-dominant at 5, vines	
1494	<i>Platanus occidentalis</i>	Sycamore	40"	40'		66.75	Preserve	Co-dominant at 5, vines	
1495	<i>Platanus occidentalis</i>	Sycamore	42"	42'		71.88	Preserve	Co-dominant at 6, vines	
1495A	<i>Platanus occidentalis</i>	Sycamore	46"	46'		65.63	Preserve	Double, on creek bank	
1495B	<i>Platanus occidentalis</i>	Sycamore	32"	32'		66.75	Preserve	On creek bank	
1496	<i>Quercus alba</i>	White Oak	34"	34'		65.63	Preserve	On slope, burrs, dieback in canopy	
1496A	<i>Quercus alba</i>	White Oak	30"	30'		75.00	Preserve	Offsite, vines	
1497	<i>Platanus occidentalis</i>	Sycamore	42"	42'		71.88	Preserve	Co-dominant at 6, barbed wire in trunk	
1498	<i>Quercus alba</i>	White Oak	34"	34'		66.75	Preserve		
1499	<i>Platanus occidentalis</i>	Sycamore	61"	61'		65.63	Preserve	Multi-stem, by creek, barbed wire at base	
1499A	<i>Platanus occidentalis</i>	Sycamore	60"	60'		65.63	Preserve	Offsite, multi-stem, by creek, barbed wire at base	
1500	<i>Acer sp.</i>	Maple sp.	74"	74'		56.25		Multi-stem, hole at base, one trunk fallen, rubbing branches	



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

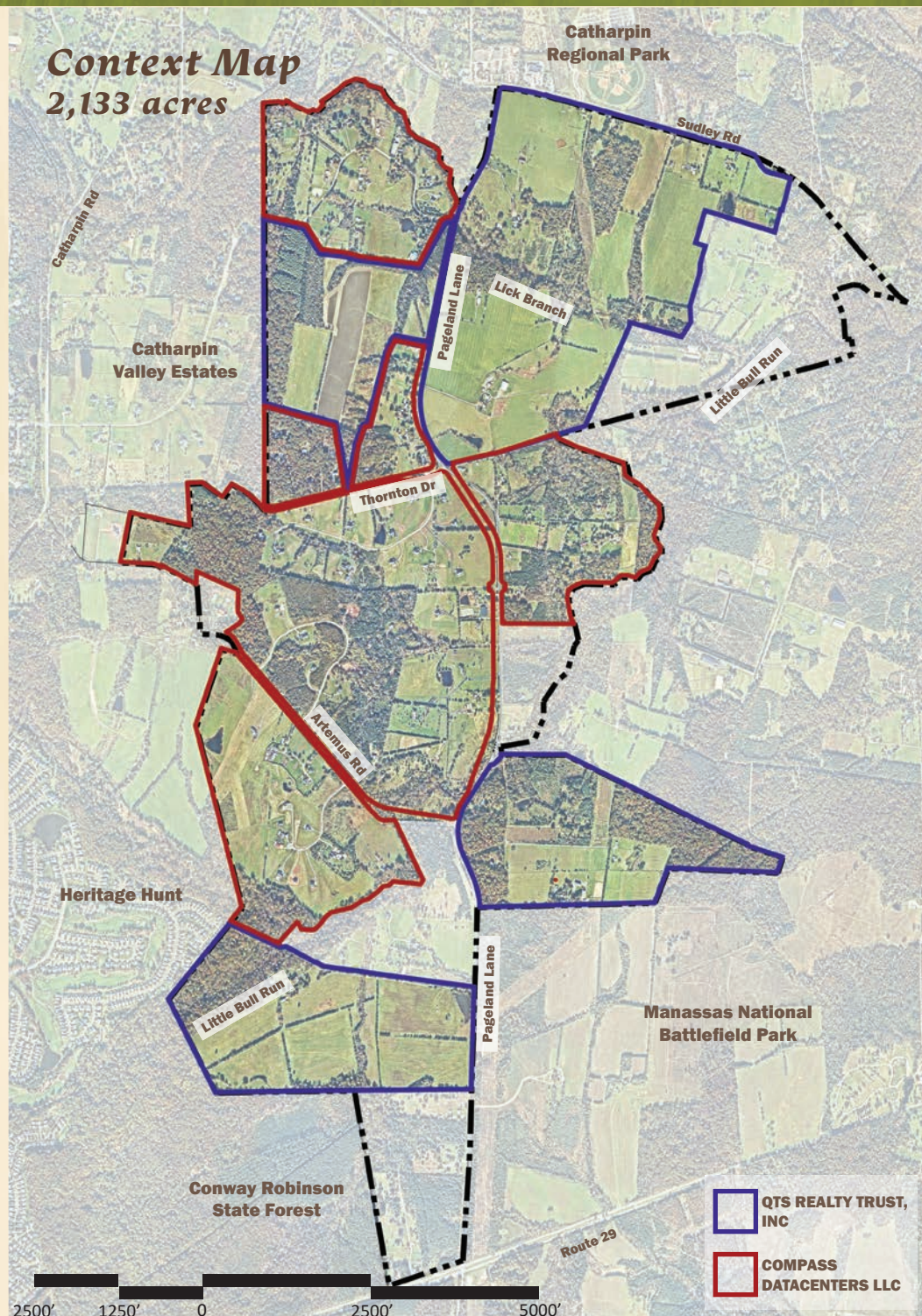


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All images contained within this booklet are for illustrative purposes only.



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

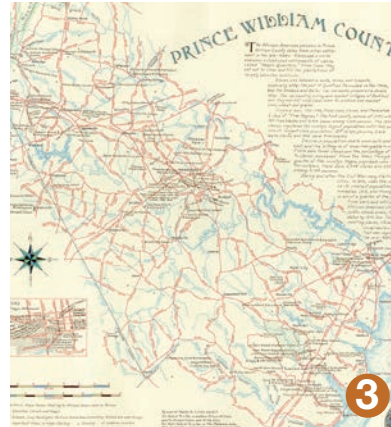
By performing an inventory of the elements that currently exist on and immediately adjacent to the property, we can begin to assess existing site conditions, connections, and opportunities.



Catharpin Regional Park



Power Line Corridor



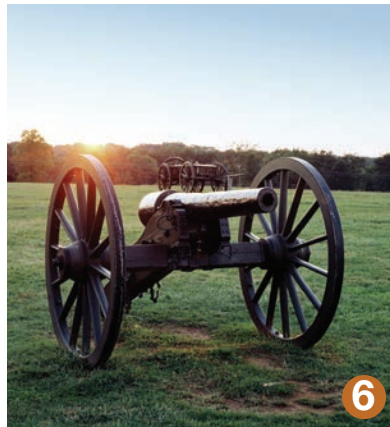
Thornton School Archaeology Site



Pageland Lane



Boundary Tree



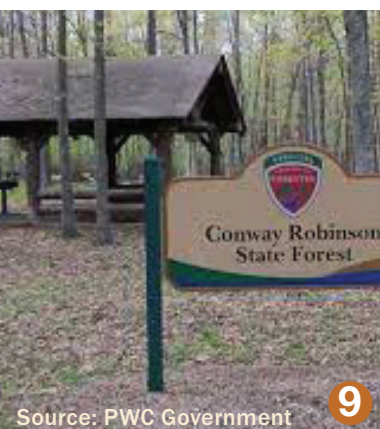
Manassas National Battlefield Park



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



CATHARPIN RECREATIONAL PARK
(100 ac)

LOUDOUN COUNTY
PRINCE WILLIAM COUNTY

LUCK STONE QUARRY

SUDLEY RD

CATHARPIN RD

CATHARPIN VALLEY ESTATES

CATHARPIN VALLEY DR

PAGELAND LANE

LICK BRANCH

LITTLE BULL RUN

ROBIN DR

SUDLEY MOUNTAIN

MARBLE HILL SLAVE CEMETERY

PRESERVATION

THORNTON DR

THORNTON SCHOOL SITE

DOMINION POWER LINES

PRESERVATION

CATHARPIN GREENWAY

ARTEMUS RD

PAGELAND LANE

PHILLIPS CEMETERY

BOUNDARY TREE

HERITAGE HUNT

LITTLE BULL RUN

HONEYWOOD SITE

UNFINISHED RAILROAD

BRAWNER FARM INTERPRETIVE CENTER

MANASSAS NATIONAL BATTLEFIELD PARK
(5,000 ac)

PRESERVATION

STONEWALL MEMORIAL GARDENS

U.S. ROUTE 29

CONWAY ROBINSON STATE FOREST
(440 ac)

DOMINION POWER LINES

MNBP: STUART'S HILL ADMINISTRATIVE CENTER

SHEETZ (FUTURE)

GAINESVILLE CROSSING DATA CENTER CAMPUS

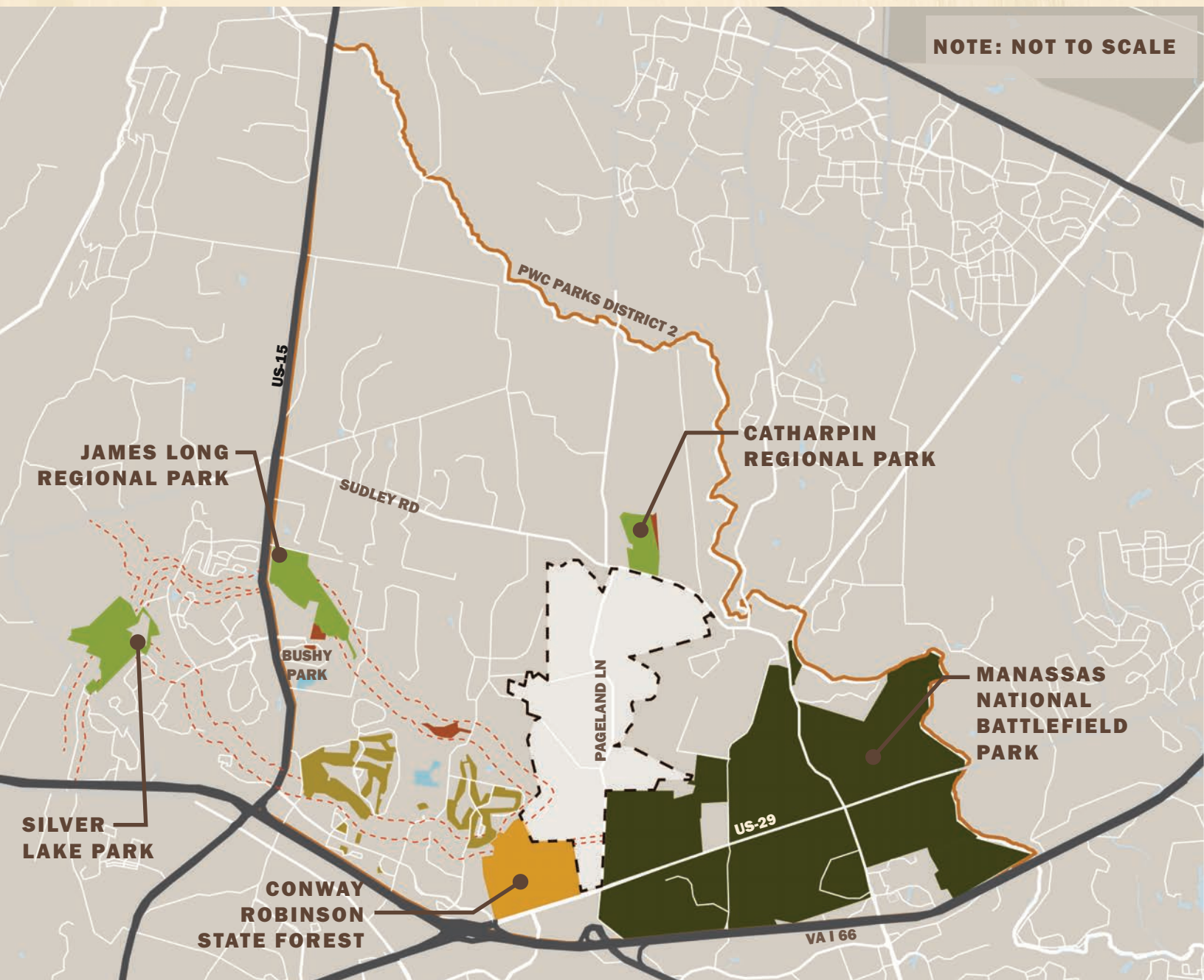
VDOT 2500 SPACE COMMUTER PARKING



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

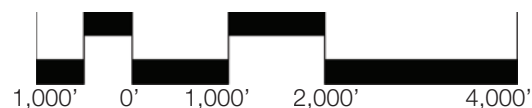
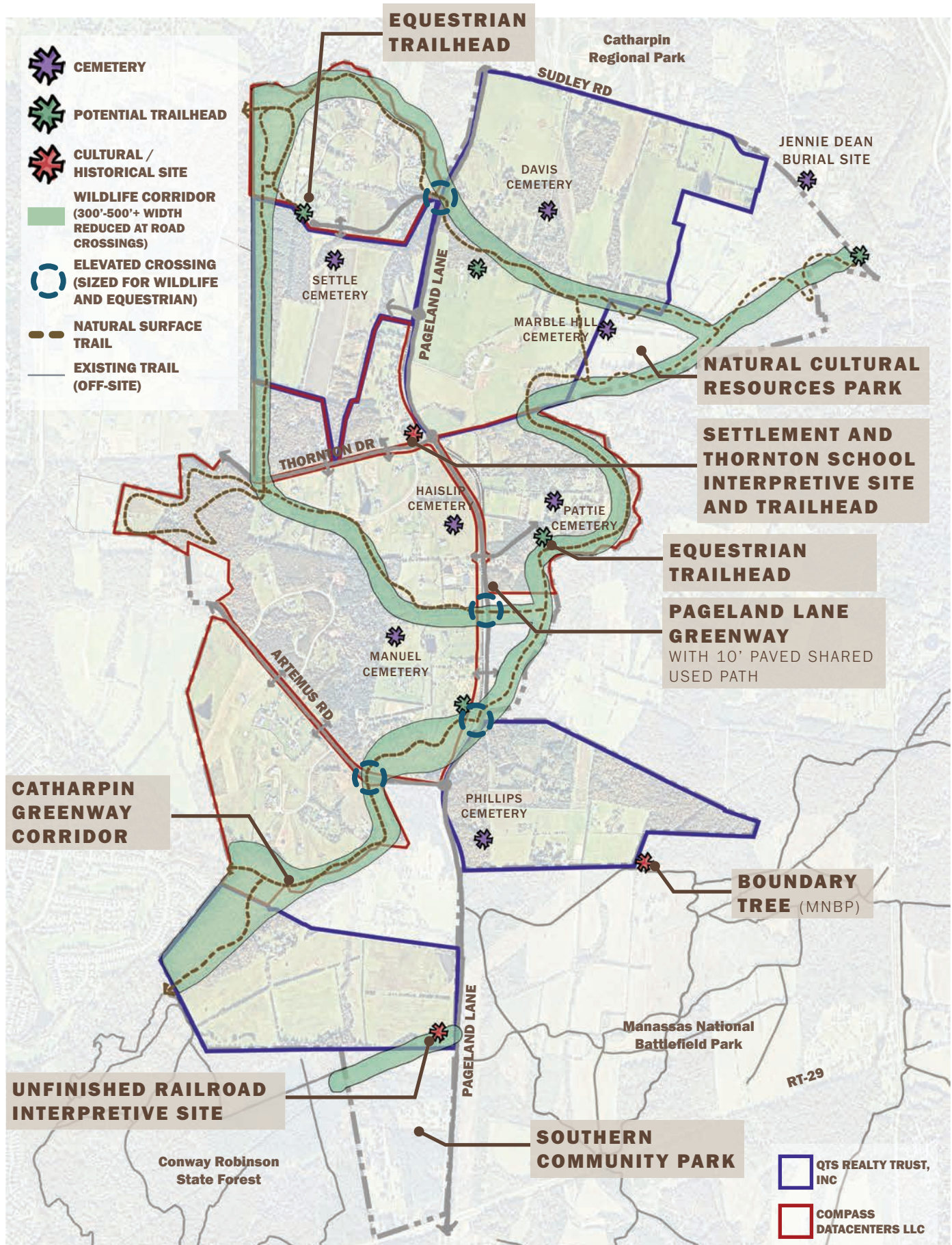
The PW Digital Gateway is well positioned to fill in existing gaps in amenities and activities, allowing the site to become a destination for new and exciting opportunities.

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.

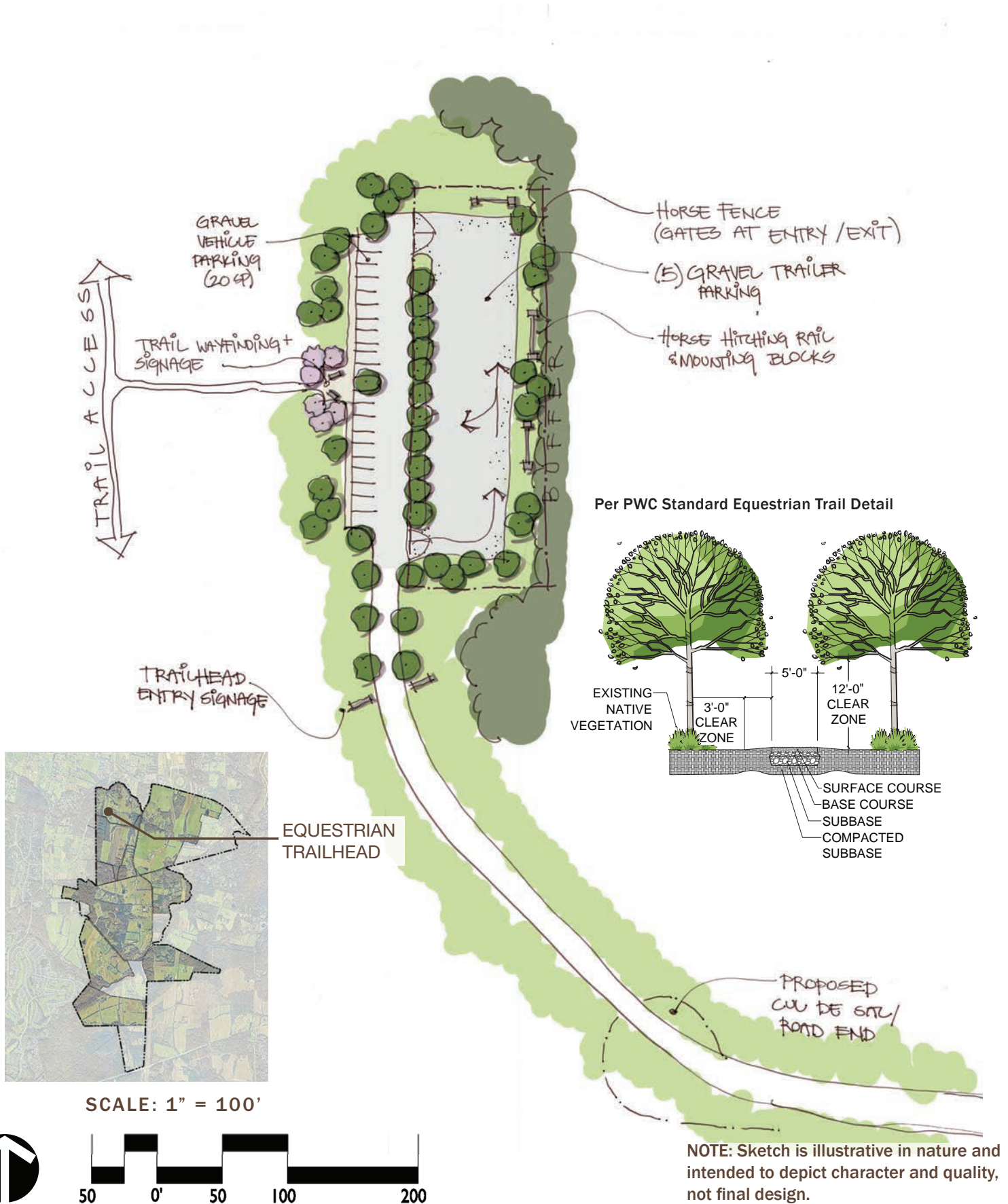


TRAIL SIGNAGE



TRAILER PARKING

CONCEPT SKETCH



UNFINISHED RAILROAD INTERPRETIVE SITE

Cultural node and interpretive site

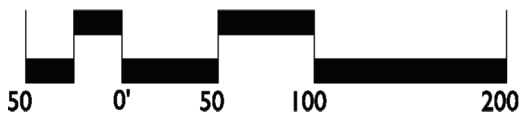
The unfinished railroad interpretive site will be a place to highlight this local asset and honor its historical significance. Specific site details that commemorate the history will be coordinated in collaboration with county staff.



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

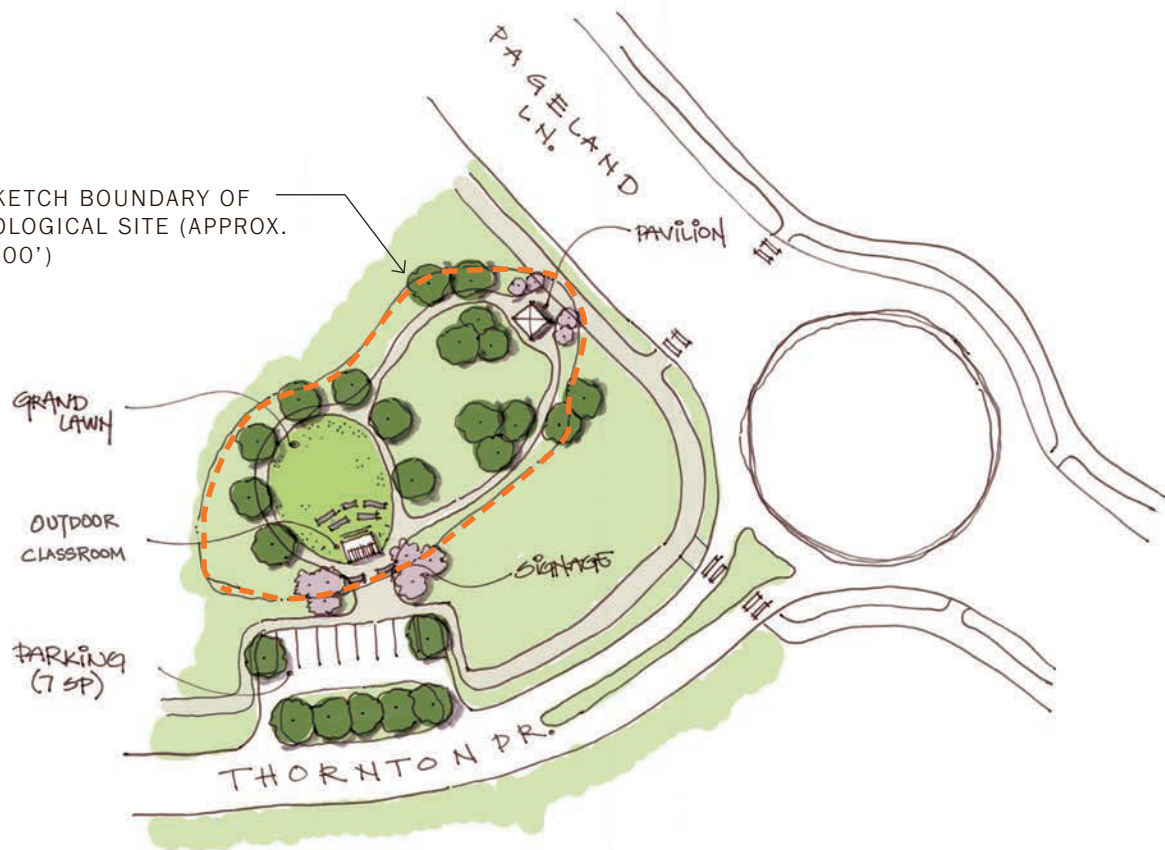


COMMEMORATIVE ELEMENT



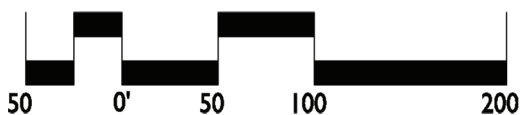
CONCEPT SKETCH

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



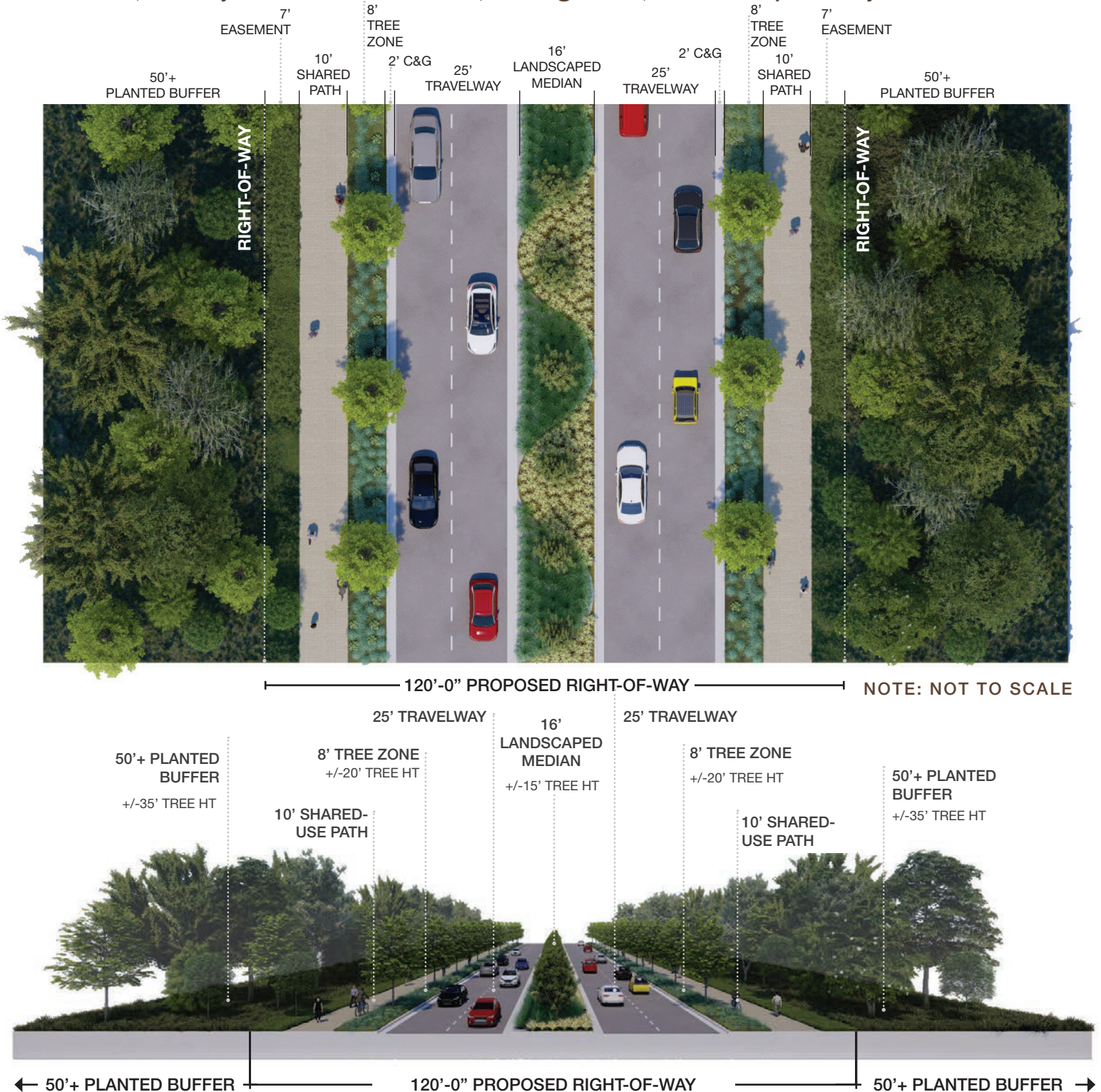
COORDINATED TRANSPORTATION LANDSCAPING



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, MNBP, 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.



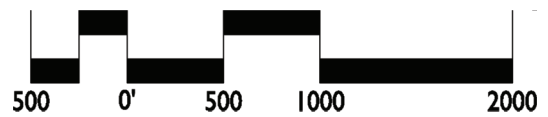
THE 5 MINUTE TRIP



1/4 MI



1 MI



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

LEGEND:

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

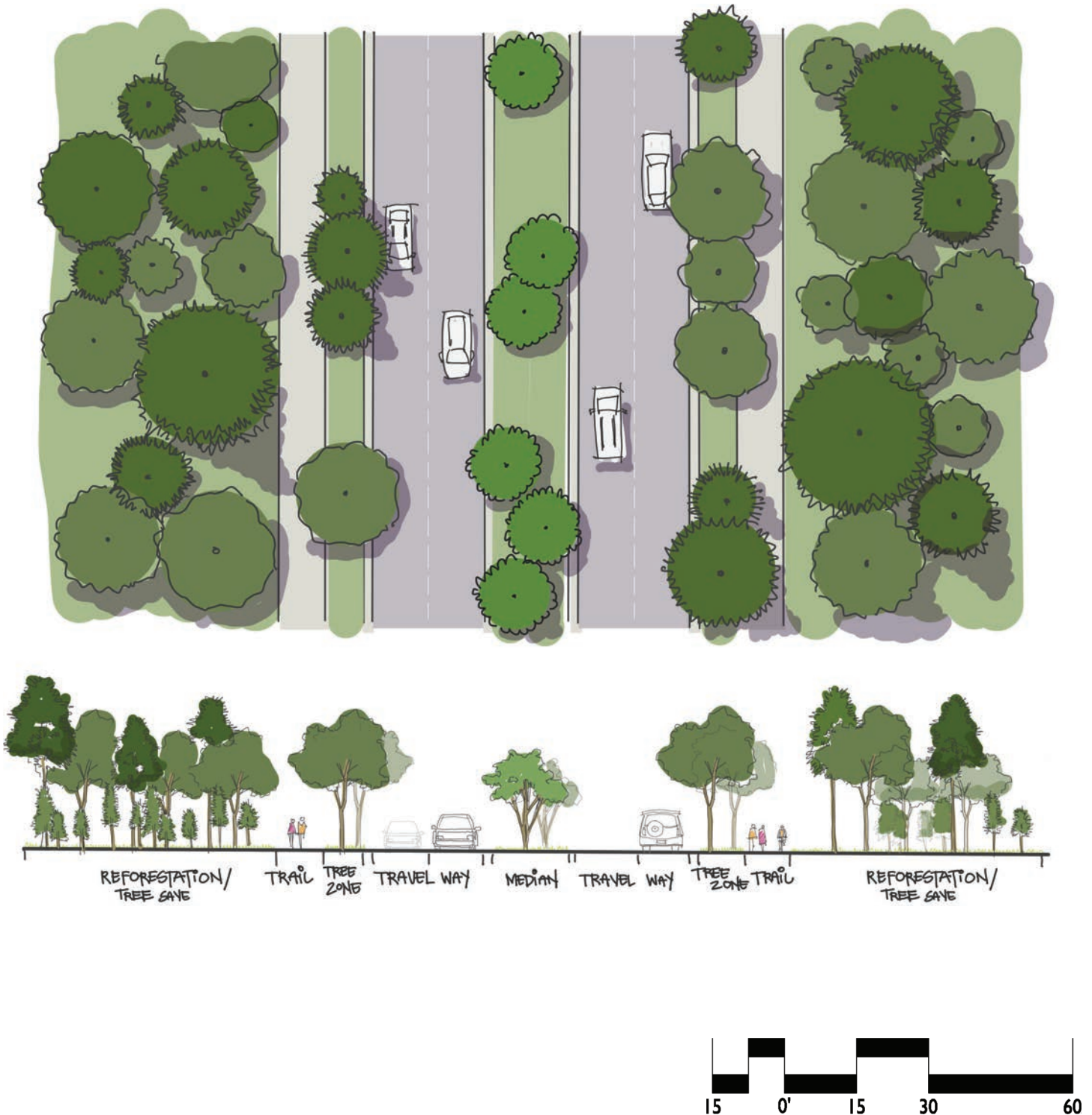


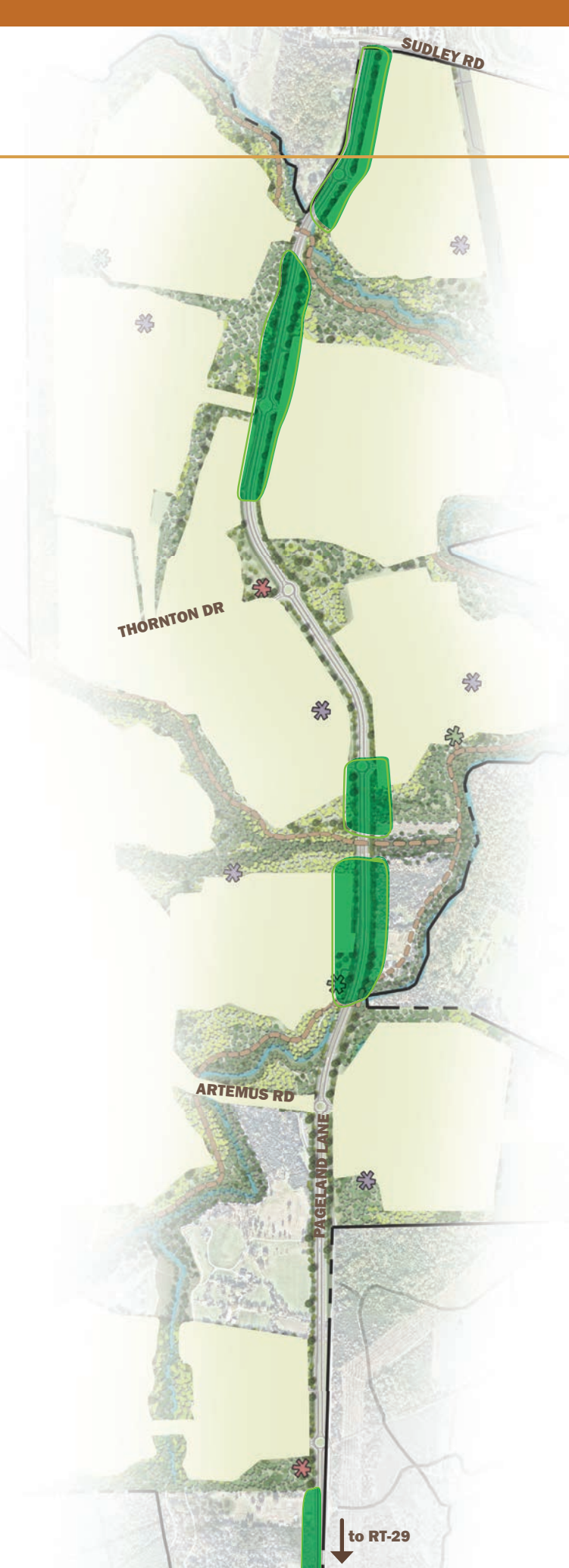
3 MI

LANDSCAPE TYPOLOGIES

Mixed Deciduous

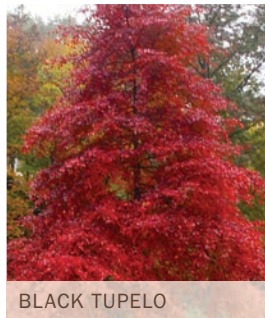
Located where large swatches of tree preserve is anticipated and near waterways, where reforestation is most valuable.





Mixed Deciduous Plant Palette

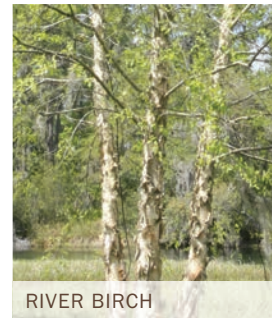
Trees



BLACK TUPELO



WHITE OAK



RIVER BIRCH



EASTERN WHITE PINE



LOBLOLLY PINE

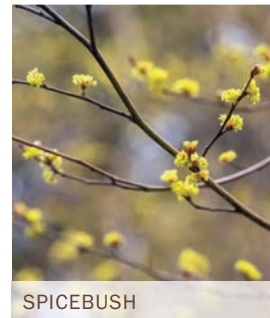


SASSAFRAS

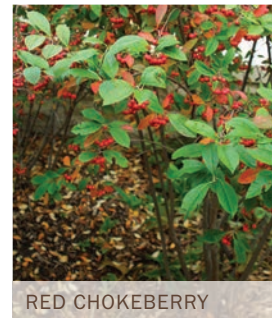
Shrubs



MAPLELEAF VIBURNUM



SPICEBUSH



RED CHOKEBERRY

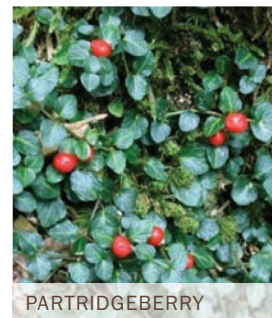
Grasses + Perennials



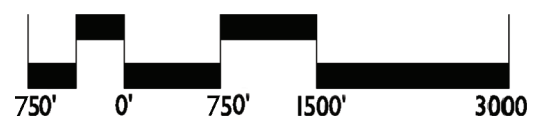
CHRISTMAS FERN



BLUE MISTFLOWER



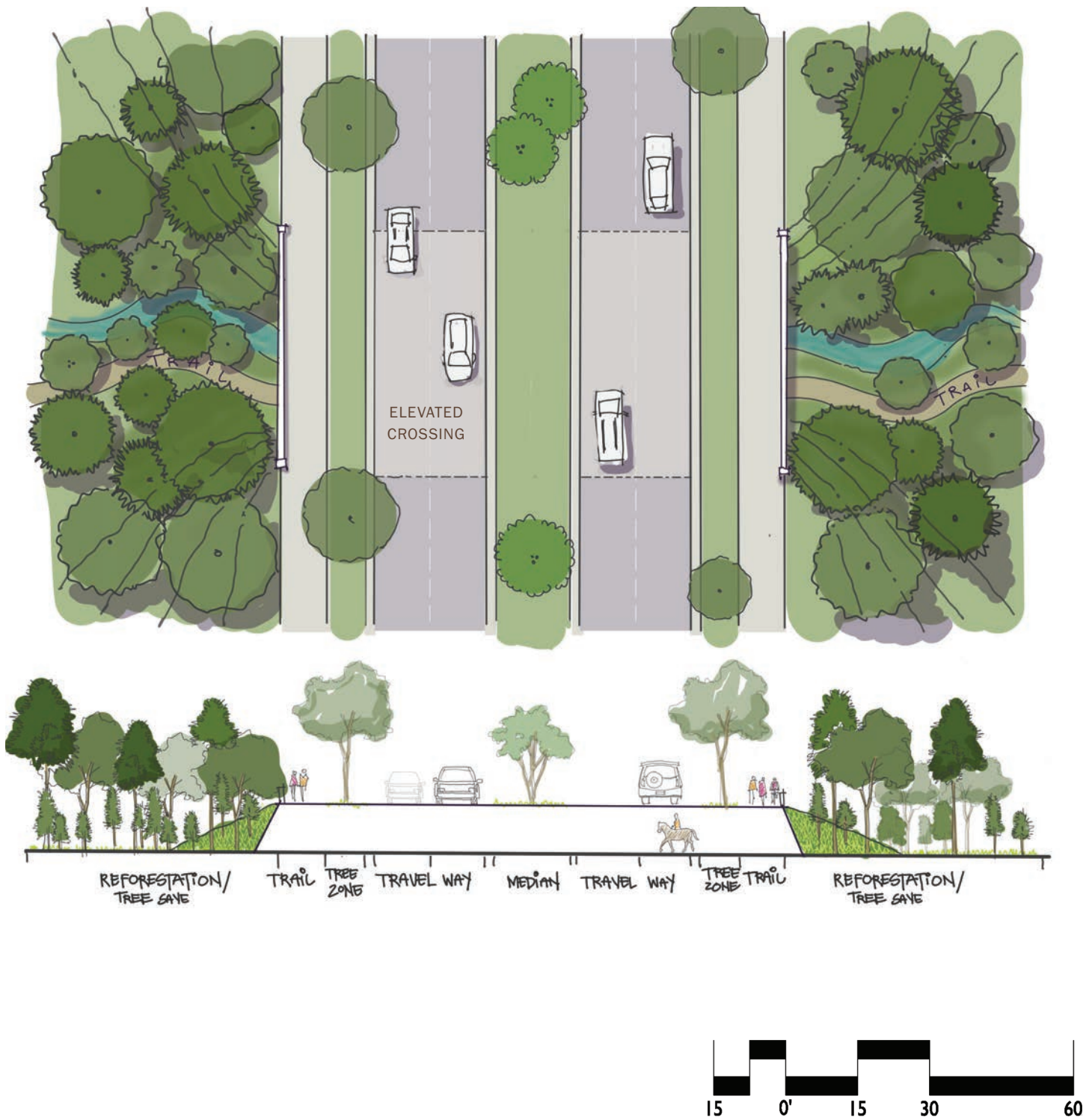
PARTRIDGEBERRY



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



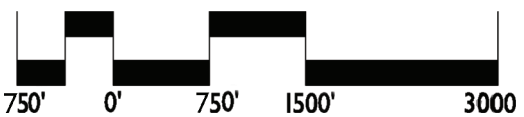
COMMON WITCHHAZEL



VIRGINIA SWEETSPIRE



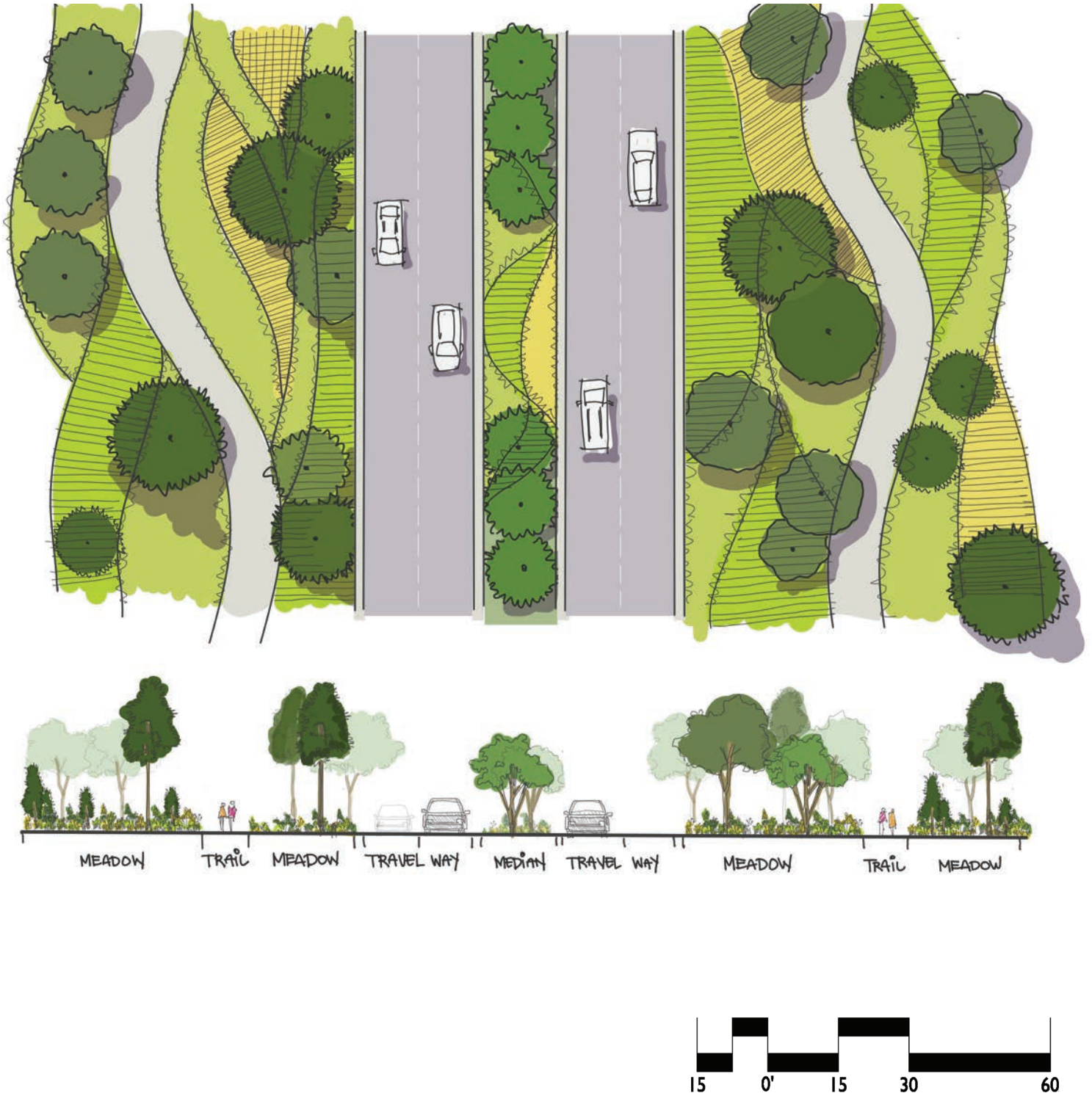
WINTERBERRY HOLLY

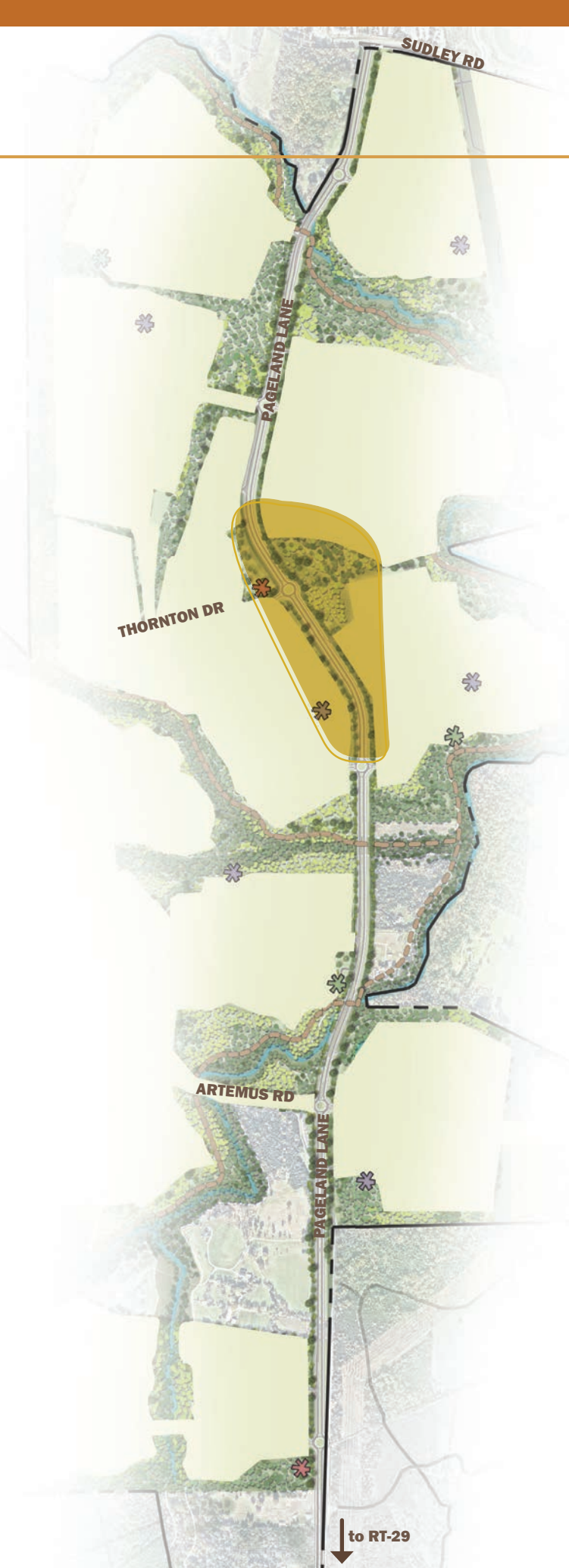


LANDSCAPE TYPOLOGIES

Native Grass and Wild Meadow

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





Native Grass Meadow Plant Palette

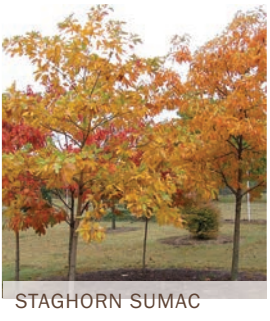
Trees



RED OAK



SERVICEBERRY



STAGHORN SUMAC

Shrubs



COMMON WITCHHAZEL



INKBERRY



WINTERBERRY HOLLY

Grasses + Perennials



FOX SEDGE



LITTLE BLUESTEM



INDIAN GRASS



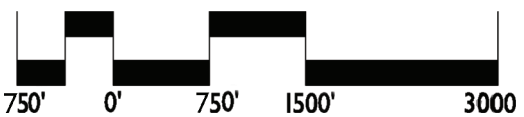
ASTER



GOLDENROD



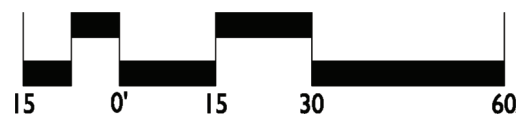
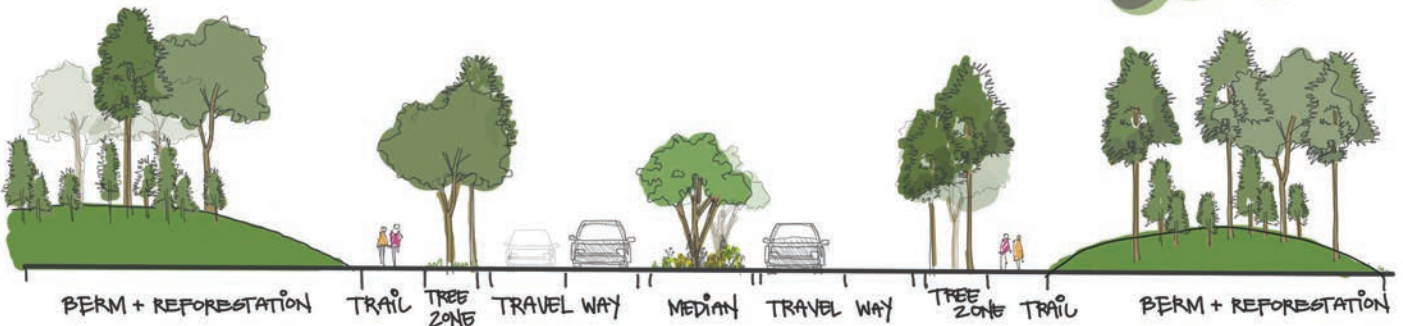
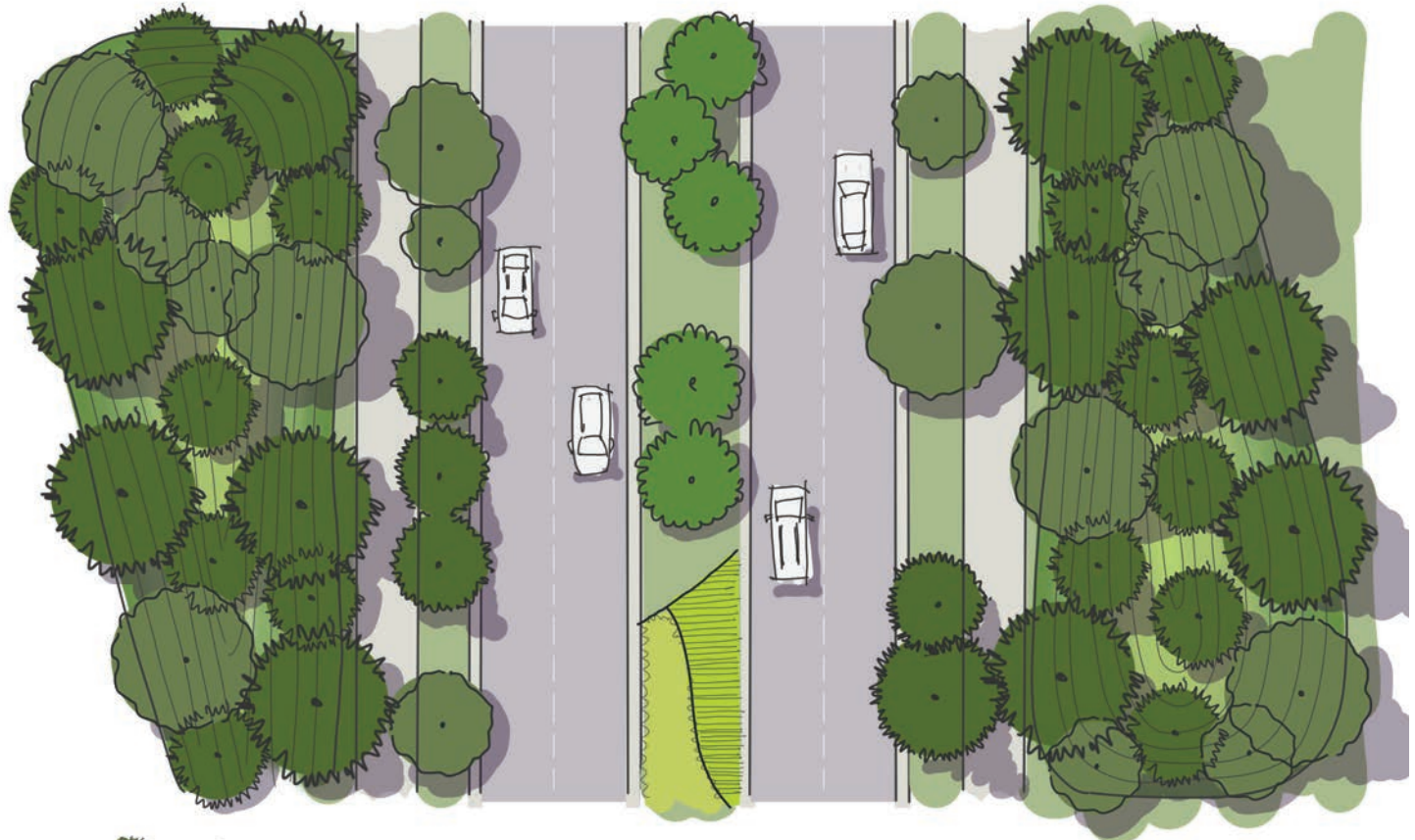
MILKWEED

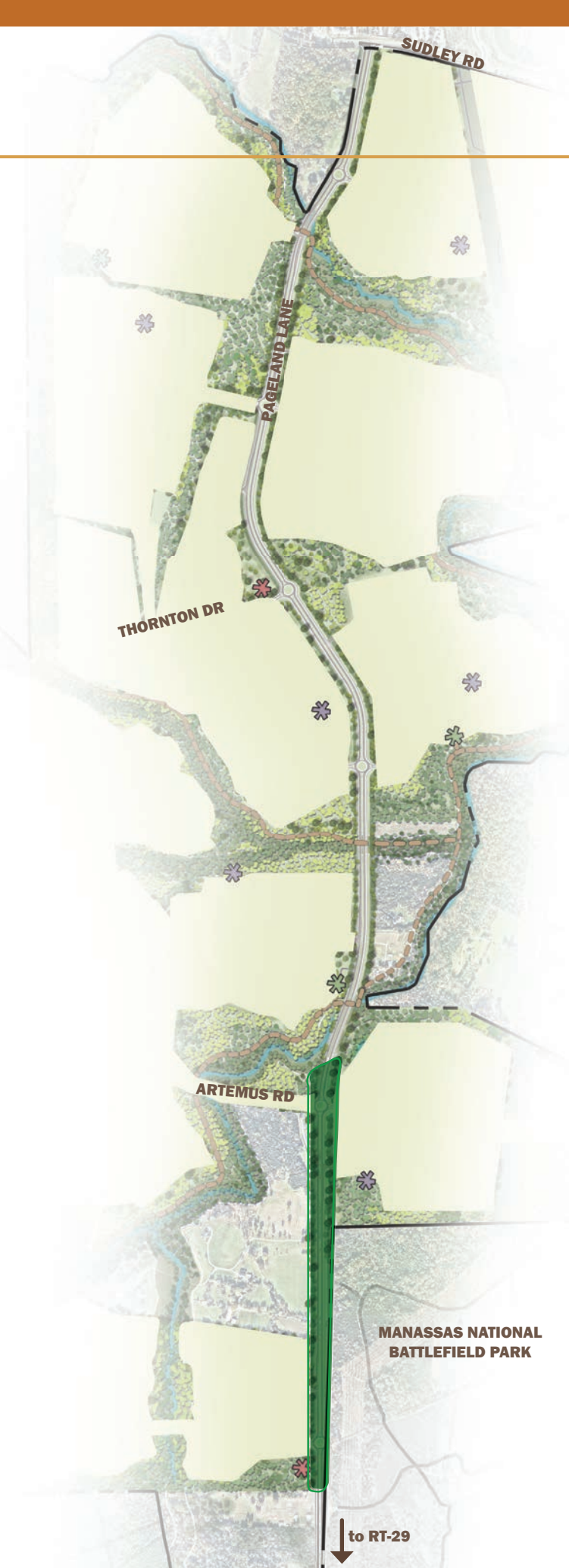


LANDSCAPE TYPOLOGIES

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



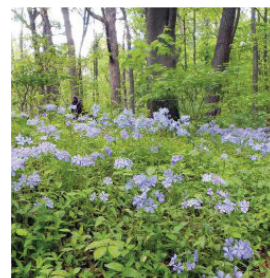
LITTLE BLUESTEM



MOUNTAIN MINT



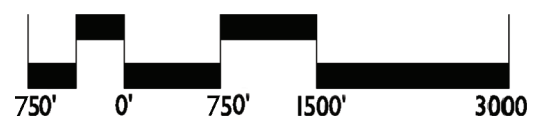
CHRISTMAS FERN



WOODLAND PHLOX



JACK-IN-THE-PULPIT



MULTIMODAL NETWORK

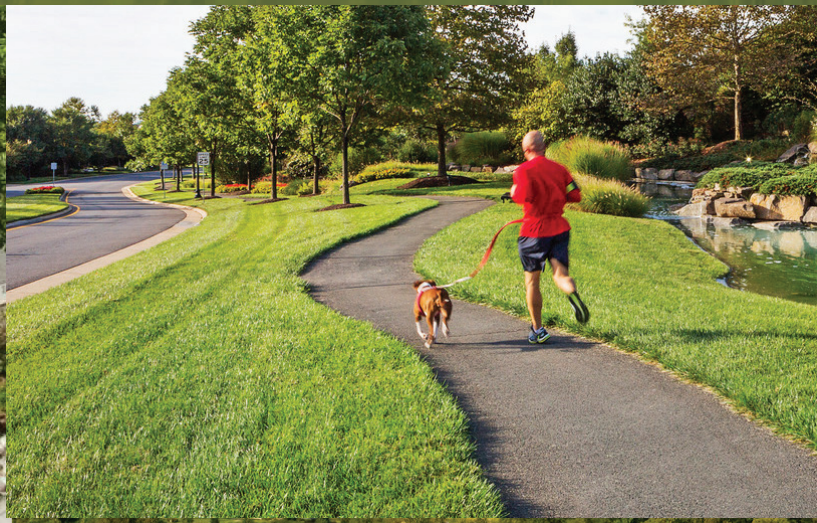
Coordinated transportation improvements

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

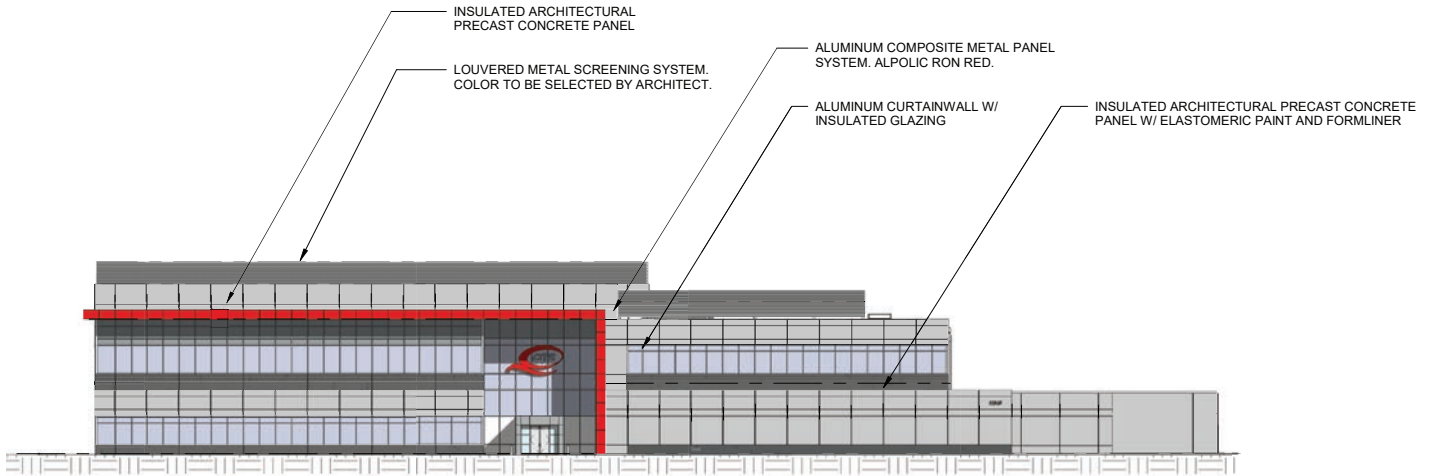
Building facades will provide visual interest through the use of appealing architectural treatments and variations in materials, patterns, and textures. Where visibility is prominent, building facades will utilize neutral tones and be non-reflective.



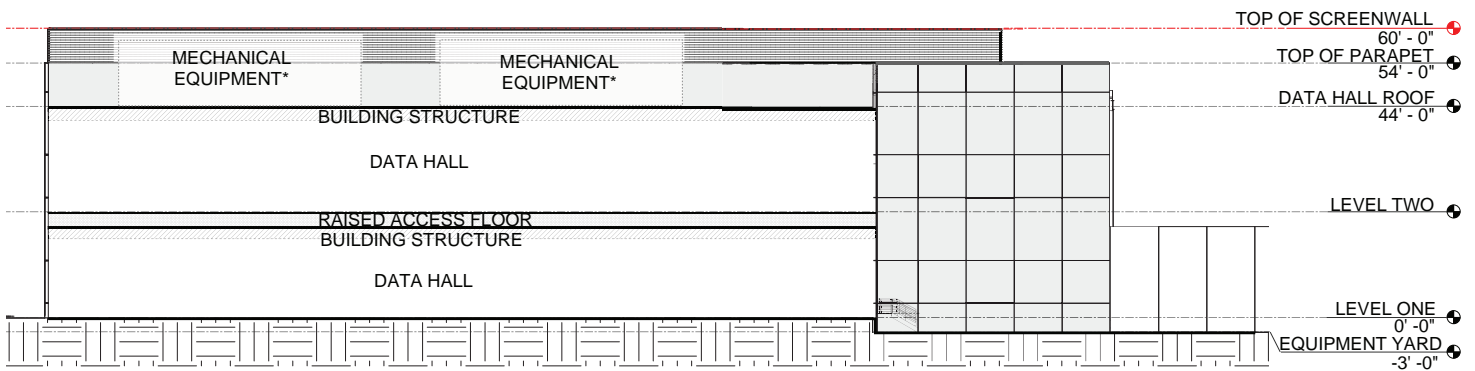
TYPICAL QTS BUILDING ELEVATIONS



TYPICAL QTS 2-STORY BUILDING ELEVATIONS



EXTERIOR ELEVATION - OFFICE - 01



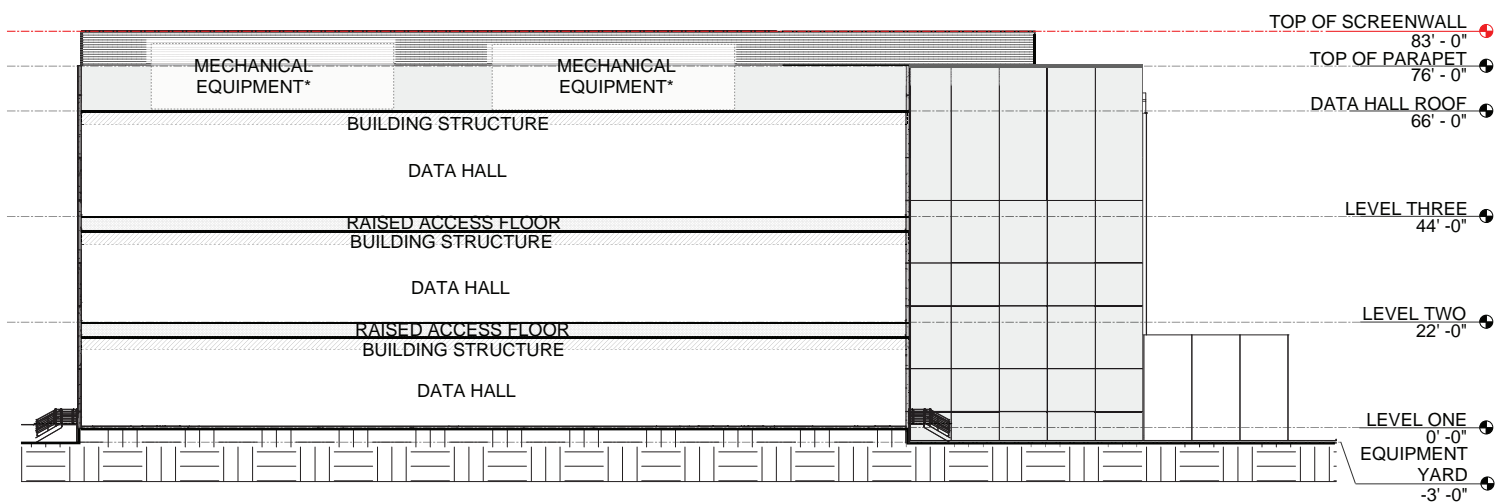
TYPICAL BUILDING SECTION

SCALE: NOT TO SCALE

TYPICAL QTS 3- STORY BUILDING ELEVATIONS



EXTERIOR ELEVATION - OFFICE - 01



TYPICAL BUILDING SECTION

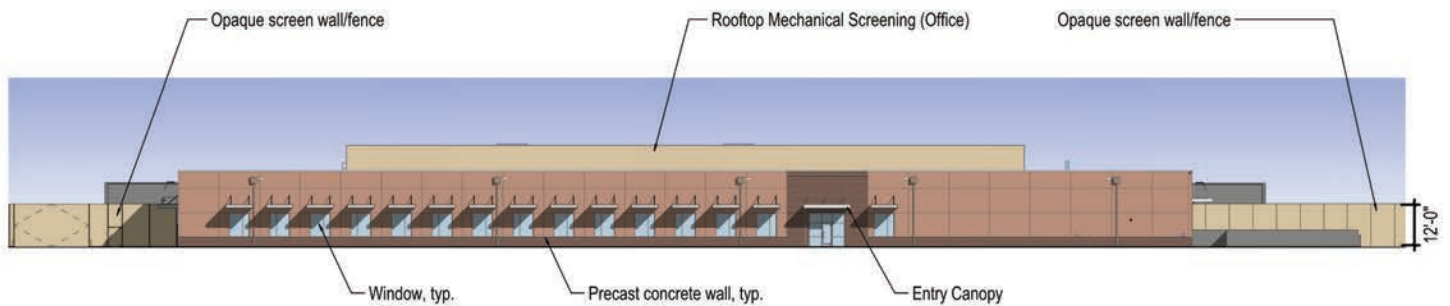
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TYPICAL COMPASS BUILDING ELEVATIONS

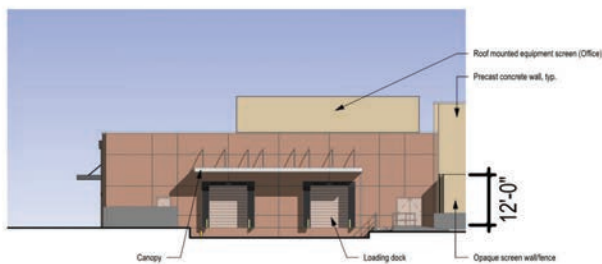




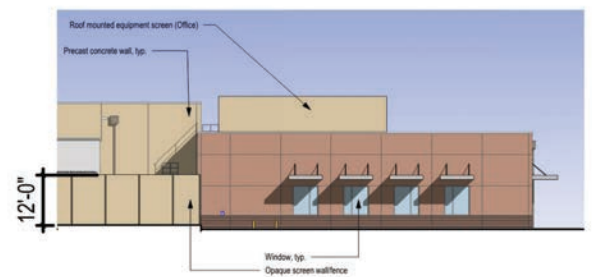
TYPICAL COMPASS 1-STORY BUILDING ELEVATIONS



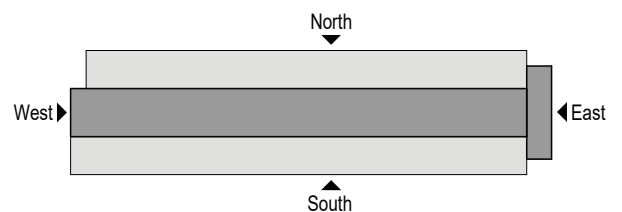
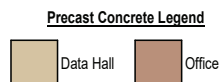
EAST ELEVATION



NORTH ELEVATION ENLARGED

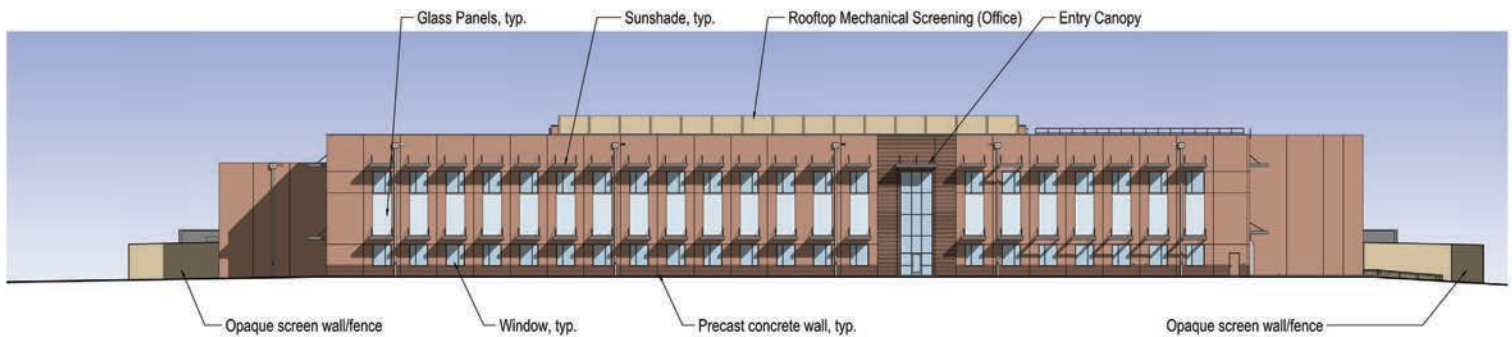


SOUTH ELEVATION ENLARGED



SCALE: NOT TO SCALE

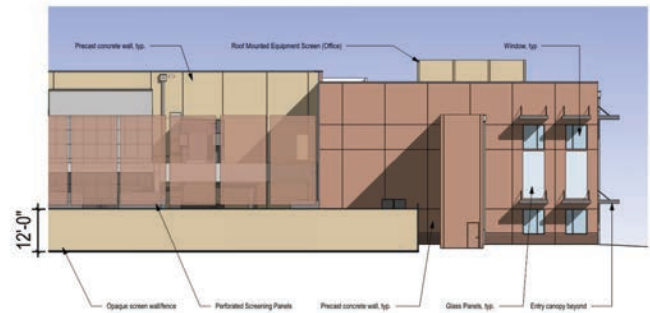
TYPICAL COMPASS 2- STORY BUILDING ELEVATIONS



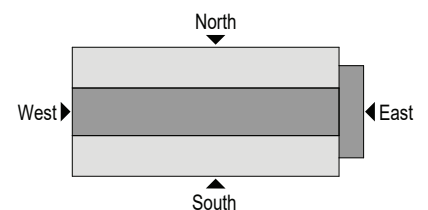
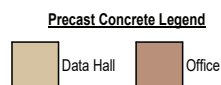
WEST ELEVATION



NORTH ELEVATION ENLARGED



SOUTH ELEVATION ENLARGED



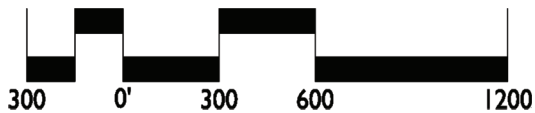
SCALE: NOT TO SCALE

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'

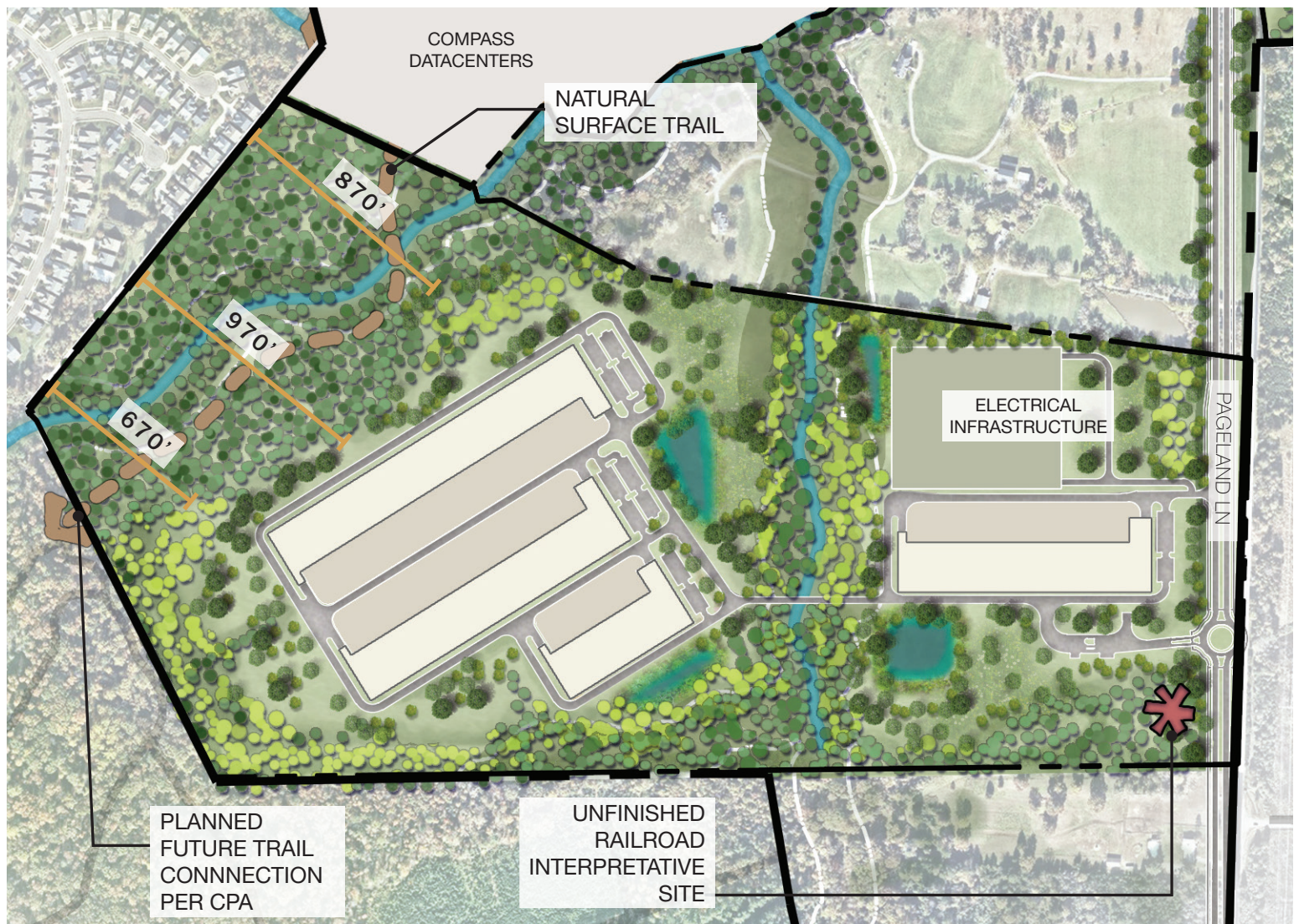


KEY MAP



LANDBAY A
SOUTH

LANDBAY B
SOUTH

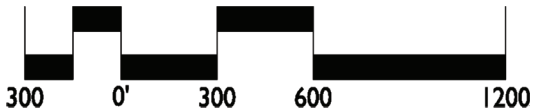


TYPICAL LANDBAY

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'

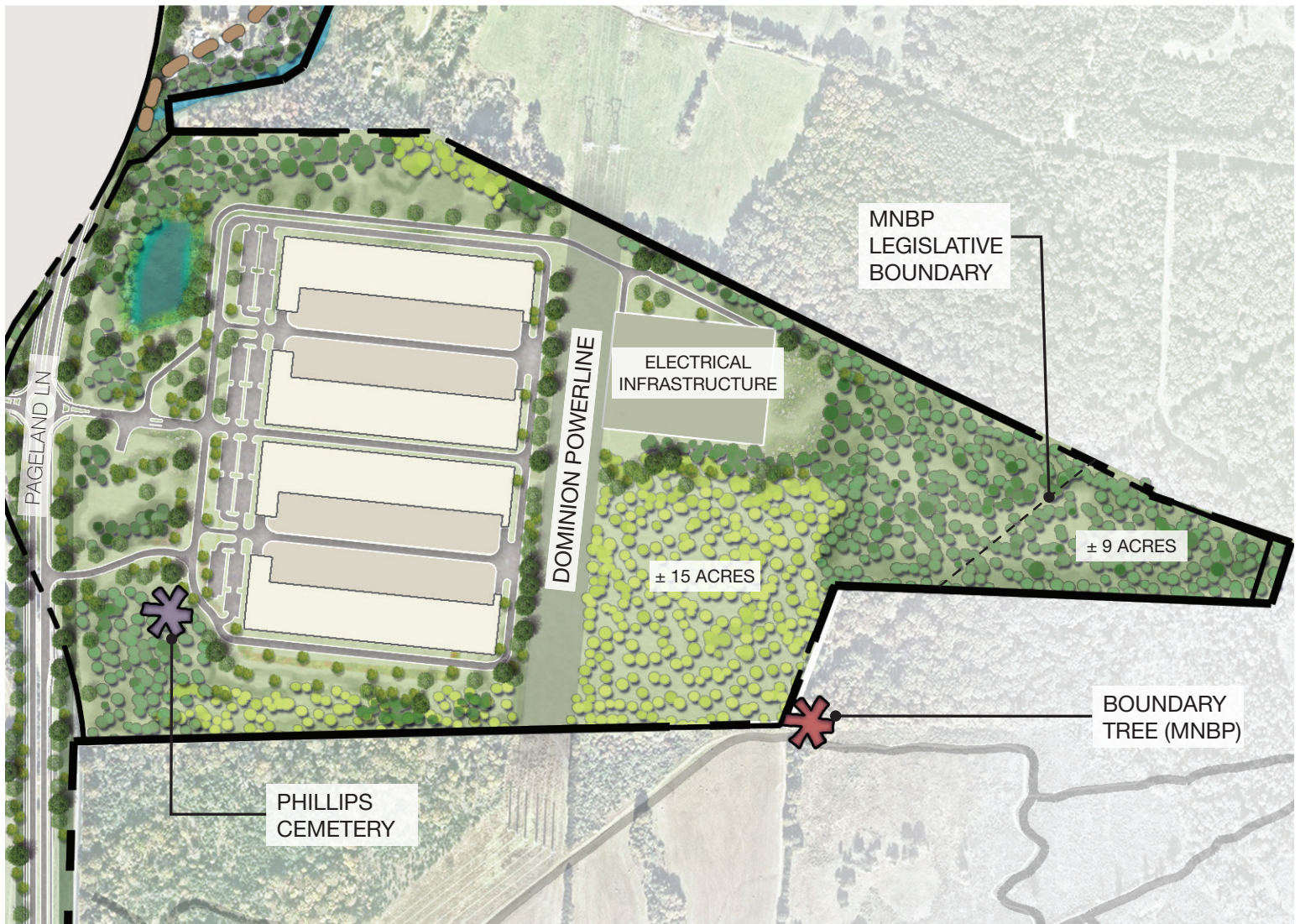


KEY MAP



LANDBAY C
SOUTH

LANDBAY D
SOUTH



TYPICAL LANDBAY QTS REALTY TRUST



NATURAL OPEN SPACE
(TREE PRESERVATION AREAS)



RESTORED OPEN SPACE
(REFORESTATION & BUFFER AREAS)

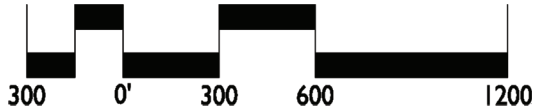


RIPARIAN PROTECTION
AREA

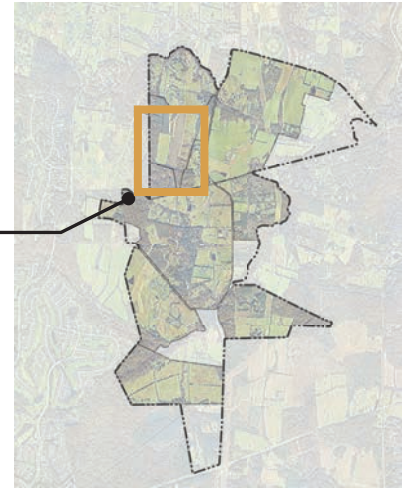


POTENTIAL STORMWATER
MANAGEMENT FACILITIES

SCALE: 1" = 600'



KEY MAP



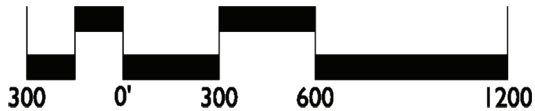
LANDBAY A
NORTH



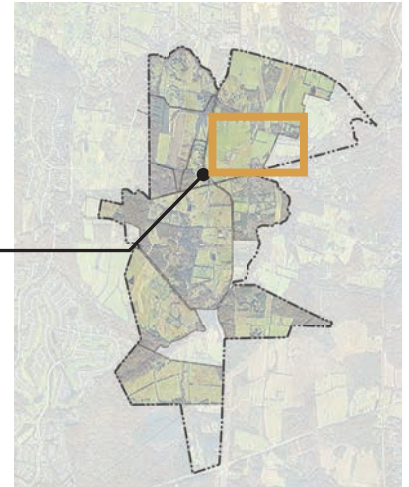
TYPICAL LANDBAY QTS REALTY TRUST

-  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

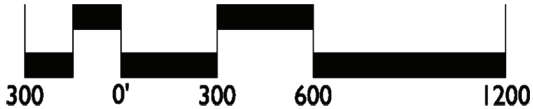
MARBLE HILL
CEMETERY

COMPASS
DATACENTERS

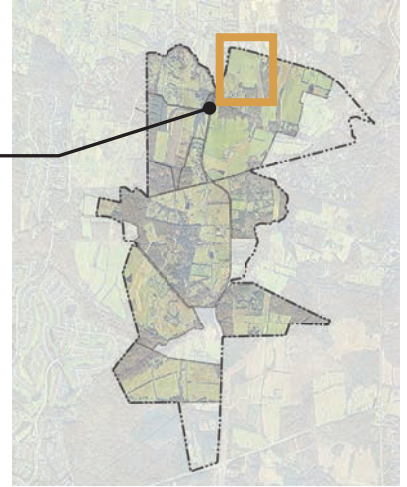
TYPICAL LANDBAY QTS REALTY TRUST

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

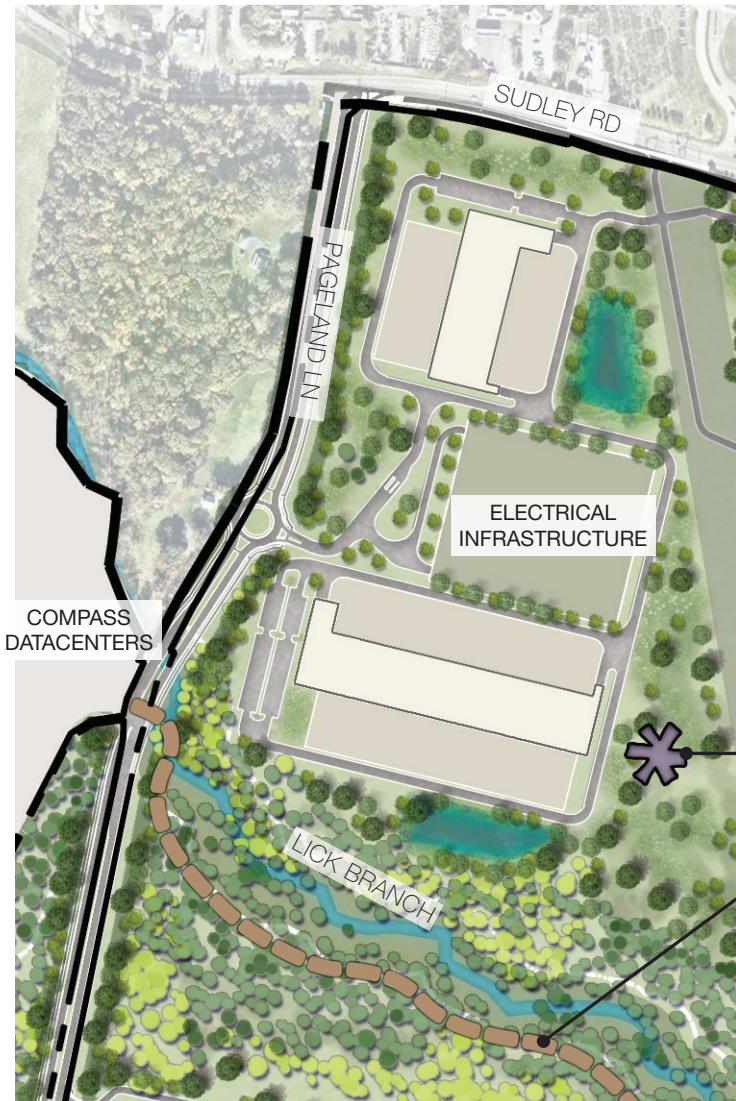
SCALE: 1" = 600'



KEY MAP



LANDBAY C
NORTH



TYPICAL LANDBAY QTS REALTY TRUST



NATURAL OPEN SPACE
(TREE PRESERVATION AREAS)



RESTORED OPEN SPACE
(REFORESTATION & BUFFER AREAS)

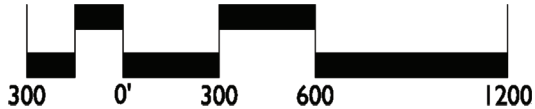


RIPARIAN PROTECTION
AREA



POTENTIAL STORMWATER
MANAGEMENT FACILITIES

SCALE: 1" = 600'



KEY MAP



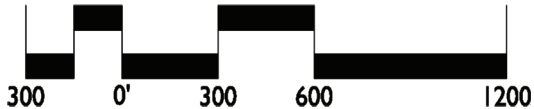
LANDBAY D
NORTH



TYPICAL LANDBAY COMPASS DATACENTERS

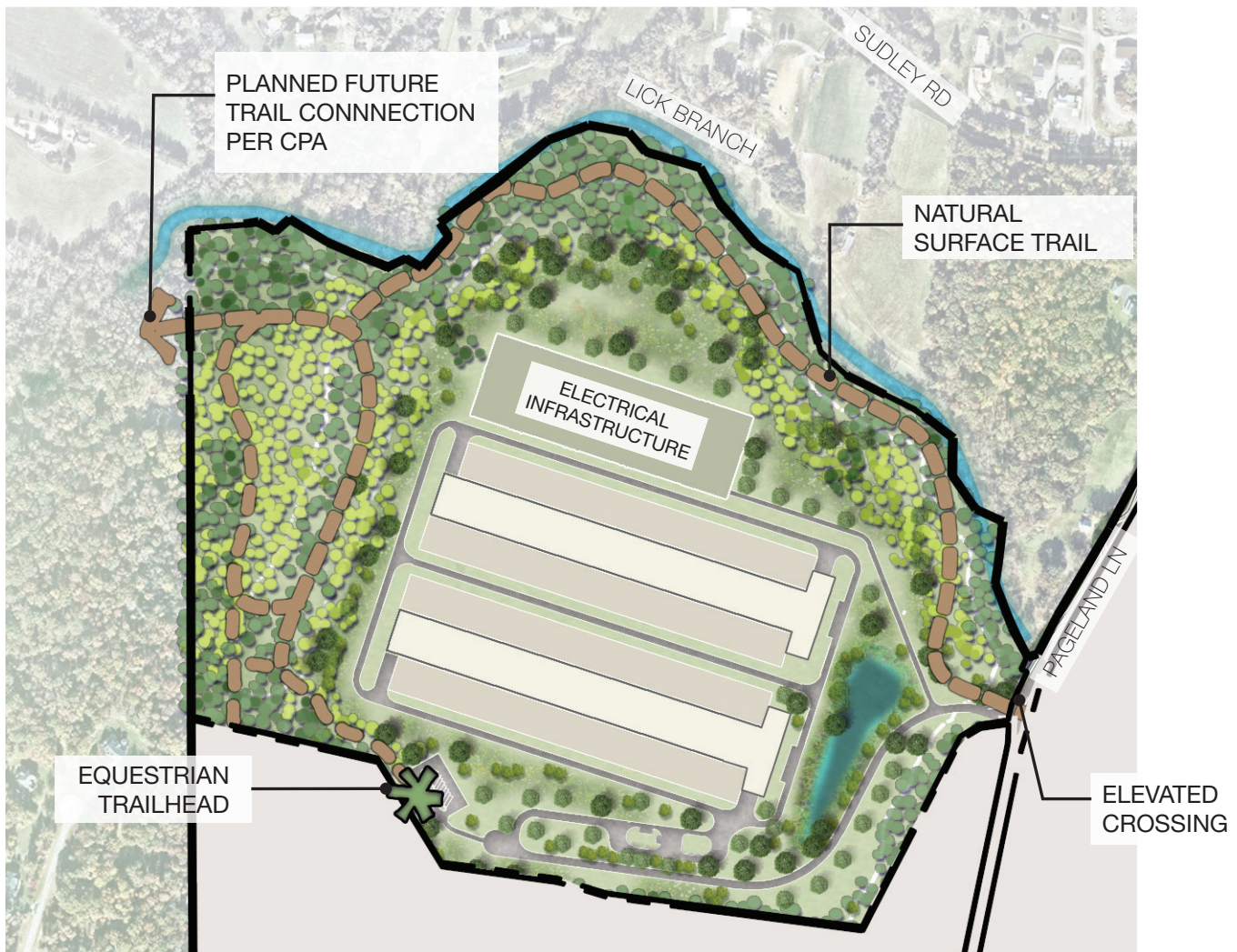
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(TREE PRESERVATION AREAS)
-  RESTORED OPEN SPACE
(REFORESTATION & BUFFER AREAS)
-  RIPARIAN PROTECTION
AREA
-  POTENTIAL STORMWATER
MANAGEMENT FACILITIES

SCALE: 1" = 600'

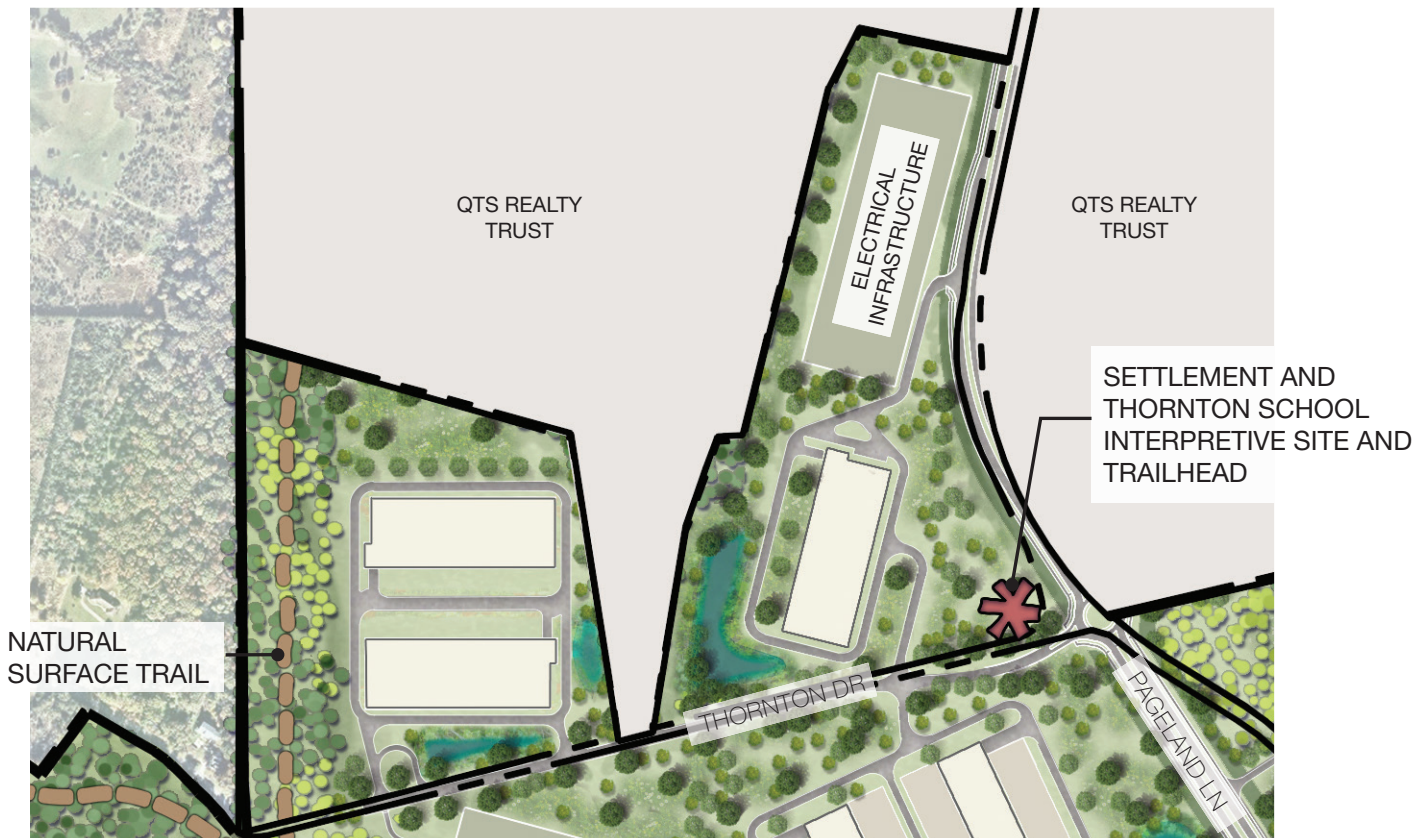
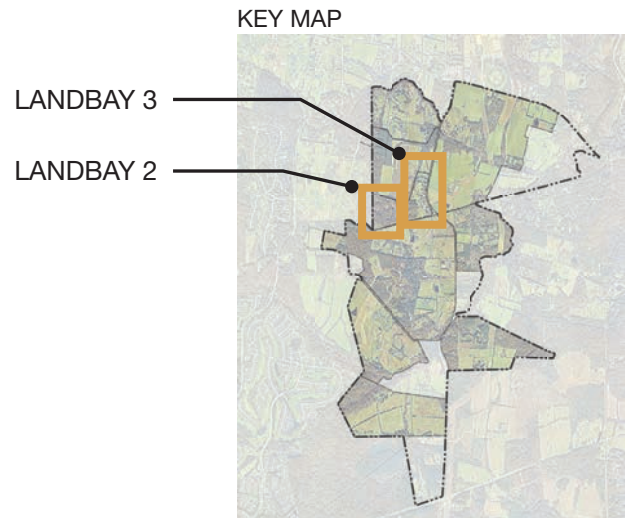
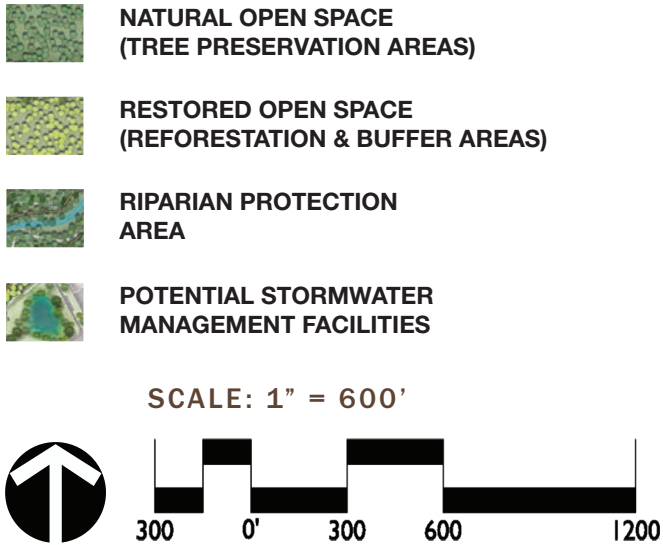


KEY MAP



LANDBAY 1



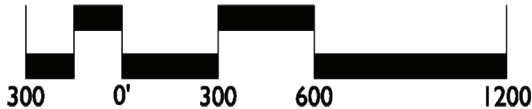
TYPICAL LANDBAY COMPASS DATACENTERS



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



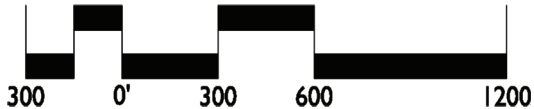
LANDBAY 4



TYPICAL LANDBAY COMPASS DATACENTERS

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

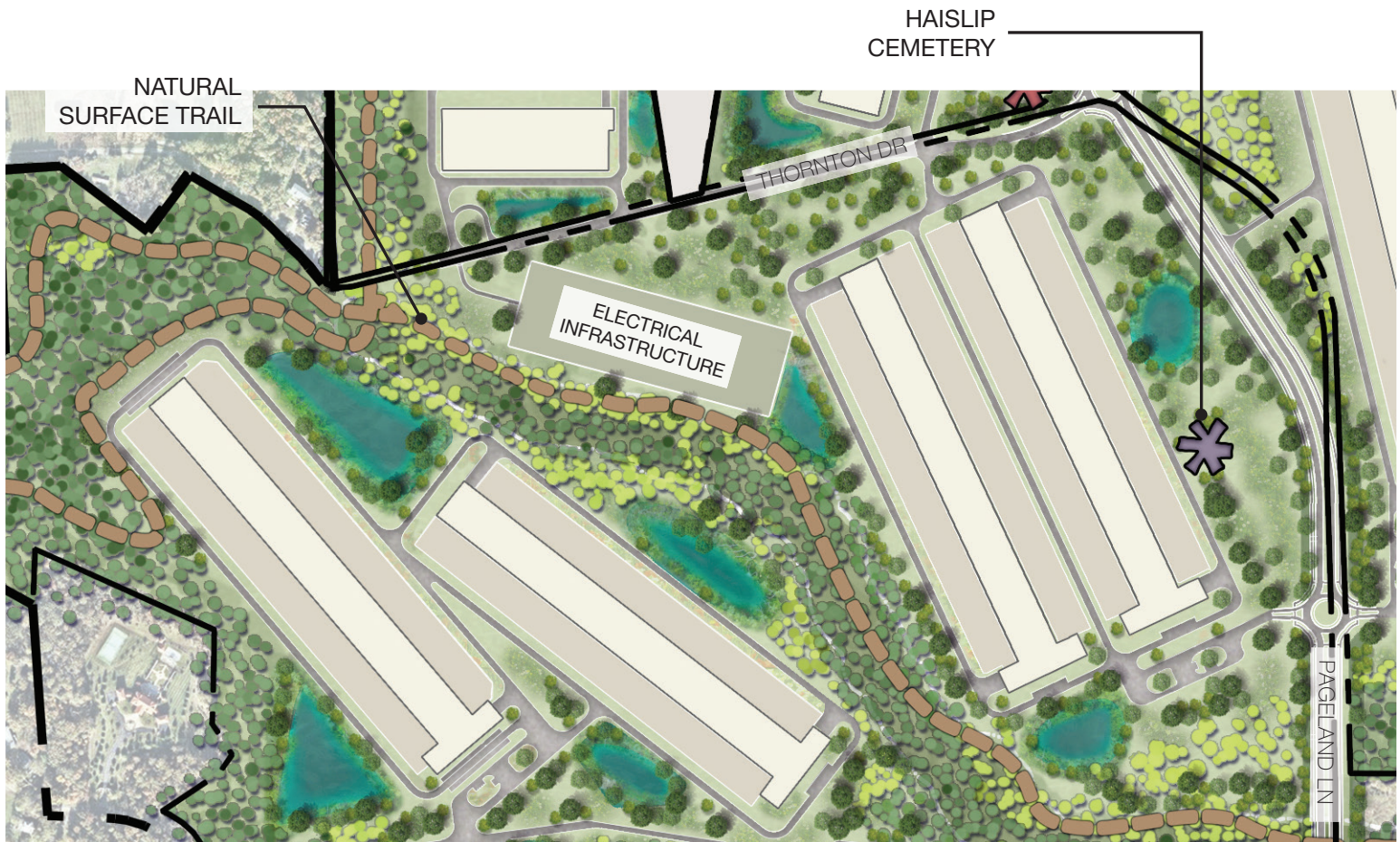
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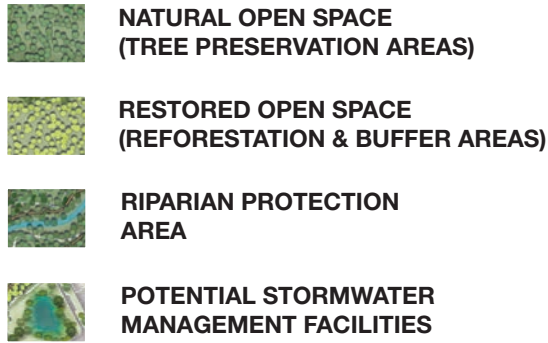
KEY MAP



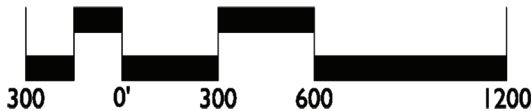
LANDBAY 5
NORTH



TYPICAL LANDBAY COMPASS DATACENTERS



SCALE: 1" = 600'

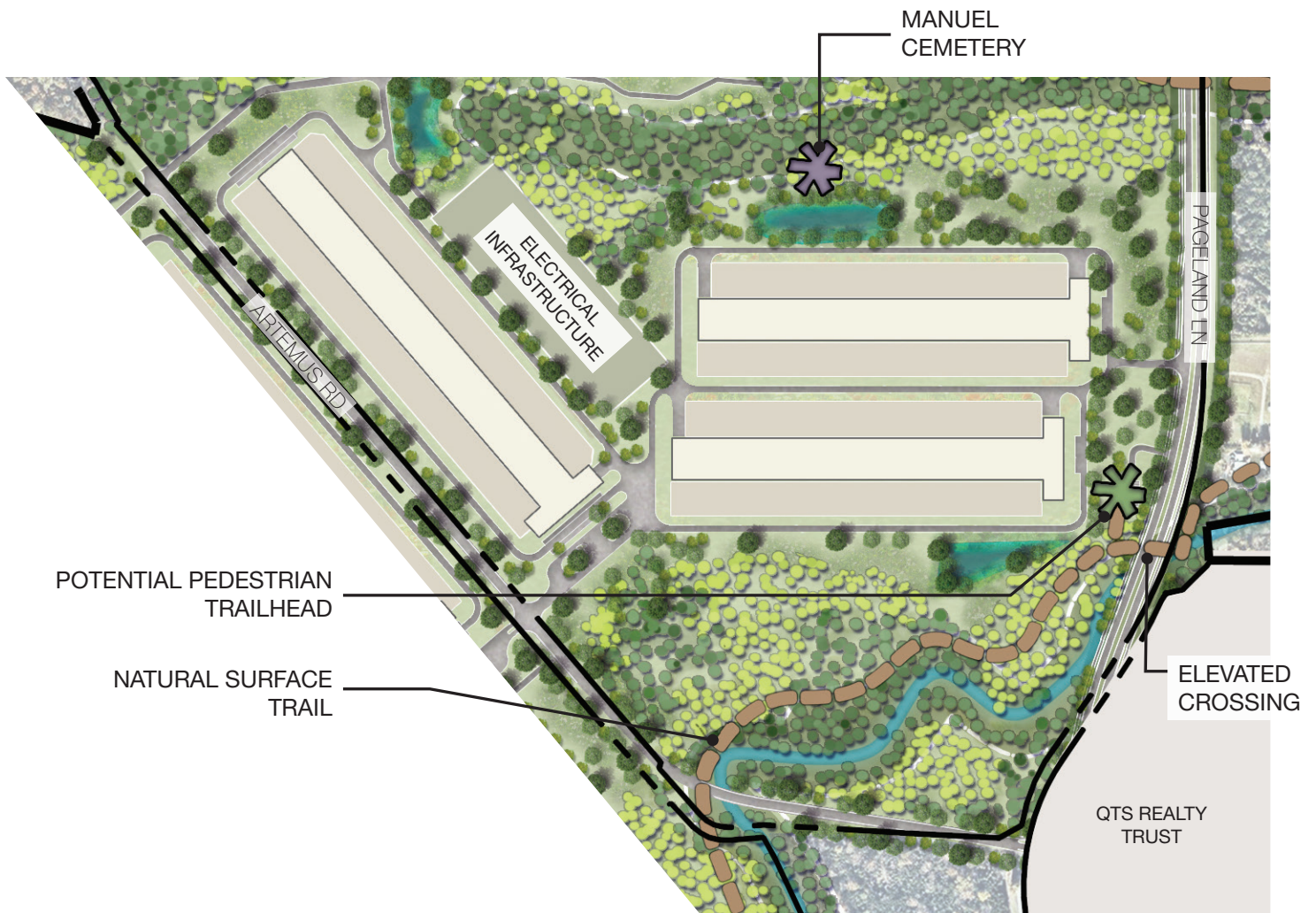


KEY MAP



LANDBAY 5
SOUTH

LANDBAY 7



TYPICAL LANDBAY COMPASS DATACENTERS



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



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



**RIPARIAN PROTECTION
AREA**



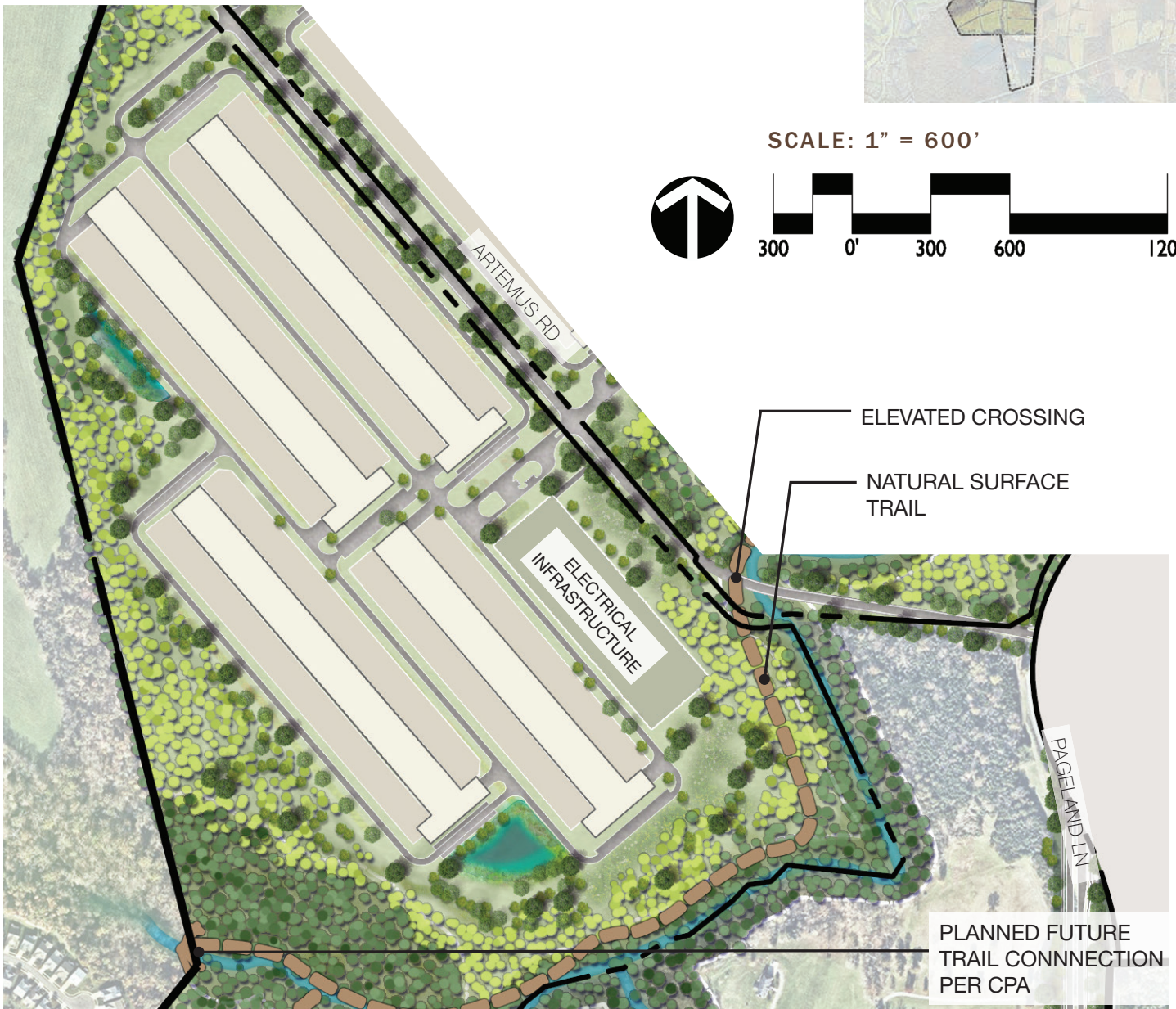
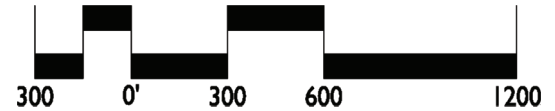
**POTENTIAL STORMWATER
MANAGEMENT FACILITIES**

KEY MAP

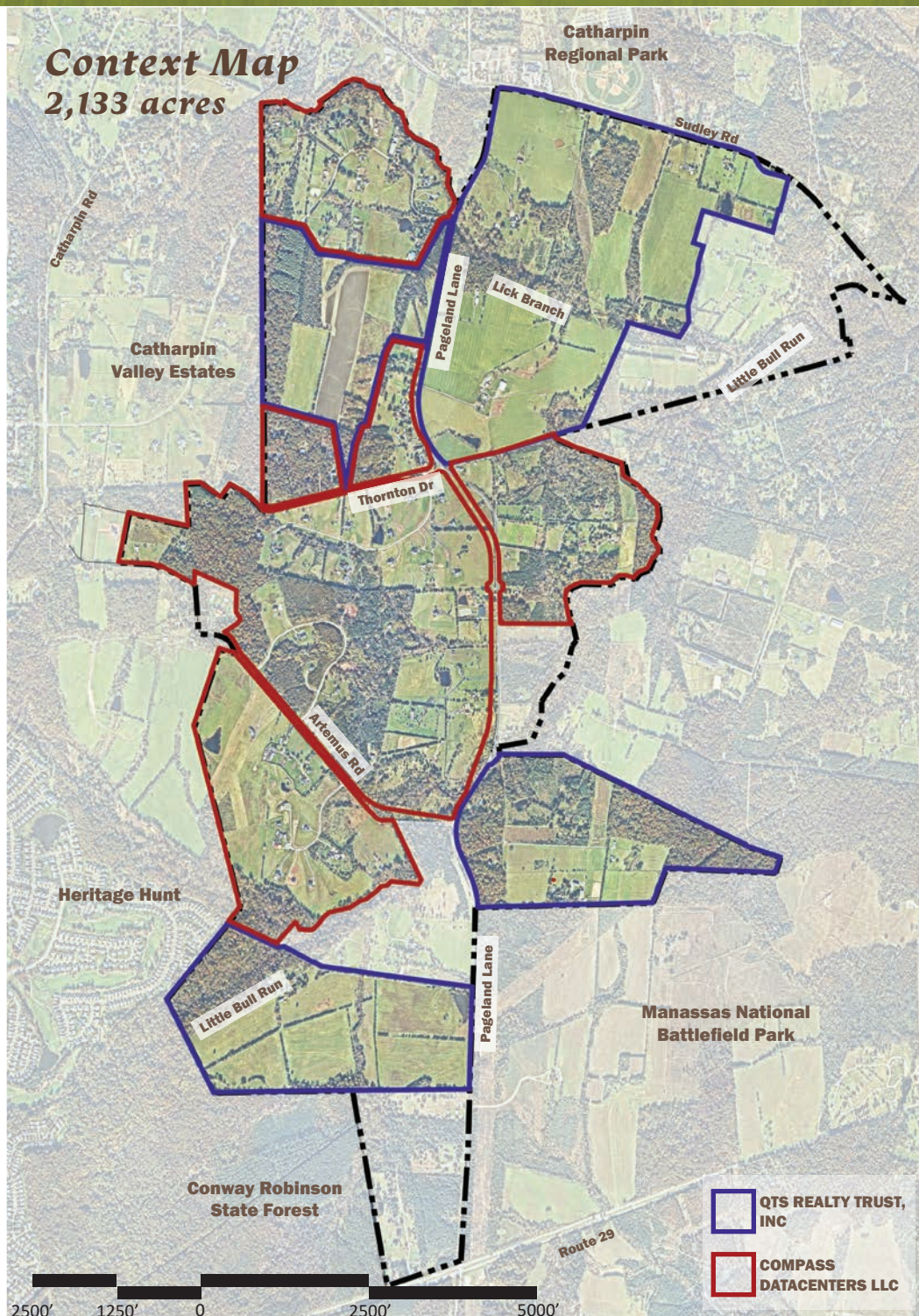


LANDBAY 6

SCALE: 1" = 600'



PRINCE WILLIAM DIGITAL GATEWAY



Preliminary Viewshed Analysis

COMPASS DATACENTERS
PRINCE WILLIAM COUNTY CAMPUS 1
REZ2022-00036
January 19, 2023

**COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1
REZ2022-00036**

Preliminary Viewshed Analysis Written Narrative

January 19, 2023

The Preliminary Viewshed Analysis (the “Viewshed Analysis”) attached hereto and provided with this submission was conducted by Digital Design and Imaging Services, Inc. (“DDIS”), a company which specializes in visual impact studies, viewshed surveys, and balloon tests. DDI’s proprietary technique and tools for conducting the Viewshed Analysis utilizes the following strategy:

- Identify the nearest and most significant potential building corner locations within the REZ2022-00036 (the “Application”) development land bays (labeled as “Onsite Camera Locations” in the Viewshed Analysis).
- Establish the projected topography at the Onsite Camera Locations based on preliminary grading information. The ground locations of the Onsite Camera Locations were compared with existing topography at selected key locations in Heritage Hunt and the Manassas National Battlefield Park. The key locations within the Manassas National Battlefield Park were derived from the locations included within the CPA (defined below) and/or as directed by the County Archaeologist. Using the Onsite Camera Locations in relationship to the key locations within the Manassas National Battlefield Park and Heritage Hunt allows DDIS to establish the expected topographical differences between the future data center buildings and surrounding locations.
- Survey and photo-document existing vegetation for height and density to establish expected screening – existing and proposed.
- The DDIS tethered or mast-based balloon tests from the Onsite Camera Locations were conducted under controlled conditions for the purpose of simulating the roofline of the nearest potential building corner locations. During the Viewshed Analysis DDIS also flew camera-equipped drones in these locations. Both tools, including a crank-up ten (10) meter mast, are able to be positioned directly above the potential building corner locations and help establish the parapet corners of the potential buildings.
- Calculate cross sections using 3D tree crowns and finished floor slabs as primary measurement points.
- The potential building corners and rooflines are then viewed from Manassas National Battlefield Park and Heritage Hunt.
- Photographs of the likely viewshed impacts from the selected locations (including views from the Onsite Camera Location to either Manassas National Battlefield Park or Heritage and from Manassas National Battlefield Park or Heritage Park) looking back to the Onsite Camera Locations are included in the Viewshed Analysis.

As shown on the Viewshed Analysis, DDIS selected locations within Land Bay 6 of the Application to conduct its analysis, as Land Bay 6 is the development area in closest proximity to the Manassas National Battlefield Park and Heritage Hunt. As discussed in further detail

below and as shown in further detail within the Viewshed Analysis, the sixty (60) foot massing models depicting the maximum heights of the proposed development buildings in daylight will likely have a minimal impact on viewsheds from the significant observation points within the Manassas National Battlefield Park. In the same vein, the sixty (60) foot massing models depicting the maximum heights of the proposed development buildings will likely have a minimal impact as seen from the nearest cul-de-sac locations within Heritage Hunt. For the purposes of clarity and as provided in Proffer 5 within the draft Proffer Statement provided with this submission, the rezoning applicant (the “Applicant”) is committing to a maximum building height of sixty feet (60’) within Land Bay 6.

A. Viewshed Analysis – Manassas National Battlefield Park

On November 2, 2022, the Prince William County Board of County Supervisors (the “Board”) adopted a Comprehensive Plan Amendment (CPA-2021-00004, PW Digital Gateway) (the “CPA”) to amend the existing land use designations for the Property from AE and ER to T/F, Technology/Flex with a T-3 Transect. The CPA recommends that rezoning applicants conduct viewshed analyses directly tied to mitigation of development impacts on “significant historic viewsheds” (DGCR 1.1 and DGCD 1.2) and visibility from the “Manassas National Battlefield Park” (DGCR 1.5, DGED 1.8, DGGI 1.6). In support of these recommendations, the CPA includes 7 different figures which pertain to recommended observation points within the boundaries of the Manassas National Battlefield Park from which viewshed analyses should be conducted (CPA Figures 6-12). As shown in the Viewshed Analysis, and in consultation with the County Archeologist and the NPS, DDIS took photographs using a camera lens with human eye magnification from fourteen (14) different observation points within the Manassas National Battlefield Park. These observation points are the same or similar to the observation points recommended within the CPA. The fourteen (14) observation points within the Manassas National Battlefield Park include historically significant locations on the Manassas National Battlefield Park. The following is a summary of the observation points and their distances from onsite location Stake 12 within the Application boundaries:

- Camera Location 01 (Bus Drop off Near Brawner Farm Parking Lot) to Stake 12 Ground Distance: Approx. 4,045ft
- Camera Location 02 (Artillery Position) to Stake 12 Ground Distance: Approx. 4,904ft
- Camera Location 03 (Between Artillery Position and Artillery North 2) to Stake 12 Ground Distance: Approx. 4,562ft
- Camera Location 04 (Artillery North 2) to Stake 12 Ground Distance: Approx. 4,268ft
- Camera Location 05 (Brawner Farm Historic House) to Stake 12 Ground Distance: Approx. 5,006ft
- Camera Location 06 (Artillery – Schumar – Battery) to Stake 12 Ground Distance: Approx. 5,420ft
- Camera Location 07 (Brawner Tree) to Stake 12 Ground Distance: Approx. 5,478ft
- Camera Location 08 (Groveton Memorial) to Stake 12 Ground Distance: Approx. 6,724ft

- Camera Location 09 (Henry House 2) to Stake 12 Ground Distance: Approx. 15,574ft
- Camera Location 10 (Battery Heights) to Stake 12 Ground Distance: Approx. 6,998ft
- Camera Location 11 (NY Memorial) to Stake 12 Ground Distance: Approx. 9,550ft
- Camera Location 12 (Chinn Ridge) to Stake 12 Ground Distance: Approx. 13,245ft
- Camera Location 13 (Matthews Hill) to Stake 12 Ground Distance: Approx. 13,017ft
- Camera Location 14 (Robinson House) to Stake 12 Ground Distance: Approx. 16,671ft

For the purposes of the Viewshed Analysis, DDIS limited its Onsite Camera Location analysis to Stakes 11 and 12 within Land Bay 6 of the Application boundaries, which are the closest potential building corner locations to the observation points within the Manassas National Battlefield Park. The Viewshed Analysis begins with balloon and drone testing during both the winter and summer months at heights of thirty feet (30'), sixty feet (60'), and ninety feet (90') above project grade from Stakes 11 and 12 looking out towards the various observation points within the Manassas National Battlefield Park. As mentioned above, pursuant to the draft proffers provided within this submission, the Applicant is committing to a maximum building height of sixty feet (60') within Land Bay 6. However, DDIS is showing the potential viewshed impacts of a ninety (90) foot building within the Viewshed Analysis to show the minimal effect, if any, of the Application development on the Manassas National Battlefield Park viewshed. Of the fourteen (14) observation points within the Manassas National Battlefield Park, only one (1) (NPS 01) of the fourteen (14) locations shows partial visibility (using a heavily filtered view) of a ninety (90) foot building from the Manassas National Battlefield Park, which is minimal. Please refer to the Viewshed Analysis for additional information.

B. Viewshed Analysis – Heritage Hunt

Unlike the observation points within the Manassas National Battlefield Park, the CPA text does not recommend that any viewshed analysis be conducted from surrounding residential neighborhoods. However, given the close proximity of the Heritage Hunt community to the Application property, DDIS has taken photographs using a camera lens with human eye magnification from five (5) different cul-de-sac-based observation points within the Heritage Hunt community for the purpose of informing the community that there will be minimal viewshed impacts from the data center development from Heritage Hunt. The following is a summary of the observation points and their distances from Stakes 8, 9, and 10 within the Application boundaries:

- Camera Location 01A (Culverhouse Court) to Stake 10 Ground Distance: Approx. 1,475ft
- Camera Location 02B (Triple Crown Loop Park) to Stake 08 Ground Distance: Approx. 3,405ft
- Camera Location 03C (Rosney Court) to Stake 09 Ground Distance: Approx. 1,744ft

- Camera Location 04D (Piney Grove Way) to Stake 08 Ground Distance: Approx. 3,371ft
- Camera Location 05E (Tallyrand Way) to Stake 09 Ground Distance: Approx. 2,757ft

For the purposes of the Viewshed Analysis, DDIS limited its Onsite Camera Location analysis to Stakes 8, 9, and 10 within Land Bay 6 of the Application boundaries, which are the closest potential building corner locations to Heritage Hunt. The Viewshed Analysis includes balloon and drone testing during daylight hours in the winter and summer months studied at heights of thirty feet (30'), sixty feet (60'), and ninety feet (90') above project grade from Stakes 8, 9, and 10. The "reverse angle" views the proposed rooflines looking out towards the various observation points within Heritage Hunt. As mentioned above, pursuant to the draft proffers provided with this submission, the Applicant is committing to a maximum building height of sixty feet (60') within Land Bay 6. The Viewshed Analysis shows the following:

- From Camera Location 01A (Culverhouse Court) to Stake 10, there is minimal visibility of a sixty (60) foot building and only during the winter months.
- From Camera Location 02B (Triple Crown Loop Park) to Stake 08, there is minimal visibility of a sixty (60) foot building and only during the winter months.
- From Camera Location 03C (Rosney Court) to Stake 09, there is minimal visibility of a sixty (60) foot building and only during the winter months.
- From Camera Location 04D (Piney Grove Way) to Stake 08, there is no visibility of a sixty (60) foot building during either the winter or summer months.
- From Camera Location 05E (Tallyrand Way) to Stake 09 Ground Distance, there is no visibility of a sixty (60) foot building during either the winter or summer months.

Please refer to the Viewshed Analysis for additional information.

C. Conclusion

According to the Viewshed Analysis, there is only one location from the observation points within the Manassas National Battlefield Park in which a ninety (90) foot building would be minimally visible. At sixty feet (60'), however, which is the maximum height of the buildings within Land Bay 6 that the Applicant has committed to within the draft proffers, the roofline of those buildings would have no impact on any of the observation points within the Manassas National Battlefield Park. For the viewsheds taken from the observation points within the Heritage Hunt community, the Viewshed Analysis concludes that a sixty (60) foot building would be minimally visible at a few locations only during the winter months.

In addition to the maximum height restrictions within Land Bay 6, the Applicant is committing within the draft proffers to incorporate non-reflective, earth tone materials to building facades that are facing and visible from the Manassas National Battlefield Park and the Heritage Hunt community, such that the building façade colors will blend into the tree line. Within the Viewshed Analysis, the building rooflines that are visible are shown in white for ease of review, but the maximum height restrictions and façade colors, in addition to the distance between observation points, topography, and additional screening to be incorporated during

development, will ensure an even lesser impact, if any, on the Manassas National Battlefield Park and Heritage Hunt viewsheds.

The Applicant, therefore, expects the proposed development to have a minimal impact on viewsheds from the Manassas National Battlefield Park and the Heritage Hunt community based on the Viewshed Analysis.

Manassas National Battlefield Park Preliminary Viewshed Analysis

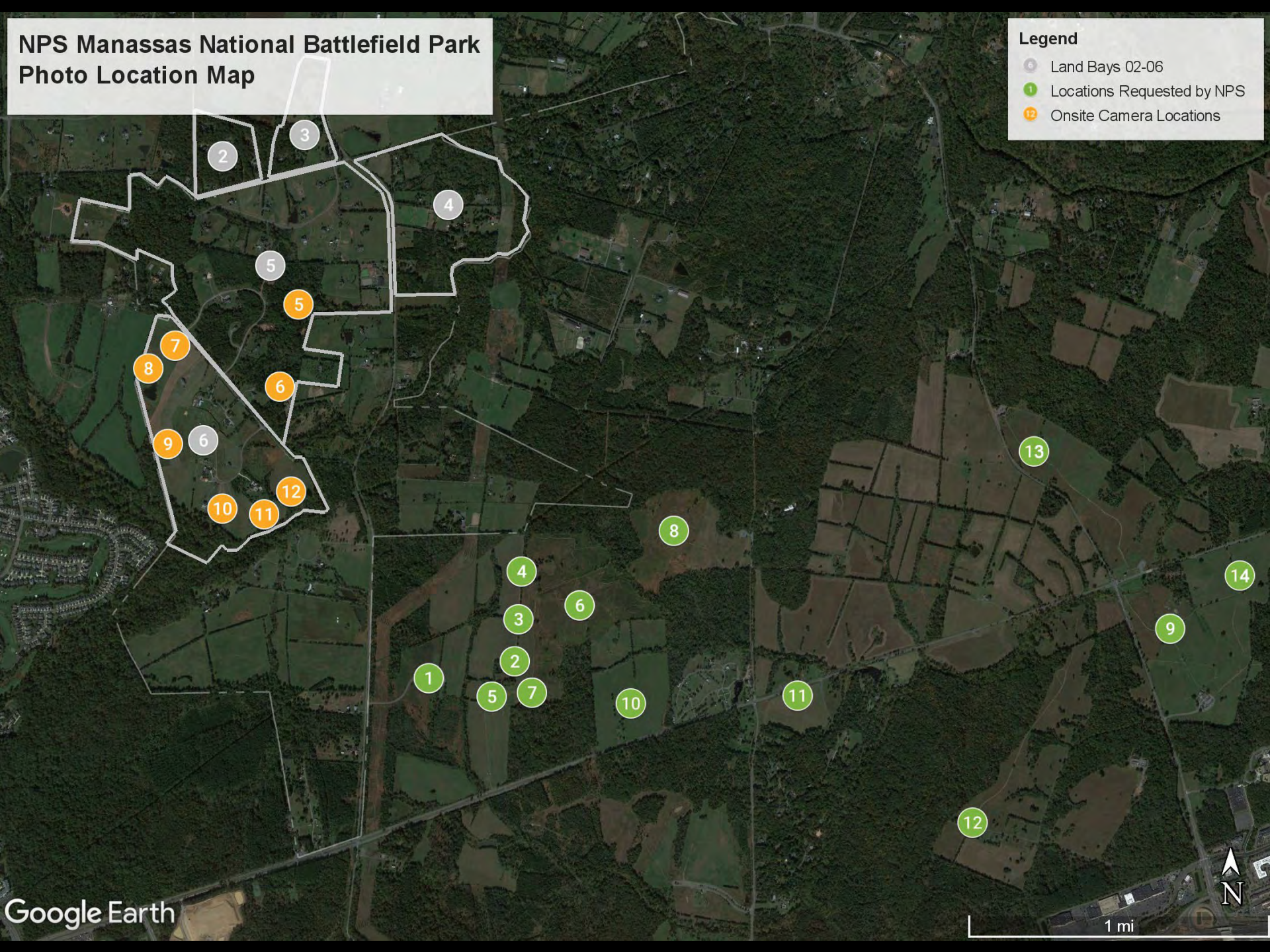
NPS Manassas National Battlefield Park Photo Location Map

Legend

Land Bays 02-06

Locations Requested by NPS

Onsite Camera Locations



Aerial Viewshed from above Stake 12 - Approx. 668' ASL



- Camera Location 01 to Stake 12 Ground Distance: Approx. 4,045ft
- Camera Location 02 to Stake 12 Ground Distance: Approx. 4,304ft
- Camera Location 03 to Stake 12 Ground Distance: Approx. 4,562ft
- Camera Location 04 to Stake 12 Ground Distance: Approx. 4,269ft
- Camera Location 05 to Stake 12 Ground Distance: Approx. 5,006ft
- Camera Location 06 to Stake 12 Ground Distance: Approx. 5,420ft
- Camera Location 07 to Stake 12 Ground Distance: Approx. 5,478ft
- Camera Location 08 to Stake 12 Ground Distance: Approx. 6,724ft
- Camera Location 09 to Stake 12 Ground Distance: Approx. 15,094ft
- Camera Location 10 to Stake 12 Ground Distance: Approx. 6,998ft
- Camera Location 11 to Stake 12 Ground Distance: Approx. 9,980ft
- Camera Location 12 to Stake 12 Ground Distance: Approx. 13,245ft
- Camera Location 13 to Stake 12 Ground Distance: Approx. 13,017ft
- Camera Location 14 to Stake 12 Ground Distance: Approx. 16,671ft

Aerial Viewshed from above Stake 12 - Approx. 668' ASL



- Camera Location 01 to Stake 12 Ground Distance: Approx. 4,045ft
- Camera Location 02 to Stake 12 Ground Distance: Approx. 4,904ft
- Camera Location 03 to Stake 12 Ground Distance: Approx. 4,560ft
- Camera Location 04 to Stake 12 Ground Distance: Approx. 4,260ft
- Camera Location 05 to Stake 12 Ground Distance: Approx. 5,006ft
- Camera Location 06 to Stake 12 Ground Distance: Approx. 5,430ft
- Camera Location 07 to Stake 12 Ground Distance: Approx. 5,479ft
- Camera Location 08 to Stake 12 Ground Distance: Approx. 6,724ft
- Camera Location 09 to Stake 12 Ground Distance: Approx. 15,574ft
- Camera Location 10 to Stake 12 Ground Distance: Approx. 6,998ft
- Camera Location 11 to Stake 12 Ground Distance: Approx. 9,550ft
- Camera Location 12 to Stake 12 Ground Distance: Approx. 13,245ft
- Camera Location 13 to Stake 12 Ground Distance: Approx. 13,017ft
- Camera Location 14 to Stake 12 Ground Distance: Approx. 16,671ft

Stake 11 – 30' Above Project Grade

Stake 11 - 30ft above project grade

Camera height at stake 11: EL326

*Does not portray any changes in vegetation or terrain due to development



Stake 11 - 30ft above project grade

Camera height at stake 11: EL326

*Does not portray any changes in vegetation or terrain due to development



Stake 11 – 60' Above Project Grade

Stake 11 - 60ft above project grade

Camera height at stake 11: EL356

*Does not portray any changes in vegetation or terrain due to development



Stake 11 - 60ft above project grade

Camera height at stake 11: EL356

*Does not portray any changes in vegetation or terrain due to development



Stake 11 – 90' Above Project Grade

Stake 11 - 90ft above project grade

Camera height at stake 11: EL386

*Does not portray any changes in vegetation or terrain due to development



Brammer Farm Historic House (EL 311)

SE

Brammer Farm Interpretive Center (EL 310)

Stake 11 - 90ft above project grade

Camera height at stake 11: EL386

*Does not portray any changes in vegetation or terrain due to development



Brawner Farm Historic House (El 311)

SE
|

Brawner Farm Interpretive

Stake 12 – 30' Above Project Grade

Stake 12 - 30ft above project grade

Camera height at stake 12: EL326

*Does not portray any changes in vegetation or terrain due to development



Stake 12 - 30ft above project grade

50mm Equivalent FOV

Camera height at stake 12: EL326

*Does not portray any changes in vegetation or terrain due to development



Stake 12 – 60' Above Project Grade

Stake 12 - 60ft above project grade

Camera height at stake 12: EL356

*Does not portray any changes in vegetation or terrain due to development



Stake 12 - 60ft above project grade

50mm Equivalent FOV

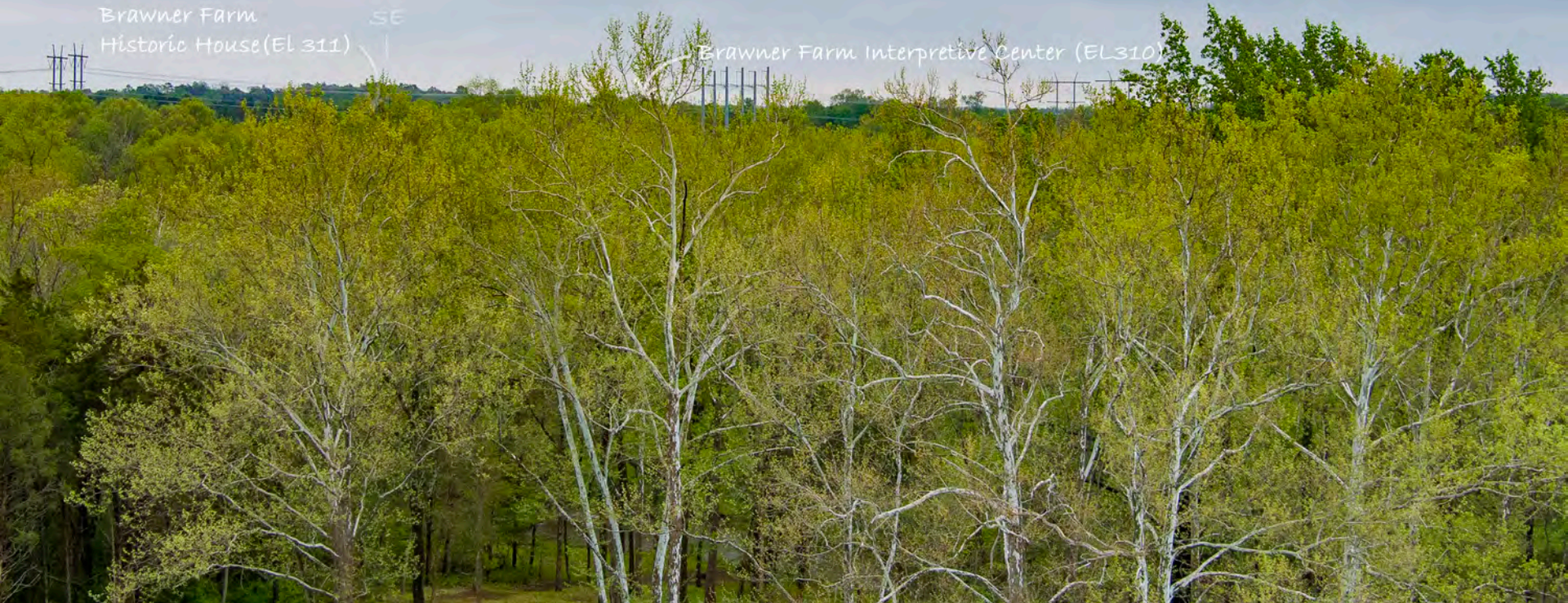
Camera height at stake 12: EL356

*Does not portray any changes in vegetation or terrain due to development

Brawner Farm
Historic House (EL 311)

SE

Brawner Farm Interpretive Center (EL 310)



Stake 12 – 90' Above Project Grade

Stake 12 - 90ft above project grade

Camera height at stake 12: EL386

*Does not portray any changes in vegetation or terrain due to development



Stake 12 - 90ft above project grade

50mm Equivalent FOV

Camera height at stake 12: EL386

*Does not portray any changes in vegetation or terrain due to development

Brawner Farm Historic House (EL 311) ^{SE}

Brawner Farm Interpretive Center (EL310)



NPS 01

**Bus Drop off Near Brawner Farm Parking Lot
Ground Distance to Stake 12: Approx. 4,045'**

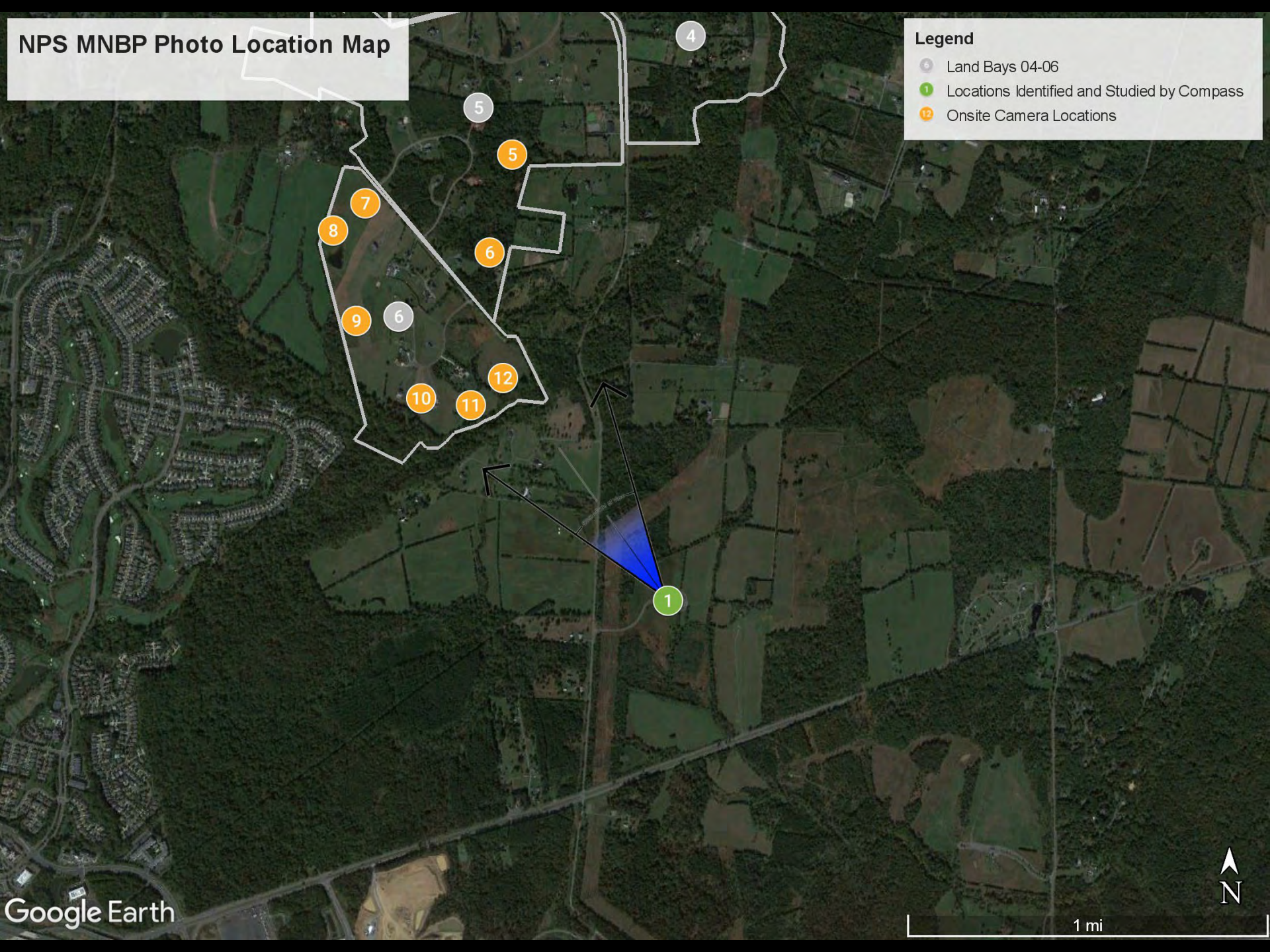
NPS MNBP Photo Location Map

Legend

Land Bays 04-06

Locations Identified and Studied by Compass

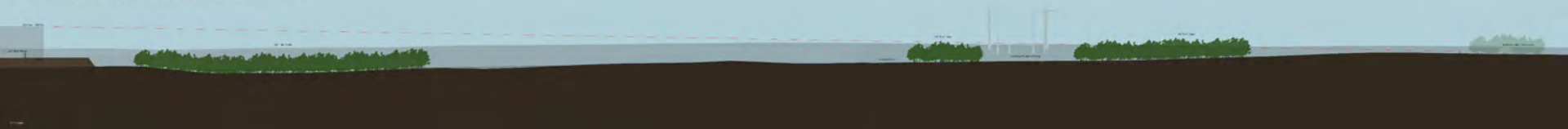
Onsite Camera Locations





Cross-Section: NPS 1 to Stake 12

*Rough Study - All Dimensions are Approximate.
*Does not take into account all vegetation and topographic changes due to future development.



Location: NPS 01

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 01 to Stake 12 Ground Distance: Approx. 4,045ft



Location: NPS 01
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 01 to Stake 12 Ground Distance: Approx. 4,045ft



Location: NPS 01
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 01 to Stake 12 Ground Distance: Approx. 4,045ft



Location: NPS 01

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 01 to Stake 12 Ground Distance: Approx. 4,045ft

EXISTING CONDITIONS



Location: NPS 01

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 01 to Stake 12 Ground Distance: Approx. 4,045ft

PROPOSED CONDITIONS



Location: NPS 01

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 01 to Stake 12 Ground Distance: Approx. 4,045ft

PROPOSED CONDITIONS



NPS 02

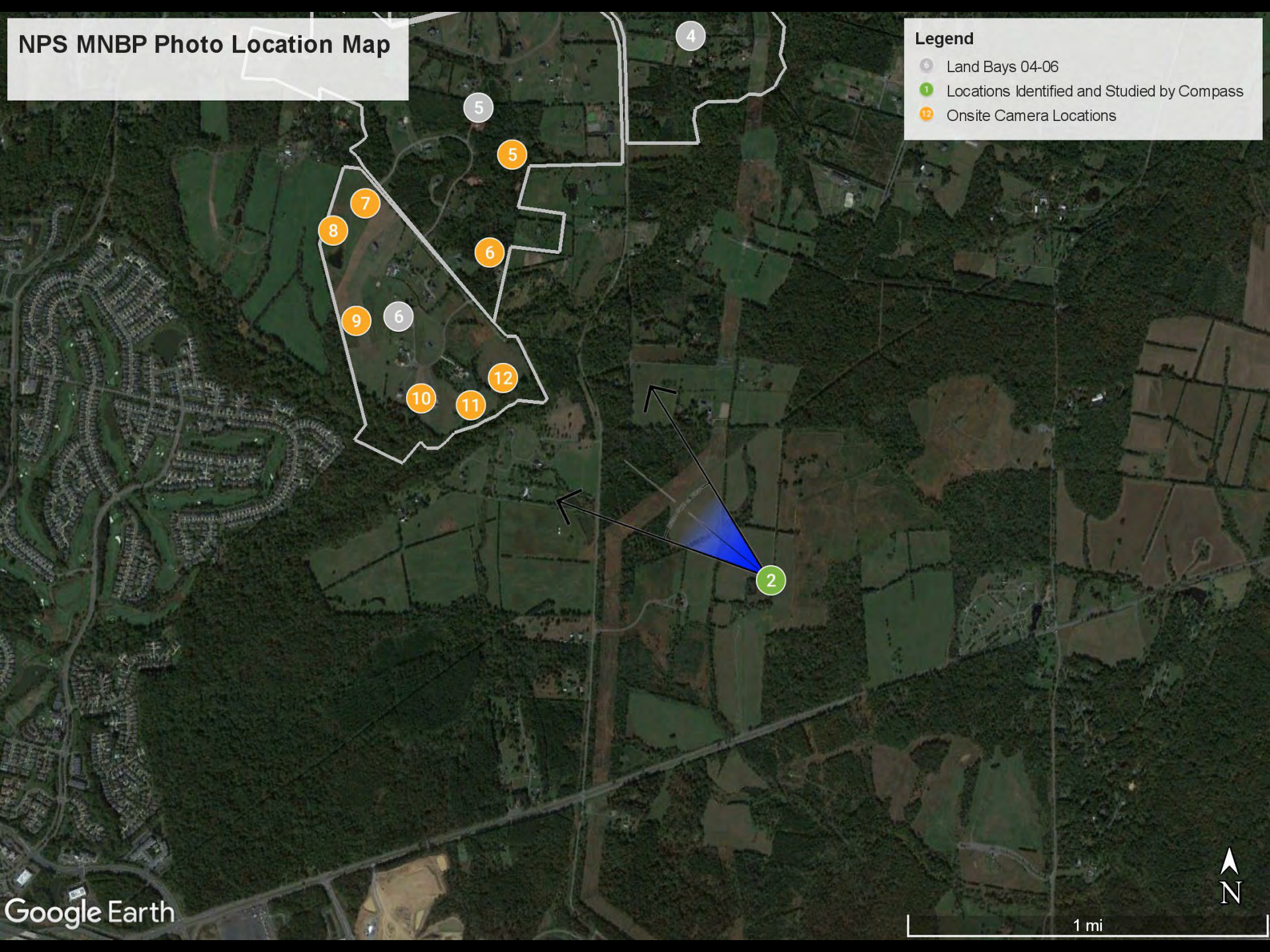
Artillery Position

Ground Distance to Stake 12: Approx. 4,904'

NPS MNBP Photo Location Map

Legend

- Land Bays 04-06
- Locations Identified and Studied by Compass
- Onsite Camera Locations



Location: NPS 02

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 02 to Stake 12 Ground Distance: Approx. 4,904ft



Location: NPS 02
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 02 to Stake 12 Ground Distance: Approx. 4,904ft



Location: NPS 02

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 02 to Stake 12 Ground Distance: Approx. 4,904ft



Location: NPS 02

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 02 to Stake 12 Ground Distance: Approx. 4,904ft



Location: NPS 02

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 02 to Stake 12 Ground Distance: Approx. 4,904ft



Location: NPS 02

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 02 to Stake 12 Ground Distance: Approx. 4,904ft



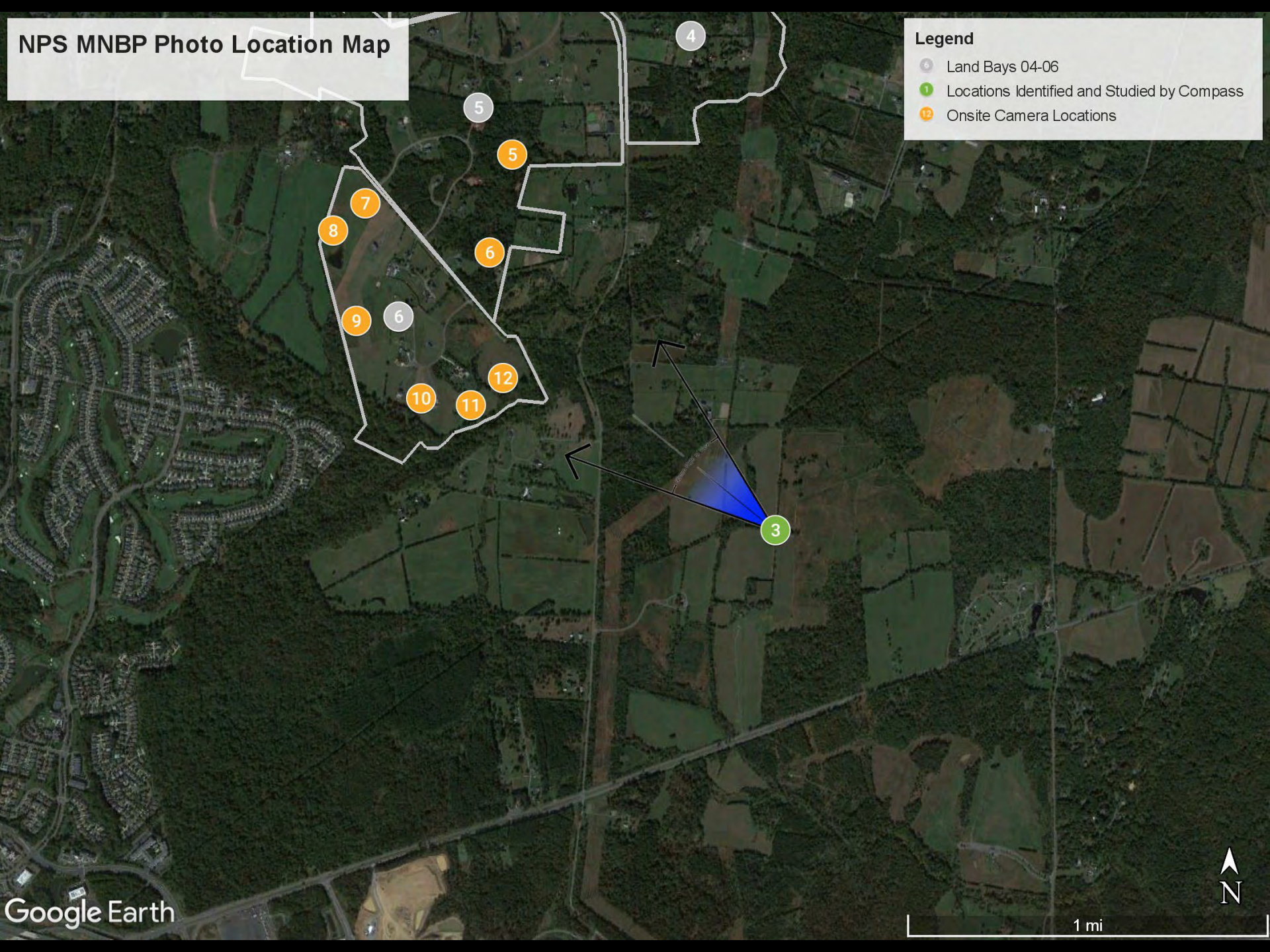
NPS 03

**Between Artillery Position and Artillery North 2
Ground Distance to Stake 12: Approx. 4,562'**

NPS MNBP Photo Location Map

Legend

- Land Bays 04-06
- Locations Identified and Studied by Compass
- Onsite Camera Locations



Location: NPS 03

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 03 to Stake 12 Ground Distance: Approx. 4,562ft



Location: NPS 03

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 03 to Stake 12 Ground Distance: Approx. 4,562ft



Location: NPS 03
 Approximate Visual Impact of 90ft-tall Buildings Shown
 Landbay 06 Max Elevation 390 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location 03 to Stake 12 Ground Distance: Approx. 4,562ft



Location: NPS 03
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 03 to Stake 12 Ground Distance: Approx. 4,562ft



Location: NPS 03
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 03 to Stake 12 Ground Distance: Approx. 4,562ft



Location: NPS 03
 Approximate Visual Impact of 90ft-tall Buildings Shown
 Landbay 06 Max Elevation 390 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location 03 to Stake 12 Ground Distance: Approx. 4,562ft



NPS 04

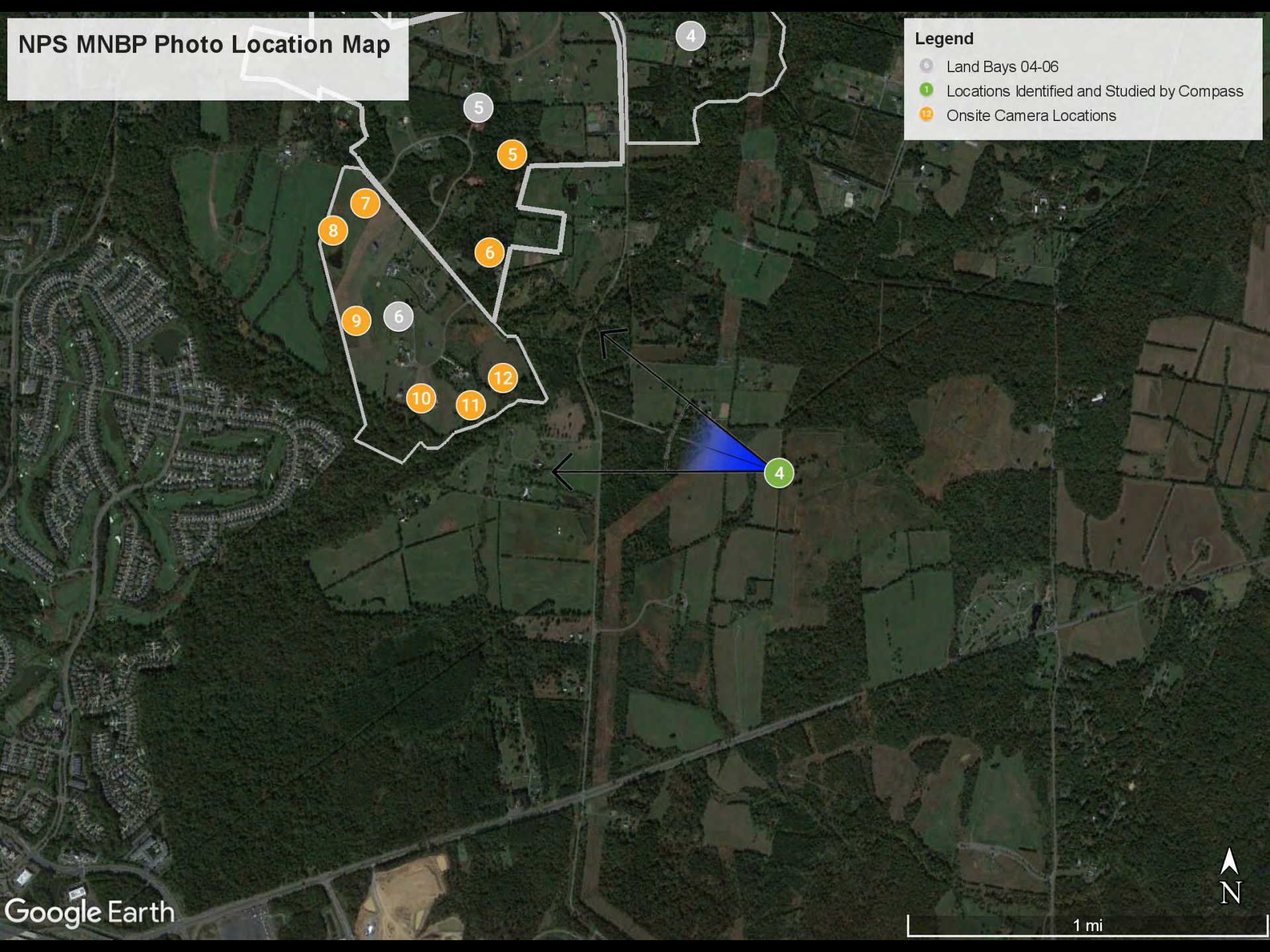
Artillery North 2

Ground Distance to Stake 12: Approx. 4,268'

NPS MNBP Photo Location Map

Legend

- Land Bays 04-06
- Locations Identified and Studied by Compass
- Onsite Camera Locations



Location: NPS 04
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 04 to Stake 12 Ground Distance: Approx. 4,268ft



Location: NPS 04
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 04 to Stake 12 Ground Distance: Approx. 4,268ft



Location: NPS 04
 Approximate Visual Impact of 90ft-tall Buildings Shown
 Landbay 06 Max Elevation 390 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location 04 to Stake 12 Ground Distance: Approx. 4,268ft



Location: NPS 04
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 04 to Stake 12 Ground Distance: Approx. 4,268ft



Location: NPS 04
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 04 to Stake 12 Ground Distance: Approx. 4,268ft



Location: NPS 04
 Approximate Visual Impact of 90ft-tall Buildings Shown
 Landbay 06 Max Elevation 390 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location 04 to Stake 12 Ground Distance: Approx. 4,268ft



NPS 05

Brawner Farm Historic House

Ground Distance to Stake 12: Approx. 5,006'

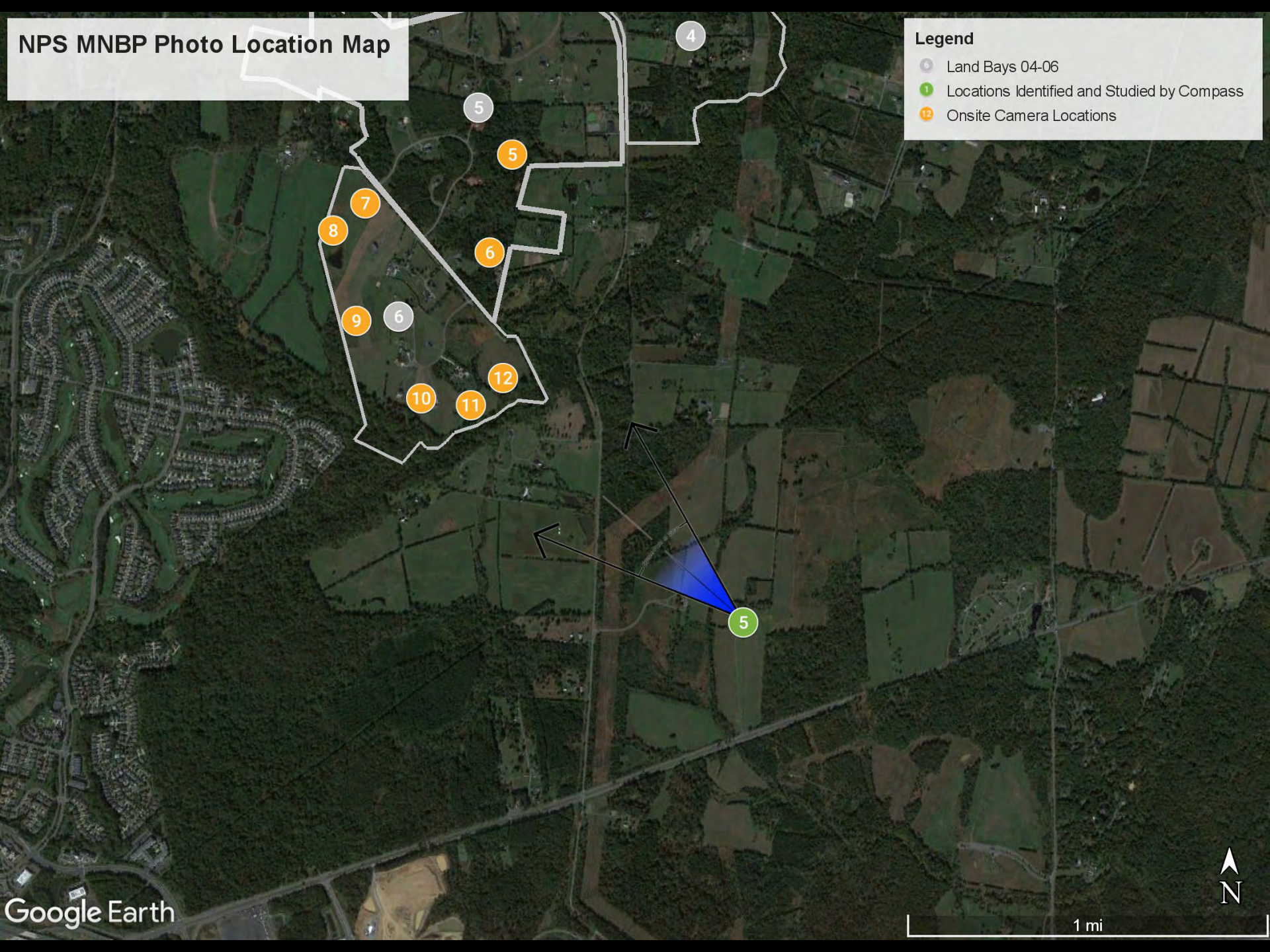
NPS MNBP Photo Location Map

Legend

Land Bays 04-06

Locations Identified and Studied by Compass

Onsite Camera Locations



EXISTING CONDITIONS

Location: NPS 05
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 05 to Stake 12 Ground Distance: Approx. 5,006ft



PROPOSED CONDITIONS

Location: NPS 05
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 05 to Stake 12 Ground Distance: Approx. 5,006ft



Location: NPS 05

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 05 to Stake 12 Ground Distance: Approx. 5,006ft

PROPOSED CONDITIONS



Location: NPS 05
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 05 to Stake 12 Ground Distance: Approx. 5,006ft



Location: NPS 05
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 05 to Stake 12 Ground Distance: Approx. 5,006ft



Location: NPS 05
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 05 to Stake 12 Ground Distance: Approx. 5,006ft



NPS 06

Artillery – Schumar – Battery

Ground Distance to Stake 12: Approx. 5,420'

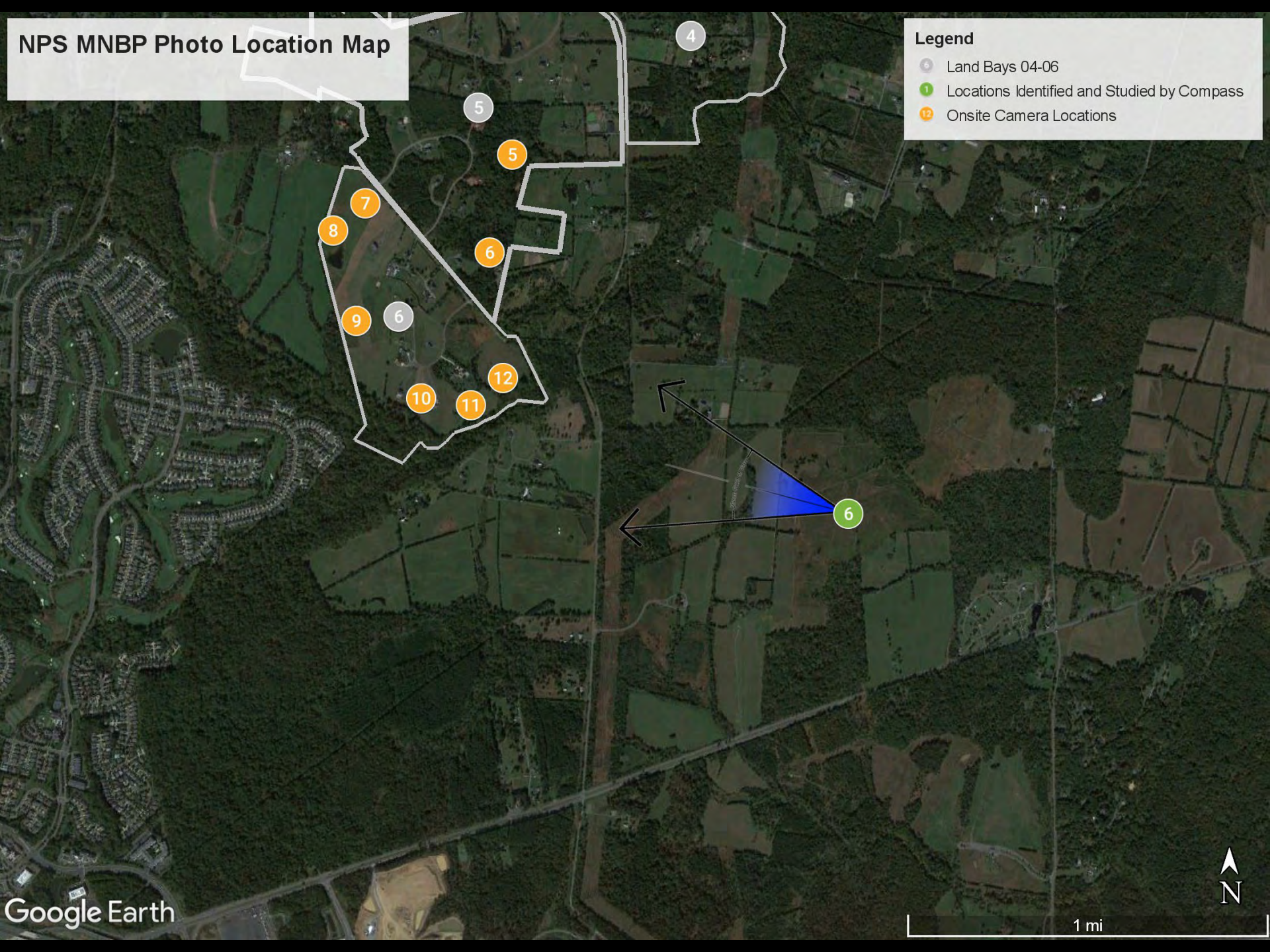
NPS MNBP Photo Location Map

Legend

Land Bays 04-06

Locations Identified and Studied by Compass

Onsite Camera Locations



Location: NPS 06
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 06 to Stake 12 Ground Distance: Approx. 5,420ft



Location: NPS 06
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 06 to Stake 12 Ground Distance: Approx. 5,420ft



Location: NPS 06
 Approximate Visual Impact of 90ft-tall Buildings Shown
 Landbay 06 Max Elevation 390 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location 06 to Stake 12 Ground Distance: Approx. 5,420ft



NPS 07

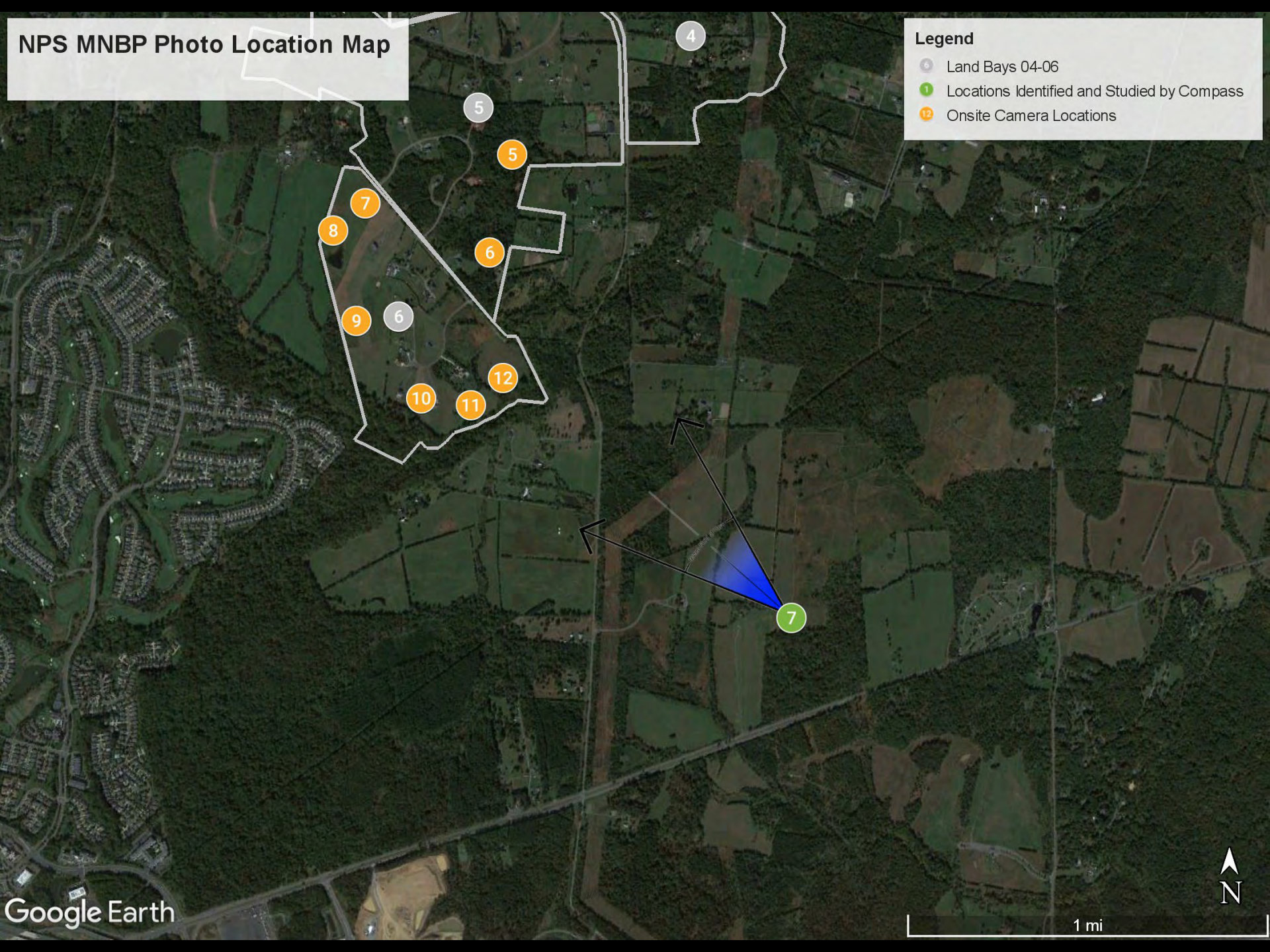
Brawner Tree

Ground Distance to Stake 12: Approx. 5,478'

NPS MNBP Photo Location Map

Legend

- Land Bays 04-06
- Locations Identified and Studied by Compass
- Onsite Camera Locations



Location: NPS 07
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 07 to Stake 12 Ground Distance: Approx. 5,478ft



Location: NPS 07
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 07 to Stake 12 Ground Distance: Approx. 5,478ft



Location: NPS 07
 Approximate Visual Impact of 90ft-tall Buildings Shown
 Landbay 06 Max Elevation 390 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location 07 to Stake 12 Ground Distance: Approx. 5,478ft



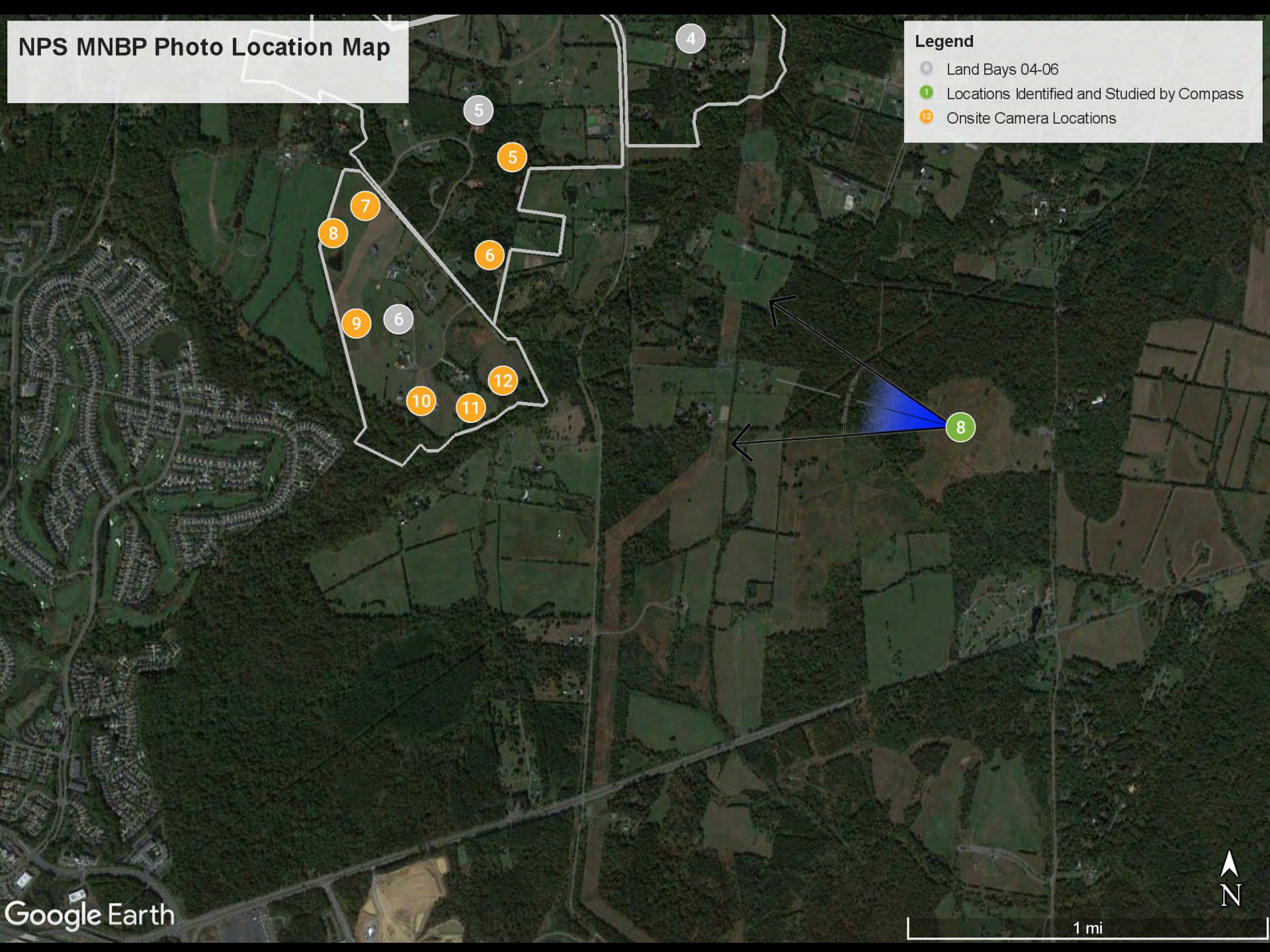
NPS 08

Groveton Memorial

Ground Distance to Stake 12: Approx. 6,724'

NPS MNBP Photo Location Map

- Legend**
- Land Bays 04-06
 - Locations Identified and Studied by Compass
 - Onsite Camera Locations



EXISTING CONDITIONS

Location: NPS 08

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 08 to Stake 12 Ground Distance: Approx. 6,724ft



PROPOSED CONDITIONS

Location: NPS 08

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 08 to Stake 12 Ground Distance: Approx. 6,724ft



PROPOSED CONDITIONS

Location: NPS 08

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 08 to Stake 12 Ground Distance: Approx. 6,724ft



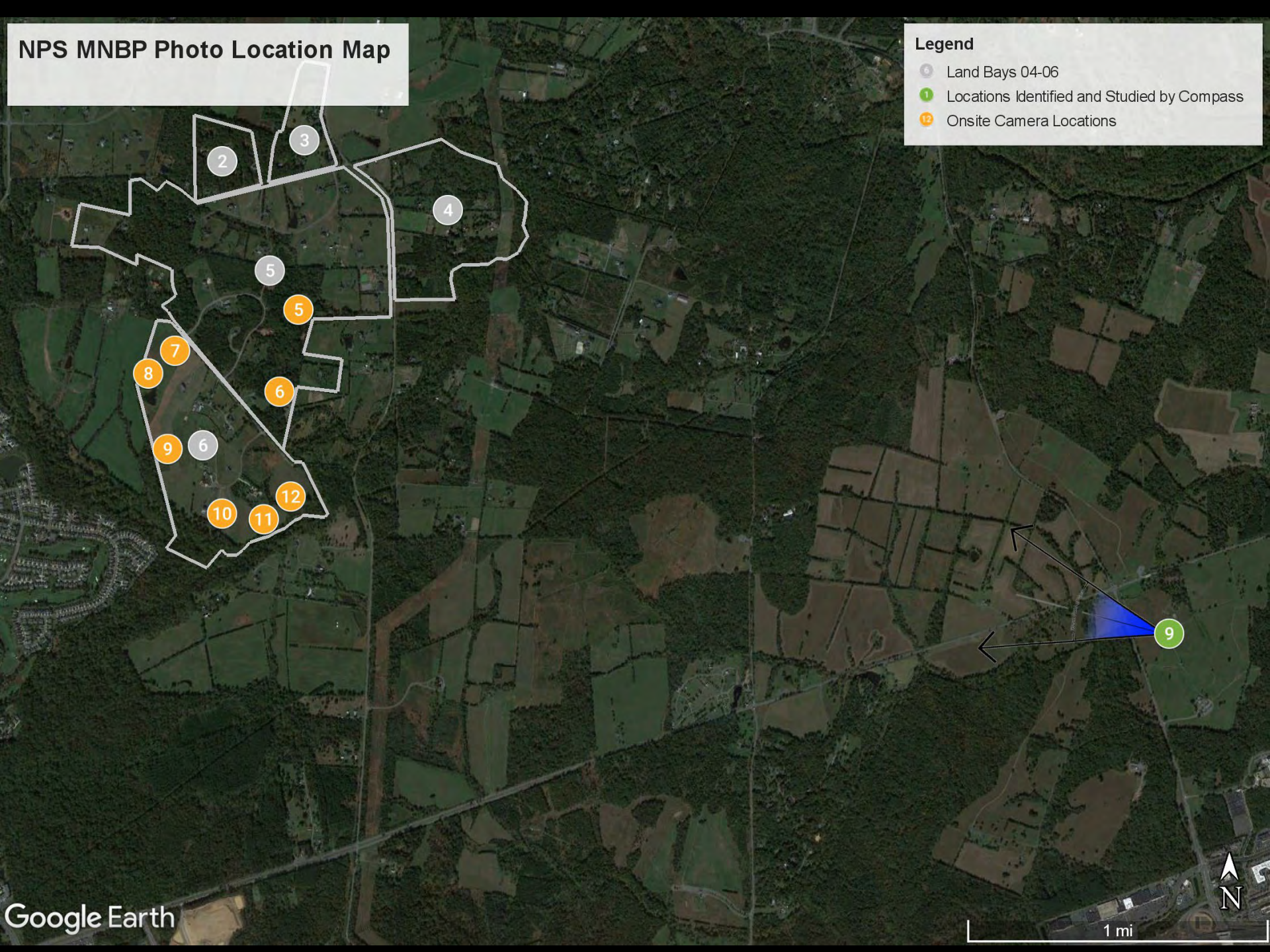
NPS 09

Henry House 2

Ground Distance to Stake 12: Approx. 15,574'

NPS MNBP Photo Location Map

- Legend
- Land Bays 04-06
 - Locations Identified and Studied by Compass
 - Onsite Camera Locations



Location: NPS 09
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 09 to Stake 12 Ground Distance: Approx. 15,574ft



Location: NPS 09

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 09 to Stake 12 Ground Distance: Approx. 15,574ft



Location: NPS 09
 Approximate Visual Impact of 90ft-tall Buildings Shown
 Landbay 06 Max Elevation 390 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location 09 to Stake 12 Ground Distance: Approx. 15,574ft



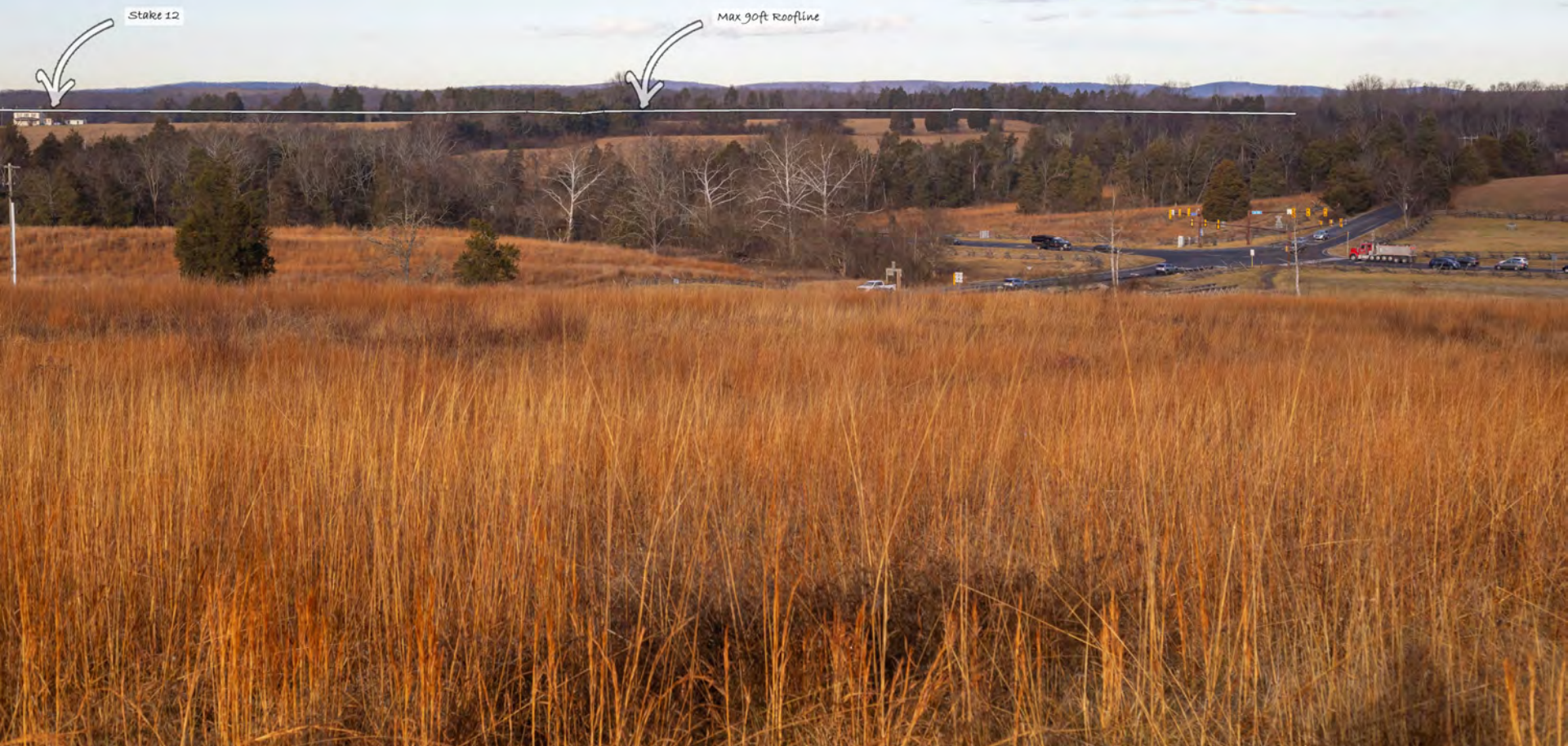
Location: NPS 09
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 09 to Stake 12 Ground Distance: Approx. 15,574ft



Location: NPS 09
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 09 to Stake 12 Ground Distance: Approx. 15,574ft



Location: NPS 09
 Approximate Visual Impact of 90ft-tall Buildings Shown
 Landbay 06 Max Elevation 390 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location 09 to Stake 12 Ground Distance: Approx. 15,574ft



NPS 10

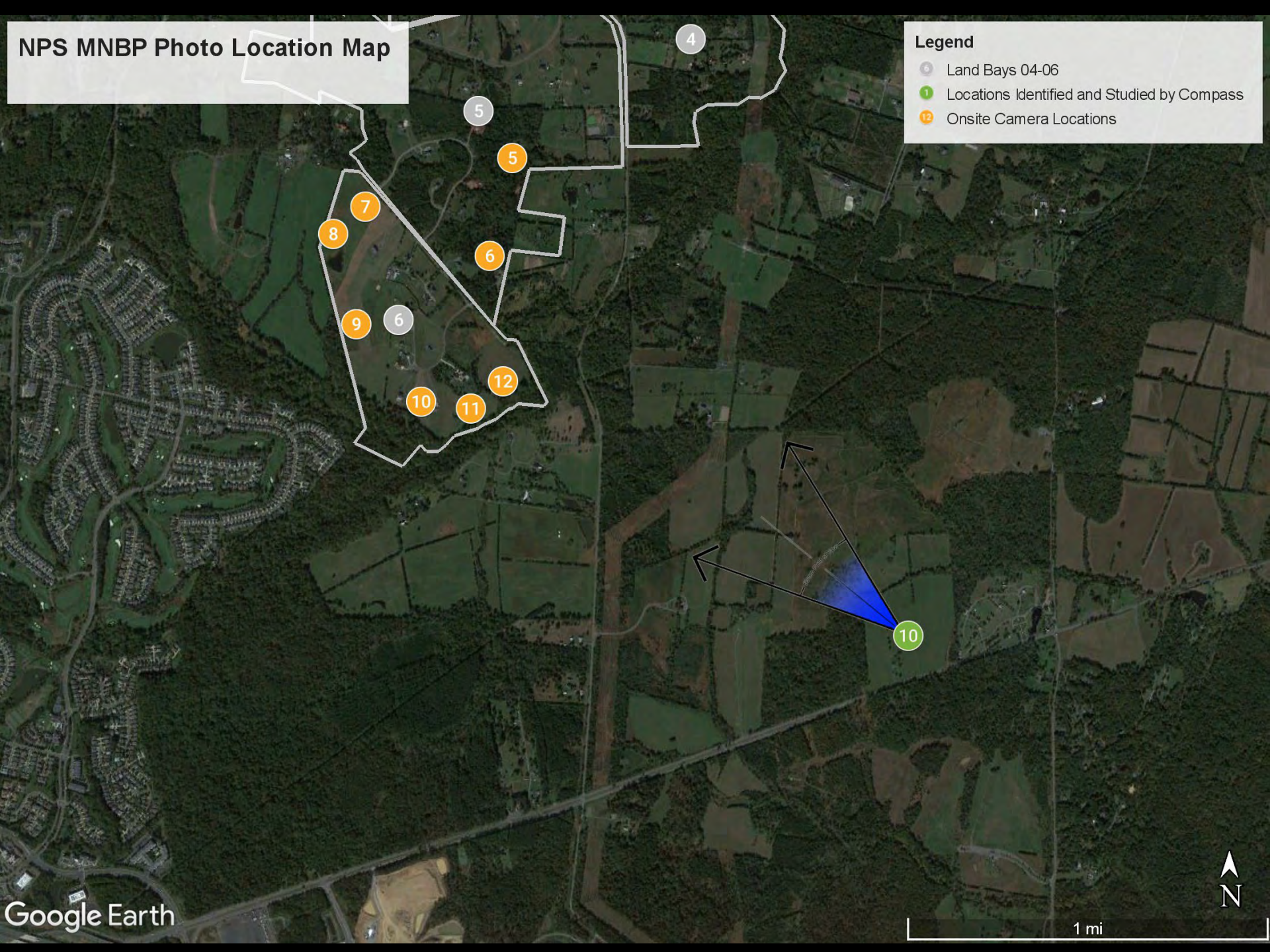
Battery Heights

Ground Distance to Stake 12: Approx. 6,998'

NPS MNBP Photo Location Map

Legend

- Land Bays 04-06
- Locations Identified and Studied by Compass
- Onsite Camera Locations



Location: NPS 10
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 10 to Stake 12 Ground Distance: Approx. 6,998ft



Location: NPS 10
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 10 to Stake 12 Ground Distance: Approx. 6,998ft



Location: NPS 10
 Approximate Visual Impact of 90ft-tall Buildings Shown
 Landbay 06 Max Elevation 390 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location 10 to Stake 12 Ground Distance: Approx. 6,998ft



NPS 11

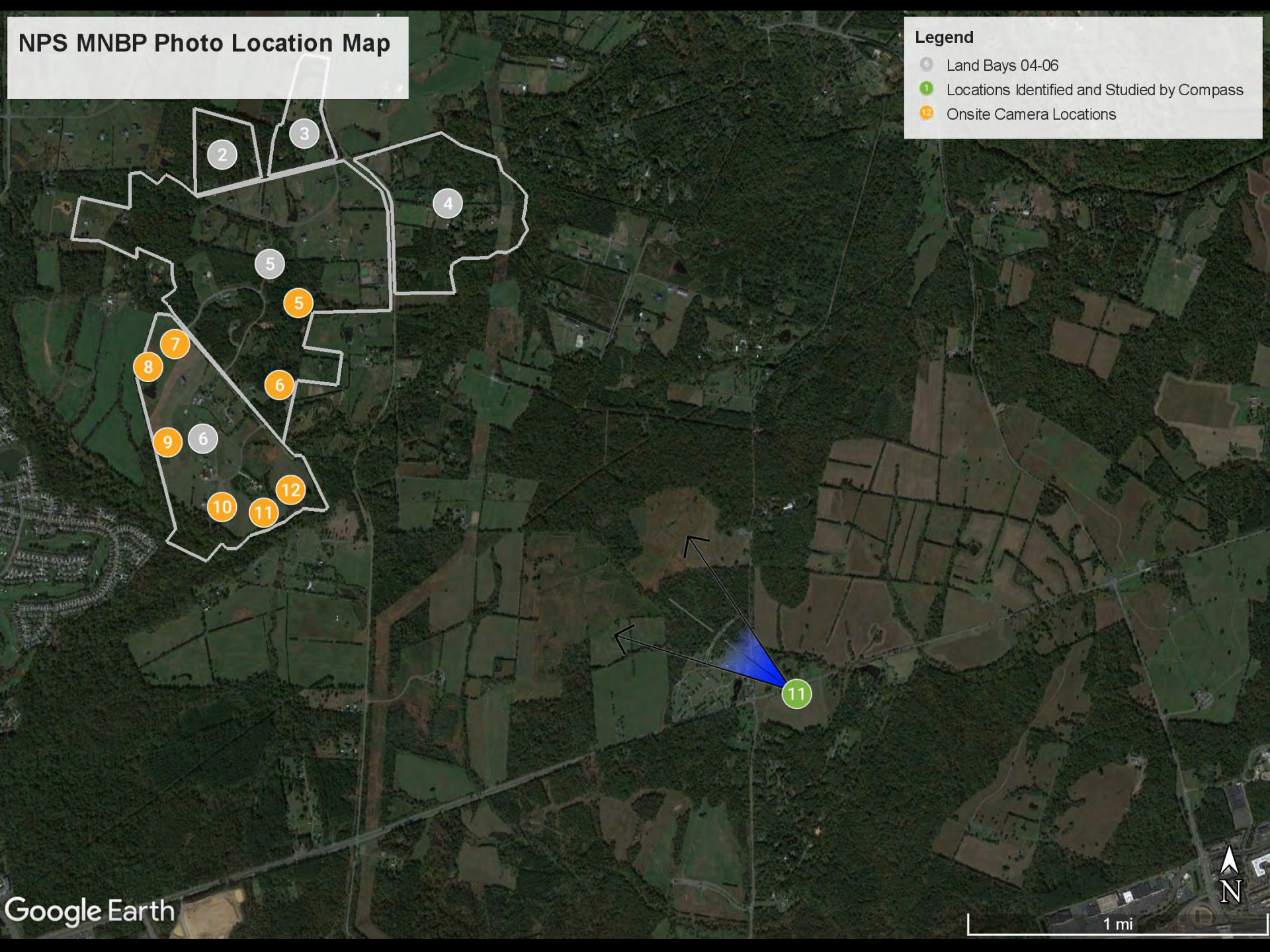
NY Memorial

Ground Distance to Stake 12: Approx. 9,550'

NPS MNBP Photo Location Map

Legend

- Land Bays 04-06
- Locations Identified and Studied by Compass
- Onsite Camera Locations



EXISTING CONDITIONS

Location: NPS 11
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 11 to Stake 12 Ground Distance: Approx. 9,550ft



Location: NPS 11
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 11 to Stake 12 Ground Distance: Approx. 9,550ft



Location: NPS 11
 Approximate Visual Impact of 90ft-tall Buildings Shown
 Landbay 06 Max Elevation 390 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location 11 to Stake 12 Ground Distance: Approx. 9,550ft



NPS 12

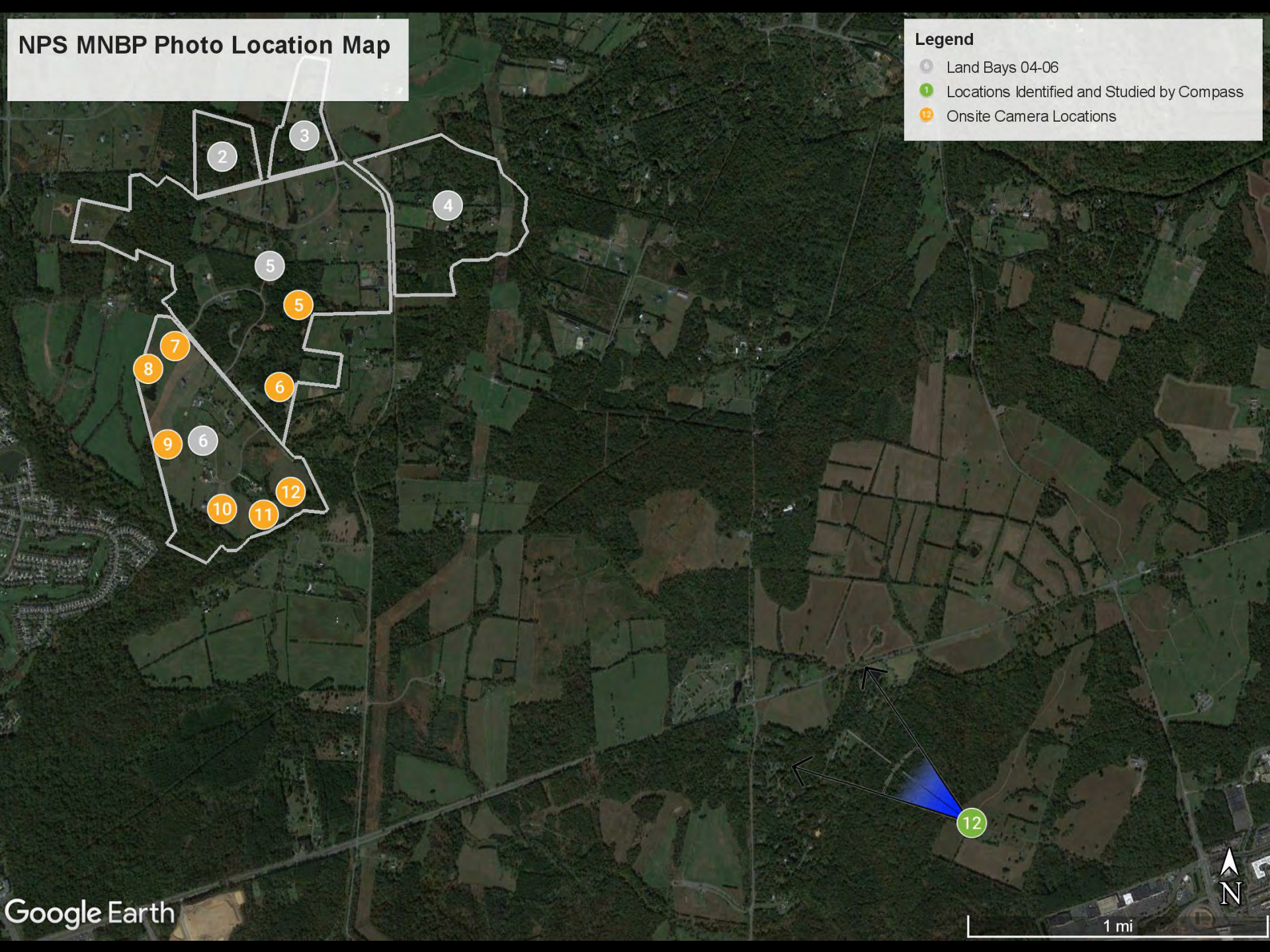
Chinn Ridge

Ground Distance to Stake 12: Approx. 13,245'

NPS MNBP Photo Location Map

Legend

- Land Bays 04-06
- Locations Identified and Studied by Compass
- Onsite Camera Locations



Location: NPS 12
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 12 to Stake 12 Ground Distance: Approx. 13,245ft



Location: NPS 12
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 12 to Stake 12 Ground Distance: Approx. 13,245ft



Location: NPS 12
 Approximate Visual Impact of 90ft-tall Buildings Shown
 Landbay 06 Max Elevation 390 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location 12 to Stake 12 Ground Distance: Approx. 13,245ft



NPS 13

Matthews Hill

Ground Distance to Stake 12: Approx. 13,017'

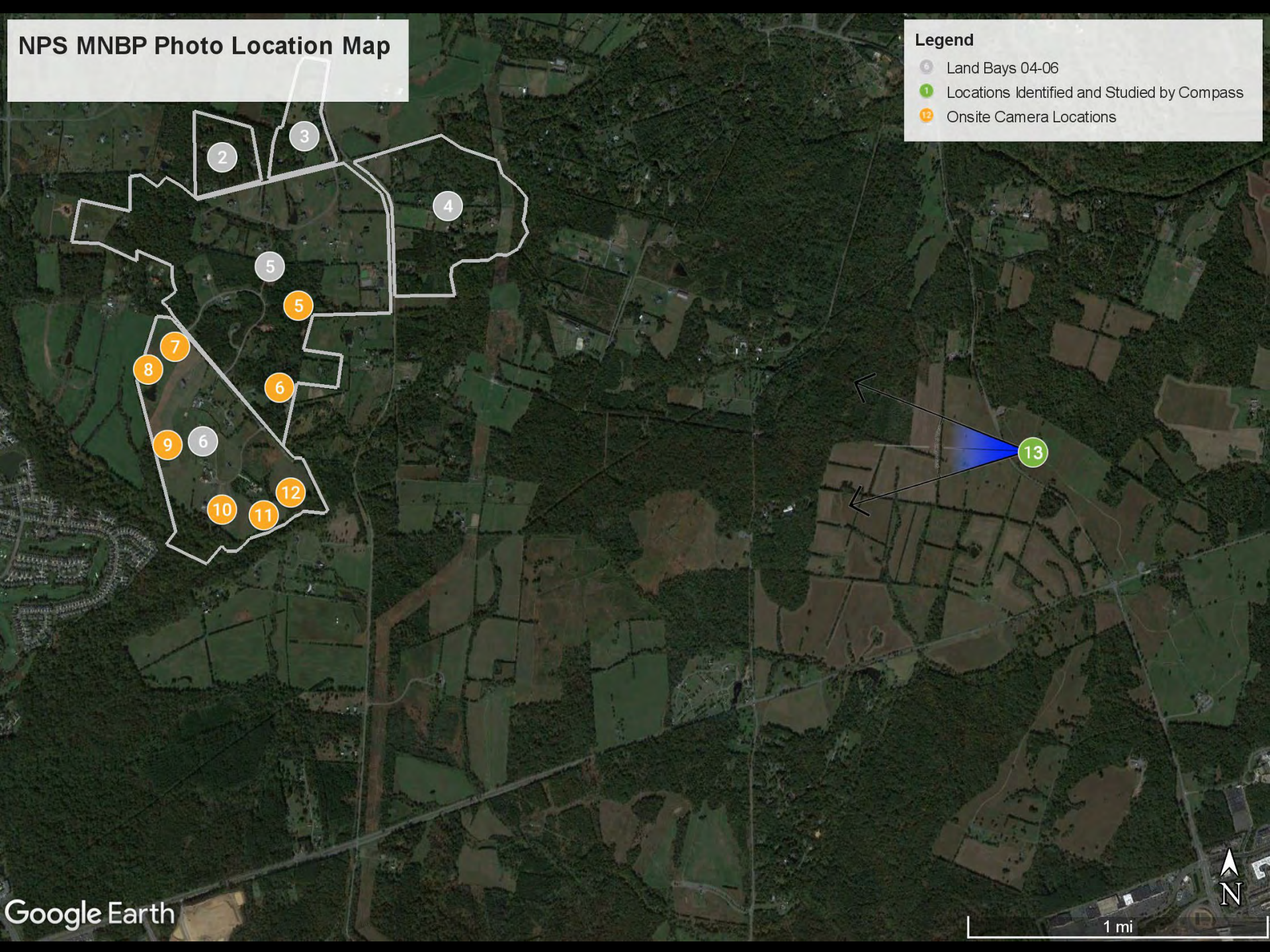
NPS MNBP Photo Location Map

Legend

Land Bays 04-06

Locations Identified and Studied by Compass

Onsite Camera Locations



Location: NPS 13
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 13 to Stake 12 Ground Distance: Approx. 13,017ft



Location: NPS 13
Approximate Visual Impact of 90ft-tall Buildings Shown
Landbay 06 Max Elevation 390 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location 13 to Stake 12 Ground Distance: Approx. 13,017ft



Location: NPS 13
 Approximate Visual Impact of 90ft-tall Buildings Shown
 Landbay 06 Max Elevation 390 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location 13 to Stake 12 Ground Distance: Approx. 13,017ft



NPS 14

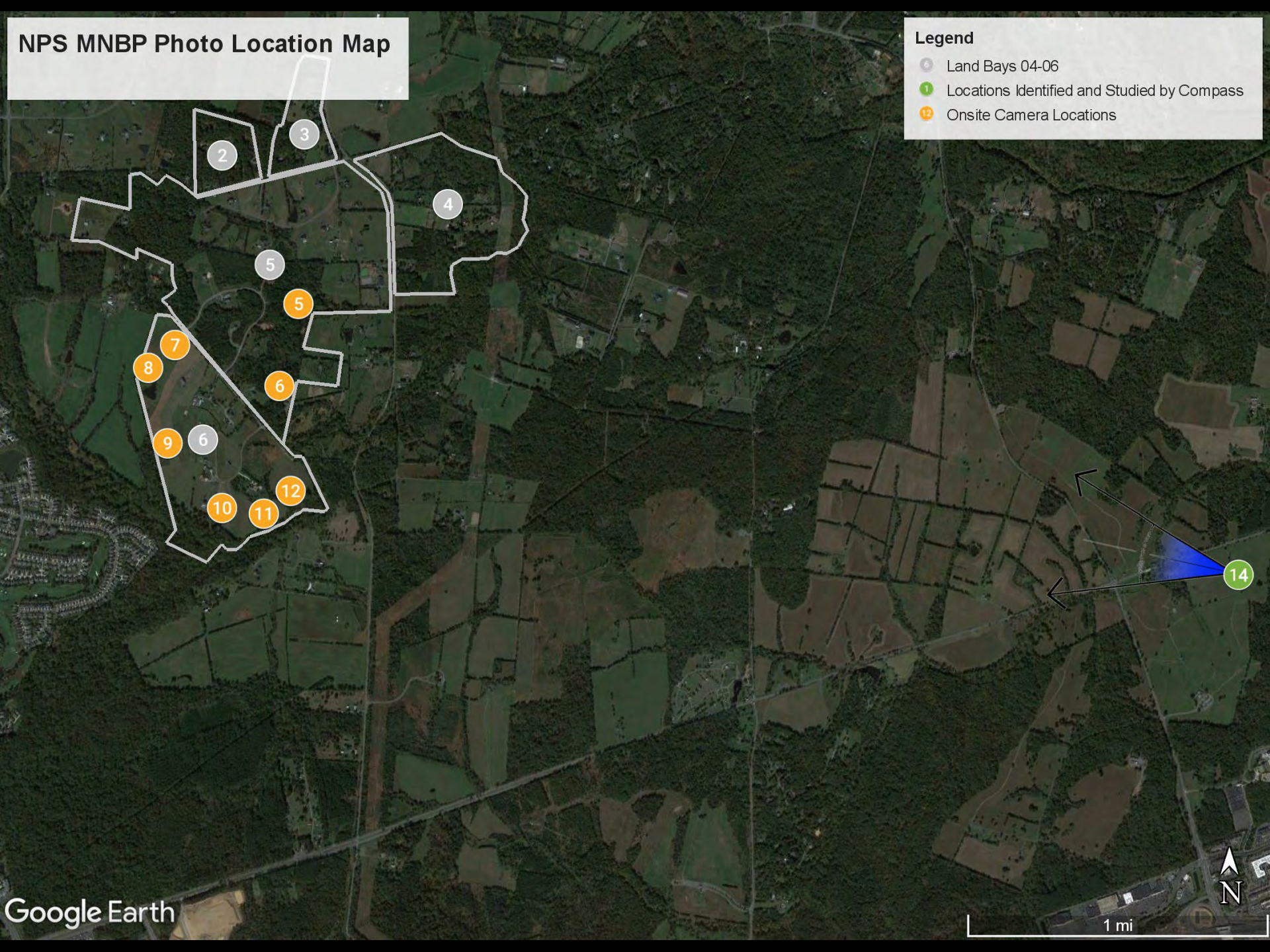
Robinson House

Ground Distance to Stake 12: Approx. 16,671'

NPS MNBP Photo Location Map

Legend

- Land Bays 04-06
- Locations Identified and Studied by Compass
- Onsite Camera Locations



EXISTING CONDITIONS

Location: NPS 14

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 14 to Stake 12 Ground Distance: Approx. 16,671ft



PROPOSED CONDITIONS

Location: NPS 14

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 14 to Stake 12 Ground Distance: Approx. 16,671ft



PROPOSED CONDITIONS

Location: NPS 14

Approximate Visual Impact of 90ft-tall Buildings Shown

Landbay 06 Max Elevation 390 AMSL

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

Camera Location 14 to Stake 12 Ground Distance: Approx. 16,671ft




Heritage Hunt

Preliminary Viewshed Analysis

Heritage Hunt Photo Location Map

Legend

- 1 Heritage Hunt Viewshed Study Locations
-  Indicates Cross-Section
- 6 Land Bay 06
- 12 Onsite Stake Location 08-12



Stake 8 – 30' Above Project Grade

Stake 08 - 30ft above project grade

50mm Equivalent FOV

Camera height at stake 08: EL330

*Does not portray any changes in vegetation or terrain due to development



Stake 08 - 30ft above project grade

50mm Equivalent FOV

Camera height at stake 08: EL330

*Does not portray any changes in vegetation or terrain due to development

13504 Cavaletti Ct

Piney Grove Way



Stake 08 - 30ft above project grade

Camera height at stake 08: EL330
*Does not portray any changes in vegetation or terrain due to development



Stake 8 – 60' Above Project Grade

Stake 08 - 60ft above project grade

50mm Equivalent FOV

Camera height at stake 08: EL360

*Does not portray any changes in vegetation or terrain due to development



Stake 08 - 60ft above project grade

50mm Equivalent FOV

camera height at stake 08: EL360

*Does not portray any changes in vegetation or terrain due to development



Stake 08 - 60ft above project grade

Camera height at stake 08: EL360
*Does not portray any changes in vegetation or terrain due to development



Stake 8 – 90' Above Project Grade

Stake 08 - 90ft above project grade

50mm Equivalent FOV

Camera height at stake 08: EL390

*Does not portray any changes in vegetation or terrain due to development



Stake 08 - 90ft above project grade

Camera height at stake 08: EL390
*Does not portray any changes in vegetation or terrain due to development



Stake 9 – 30' Above Project Grade

Stake 09 - 30ft above project grade

50mm Equivalent FOV

Camera height at stake 09: EL326

*Does not portray any changes in vegetation or terrain due to development



Stake 09 - 30ft above project grade

Camera height at stake 09: EL326
*Does not portray any changes in vegetation or terrain due to development



Stake 9 – 60' Above Project Grade

Stake 09 - 60ft above project grade

50mm Equivalent FOV

Camera height at stake 09: EL356

*Does not portray any changes in vegetation or terrain due to development



Stake 09 - 60ft above project grade

Camera height at stake 09: 61.356
*Does not portray any changes in vegetation or terrain due to development



Stake 9 – 90' Above Project Grade

Stake 09 - 90ft above project grade

50mm Equivalent FOV

Camera height at stake 09: EL386

*Does not portray any changes in vegetation or terrain due to development



Stake 09 - 90ft above project grade

50mm Equivalent FOV

Camera height at stake 09: EL386

*Does not portray any changes in vegetation or terrain due to development

Rosney Court

13451 Fieldstone Way

Tallyrand Way

W
|



Stake 09 - 90ft above project grade

Camera height at stake 09: EL386
*Does not portray any changes in vegetation or terrain due to development



Stake 10 – 30' Above Project Grade

Stake 10 - 30ft above project grade

50mm Equivalent FOV

Camera height at stake 10: EL326

*Does not portray any changes in vegetation or terrain due to development



Stake 10 - 30ft above project grade

50mm Equivalent FOV

camera height at stake 10: EL326

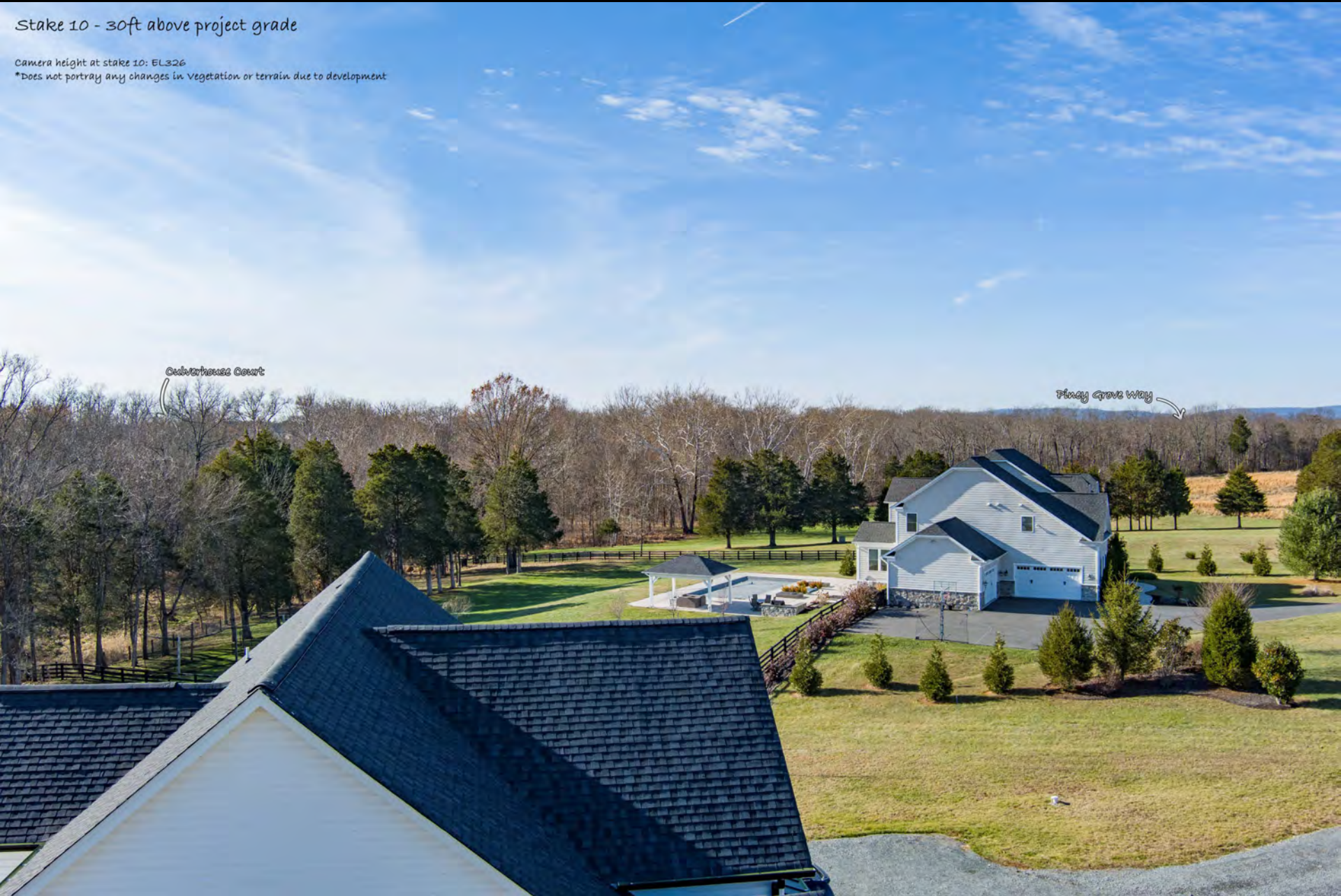
*Does not portray any changes in vegetation or terrain due to development



Culverhouse Court

Stake 10 - 30ft above project grade

Camera height at stake 10: EL326
*Does not portray any changes in vegetation or terrain due to development



Stake 10 – 60' Above Project Grade

Stake 10 - 60ft above project grade

50mm Equivalent FOV

Camera height at stake 10: EL356

*Does not portray any changes in vegetation or terrain due to development



Stake 10 - 60ft above project grade

50mm Equivalent FOV

Camera height at stake 10: EL356

*Does not portray any changes in vegetation or terrain due to development

Piney Grove Way



Stake 10 - 60ft above project grade

Camera height at stake 10: EL356
*Does not portray any changes in vegetation or terrain due to development



Subdivision Court

Piney Grove Way

Stake 10 – 90' Above Project Grade

Stake 10 - 90ft above project grade

50mm Equivalent FOV

Camera height at stake 10: EL386

*Does not portray any changes in vegetation or terrain due to development



Stake 10 - 90ft above project grade

50mm Equivalent FOV

Camera height at stake 10: EL386

*Does not portray any changes in vegetation or terrain due to development



Culverhouse Court

Stake 10 - 90ft above project grade

Camera height at stake 10: EL386
*Does not portray any changes in vegetation or terrain due to development



Heritage Hunt 1

Culverhouse Court

Ground Distance to Stake 10: Approx. 1,475'

Heritage Hunt Photo Location Map

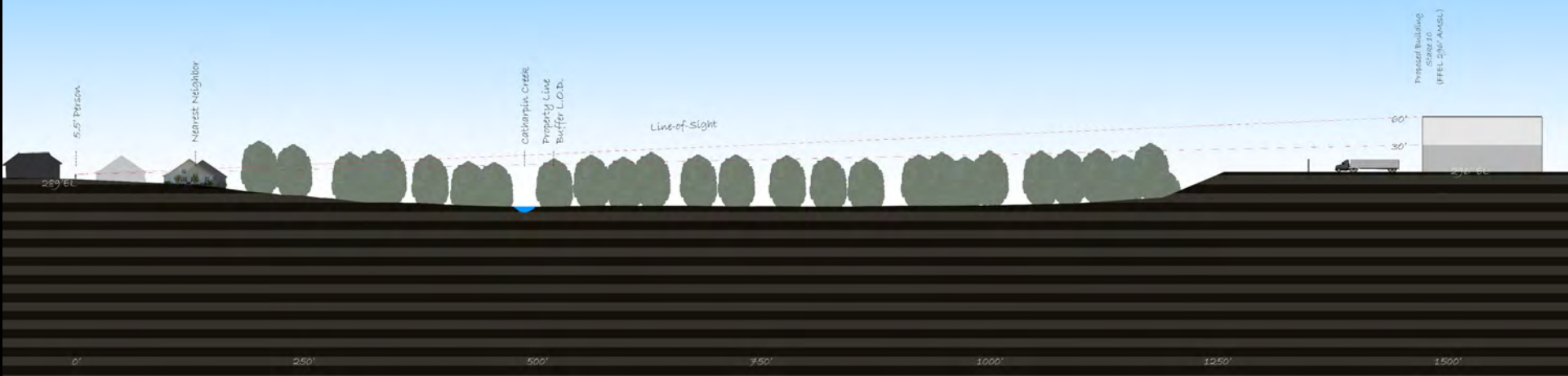
- Legend**
- 1 Heritage Hunt Viewshed Study Locations
 - Indicates Cross-Section
 - 6 Land Bay 06
 - 12 Onsite Stake Location 08-12



Cross Section: Culverhouse Ct to Stake 10



Cross Section: Culverhouse Ct to Stake 10



Location: 1A - Culverhouse Ct
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 10 Max EL: 356 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 10 Ground Distance: Approx. 1475'



Location: 1A - Culverhouse Ct
 Approximate Visual Impact of 60ft-tall Buildings Shown
 Landbay 06 Max Elevation 360 AMSL, Stake 10 Max EL: 356 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location to Stake 10 Ground Distance: Approx. 1475'



Location: 1A - Culverhouse Ct
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 10 Max EL: 356 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 10 Ground Distance: Approx. 1475'



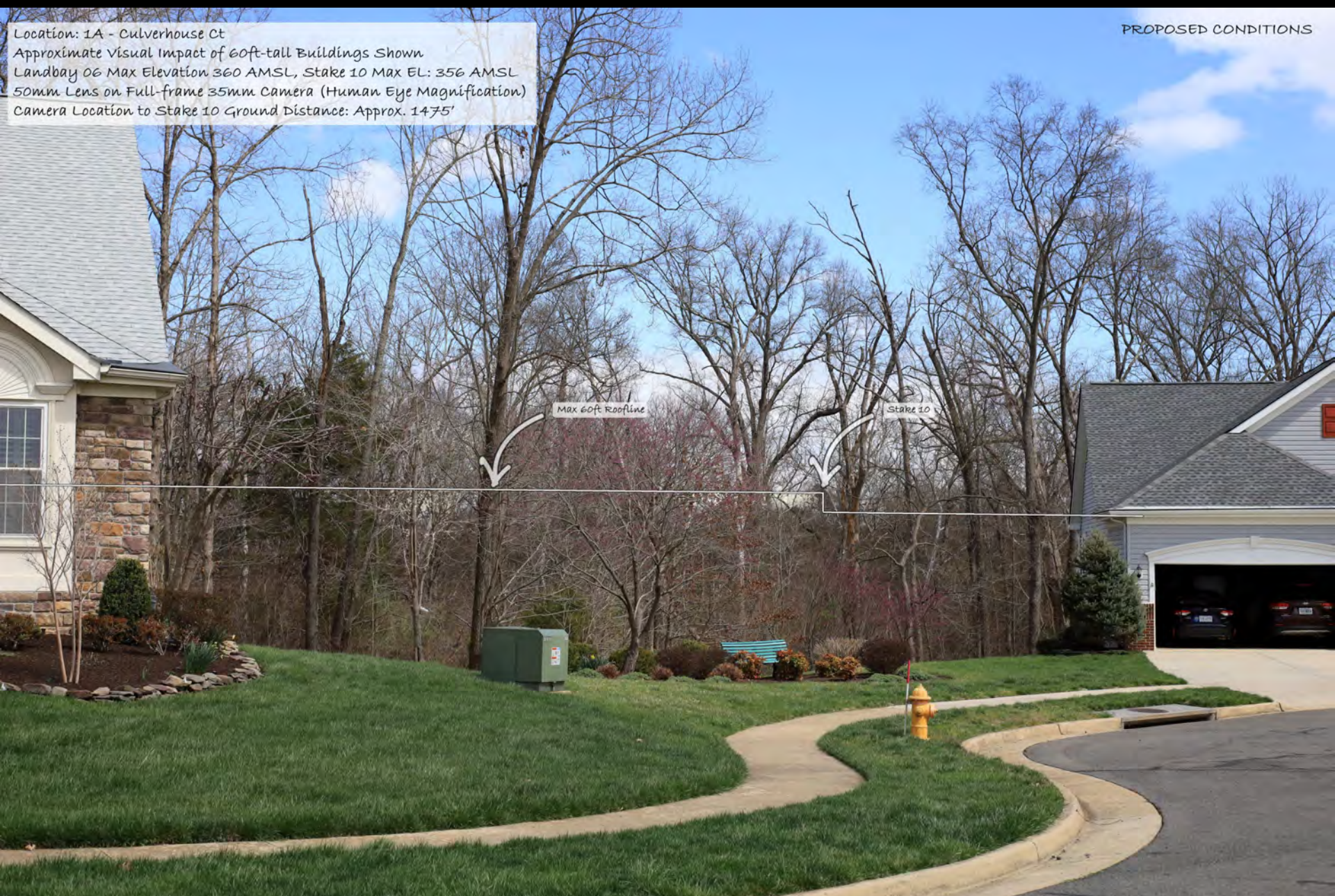
Location: 1A - Culverhouse Ct
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 10 Max EL: 356 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 10 Ground Distance: Approx. 1475'



Location: 1A - Culverhouse Ct
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 10 Max EL: 356 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 10 Ground Distance: Approx. 1475'



Location: 1A - Culverhouse Ct
 Approximate Visual Impact of 60ft-tall Buildings Shown
 Landbay 06 Max Elevation 360 AMSL, Stake 10 Max EL: 356 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location to Stake 10 Ground Distance: Approx. 1475'



Heritage Hunt 2
Triple Crown Loop Park
Ground Distance to Stake 8: Approx. 3,405'

Heritage Hunt Photo Location Map

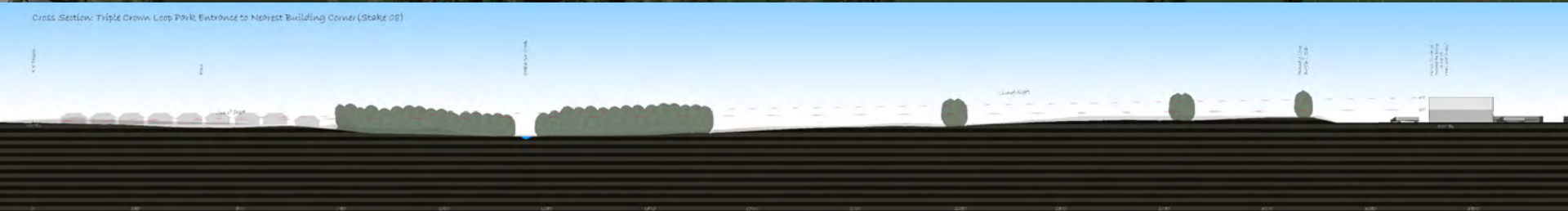
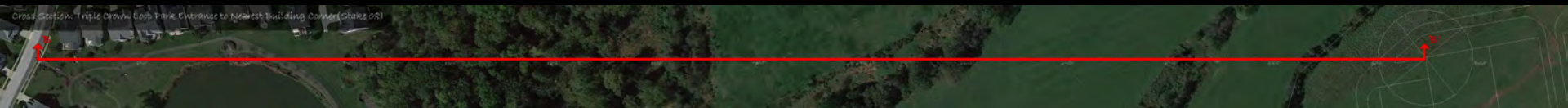
Legend

- 1 Heritage Hunt Viewshed Study Locations
- Indicates Cross-Section
- 6 Land Bay 06
- 12 Onsite Stake Location 08-12



B - Triple Crown Loop Park





Location: 2B - Triple Crown Loop Park
 Approximate Visual Impact of 60ft-tall Buildings Shown
 Landbay 06 Max Elevation 360 AMSL, Stake 08 Max EL: 360 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location to Stake 08 Ground Distance: Approx. 3405'



Location: 2B - Triple Crown Loop Park
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 08 Max EL: 360 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 08 Ground Distance: Approx. 3405'



Location: 2B - Triple Crown Loop Park
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 08 Max EL: 360 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 08 Ground Distance: Approx. 3405'

PROPOSED CONDITIONS



Location: 2B - Triple Crown Loop Park
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 08 Max EL: 360 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 08 Ground Distance: Approx. 3405'



Location: 2B - Triple Crown Loop Park
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 08 Max EL: 360 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 08 Ground Distance: Approx. 3405'



Location: 2B - Triple Crown Loop Park
 Approximate Visual Impact of 60ft-tall Buildings Shown
 Landbay 06 Max Elevation 360 AMSL, Stake 08 Max EL: 360 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location to Stake 08 Ground Distance: Approx. 3405'



Heritage Hunt 3

Rosney Court

Ground Distance to Stake 9: Approx. 1,744'

Heritage Hunt Photo Location Map

Legend

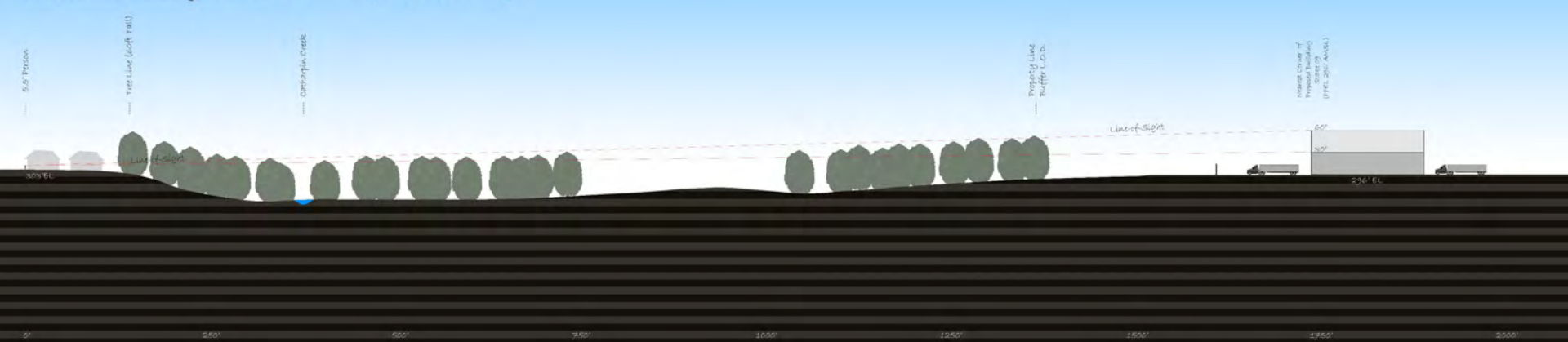
- 1 Heritage Hunt Viewshed Study Locations
- Indicates Cross-Section
- 6 Land Bay 06
- 12 Onsite Stake Location 08-12



Cross Section: Rosney Ct to Nearest Building Corner (Stake 09)



Cross Section: Rosney Ct to Nearest Building Corner (Stake 09)



EXISTING CONDITIONS

Location: 3C - Rosney Ct
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 09 Max EL: 356 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 09 Ground Distance: Approx. 1744'





PROPOSED CONDITIONS

Location: 3C - Rosney Ct
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 09 Max EL: 356 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 09 Ground Distance: Approx. 1744'

Location: 3C - Rosney Ct
 Approximate Visual Impact of 60ft-tall Buildings Shown
 Landbay 06 Max Elevation 360 AMSL, Stake 09 Max EL: 356 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location to Stake 09 Ground Distance: Approx. 1744'



Location: 3C -Rosney Ct
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 09 Max EL: 356 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 09 Ground Distance: Approx. 1744'

EXISTING CONDITIONS



Location: 3C -Rosney Ct
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 09 Max EL: 356 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 09 Ground Distance: Approx. 1744'

PROPOSED CONDITIONS



Location: 3C -Rosney Ct
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 09 Max EL: 356 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 09 Ground Distance: Approx. 1744'

PROPOSED CONDITIONS



Heritage Hunt 4

Piney Grove Way

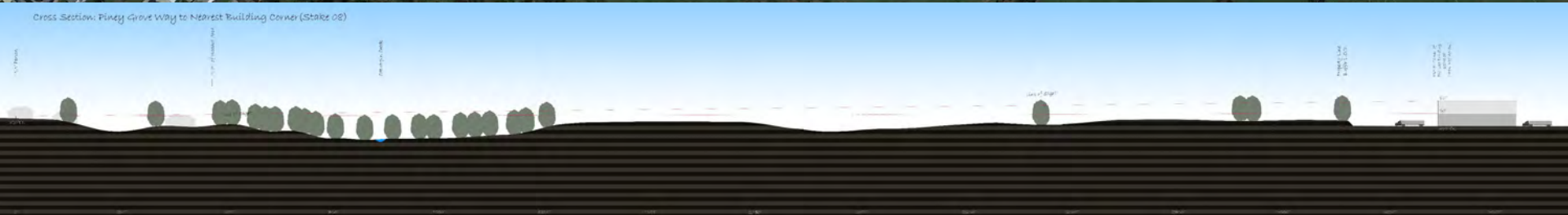
Ground Distance to Stake 8: Approx. 3,371'

Heritage Hunt Photo Location Map

Legend

- 1 Heritage Hunt Viewshed Study Locations
- Indicates Cross-Section
- 6 Land Bay 06
- 12 Onsite Stake Location 08-12





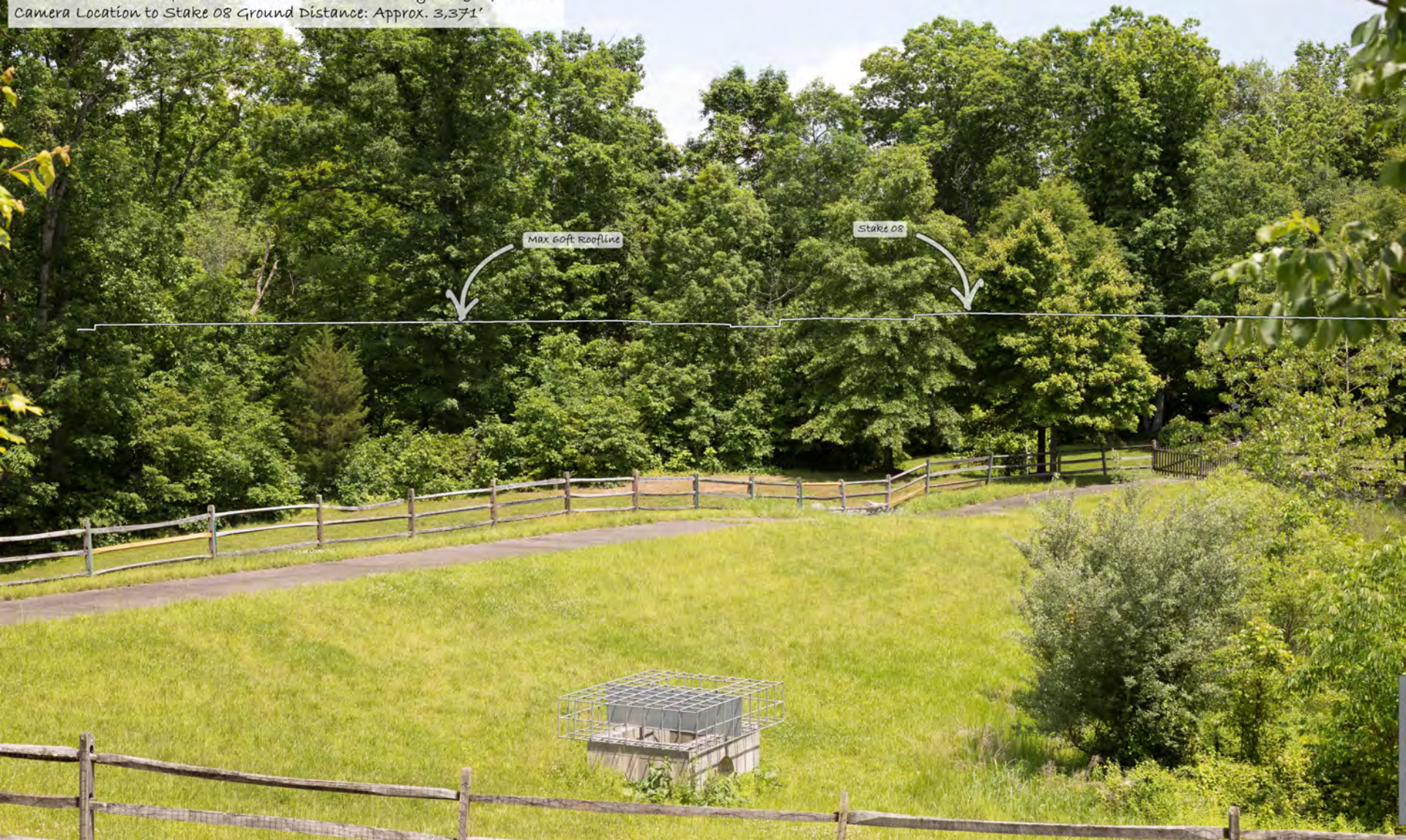
Location: 4D - Piney Grove Way
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 08 Max EL: 360 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 08 Ground Distance: Approx. 3,371'



Location: 4D - Piney Grove Way
 Approximate Visual Impact of 60ft-tall Buildings Shown
 Landbay 06 Max Elevation 360 AMSL, Stake 08 Max EL: 360 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location to Stake 08 Ground Distance: Approx. 3,371'



Location: 4D - Piney Grove Way
 Approximate Visual Impact of 60ft-tall Buildings Shown
 Landbay 06 Max Elevation 360 AMSL, Stake 08 Max EL: 360 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location to Stake 08 Ground Distance: Approx. 3,371'



Heritage Hunt 5

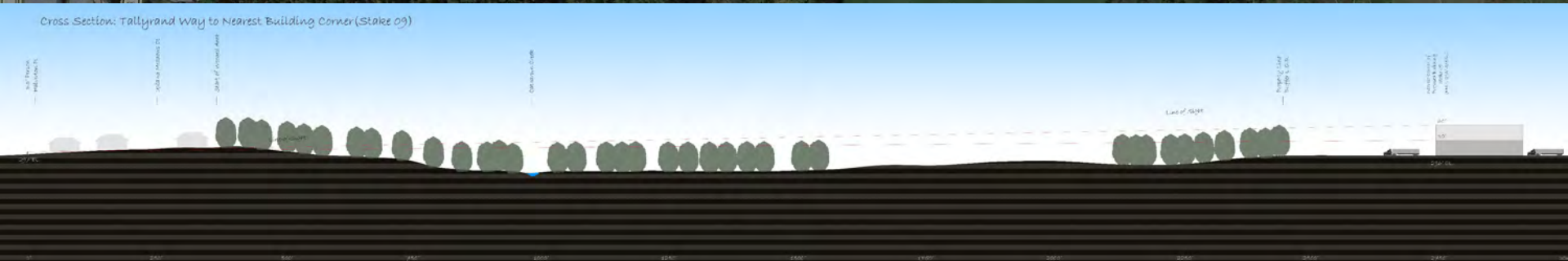
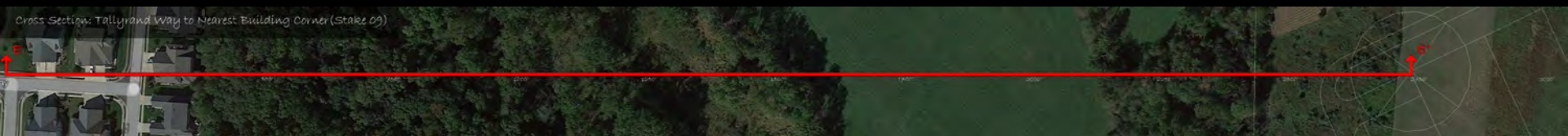
Tallyrand Way

Ground Distance to Stake 9: Approx. 2,757'

Heritage Hunt Photo Location Map

- Legend**
- 1 Heritage Hunt Viewshed Study Locations
 - Indicates Cross-Section
 - Land Bay 06
 - Onsite Stake Location 08-12





Location: 5E - Talyrand Way
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 09 Max EL: 356 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 09 Ground Distance: Approx. 2,757'



Location: 5E - Talyrand Way
Approximate Visual Impact of 60ft-tall Buildings Shown
Landbay 06 Max Elevation 360 AMSL, Stake 09 Max EL: 356 AMSL
50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
Camera Location to Stake 09 Ground Distance: Approx. 2,757'



Location: 5E - Talyrand Way
 Approximate Visual Impact of 60ft-tall Buildings Shown
 Landbay 06 Max Elevation 360 AMSL, Stake 09 Max EL: 356 AMSL
 50mm Lens on Full-frame 35mm Camera (Human Eye Magnification)
 Camera Location to Stake 09 Ground Distance: Approx. 2,757'



HISTORICAL COMMISSION RESOLUTION**MOTION: PEARSALL****SECOND: BURGESS****RE: LAND DEVELOPMENT RECOMMENDATIONS****ACTION: APPROVED****September 12, 2023
Regular Meeting
Res. No. 23-082**

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: REZ2022-00036

**Case Name: Compass Datacenters Prince William County Campus 1 - 4th Submission
Recommendation: Denial**

Recommend denial based on applicant stating this is the Final Submission and the following issues have not been resolved:

Incomplete analysis and unresolved visual and sound mitigation impact to historic sites and places including unresolved and missing recommended noise study revisions and impacts on Manassas National Battlefield Park (MNBPP) and unresolved and incomplete requested revised viewshed study and analysis on impacts to American Battlefield Protection Program (ABPP) including MNBPP.

Request applicant provide well-sourced, convincing evidence no landscape features associated with the post-Civil War African American community exist on the project site.

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

Recommend viewshed analysis to include May 10, 2010, Manassas Battlefields Viewsheds Study.

Votes:

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

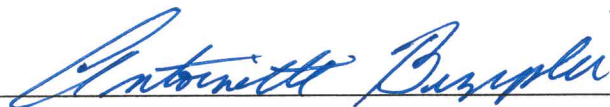
Nays: Brickley, Green, Henson, Porta

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. 23-057**

SECOND: BRICKLEY

RE: RECOMMEND APPROVAL OF REZ2022-00036, COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1, 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 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 approval of REZ2022-00036, Compass Datacenters Prince William County Campus 1, 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 (as applicable) studies 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 to install commemorative facilities and/or structures within the area of the property identified as the Settlement and Thornton School Interpretive Site on the rezoning application materials, working in consultation with the Prince William County Historical Commission and the County's Department of Parks, Recreation, and Tourism; and
9. Upon completion of the Thornton School Interpretative Site, the Applicant will dedicate the site in fee simple to the County as a public park, provide a route for public access to the park, and assist with the costs of establishing such park in consultation with the County Department of Parks, Recreation, and Tourism.

Votes:

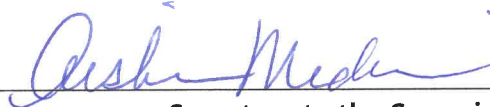
Ayes:

Nays:

Absent from Vote:

Absent from Meeting:

ATTEST:



Secretary to the Commission

MOTION: REDDICK

**August 8, 2023
Regular Meeting
Res. No. 23-058**

SECOND: KULICK

RE: AMEND RES. NO. 23-057 TO RECOMMEND FOR REZ2022-00036, COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1, PHASE I AND PHASE II ARCHAEOLOGICAL EVALUATION ON ARCHAEOLOGY SITES 44PW2150, 44PW2158, 44PW2151, 44PW2149, 44PW2156, 44PW2141 AND 44PW2142, AND IF WARRANTED A PHASE III/DATA RECOVERY 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

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. 23-057, for REZ2022-00036, Compass Datacenters Prince William County Campus 1, to recommend Phase I and Phase II archaeological evaluation on archaeology sites 44PW2150, 44PW2158, 44PW2151, 44PW2149, 44PW2156, 44PW2141 and 44PW2142, and if warranted a Phase III/Data Recovery 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.

Votes:

Ayes: by acclamation

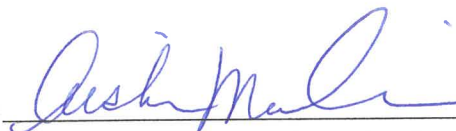
Nays: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST:



Secretary to the Commission

MOTION: REDDICK

**August 8, 2023
Regular Meeting
Res. No. 23-059**

SECOND: KULICK

RE: AMEND RES. NO. 23-057 FOR REZ2022-00036, COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1, TO RECOMMEND PHASE II ARCHITECTURAL EVALUATION ON ARCHITECTURAL SITE 076-0186, MOUNT PLEASANT

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. 23-057, for REZ2022-00036, Compass Datacenters Prince William County Campus 1, to recommend Phase II Architectural Evaluation on architectural site 076-0186, Mount Pleasant.

Votes:

Ayes: by acclamation

Nays: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST:



Secretary to the Commission

MOTION: REDDICK

**August 8, 2023
Regular Meeting
Res. No. 23-060**

SECOND: KULICK

RE: AMEND RES. NO. 23-057 FOR REZ2022-00036, COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1, 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 INTERPRETIVE 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. THE NOISE STUDY SHOULD ADDRESS LIKELY ADVERSE EFFECTS OF DATA CENTER NOISE, AND PROPOSED MITIGATIONS, ON WILDLIFE IN AND AROUND THE MANASSAS NATIONAL BATTLEFIELD PARK, WITHIN THE PAGELAND CORRIDOR. THIS STUDIES RESULTS SHOULD INCLUDE VOLUNTARY ENFORCEMENT COMPLIANCE PLAN FOR ENFORCEMENT OF NOISE VIOLATIONS, INCLUDING REVOCATION OF OCCUPANCY PERMITS.

ACTION: DENIED

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. 23-057, for REZ2022-00036, Compass Datacenters Prince William County Campus 1, 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 Interpretive 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. The noise study should address likely adverse effects of data center noise, and proposed mitigations, on wildlife in and around the Manassas National Battlefield Park, within the Pageland corridor. This studies results should include voluntary enforcement compliance plan for enforcement of noise violations, including revocation of occupancy permits.

Votes:

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

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

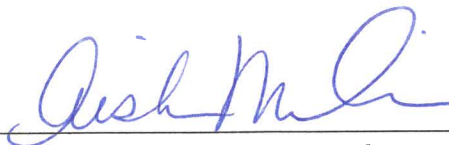
Abstain: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION FAILED TO CARRY

ATTEST:



Secretary to the Commission

MOTION: PEARSCALL

**August 8, 2023
Regular Meeting
Res. No. 23-061**

SECOND: REDDICK

RE: AMEND RES. NO. 23-057 FOR REZ2022-00036, COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1, 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 INTERPRETIVE 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. 23-057 for REZ2022-00036, Compass Datacenters Prince William County Campus 1, 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 Interpretive 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

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Regular Meeting
Res. No. 23-061
Page 2

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

Votes:

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

Nays: Henson and Porta

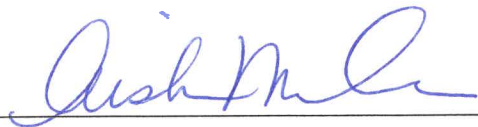
Abstain: Brickley and Green

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. 23-062**

SECOND: BRICKLEY

RE: AMEND RES. NO. 23-057 FOR REZ2022-00036, COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1, 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. 23-057, REZ2022-00036, Compass Datacenters Prince William County Campus 1, to strike the sentence:

"NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby recommend approval of REZ2022-00036, Compass Datacenters Prince William County Campus 1, 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 REZ2022-00036, Compass Datacenters Prince William County Campus 1, to include the following necessary conditions" .

Votes:

Ayes: by acclamation

Nays: None

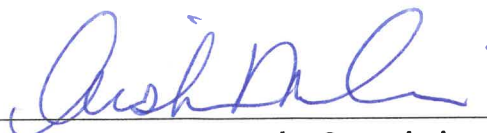
Abstain: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST:



Secretary to the Commission

MOTION: PORTA

SECOND: BRICKLEY

RE: RECOMMEND REVISIONS TO REZ2022-00036, COMPASS DATACENTERS PRINCE WILLIAM CAMPUS 1, TO INCLUDE THE FOLLOWING NECESSARY CONDITIONS

ACTION: APPROVED

**August 8, 2023
Regular Meeting
Res. No. 23-063**

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 pending land development application assists in determining the necessity for cultural resource surveys and other research and evaluation; 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 revisions to REZ2022-00036, Compass Datacenters Prince William County Campus 1, to include 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 (as applicable) studies 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 to install commemorative facilities and/or structures within the area of the property identified as the Settlement and Thornton School Interpretive Site on the rezoning application materials, working in consultation with the Prince William County Historical Commission and the County's Department of Parks, Recreation, and Tourism; and
9. Upon completion of the Thornton School Interpretative Site, recommend the Applicant will dedicate the site in fee simple to the County as a public park, provide a route for public access to the park, and assist with the costs of establishing such park in consultation with the County Department of Parks, Recreation, and Tourism; and
10. [FROM RES. NO. 23-058] Phase I and Phase II archaeological evaluation on archaeology sites 44PW2150, 44PW2158, 44PW2151, 44PW2149, 44PW2156, 44PW2141 and 44PW2142, and if warranted a Phase III/Data Recovery 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
11. [FROM RES. NO. 23-059] Phase II Architectural Evaluation on architectural site 076-0186, Mount Pleasant; and
12. [FROM RES. NO. 23-061] Recommend a noise study should be conducted to evaluate impacts to cultural resources within and adjacent to the rezoning footprint including proposed Thornton School Interpretive 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.

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Res. No. 23-063
Page 3

Votes:

Ayes: by acclamation

Nays: None

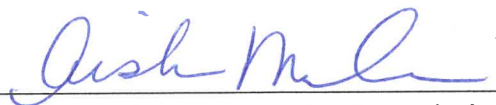
Abstain: Pearsall

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST: _____

A handwritten signature in blue ink, appearing to read "Jish Meli", is written over a horizontal line.

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

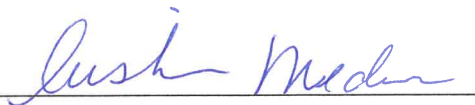
Abstain: None

Absent from Vote: None

Absent from Meeting: Brace, Brown

MOTION CARRIED

ATTEST:



Secretary to the Commission

Rezoning #REZ2022-00036, Compass Datacenters Prince William County Campus 1

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 #:	REZ2022-00036	Date:	10/12/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1		
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155		
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:

SEE STAFF REPORT FOR OUTSTANDING ISSUES.

Section II - Questions/General Information:

SEE STAFF REPORT FOR OUTSTANDING ISSUES.



Plan Comments Report

Transportation Dept

Reviewed with Comments

Plan/Case #:	REZ2022-00036	Date: 9/21/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
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 comments.

Section II - Questions/General Information:

See attached 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 2022-00036		DEVELOPER/ENGINEER: URBAN, LTD. 7200 TECHNOLOGY COURT, CHANTILLY VA 20151		REVIEWER(S): PAOLO BELITA PBELITA@PWCGOV.ORG		DATE: 9/21/2023	
TYPE & SUBMITTAL: REZONING FOURTH SUBMISSION		PROJECT NAME: COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1					
ITEM NO.	REFERENCE	COMMENTS	COMMENT CATEGORY	RESPONSE DATE:	FINAL DISPOSITION ⁽²⁾		
4.01	Proffer 7 (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 41 (August 25, 2023)	The Applicant references the Roadway Network Improvements as Exhibit C and/or D, but the exhibits are not labeled. The Applicant must label the transportation improvement exhibits and include the exhibit title when they are being referenced in the Proffers.	1				

(1) To be filled out by Applicant/Engineer. Date of Response is required.
 (2) The PWC reviewer is responsible for the final disposition of all comments.

Note: This form is to be used by the PWC Transportation Planning to provide comments or concerns associated with the rezoning applications, site plans, special use permit applications or any other plans when requested by the applicants.

REVISED: MAY, 2017

4.03	Proffer 41 (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		
4.04	Proffer 41 (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		
4.05	Proffer 51.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		
4.06	Proffer 51.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		

- (1) To be filled out by Applicant/Engineer. Date of Response is required.
(2) The PWC reviewer is responsible for the final disposition of all comments.

Note: This form is to be used by the PWC Transportation Planning to provide comments or concerns associated with the rezoning applications, site plans, special use permit applications or any other plans when requested by the applicants.

REVISED: MAY, 2017

4.07	Proffer 51.C (August 25, 2023)	The Applicant must remove the reference in this section that <i>“in coordination with the County, shall continue to develop if the right of way and/or easements are not acquired”</i> . Staff does not support or agree with the continuation of development until the necessary or alternative improvement is implemented.	1		
4.08	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		
4.09	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		
4.10	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 an explanation as to why no mitigations are proposed.	1		
3.01	Proffer 37 (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	Phase 0 reference has been added to Proffer 41 (previously Proffer 37) to address staff’s comment.	Please update Phases based on updated Digital Gateway Development and Compass Datacenters Development Traffic Impact Phasing Analysis Memo dated September 13, 2023. Comment Addressed

- (1) To be filled out by Applicant/Engineer. Date of Response is required.
(2) The PWC reviewer is responsible for the final disposition of all comments.

Note: This form is to be used by the PWC Transportation Planning to provide comments or concerns associated with the rezoning applications, site plans, special use permit applications or any other plans when requested by the applicants.

REVISED: MAY, 2017

3.02	Proffer 37 (April 28, 2023)	The Applicant must reference the attached Transportation Infrastructure Improvement Concept Plan or Exhibit title in this section where applicable.	1	Proffer 41 has been revised to address staff's comment.	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 37 (April 28, 2023)	There are inconsistencies between the description of the phasing and transportation improvements as compared to the Digital Gateway Proffers. The description of the phased improvements between these proffers and the proffers for Digital Gateway North/South must be consistent.	1	Proffer 41 has been revised to address staff's comment and match the Digital Gateway proffers.	Please update Phases based on updated Digital Gateway Development and Compass Datacenters Development Traffic Impact Phasing Analysis Memo dated September 13, 2023. Comment Addressed
3.04	Proffer 37 A (April 28, 2023)	Add language that turn lane improvements include traffic signal modifications or reconstruction as necessary.	1	Proffer 41.A has been revised to address staff's comment.	Please update Phases based on updated Digital Gateway Development and Compass Datacenters Development Traffic Impact Phasing Analysis Memo dated September 13, 2023. Comment Addressed

- (1) To be filled out by Applicant/Engineer. Date of Response is required.
(2) The PWC reviewer is responsible for the final disposition of all comments.

Note: This form is to be used by the PWC Transportation Planning to provide comments or concerns associated with the rezoning applications, site plans, special use permit applications or any other plans when requested by the applicants.

REVISED: MAY, 2017

3.05	Proffer 37 A (April 28, 2023)	Add the word “cumulative” prior to each square foot of data center referenced. Include language that the total square feet are inclusive of Ancillary uses. Repeat these changes to section 37 B, C, and D.	1	Proffer 41 has been revised to address staff’s comment.	Comment Addressed
3.06	Proffer 37 C (April 28, 2023)	The Phase III improvements in this section do not include construction of two eastbound travel lanes from the intersection of Pageland Lane and Sudley Road to Kyle Wilson Way. This must be included. See Digital Gateway North Proffer 44.E.6 dated April 28, 2023.	1	Proffer 41.E has been revised to address staff’s comment.	Please update Phases based on updated Digital Gateway Development and Compass Datacenters Development Traffic Impact Phasing Analysis Memo dated September 13, 2023. Comment Addressed
3.07	Proffer 37 C.2 (April 28, 2023)	Remove the roadway widening reference under this subsection since it is covered under the prior subsection (C.1)	1	Proffer 41.E has been revised to address staff’s comment.	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 37 C.6 (April 28, 2023)	This proffer references the construction of a roundabout at Sudley Road and Catharpin Road. Is the intent to also consider turn lane improvements? See Digital Gateway North Proffer 44.E.5 dated April 28, 2023.	1	Proffer 41.E has been revised to address staff’s comment.	Please update Phases based on updated Digital Gateway Development and Compass Datacenters Development Traffic Impact Phasing Analysis Memo dated September 13, 2023. Comment Addressed

- (1) To be filled out by Applicant/Engineer. Date of Response is required.
(2) The PWC reviewer is responsible for the final disposition of all comments.

Note: This form is to be used by the PWC Transportation Planning to provide comments or concerns associated with the rezoning applications, site plans, special use permit applications or any other plans when requested by the applicants.

REVISED: MAY, 2017

3.09	Proffer 37 D (April 28, 2023)	The Phase IV improvements in this section do not describe the construction of two eastbound travel lanes on Sudley Road from Kyle Wilson Way to the edge of the Property boundary of Digital Gateway North. This must be included. See Digital Gateway North Proffer 44.F.3 dated April 28, 2023.	1	Proffer 41.E has been revised to address staff's comment.	Please update Phases based on updated Digital Gateway Development and Compass Datacenters Development Traffic Impact Phasing Analysis Memo dated September 13, 2023. Comment Addressed
3.10	Proffer 37 D.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	Proffer 41.E has been revised to address staff's comment.	Please update Phases based on updated Digital Gateway Development and Compass Datacenters Development Traffic Impact Phasing Analysis Memo dated September 13, 2023. Comment Addressed
3.11	Proffer 47 A (April 28, 2023)	Include language in this section that the condemnation request is to occur prior to each phase.	1	Proffer 51.A (previously Proffer 47.A) has been revised to address staff's comment.	Comment Addressed.
3.12	Proffer 47 C (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	Proffer 51.C has been revised to address staff's comment.	Comment not addressed. See comment 4.07 and 4.07

- (1) To be filled out by Applicant/Engineer. Date of Response is required.
(2) The PWC reviewer is responsible for the final disposition of all comments.

Note: This form is to be used by the PWC Transportation Planning to provide comments or concerns associated with the rezoning applications, site plans, special use permit applications or any other plans when requested by the applicants.

REVISED: MAY, 2017

3.13	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	<p>The proffers include limitations on what these uses could be used for. These uses are limited to uses such as office, onsite assembly, cafeteria, health care, day care, etc. to be used by employees or visitors to the building (see Proffer 2). All uses are not meant to serve an external public purpose – only the development. Therefore, additional trips would not be generated by these uses as discussed at the scoping meeting.</p> <p>This is supported by the information provided in the ITE Trip Generation Manual for the Data Center Land Use Code, which notes “Some data centers may include maintenance areas and a small office”. The data collected for the ITE rates include some ancillary uses.</p>	<p>The applicant has provided additional explanation on this issue.</p> <p>Comment Addressed.</p>
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- (1) To be filled out by Applicant/Engineer. Date of Response is required.
(2) The PWC reviewer is responsible for the final disposition of all comments.

Note: This form is to be used by the PWC Transportation Planning to provide comments or concerns associated with the rezoning applications, site plans, special use permit applications or any other plans when requested by the applicants.

REVISED: MAY, 2017

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	Comment acknowledged. This will be tied by phases to serve each site plan and not the entire road project. A separate phasing exhibit will be provided.	Comment Addressed.
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 QTS 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.

- (1) To be filled out by Applicant/Engineer. Date of Response is required.
(2) The PWC reviewer is responsible for the final disposition of all comments.

Note: This form is to be used by the PWC Transportation Planning to provide comments or concerns associated with the rezoning applications, site plans, special use permit applications or any other plans when requested by the applicants.

REVISED: MAY, 2017

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 (January 19, 2023)	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	The background CPA description is necessary to remain in the proffers as the roadway improvements are tied to the CPA Area development as a whole, not just REZ2022-00036. Pursuant to other County comments received by the Applicant pertaining to “PROFFER COMMENTS & OTHER MATERIAL RELEVANT ISSUES”, County staff stated that if these first two sentences could not be removed, then the phrase “correct existing deficiencies” should be removed instead. The Applicant has removed that phrase in order to address staff’s comment.	Comment Addressed.
2.06	Proffer 36 (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	The Applicant has updated the phasing to address staff’s comment. Given the size and scale of this project, the Applicant is unable to provide the specific timing of development for each land bay. However, Proffer 37 (previously Proffer 36) includes language that development will occur generally from south to north.	Comment Addressed.

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2.07	Proffer 36 A.3 (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 Plan and Proffers have been revised and now match to address staff's comment. Please note that Proffer 36 is now Proffer 37.	Comment Addressed.
2.08	Proffer 36 C.2 (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	Comment acknowledged.	Comment Addressed.
2.09	Proffer 36 D (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	The Applicant has revised the phasing to address staff's comment.	Comment Addressed.
2.10	Proffer 36 D.2 (January 19, 2023)	Reference and indicate which roadway is impacted by the dual left turn lanes from eastbound Sudley Road.	1	This proffer has been revised to address staff's comment.	Comment Addressed.
2.11	Proffer 36 E (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 will need to be completed, to determine if this is the best improvement. This improvement should occur as part of Phase IV. Phase V should be eliminated.	1	Phase V has been eliminated to address staff's comment.	Comment addressed. See additional comment #3.10 above.

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2.12	Proffer 38 (January 19, 2023)	Remove reference to “DCSM standards” and replace with “County requirements and standards.” Additionally, in the last sentence add “or VDOT” after “at no cost to the County.”	1	Proffer 39 has been revised to address staff’s comment.	Comment Addressed.
2.13	Proffer 39 (January 19, 2023)	Remove reference to “DCSM standards” and replace with “County requirements and standards” and specify as “final site plan review.” Additionally, in the last sentence add “or VDOT” after “at no cost to the County.”	1	Proffer 40 has been revised to address staff’s comment.	Comment Addressed.
2.14	Proffer 40 January 19, 2023	Remove reference to “DCSM standards” and replace with “County requirements and standards” and specify as “final site plan review.” Additionally, in the last sentence add “or VDOT” after “at no cost to the County.”	1	Livia Drive is now shown as a private roadway. As such, this proffer has been removed.	Comment Addressed.
2.15	Proffer 41 (January 19, 2023)	Remove reference to “including entrances providing access to cemeteries, trailheads, Environmental Features or Site Amenities” and replace with “as shown on the MZP. No other accesses will be allowed”	1	This proffer has been revised to address staff’s comment.	Comment Addressed.
2.16	Proffer 47 (January 19, 2023)	Remove reference to “and/or the Prince William Service Authority, as applicable.”	1	This proffer has been revised to address staff’s comment.	Comment addressed.
2.17	Proffer 47 C (January 19, 2023)	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	The Applicant has revised this proffer to address staff’s comment.	Comment not addressed. 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. It is recommended that the Applicant meet with the County to discuss this section in greater detail.

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2.18	Proffer 53 E (January 19, 2023)	Waiver of Section 650.08 must be submitted separately to Development Services with adequate justification.	1	Comment acknowledged.	Comment Addressed.
2.19	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 Infrastructure Improvements Concept Plan.	1	The proposed Pageland Lane improvements have been updated and the onsite portions are included within the rezoning boundaries on the MZP. Given the size and scale of this project, the Applicant is unable to provide the Transportation Plan Sheets in the MZP, and has instead included the Transportation Infrastructure Improvements Concept Plan as a separate exhibit referenced in the Proffers.	Comment Addressed. Please include reference to Transportation Infrastructure Improvement Concept Plan or Exhibit title in Proffer 36. See comment 3.02.
2.20	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 MZP is limited to the onsite roadway improvements being provided pursuant to this Application. All offsite roadway improvements are referenced in the Proffers and the Transportation Infrastructure Improvements Concept Plan attached as an exhibit to the Proffers. The Applicant cannot bind properties that are not part of its application.	Comment Addressed.
2.21	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	These have been labeled as low volume commercial entrances on the MZP.	Comment Addressed.
2.22	MZP - Sheet 6	Will access be provided to Haislip Cemetery? Provide entrance/curb cut on MZP if applicable.	1	Access has been provided and shown on the MZP. A CG-9D apron will be provided for the cemetery, rather than a curb cut. The level of	Comment Addressed.

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				use of the access does not warrant a true CG-11 entrance.	
2.23	MZP - Sheet 8	Remove references to sidewalk on both the typical section graphic and notes.	1	This has been revised to address staff's comment.	Comment Addressed.
2.24	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	A note has been added on Sheet 01 on the MZP to address staff's comment.	Comment Addressed.
2.25	DCSM 601.02 & 601.06	Show interparcel access options with compatible uses on adjacent parcels and provide opportunities for future connections if applicable.	1	Given the size and scale of this development, the Applicant is unable to provide the specific interparcel connections, but has provided on the MZP the proposed internal circulation location within each Land Bay.	Comment Addressed.
2.26	Master Corridor Plan	Pageland Lane Typical Section - 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 Master Corridor Plan has been revised to address staff's comment.	Comment Addressed.
2.27	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 from the intersection of Lee Hwy to the 1 st commercial entrance. The Phasing Plan must be consistent with the proffers.	1	The proffers and Phasing Plan have been revised and now match.	Comment Addressed.
2.28	TIA January 18, 2023	AADTs on Sudley Road between Sanders Lane and Gum Spring Road go as high as 18,000 and are too high for the existing 2-lane. 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.	Comment Addressed.

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2.29	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.
2.30	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	This intersection has been added to the revised TIA for informational purposes only.	Comment Addressed.
	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 ("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). 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.

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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.
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.

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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 and allows for alternative access to be considered during rezoning.	Comment Addressed.
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.

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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. The MZP has been revised to address staff's comment. See Sheet 02.
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. Comment acknowledged. The MZP notes that parking for each land bay will be provided pursuant to the DCSM at the time of site plan.
	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

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					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	<p>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.</p> <p>Intersections 20, 21 and 22 on 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.</p>	Comment addressed.
1.14	TIA	<ul style="list-style-type: none"> - 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	<p>The access points on the plan and the TIA have been revised to be consistent..</p>	Comment addressed.
1.15	TIA	<ul style="list-style-type: none"> - 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	<p>The access points on the plan and the TIA have been revised to be consistent.</p>	Comment addressed.
1.16	TIA	<ul style="list-style-type: none"> - 2030 Background vs 2030 Total Future (with H&H Capital Development, without Digital Gateway) <ul style="list-style-type: none"> o At Intersection #7, the northbound approach degrades from E (67.4) to F (93.4) with no mitigations proposed. 	1	<p>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</p>	Comment addressed.

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				brings the Level of Service to LOS B for the northbound approach.	
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 with Comments

Plan/Case #:	REZ2022-00036	Date: 9/21/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
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 comments.

Section II - Questions/General Information:

See attached comments.

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 2022-00036			DEVELOPER/ENGINEER: H&H CAPITAL ACQUISITIONS, LLC / URBAN, LTC		REVIEWER(S): ERIK SPENCER, P.E. ERIK.SPENCER@VDOT.VIRGINIA.GOV		DATE: 10/06/23	
PROJECT NAME: H&H CAPITAL ACQUISITIONS DIGITAL GATEWAY			REVIEW PHASE & TYPE: 4 TH REVIEW, REZONING / PHASING MEMO, 2 ND SUBMISSION		DISCIPLINE: PWC LAND USE			
ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023		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					
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					

(1) Indicate drawing no./page no. or use "G" for general comment.
 (2) To be filled out by Applicant/Engineer. Date of Response is required.
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REVISED SEPTEMBER, 2014

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 2022-00036		DEVELOPER/ENGINEER: H&H CAPITAL ACQUISITIONS, LLC / URBAN, LTC		REVIEWER(S): ERIK SPENCER, P.E. ERIK.SPENCER@VDOT.VIRGINIA.GOV	DATE: 10/06/23
PROJECT NAME: H&H CAPITAL ACQUISITIONS DIGITAL GATEWAY		REVIEW PHASE & TYPE: 4 TH REVIEW, REZONING / PHASING MEMO, 2 ND SUBMISSION		DISCIPLINE: PWC LAND USE	
ITEM NO.	DWG. No. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023	FINAL DISPOSITION ⁽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		
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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REVISED SEPTEMBER, 2014

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 2022-00036		DEVELOPER/ENGINEER: H&H CAPITAL ACQUISITIONS, LLC / URBAN, LTC		REVIEWER(S): ERIK SPENCER, P.E. ERIK.SPENCER@VDOT.VIRGINIA.GOV	DATE: 10/06/23
PROJECT NAME: H&H CAPITAL ACQUISITIONS DIGITAL GATEWAY		REVIEW PHASE & TYPE: 4 TH REVIEW, REZONING / PHASING MEMO, 2 ND SUBMISSION		DISCIPLINE: PWC LAND USE	
ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023	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.	10/06/23: Comment Closed

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REVISED SEPTEMBER, 2014

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 2022-00036		DEVELOPER/ENGINEER: H&H CAPITAL ACQUISITIONS, LLC / URBAN, LTC		REVIEWER(S): ERIK SPENCER, P.E. ERIK.SPENCER@VDOT.VIRGINIA.GOV	DATE: 10/06/23
PROJECT NAME: H&H CAPITAL ACQUISITIONS DIGITAL GATEWAY		REVIEW PHASE & TYPE: 4 TH REVIEW, REZONING / PHASING MEMO, 2 ND SUBMISSION		DISCIPLINE: PWC LAND USE	
ITEM NO.	DWG. No. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023	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.	10/06/23: 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.	10/06/23: Comment Closed

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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	<p>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.</p> <p>The locations where this does not occur are outlined below. All other intersections where mitigations are proposed are mitigated prior to LOS F in all phases.</p> <ul style="list-style-type: none"> • Study Intersection 1: Catharpin Road and Sudley Road <ul style="list-style-type: none"> ○ The northbound approach (side street) operates with slightly higher delay in the PM peak. This does not affect mainline operations and the queue is minimal. Improvements are proposed at this location in Phase 2 (16 MSF) with the surrounding Sudley Road improvements. • Study Intersection 2: Sanders Lane and Sudley Road <ul style="list-style-type: none"> ○ Consistent with future without development scenario, the southbound approach operates at LOS F. Ultimate mitigations for this intersection include converting it to a RCUT intersection which is proposed at this location in Phase 2 (16 	10/06/23: 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 2022-00036		DEVELOPER/ENGINEER: H&H CAPITAL ACQUISITIONS, LLC / URBAN, LTC		REVIEWER(S): ERIK SPENCER, P.E. ERIK.SPENCER@VDOT.VIRGINIA.GOV	DATE: 10/06/23
PROJECT NAME: H&H CAPITAL ACQUISITIONS DIGITAL GATEWAY		REVIEW PHASE & TYPE: 4 TH REVIEW, REZONING / PHASING MEMO, 2 ND SUBMISSION		DISCIPLINE: PWC LAND USE	
ITEM NO.	DWG. No. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023	FINAL DISPOSITION ⁽³⁾
				MSF) with the surrounding Sudley Road and Pageland Lane improvements. Interim improvements at this location are not feasible.	
3.05	MZP	Dedicate/reserve additional ROW at the corner of GPIN 7498-49-2831 so that if Thornton is ever improved to the west the curve can be smoothed out. Provide a min. of 335' centerline radius for the curve. Provide a proffer stating that the reservation will be provided. Show the reservation on the MZP and update the note to include when requested by VDOT	1	<ul style="list-style-type: none"> The 335' foot centerline radius is provided on the MZP. The buffers have been adjusted to make this more clear. See also Proffer 44.B to address staff's comment. 	10/06/23: Comment Closed
3.06	MZP	Provide the VPD for Thornton Road and Artemus Road.	1	VPDs are labeled for Artemus and Thornton on the MZP to address this comment.	10/06/23: Comment Closed

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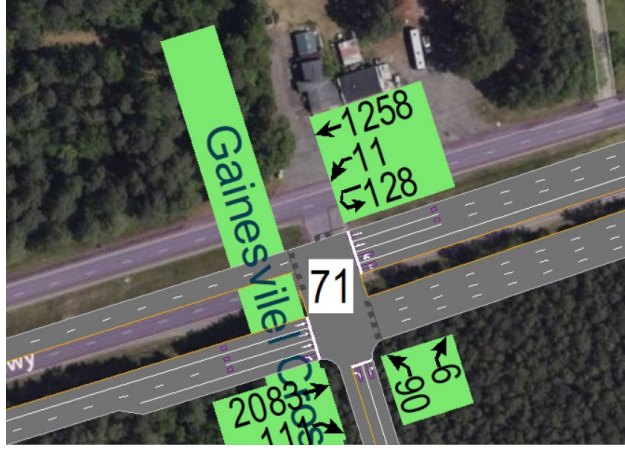
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ITEM NO.	DWG. NO.⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE⁽²⁾ DATE: 4/28/2023	FINAL DISPOSITION⁽³⁾
3.07	MZP	Since Artemus Road is categorized as a Category VI road according to Prince William County, provide left and right turn lanes per DCSM 602.07.E.	1	A County Design waiver to classify Artemus as a CAT V road was approved by the County, so turn lanes are not automatically required by the DCSM. Turn lane warrants are provided in the TIA. Right turn lanes on Artemus Road are provided where warranted.	10/06/23: Comment Closed
		Name: Ruth Njogu Discipline: Traffic Engineering Date: 06/02/2023			
3.08	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.	10/06/23: Comment Closed
3.09	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.	10/06/23: Comment Closed

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3.10	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.	10/06/23: Comment Closed
		Name: Manasi Phadnis Discipline: Traffic Planning Date: 03/10/2023			

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3.11	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 has 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 table. 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>	10/06/23: Comment Closed
3.12	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.	10/06/23: Comment Closed
3.13	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.	10/06/23: Comment Closed

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		distance and gaps to make the movement at an unsignalized intersection?			

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3.14	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	Comment acknowledged. 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'. 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.	10/06/23: Comment Closed

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3.15	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.	10/06/23: Comment Closed
3.16	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 Dr has a V/C greater than one for 2036 future with development.	1	Comment acknowledged.	10/06/23: Comment Closed
		Comments on Phase 0 Memo			

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3.17	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.	10/06/23: Comment Closed

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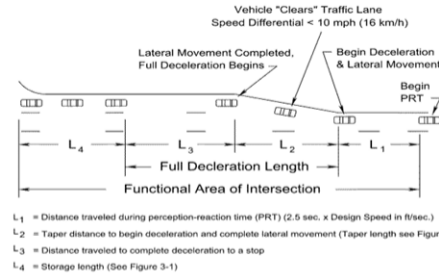
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3.18	G	Per note 2 on Table, the 95 th queues may be longer than reported, what is the expected total queue for the Westbound and Southbound approach? Is the Southbound Right turn lane long enough to encompass the full 95% queue?	3	<p>Comment acknowledged. 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>	10/06/23: Comment Closed
3.19	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 deceleration 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 change and deceleration length) which meets</p>	10/06/23: Comment Closed

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				the requirement.  <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-weight: bold; font-size: small;">FIGURE 4-3 ELEMENTS OF THE FUNCTIONAL AREA OF INTERSECTION</p> <p style="text-align: center; font-size: x-small;">SOURCE: 2018 AASHTO Green Book, Chapter 9, Section 9.7.2</p>	
3.20	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	10/06/23: Comment Closed

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3.21	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.	10/06/23: Comment Closed
3.22	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.	10/06/23: Comment Closed
3.23	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.	10/06/23: Comment Closed

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3.24	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.	10/06/23: Comment Closed
3.25	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 TIA.	10/06/23: Comment Closed

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REVISED SEPTEMBER, 2014

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 2022-00036			DEVELOPER/ENGINEER: H&H CAPITAL ACQUISITIONS, LLC / URBAN, LTC		REVIEWER(S): ERIK SPENCER, P.E. ERIK.SPENCER@VDOT.VIRGINIA.GOV		DATE: 10/06/23
PROJECT NAME: H&H CAPITAL ACQUISITIONS DIGITAL GATEWAY			REVIEW PHASE & TYPE: 4 TH REVIEW, REZONING / PHASING MEMO, 2 ND SUBMISSION		DISCIPLINE: PWC LAND USE		
ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023		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 proposed Pageland Lane improvements have been updated and the onsite portions of the improvements are included within the rezoning boundaries on the MZP. Given the size and scale of this project, the Applicant is unable to provide the Transportation Plan Sheets in the MZP, and has instead included the Transportation Infrastructure Improvements Concept Plan as a separate exhibit referenced in the Proffers.		Comment Closed	

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COUNTY PROJECT NUMBER: REZ 2022-00036		DEVELOPER/ENGINEER: H&H CAPITAL ACQUISITIONS, LLC / URBAN, LTC		REVIEWER(S): ERIK SPENCER, P.E. ERIK.SPENCER@VDOT.VIRGINIA.GOV	DATE: 10/06/23
PROJECT NAME: H&H CAPITAL ACQUISITIONS DIGITAL GATEWAY		REVIEW PHASE & TYPE: 4 TH REVIEW, REZONING / PHASING MEMO, 2 ND SUBMISSION		DISCIPLINE: PWC LAND USE	
ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023	FINAL DISPOSITION ⁽³⁾
2.02	MZP	<p>I recommend providing preliminary sight distance plan and profile to verify the site entrances can work where shown on the plans.</p> <p>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.</p>	2	<p>Given nearly four miles of roadway design to be implemented over a 10-20 development period, it is not feasible to provide this information at the rezoning and until the roadways and the development sites have been graded and designed. When the road plans are designed, all of the require sight distances, plans and profiles, and onsite rights of way and easements needed will be provided by Compass and other rezoning Applicants within the CPA Area. Offsite easements and rights of way will be provided by the County or VDOT.</p>	Comment Closed

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PROJECT NAME: H&H CAPITAL ACQUISITIONS DIGITAL GATEWAY		REVIEW PHASE & TYPE: 4TH REVIEW, REZONING / PHASING MEMO, 2ND SUBMISSION		DISCIPLINE: PWC LAND USE	
ITEM NO.	DWG. No.⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE⁽²⁾ DATE: 4/28/2023	FINAL DISPOSITION⁽³⁾
2.03	MZP	How is GPIN 7499-34-7858, 7499-35-9157, 7499-34-0245 and 7499-23-9688 getting access to their property? Clearly show how you are planning to maintain access to the properties.	1	Each of these sites are accessed from Catharpin Valley Estates. See below: <ul style="list-style-type: none"> 7499-23-9688 has access to Catharpin via ingress/egress easement granted at DB 1616 PG 245 7499-34-7858 has access to Catharpin via outlet road easement granted at DB 575 PG 790 7499-34-0245 has access to Catharpin via ingress/egress easement granted at DB 384 PG 197 7499-35-9157 has direct access to Catharpin 	Comment Closed
2.04	MZP	How are the parcels along Pageland that are not a part of the rezoning maintaining access to each parcel?	3	All parcels that currently have access to Pageland Lane will continue to do so. This will be detailed during the design phase of Pageland Lane.	Comment Closed

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PROJECT NAME: H&H CAPITAL ACQUISITIONS DIGITAL GATEWAY		REVIEW PHASE & TYPE: 4 TH REVIEW, REZONING / PHASING MEMO, 2 ND SUBMISSION		DISCIPLINE: PWC LAND USE	
ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023	FINAL DISPOSITION ⁽³⁾
2.05	MZP	The proffers states that a 10' shared use path is to be provided on both sides of Pageland but the typical section shows sidewalk on 1 side. Which is correct and update accordingly.	1	The MZP has been revised to address this comment and shows 10' trails on each side.	Comment Closed
2.06	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	Emergency entrances will be CG-9D. Please see Note 21, which has been added to Sheet 1 of the MZP.	Comment Closed
2.07	MZP	For any CG-11 entrance and intersections provide turn lanes.	1	Comment acknowledged.	Comment Closed
2.08	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 Transportation Infrastructure Improvements Concept Plan has been updated and provided as a separate exhibit referenced in the Proffers.	Comment Closed
2.09	MZP	Provide an overall plan showing the phasing of the proposed improvements to Pageland.	1	The Transportation Infrastructure Improvements Concept Plan has been updated and provided as a separate exhibit referenced in the Proffers.	Comment Closed

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PROJECT NAME: H&H CAPITAL ACQUISITIONS DIGITAL GATEWAY		REVIEW PHASE & TYPE: 4 TH REVIEW, REZONING / PHASING MEMO, 2 ND SUBMISSION		DISCIPLINE: PWC LAND USE	
ITEM NO.	DWG. No. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023	FINAL DISPOSITION ⁽³⁾
2.10	MZP	Update the relocated Livia Drive to tie into Pageland at 90 degrees.	1	The design of the entrance will adhere to VDOT and County standards at the time of site plan.	Comment Closed
2.11	MZP	Dedicate/reserve additional ROW at the corner of GPIN 7498-49-2831 so that if Thornton is ever improved to the west the curve can be smoothed out. Provide a min. of 335' centerline radius for the curve.	1	A note has been added to Sheet 6 of the MZP to address this comment.	See Comment 3.05
2.12	MZP	What is the distance between the eastern most entrance to land bay 2 and the proposed entrance for Digital Gateway on Thornton? Provide the distance on the plan view.	3, 1	The entrances in Land Bay 2 on the MZP have been updated to meet the 250' minimum.	Comment Closed
2.13	MZP	What are the proposed wildlife crossings going to be?	1	See Proffer 26.	Comment Closed
		Name: Ruth Njogu Discipline: Traffic Engineering Date: 03/07/2023			

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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023	FINAL DISPOSITION ⁽³⁾		
2.14	Pg 62	<p>Table 5: 2030 Future Conditions with Digital Gateway – without Compass Datacenter Development – Intersection</p> <p>#2 Incorrectly calls for EBR & WBL instead of EBL & WBR. Please revise and update all other tables accordingly</p> <table border="1"> <tr> <td>2</td> <td> Sudley Road (E/W) at Sanders Lane (N/S) MIT: Restricted SBL, channelized SBR, added EBR and WBL turn lanes, added WBU lane(RCUT) Overall Intersection (TWSC) Eastbound Approach Eastbound Left Southbound Approach Southbound Right RCUT Westbound U </td> </tr> </table>	2	Sudley Road (E/W) at Sanders Lane (N/S) MIT: Restricted SBL, channelized SBR, added EBR and WBL turn lanes, added WBU lane(RCUT) Overall Intersection (TWSC) Eastbound Approach Eastbound Left Southbound Approach Southbound Right RCUT Westbound U	1	<p>This table was included as part of the Digital Gateway TIA, not the TIA pertaining to this Application. However, this table has been revised in the latest submission of that TIA.</p>	Comment Closed
2	Sudley Road (E/W) at Sanders Lane (N/S) MIT: Restricted SBL, channelized SBR, added EBR and WBL turn lanes, added WBU lane(RCUT) Overall Intersection (TWSC) Eastbound Approach Eastbound Left Southbound Approach Southbound Right RCUT Westbound U						

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2.15		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 <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <tr> <td style="width: 15%;">3</td> <td style="width: 45%;">Sudley Road (EW) at Pageland Lane (NS)</td> <td style="width: 10%;"></td> <td style="width: 10%;"></td> <td style="width: 10%;"></td> <td style="width: 10%;"></td> </tr> <tr> <td></td> <td>MIT: Channelized NBR, additional WBT and EBT lanes</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>Overall Intersection (Signalized)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>Eastbound Approach</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>Eastbound Thru</td> <td></td> <td></td> <td>#004</td> <td></td> </tr> <tr> <td></td> <td>Eastbound Right</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>Westbound Approach</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>Westbound Left</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>Westbound Thru</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>Northbound Approach</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>Northbound Left</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>Northbound Right</td> <td></td> <td></td> <td></td> <td></td> </tr> </table>	3	Sudley Road (EW) at Pageland Lane (NS)						MIT: Channelized NBR, additional WBT and EBT lanes						Overall Intersection (Signalized)						Eastbound Approach						Eastbound Thru			#004			Eastbound Right						Westbound Approach						Westbound Left						Westbound Thru						Northbound Approach						Northbound Left						Northbound Right					1	This table has been revised in the latest submission of the TIA.	Comment Closed
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2.16		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.	Comment Closed																																																																								

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COUNTY PROJECT NUMBER: REZ 2022-00036		DEVELOPER/ENGINEER: H&H CAPITAL ACQUISITIONS, LLC / URBAN, LTC		REVIEWER(S): ERIK SPENCER, P.E. ERIK.SPENCER@VDOT.VIRGINIA.GOV	DATE: 10/06/23
PROJECT NAME: H&H CAPITAL ACQUISITIONS DIGITAL GATEWAY		REVIEW PHASE & TYPE: 4 TH REVIEW, REZONING / PHASING MEMO, 2 ND SUBMISSION		DISCIPLINE: PWC LAND USE	
ITEM No.	DWG. No. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023	FINAL DISPOSITION ⁽³⁾
2.17	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;"> 7 Lee Highway (E/W) at Page/Land Lane (N/S) ALT MT: RCUT, Dual SB Lanes, EBL increased storage, timings adjustment Overall Intersection (Signalized) Eastbound Approach Eastbound Left Eastbound Thru/Right Westbound Approach Westbound Thru/Right Northbound Approach Northbound Left/Thru/Right Southbound Approach Southbound Right 7W 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	This text has been clarified in the revised TIA.	Comment Closed
2.18		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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2.19		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	See Proffer 37, which provides that the Applicant will be responsible for the roadway improvements. The extent of the proposed roadway widening is shown on the Transportation Infrastructure Improvements Concept Plan provided as a separate exhibit and referenced in the Proffers.	Comment Closed
2.20		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	This language has been added to the TIA	Comment Closed
		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: 4/28/2023	FINAL DISPOSITION ⁽³⁾
2.21	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
2.22	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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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 2022-00036		DEVELOPER/ENGINEER: H&H CAPITAL ACQUISITIONS, LLC / URBAN, LTC		REVIEWER(S): ERIK SPENCER, P.E. ERIK.SPENCER@VDOT.VIRGINIA.GOV	DATE: 10/06/23
PROJECT NAME: H&H CAPITAL ACQUISITIONS DIGITAL GATEWAY		REVIEW PHASE & TYPE: 4TH REVIEW, REZONING / PHASING MEMO, 2ND SUBMISSION		DISCIPLINE: PWC LAND USE	
ITEM NO.	DWG. No.⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE⁽²⁾ DATE: 4/28/2023	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. The MZP includes onsite 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 MZP includes onsite 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. Existing private roadways are shown to be vacated on the MZP.	Comment Closed

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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023	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 Sheet 08 of 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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ITEM NO.	DWG. No. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023	FINAL DISPOSITION ⁽³⁾
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
		Name: Ruth Njogu Discipline: Traffic Engineering Date: 08/29/2022			

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ITEM NO.	DWG. No. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023	FINAL DISPOSITION ⁽³⁾
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.

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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023	FINAL DISPOSITION ⁽³⁾
		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.

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1.20	89/Table 18	<p>Roadway V/C analysis is problematic:</p> <ol style="list-style-type: none"> 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. 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>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>	1	<p>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.</p> <p>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 6th Edition Exhibit 12-38.</p> <table border="1"> <thead> <tr> <th>FFS (mi/h)</th><th colspan="5">Maximum Service Flow Rates for Target LOS (pc/h/ln)</th></tr> <tr> <th></th><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>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	See Comments above
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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	1	<p>In the latest submission of the TIA, information on bicycle and pedestrian facilities along Pageland Lane is presented.</p>	Comment Closed.																																				

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ITEM NO.	DWG. NO. ⁽¹⁾	COMMENTS	COMMENT CATEGORY	RESPONSE ⁽²⁾ DATE: 4/28/2023	FINAL DISPOSITION ⁽³⁾
		Plan and/or modal plans (like a bike network or trails plan) and can include a narrative and map excerpts.		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.	

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Plan Comments Report

Watershed Management

Reviewed w/Comments

Plan/Case #:	REZ2022-00036	Date: 09/26/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
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: Compass Datacenters Prince William (formerly H&H Capital Acquisitions Digital Gateway)

PROJECT#: REZ2022-00036

FROM: Benjamin Eib, Assistant Chief of Watershed Management Branch

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

DATE: September 21, 2023 (4th submission)

REQUEST: To rezone 884 acres from A-1, Agricultural (with a few additional SR-5 properties) to PBD, Planned Business District, to implement O(H), Office High-rise, O(F), Office/Flex and M-2, Light Industrial, districts, to allow for data centers and accessory uses. Waivers and Modifications are included.

SITE: The site is an assemblage of numerous large lot residential properties, agricultural land, wetlands and forested acreage all located in a rural area with proximity to Manassas National Battlefield Park (MNNBP). The site lies entirely within the approved PW Digital Gateway Comprehensive Plan Amendment, CPA2021-00004 (CPA).

IMPERVIOUS/ PERVIOUS: Not Provided

AREA OF DISTURBANCE (acres & % Total Site Area): Not Provided

PROPOSED NATURAL OPEN SPACE (NOS): 149.5 ac (16.9%)

PROPOSED RESTORED OPEN SPACE (ROS): 113.5 ac (12.8%)

PROPOSED PROTECTED OPEN SPACE (NOS + ROS): 263.0 ac (29.8%)

TOTAL ENVIRONMENTAL RESOURCE (ER): Not Provided

RARE, THREATENED, AND ENDANGERED SPECIES: Potentially several. See below.

COMMENTS:

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

Natural Resources

4.1 (Repeat Comment) Natural Open Space (NOS). CPA DGGI 1.3 calls for Applicant's to achieve 30% NOS over the entire study area. NOS is distinct from Restored Open Space and is a subset of Protected Open Space. NOS is characterized by preservation of natural resources such as forests, critical habitats for threatened and endangered species, natural wetlands, etc. NOS, as defined by the ZO, "*...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, roads, etc., do not meet the definition of NOS. Further, the approved 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 (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).

With this fourth submission, no areas are designated NOS. Ostensibly the Limit of Disturbance (LOD) shown on the MZP could indicate where NOS could be created. However, Proffer #24 proposed by the Applicant has made the LOD meaningless. Proffer #24 is a negative proffer that would allow for innumerable and unlimited impacts and development outside the LOD. 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. These areas that should be, but are not, designated NOS include an area designated for a Wildlife Corridor in the Digital Gateway CPA. They also include specific areas identified by Va. DCR as having Average to Moderate Forest Conservation Value and General Ecological Core value.

The Applicant has provided a table at staff's request showing the amount of NOS proposed. This table, entitled "Open Space Computations" on Sheet 9 of 10, indicates 16.9% NOS is proposed. This is well below the 30% goal. However, the Applicant has not committed even this 16.9%. Proffer #24 on Limits of Development allows for so many encroachments and clearing outside the LOD that it would not be possible for staff to enforce preservation of any significant amount of NOS.

Staff recommends the Applicant:

- a. Show on the MZP where NOS is proposed. The areas identified by the Applicant as "Potential Tree Save Area" on the MZP are not proffered. Rename the "Potential Tree Preservation Area in Open Space" as "Proposed Natural Open Space".
- b. Increase the amount of NOS proposed in the table on Sheet 9 of 10 to a minimum of 210 acres (23.6% of the Total Site Area) by adding the following preservation areas:
 1. Add to the proposed NOS the missing segment of the 500' wide wildlife corridor in Land Bays 5 and 7.
 2. Preserve an additional 15.2 acres of the forested tract at the western end of Land Bay 5 to create a contiguous block of native forest connecting to the proposed Wildlife Corridor.
 3. Increase the proposed Wildlife Corridor in Land Bays 2 to 500' in width.
- c. Delete Proffer #24.B and #24.C which are the paragraphs allowing extensive and unlimited disturbance outside the LOD.
- d. Provide a proffer that commits to a Limit of Disturbance that encompasses the full extent of what the Applicant intends to disturb as part of new development while providing the preservation and reforestation areas identified.
- e. Provide a proffer committing to the creation of Natural Open Space (i.e., undisturbed natural areas per the ZO definition) that will remain undisturbed, allowing encroachments only for minimal natural surface trails, stormwater outfalls and minimal sanitary lines.
- f. Proffer to located proposed power line corridors out of areas of ER, NOS and wildlife corridors except as minimized perpendicular crossings.
- g. Provide the full recommended 500' width Wildlife Corridors in the locations indicated in Figure 13 of the Digital Gateway CPA. The goal here is to preserve existing habitat for species that cannot be sustained by increasingly fragmenting forests.

- h. Limit wetland mitigation to areas already disturbed such as pasture, cropland and former building sites.

4.2 (Updated Comment) Protected Open Space: In the PW Digital Gateway CPA “Protected Open Space” includes Natural Open Space and Restored Open Space. The CPA has policies under its Green Infrastructure section calling for the establishment of protected open space consisting of landforms qualifying as ER (Environmental Resource) as ER is defined in the Comprehensive Plan Long Range Land Use chapter (page 203). [See CPA: DGGI 1.1 and 1.3; 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.

This 884 acre site contains ER and extensive areas of forest cover. The Applicant has proffered to provide 30% Protected Open Space. However, the Applicant has made no commitment to preserve NOS (the areas ostensibly identified on the MZP as “Potential Tree Preservation Area in Open Space. Further, not all ER is shown to be preserved, including areas of steep slopes with highly erodible soils adjacent to floodplains and RPAs. Therefore, the Applicant might meet their Protected Open Space almost exclusively from land already disturbed. The primary goal of 30% Natural Open Space (NOS) in CPA DGGI 1.3 is to preserve areas existing native forest and wetland habitats. Please:

- a. Show and label on the MZP the edge of all ER onsite and revise the corresponding limit of disturbance (LOD) to demonstrate preservation of the ER. The Applicant has stated that they have accurately labeled the ER on the MZP. However, this has not been done.
- b. Proffer to a minimum acreage of NOS to be preserved. Staff recommends a minimum of 210 acres.
- c. A proffer will be needed to commit to this LOD, without the numerous exceptions proposed.

4.3 (Updated Comment) Also under Protected Open Space is Restored Open Space. The majority of the subject site consist of open fields/crop land and large residential lots with lawn and various buildings. The PWDG CPA, our Comprehensive Plan and the Strategic Plan all call for the restoration of landscape resources (See PWDG CPA: DGGI 1.5; CP Policies: EN 1.5, EN 7.4; SP: EC1.C, EC4.A). The Applicant has identified specific areas for restoration on the MZP. However, the proffer associated with this needs improvement. as part of the Protected Open Space referenced in CPA DGGI 1.1. This Restored Open Space that would include reforested areas and newly created wetlands.

Staff recommends the Applicant:

- a. Provide a Protected Open Space corridor a minimum 500’ wide measured from each side of the Little Bull Run and Lick Branch stream edges. This would consist of a combination of NOS and Restored Open Space. Currently only 300’ is proposed for most of Lick Branch and Little Bull Run.
- b. Please see staff’s comments on proffers below for specific recommended language on reforestation standards and a maintenance plan.

4.4 (Repeat Comment) Wildlife Corridors. The Applicant has labeled Wildlife Corridors on the MZP. However, an important stretch of wildlife corridor has not been provided as shown on the approved PWDG CPA Green Infrastructure Map (Figure 13), per DGGI 1.4, or as staff has discussed in various meetings. These corridors are intended to provide safe movement of, and habitat for, wildlife between larger areas of natural forests and habitat. The concept includes directing wildlife away from roadways and where necessary providing safe passageways over/under roadways. Per DGGI 1.4, these should measure 500' in width, with a minimum width of 300'. (See also, SP: EC4:F)

The vast majority of Wildlife Corridors the Applicant is providing are only 300' in width. Based on the research staff has read on the subject, 1000' is recommended and 500' is the minimum. The Applicant has not provided justification for why they have narrowed the corridor to the minimum of 300' width rather than the recommended 500' width.

Additionally, the Applicant has proposed 3 wildlife culverts under Pageland Lane and 1 under Artemus Road. VDoT has indicated they will not maintain wildlife corridors.

Please show the 500' width wildlife corridors in accordance with the CPA Green Infrastructure Map, Figure 13 and eliminate the 3rd crossing of Pageland Lane.

4.5 Figure 13 of PWDG CPA shows the westward wildlife corridor traversing the site in a north/south direction through forested habitats to reach the northwestern portion of Lick Branch. The Applicant has indicated they are unwilling to provide this forested segment just east of Haddonfield Lane. Instead, they are proposing to direct wildlife to Pageland Lane and require a second road crossings to bring them back west again. This funnels wildlife into greater conflict with traffic and requires an additional culvert crossing of Pageland Lane creating a less functional corridor. The corridor suggested by the Applicant would also utilize a largely denuded RPA compared to the largely wooded, and therefore more suitable, wildlife corridor just east of Haddonfield Lane. VA. DCR has identified this section of the CPA Wildlife Corridor as having Moderate Forest Conservation Value and General Ecological Core value, whereas the Applicant's alternative corridor has neither due to its largely denuded condition.

The intent for the western wildlife corridor is to connect the northern and southern tracts of forested habitat without directing wildlife into the major throughfare of Pageland Lane. Staff recommends: The Applicant revise the location of the western wildlife corridor to follow the path shown on the CPA.

4.6 With the 3rd submission and at staff's request, proposed alignments for various overhead power lines corridors were shown 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 Sheet 9 of 10 the Applicant indicates provision of 149.5 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.

For Proffer #24, pertaining the Limits of Disturbance, staff recommends the Applicant proffer to locate utilities within their proposed LOD in areas designated on the MZP for buildings, circulation, parking, and “Potential Landscape, Seeded, or Pervious Area in Open Space”, allowing for minimal perpendicular crossings outside the LOD regardless of whether the area outside the LOD is an RPA, floodplain, Wildlife Corridor, or other.

4.7 On the ECA (ZO 32-700.21.6; EN-1.2, Reference Manual):

- a. (Repeat Comment) Label and outline all areas qualifying for Environmental Resource as ER is defined in the Comprehensive Plan, Long Range Land Use (page LU-31) and as called for in DGGI 1.1 of the PW Digital Gateway Comprehensive Plan Amendment. 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. (Repeat Comment) Make the ER symbol clearly distinguishable from the RPA line, or use a heavier weight line. With this submission the ER line has been removed entirely.
- c. (Repeat Comment) Regarding rare/threatened/endangered species:
 - i. Clearly delineate the Natural Heritage stream conservation unit referenced on Sheet 16 of 16 on the ECA. This has been shown as a separate exhibit where it cannot be connected in context to existing site features or clearing/grading proposed by the Applicant. A symbol was added but there is no label in the Legend to explain its meaning. If this is the SCU, then add a label for it in the Legend.
 - ii. The Endangered Species and Habitat Summary indicates documentation of several species and/or their habitats onsite. Show the specific boundaries of the Conservation Sites, Ecological Cores and Aquatic Natural Communities referenced. Provide this on the ECA graphics so it is clear where they are in relation to existing site features and proposed disturbance by the Applicant.
 - iii. Show the location of potential habitat for species referenced as potentially occurring onsite.

4.8 (Repeat Comment) Regarding rare, threatened and endangered species (CP: EN 5.19 and EN 5.17, EN 3.13): 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.*” The Applicant’s response indicates they are willing to provide meadow habitat specific to supporting Monarchs and implement BMPs to maintain that habitat. Staff recommends they show areas or a minimum acreage for Monarch habitat on the MZP and proffer to Monarch habitat management plan. As of this 4th submission this language has not been provided. The response letter refers to the proffers, but no proffer specific to this species was found. Staff notes that language specific to the site prep, establishment and maintenance of meadow habitat designed for Monarch butterflies is needed.

Landscaping

4.9 The CPA calls for buffers around the perimeter of the Study Area (DGGI 1.6). The Applicant is proposing a 100' wide buffer which combines a "50' Type C Buffer" and a 50' wide "Enhanced Landscape Area" or a 50' buffer with extensive "Potential Tree Save Area" over their Study Area perimeters. The "Typical Enhanced Landscape Area" detail on Sheet 9 of 9, shows this.

4.10 (Updated Comment) This site has frontage on Pageland Lane. CPA Policy DGCD 1.6 and DGM 1.2 call for landscaping along Pageland Lane in a manner that compliments the nearby historic and natural resources. There are two (2) road frontage features proposed that the Applicant should use to meet DGCD 1.6: the Pageland Lane streetscaping and the onsite 50' wide buffers required by the Zoning Ordinance (ZO) for all PBDs. With this submission, the Applicant is proposing the required 50' (Type C) buffer along all of Pageland Lane but they are modifying it 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 building setbacks and substations will be immediately behind the 50' planting areas.

The typical buffer section proposed on Sheet 9 of 10 of the MZP needs refinement to create a landscape appropriate for the battlefield view shed and reflect the rural character of most of this area. As it is the 50' Type C buffer graphic is in accordance with the DCSM standards. However, some of the proposed Typologies in the Master Corridor Plan conflict with this standard and would provide lesser amounts of screening type landscaping. This needs to be resolved.

Since the Master Corridor Plan is conceptual, it does not contain enforceable metrics for each Typology. Regarding these conceptual designs:

- a. They appear inappropriate at some locations, not providing adequate screening of buildings and substations, and
- 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. Period appropriate fencing should be included 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".

4.11 A Master Landscape Plan is called for in Action Strategy DGCR 1.15 of the PWDG CPA and referenced in Proffer #22. To meet this strategy staff recommends Proffer #22 be revised as noted in the Site Specific Concerns section below.

4.12 (Repeat Comment) Data center building/parking envelopes are proposed along Artemus Road & Thornton Drive. These roads are low use roads that connects to largely rural residential communities. The PBD zoning requires a 50' perimeter buffer. Staff recommends the Applicant provide a 50' wide (Type C) buffer on each side of Artemus Road and Thornton Drive to screen the proposed development features. Plantings should be native species and primarily evergreen trees and shrubs to screen at lower and upper levels. (DGM 1.2)

The Applicant has requested a modification to reduce the 50' requirement to 30'. Staff does not agree with this reduction.

Stormwater Management

4.13 (Updated Comment) Staff recommends the Applicant proffer to not locate any swm facilities within perennial stream corridors or any areas identified on the MZP as being outside the Limit of Development. A proffer has been proposed that appears to address staff's concerns. However, "the Development" does not clearly refer to the entire site and the last phrase of the Proffer #29.C is obscure in its meaning and purpose. See the section on proffers below for specific recommended language.

II. Site Specific Concerns:

4.14 On the MZP:

- a. (Repeat Comment) Revise the LOD to show the ER protected in a manner consistent with the Draft CPA. The Applicant's response that their proposed LOD protects ER contiguous to the RPA, etc. is not accurate.
- b. (Updated Comment) A goal of the CPA is to achieve 30% Natural Open Space (NOS) over the entire study area (DGGI 1.3). With this submission a table has been provided on Sheet 9 of 10 stating that 149.5 acres (16.9% of the total site area) is proposed. This is well below the targeted 30% NOS. The locations of the proposed NOS is not shown. Given Proffer #24's numerous allowances for disturbance beyond the LOD it is not apparent that even the 16.9% identified in the table will be provided. Staff recommends the Applicant:
 - i. Rename the "Potential Tree Preservation Area in Open Space" as "Proposed Natural Open Space".
 - ii. Increase the amount of NOS proposed in the table on Sheet 9 of 10 to a minimum of 210 acres (23.6% of the Total Site Area) by adding the following preservation areas:
 1. Add to the proposed NOS the missing segment of the 500' wide wildlife corridor in Land Bays 5 and 7.
 2. Preserve an additional 15.2 acres of the forested tract at the western end of Land Bay 5 to create a contiguous block of native forest connecting to the proposed Wildlife Corridor.
 3. Increase the proposed Wildlife Corridor in Land Bays 2 to 500' in width.
- c. (Repeat Comment) The location of specimen trees to be preserved.
- d. (Repeat Comment) Provide a site layout showing parking lots, building locations, NOS, driveways, and utility corridors. (DGCD 1.1)
- e. Substations are encouraged to be interior to the development and not visible from major roadways. Five (5) substations are shown in an "approximate location". Some are not interior to the site.
 - i. (Repeat Comment) The substation proposed in Land Bay 3 is separated from Pageland Lane by only a 50' buffer. The substation proposed in Land Bay 5 is separated from Thornton Drive by only a 30' buffer. And the one in Landbay 6 is separated from Artemis Road by only a 30' buffer. Staff recommends these be relocated further from these roads.

- ii. (Repeat Comment) Are only 5 substations needed for this entire development?
- f. (Repeat Comment) Overall, show development features like substations and potential lines to the substation, roads, etc. relocated out of the 500' wide wildlife corridors per the CPA.
- g. (Repeat Comment) The Legend has a graphic for "Potential Reforestation Area". Please label this "Proposed Reforestation Area".
- h. The symbol for "Potential Landscape, Seeded, or Pervious Area in Open Space" seems intended to be limited to inside the proposed LOD. However, it overlaps some of the "Potential Tree Preservation Areas" and Buffer and Supplemental Planting areas which are outside the LOD. Please clean these up. It seems they should not overlap.
- i. Sheet 9 of 10 has a "Typ. Enhanced Landscape Area (300') detail. This needs cleaning up. On the MZP the "Enhanced Landscape Area is only 200' wide and sits outside of the 50' buffer and "Additional 50' Supplemental Landscape Area". However, the details shows them as all under the title "Enhanced Landscape Area".
- j. Notes on Sheet 6 of 10 refer to a "Cultural Arts Center" and "Public Facilities" located in Land Bay 5A. This is contradictory to the Applicant providing the proposed Wildlife Corridor and "Potential Tree Save Area", both of which would contribute to NOS. Please remove references to the Cultural Arts Center and Public Facilities from this Land Bay.

4.15 Regarding proposed proffers:

- a. Proffer #22 on the Master Landscape Plan (MLP).
 - i. This proffer needs to specifically state that it will include design standards and locations for the various Reforestation Areas, Buffers, Enhanced Landscape Areas and Supplemental Landscape Areas based on the locations and standards shown on the MZP.
 - ii. The proffer needs to mention including standards for the quantity, quality and size of all plant material. Specific minimum plant units are needed for each landscape concept ("typology") in order for these to be enforceable. (See also CP: DES 9.2, 9.4 and 9.5, DES 1.3; EN 4.8)
 - iii. #22.A if the language is edited to read, "The Applicant will use native ~~or acclimated~~, and regionally appropriate species...". This would be acceptable. The buffers and reforestation areas are required to use only native species.
 - iv. Please delete #22.E as the perimeter buffers are part of the zoning district and not, as the proffer implies, related to dissimilar uses. Therefore, per the Zoning Ordinance the buffers are required regardless of changes to neighboring properties.
 - v. The term "the Development" is used to describe the area covered by the MLP. The "Development" is defined in Proffer #3 referring to buildings, parking areas and the like, but not necessarily open space areas where reforestation and buffers are required. Please revise the language to clearly indicate that the MLP applies to the "Property", which incorporates all the parcels included in the rezoning and not just the buildings.

- vi. Reference is made to the Master Corridor Plan, but the Applicant does not specifically state that the concepts contained therein will be incorporated into the MLP. Please state this.
- vii. The language on remediating soils for planting sits in this proffer. Please move it to its own proffer. It may be needed in areas not covered by the MLP.
- b. Regarding Proffer #24 on the LOD, in general this proffer contains so many exceptions allowing encroachment beyond the LOD shown that it is inadequate to ensure the preservation of Natural Open Space, including areas of ER, Wildlife Corridors and forested areas. Staff recommends:
 - i. This proffer include the Applicant committing to a minimum of 210 acres acreage of Natural Open Space as defined in the Zoning Ordinance.
 - ii. (Repeat Comment) Revise the allowance to “minor adjustments to the LOD”.
 - iii. (Repeat Comment) Several development features such as water lines, swm/bmp facilities, site amenities, vehicular connections, etc. should be designed at this time to be within the LOD, allowing only for minimal crossings.
 - iv. #24.B would allow disturbance beyond the LOD outside of RPA without limit. (The next proffer is to allow disturbance in the RPA.)
 - 1. Innumerable and unlimited disturbances for buildings, utility lines, and any other development feature would be allowed to clear and impact land ostensibly to be preserved and credited toward Natural Open Space (forested areas, wetlands, etc.).
 - 2. The proffer proposes to replace the forests cleared with small tree replantings. At a minimum, forests cleared outside the LOD should be:
 - a. Limited by a commitment to a minimum acreage of 210 acres of NOS to be provided.
 - b. Replaced with areas of forest preservation of similar character and connectedness elsewhere within the rezoning rather than by tree seedlings.
 - c. The proffer says trees will be replaced on a 1:1 basis. How will they account for how many trees are cleared? Will a 20” diameter oak be replaced with a 20” diameter oak?
 - 3. Please delete Proffer #24.B as written. Instead a clear commitment from the Applicant to preservation of Natural Open Space (NOS) is needed.
 - v. (Repeat Comment) #24.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 and driveways located outside of the LOD ~~identified-shown on the MZP. Said areas for demolition shall be shown for removal~~ 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 stabilize such areas with grasses, complete reforestation, and/or plant as buffers or enhanced landscape areas; ~~all~~ 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 driveways and structures shall be disposed of properly in accordance with applicable County, state and federal laws, ordinances, and regulations.
- vi. Proffer #24.C is about proposed encroachments in Chesapeake Bay RPAs. While the DCSM allows encroachments into the RPA for regional storm ponds and utilities, the direction of the CPA and Comprehensive Plan is for the developers of Digital Gateway to meet higher standards of environmental protection and preservation by avoiding such disturbances in these environmentally sensitive areas. Ostensibly, the MZP currently shows large areas of forests preserved within the Chesapeake Bay RPA's. The Applicant appears to be taking credit for these as Natural Open Space on "Open Space Computations" Table on Sheet 9 of 10 of the MZP. However, it appears by this proffer that they instead intend to impose major encroachments in these sensitive environmental features as follows.
1. Proffer #24.C.1 directly conflicts with Proffer #29.D. On the MZP the Applicant is showing all stormwater management facilities provided outside the RPAs. However, rather than developing these ponds outside the RPA, this proffer is intended to allow regional stormwater management ponds within the RPAs. Staff recommends this proffer be deleted. There is no need to provide regional ponds

in the RPA's. In order to develop in conformance with the CPA, these stream corridors should remain undisturbed. Staff recommends the Applicant instead delete this proffer and accept staff's recommended edits to Proffer #29.D.

2. Utility Lines. Data centers install numerous below ground utilities such as electric lines, fiber optic and water lines. At staff's request the Applicant provided an exhibit with the 3rd submission showing the proposed locations of new electrical corridors. This exhibit was withdrawn by the Applicant with this submission. However, that exhibit and the 3rd submission MZP showed the applicant's intent to locate new electric corridors, typically 100' wide, running parallel within several Chesapeake Bay RPA buffers. This is not consistent with the Digital Gateway CPA. Staff recommends the Applicant provide a positive proffer to locate all new utility lines within the development envelopes depicted on the MZP, allowing for minimal perpendicular crossings of RPAs and NOS.
3. This proffer would allow location of numerous recreational structures within the RPA. Most of these are not allowed per the RPA regulations. There should be ample room to locate these nearby but outside the RPA in area to be restored. Please delete this proffer.
4. Proffer #24.4 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.
5. 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 ~~make a good faith effort to~~ 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."

- c. Proffer #23 on Open Space commits to 39% 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). NOS as defined by the ZO is a subset of “Open Space”. NOS may only consist of preserved natural areas such as forests and natural wetlands. The broader category of “Open Space” can also include sidewalks, lawn, swm ponds, pastures, ball fields, etc. The goal of NOS is to conserve existing forest land and other vanishing natural site features. NOS is not pastures, hayfields, swm ponds, lawns, sidewalks, and the like. The proposed proffers make no commitment to provide a specific amount of NOS. No areas on the MZP are labeled Natural Open Space. The 39% Open Space proffered could be composed of virtually no NOS, not more than 80 acres of reforestation, and the remaining area a combination of major and minor utility corridors, lawn areas (grasses), storm ponds, sidewalks, landscaped areas and the like.

Staff recommends the Applicant relabel the “Potential Tree Save Areas” on the MZP as “Natural Open Space” (as was done in the Digital Gateway North and South rezoning cases), proffer to a minimum 210 acres of Natural Open Space, allowing for minor modifications. Corresponding changes would be needed to other proffers that currently would allow extensive encroachments beyond the proposed LOD as noted herein.

Regarding the language proposed for the specific categories of Open Space in this proffer:

- i. The section on Natural Open Space (NOS) does not make a commitment to preserving any specific areas or acreage. In effect, under this proffer the Applicant could set aside for preservation one small area of NOS per site plan and satisfy this proffer. Between this proffer and all the exceptions proposed in the proffer on Limits of Disturbance, staff would not be able to enforce the “Tree Preservation Areas” shown on the MZP. Staff recommends the Applicant commit in this proffer to preserving, at a minimum 210 acres of Natural Open Space, Tree Save Area” on the MZP.
- ii. The proffer speaks to NOS as being conveyed with a restriction for future use as “public uses or utilities”. Neither of these provides for the preservation of NOS. Public uses could include buildings, athletic facilities and fields, schools, etc. Utilities would allow any manner of disturbance and development for utilities. Staff recommends this language be revised to read, “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 consistent with the concept defined in the Zoning Ordinance-DCSM standards;
- iii. Proffer #23.A.2 on Restored Open Space. Please remove the language referring to “...or acclimated (non-invasive)” plants. Restoration is by its very nature an effort to return native plant communities and native systems (DES-13). So the use of non-natives is counterproductive and inappropriate.

If the Applicant wants to utilize non-native plants in areas such as roadway landscapes or parking lot and building areas, then these areas should not be referenced in this proffer. Staff agrees with referencing a minimum acreage of reforestation. This provides an enforceable goal.

- iv. Proffer #23.B on Pollinator Meadow creation.
 - 1. Part of providing for pollinators is to supply the needed host plants for the immature stages of pollinating insects in addition to plants that provide nectar and pollen for the adults. Please add reference to the inclusion of these types of native plants.
 - 2. The sentence on timing of planting the meadow appears to require planting while active clearing, grading and intensive construction is taking place. Staff recommends that any E& S seeding in areas where meadows are to be established utilize exclusively native E&S seed mixes until it is appropriate to sow the meadow seed mix. This proffer language should indicate meadow seed mix planting at the earliest planting season after final grading is completed.
 - 3. Due to the importance of planting after construction is largely completed, staff recommends the Applicant agree to a minimum 2 year maintenance period which is bonded.
 - 4. The language on restricting the use of pesticides, although desirable, should be deleted since herbicides may be necessary for meadow establishment and maintenance.
- v. Proffer #23.C is a non-proffer since it offers only what is already allowed. Please delete this proffer.
- vi. Proffer #23.E
 - 1. As noted above, this proffer does not commit to preserving NOS in any meaningful manner.
 - 2. Since this proffer reiterates percentages it should also reiterate the minimum acreage of reforestation (80 acres) to be provided.
- d. Proffer #25 on Reforestation. The following revisions are recommended:
 - i. The standards referenced from the DCSM would require protective tubes. With roughly 80 acres of reforestation that would be 36,000 protective tubes to install and remove. Staff suggests alternative systems be specified which could be selected. For example, if tubes are not used seedling density would increase to 650 trees per acre (tpa) or, 5' – 6' tall whips might also be used without tubes at 450 tpa. Staff recommends a discussion with the Applicant and that these alternatives be spelled out in the proffer.
 - ii. A maintenance plan needs to specify maintenance including non-native plant treatment/removal, and seasonally acceptable timing of planting.
 - iii. Inclusion of a maintenance agreement and bond for all planting and invasive plant treatment for a 2-year period. The maintenance agreement and bond should be posted close to and prior to the final site inspection.
 - iv. The language of inspection for replacement of plants uses the term “established” since this is a bit vague, staff suggest it read, “...has been established (plants are alive and healthy, free of pests and diseases)”.

- v. The start of planting should be after site construction is complete. There is too much potential for construction activities to damage planting areas if planting occurs earlier.
- vi. Here is staff's recommended revisions to the proffer language:
"A. Reforestation Plan. As part of each PIP and/or final site plan containing a ~~Potential~~ Reforestation ~~a~~Area, the Applicant shall submit a ~~R~~eforestation ~~p~~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 set forth in DCSM Section 802.21(E) with the following exceptions: - plantings shall be at a density of six hundred fifty (650) trees per acre, at this density no protective tree tubes will be required.~~for the reforestation area(s) identified on such plan (the "Reforestation Plan").~~ The Applicant shall implement the approved Reforestation Plan. 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, and shall provide plantings at a density of six hundred fifty (650) trees per acre, twelve inches (12") to eighteen inches (18") 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."~~
- vii. Proffer #25.B calls for a Reforestation Bond. The County's staff overseeing bonding has recommended the following language:
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.
- viii. "C. Two-Year Reforestation Maintenance Plan. Within the Reforestation Plan, the Applicant shall include a maintenance plan (the "Reforestation Maintenance Plan"), the duration of 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 Watershed Management Branch staff ~~the County Urban Forester~~ before such treatment occurs. At the end of the Reforestation Maintenance Period the Applicant and the County Urban Forester Watershed Management Branch staff 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 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 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.”

- e. Regarding Proffer #27 pertaining to a Tree Preservation Plan (TPP), the language is much improved, however, please revise the language as follows:

“Tree Preservation Plan. The Applicant shall ~~develop~~ submit 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~~ as part of the first submission of each final site plan ~~approval submitted~~ for the Development. The Tree Preservation Plan shall be in accordance with the elements outlined in the DCSM Plant Selection Guide, Paragraph III. All tree preservation measures for the Tree Save Areas shall be clearly identified, labeled, and detailed on the erosion and sediment control plan sheets and Tree Preservation Plan.

- f. Regarding Proffer #29 on Stormwater Management, the bulk of this long proffer is unnecessary as it speaks only to what is already allowed. Therefore, staff recommends the following edits:

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/or manufactured Best Management Practices (“BMPs”) (collectively, the “SWM Facilities”). The SWM Facilities 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/BMP practices (other than tree box filters) that achieves the volume reduction as specified in the VA Stormwater BMP Clearinghouse and is deemed to be acceptable by the Environmental Management Division of~~

~~Public Works.—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 PIP and/or final site plans for development of each Land Bay, or part thereof, or other improvements.—~~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. The exact location of swm facilities on each final site plan shall limit deviation from those shown on the MZP, provided that ~~†~~The Applicant shall provide a minimum of one (1) BMP/LID per building, as demonstrated at the time of submission of each PIP or final site plan. The Applicant shall install the SWM Facilities concurrently with the 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 its equivalent for the associated building(s).

- A. 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 the County for review and 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 submit changes to the SWM Concept Plan for the County’s review and approval as part of each subsequent site plan submitted for the Development.
- B. 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 (80%)~~ One hundred percent (100%) of the total phosphorous nutrient reductions shall be achieved on the Property ~~before pursuing the use of offsite compliance options~~; and
- D. The Applicant shall not locate SWM Facilities within Chesapeake Bay RPAs, perennial stream corridors, within the Development that are proposed to be maintained as part of the Development.

- g. Regarding Proffer #30 on Wildlife Corridors, once the MZP is revised to show the Wildlife Corridors in conformance with the CPA, staff recommends the following changes:

“Wildlife Corridors. The Applicant will designate and maintain ~~a W~~e~~wildlife~~ Corridors through portions of Land Bays 1, 1A, 2, 5, 5A, 6, 6A, and 7 in substantial conformance with the locations shown on the MZP and identified as part of the “Approx. Wildlife Corridor” (the “Wildlife Corridor”) to accommodate the movement of wildlife through and around the Property. The Wildlife Corridor shall consist of a combination, inclusive of, but not necessarily limited to, open

land, undeveloped land, reforested areas, tree preservation areas, enhanced landscaping, and/or stream valley no less than three hundred feet (300') in width, provided that the dimensions may be reduced in location(s) where ~~the culverts are employed to Wildlife Corridor~~ crosses roadways. The Applicant may collocate and provide the Stream Valley Trail ~~and other Site Amenities~~ within the Wildlife Corridor. In recognition of the need to convey both storm runoff and wildlife under existing and/or planned roadways, the Applicant will design and construct roadway underpasses (or comparable) for the Wildlife Corridor, which are labeled on the MZP as "Approx. Wildlife Crossing Location," using either dual, corrugated, open bottom metal arches or Conspan structures with a minimum clearance of twelve feet (12'). The façade(s) of any Conspan structure(s) for wildlife crossings will use architectural treatments consistent with the character and quality of the image shown on pages 32 of the MCP. The final alignment and location of the Wildlife Corridor and crossing locations will be determined in coordination with the Watershed Management Branch as part of the PIP and/or final site plan approval for the portion of the Wildlife Corridor shown on such plan."

- h. Staff recommends the Applicant add the following to their list of Sustainability Measure they may implement under Proffer #33.A, "Maximize onsite preservation of existing mature hardwood forests." This language should include bumping the minimum measures the Applicant commits to providing from 4 to 5.
- i. Regarding Proffer #34 on the Multi-use Trail: The proffer makes reference to "retaining walls" and "facilities" as being in RPA and undisturbed areas. Staff recommends the proffer be revised to specify that construction features such as retaining walls and "facilities" shall be located in areas not containing existing mature forest cover or in Chesapeake Bay RPAs.
- j. Proffer #36.A on Environmental Programs references "support structure, etc.". Staff recommends the Applicant add language specifying that any support structures be located outside of the RPA and only within areas that do not contain existing trees.

4.16 (Repeat Comment) Regarding the Master Corridor Plan (MCP) Staff notes that the graphics in the Master Corridor Plan for the various landbays do not show proposed electrical and utility corridors. They are also unrealistic in the extent of trees/landscaping shown in proximity to the buildings. Typically, there are extensive areas of underground water, fiber optic, and electric utilities that surround the buildings and substations that preclude the level of planting indicated on these graphics.

III. Conflicts with Minimum Development Standards:

4.17 (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 information on site layout such as building locations, entrances, driveways, parking lot landscaping, substation locations, and utility corridors, etc. A proffer to meet minimum landscaping requirements is also recommended.



Plan Comments Report

Parks and Recreation

Reviewed w/Comments

Plan/Case #:	REZ2022-00036	Date: 09/29/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
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

Section II - Questions/General Information:

See attached .

MEMORANDUM

September 21, 2023

TO: Emilie Wolfson
Planning Office

FROM: Patti Pakkala
PWC Department of Parks and Recreation

RE: REZ2022-00036, Compass Data Centers
Gainesville Magisterial District

The Department of Parks and Recreation (DPR) has reviewed the subject application which proposes to rezone 884 acres from A-1, Agricultural and a few properties SR-5, to PBD, Planned Business Development, implemented with an O(H) Office High-Rise District, O(F) Office/Flex District, O(M) Office Mid-Rise District and M-2 Light Industrial District to allow for data centers and accessory 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 15(A) Settlement and Thornton School Interpretive Site and Trailhead – DPR does not believe that the applicant can assign the maintenance responsibility for the Settlement and Thornton School site to the County in the event that the dedication of the property is not accepted. DPR staff recommends that the last sentence of this proffer be deleted.
- Proffer 34. Multi-use Trail in the Green Corridor – 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 34(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, which by description includes the interpretive features, and that should be clarified.
- Proffer 34(B) – 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, despite the last sentence stating “ongoing maintenance by the County”. 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.

- Proffers 36(A) and 36(B) Environmental Programs and/or Ownership for Open Space and Green Corridor Areas – As written (using the word “may” instead of “shall”), the final result/conclusion of these proffer statements 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 of each and there should be some identifiable completion date for satisfaction of this proffer.



Plan Comments Report

Long Range Planning

Review Completed

Plan/Case #:	REZ2022-00036	Date: 09/22/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
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:

REZ2022-00036 – Compass Data Centers 4th Submission – 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 07-27-2023. Please see comments from 07-27-2023.



Plan Comments Report

Land Dev Case Manager

Reviewed w/Comments

Plan/Case #:	REZ2022-00036	Date: 09/21/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
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
Emilie Wolfson
5 County Complex Court, Suite 210
Prince William, VA 22192

RE: Case Number: REZ2022-00036
Case Name: Compass Datacenters Prince William County Campus 1

Dear Ms. Wolfson:

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:

	Code/Code Section/Detail	Comment:
1.		Proffer 5.A. elevator penthouses should be considered rooftop structures and follow proffered height restrictions for rooftop structures in Proffer 5.
2.		Recommend revising proffer 5.B. as follows: “...provided that no building in Land Bays 1 through 5 shall exceed one hundred feet (100’) in height measured from the average grade.” To “...provided that no building in Land Bays 1 through 5 shall exceed one hundred feet (100’) in height measured from the finished slab as determined at the time of site plan.” This revision would be consistent with the height measurements provided in proffer 5.A.
3.		Recommend revising proffer 5.C. to state that FAA approval is required for building heights prior to final site plan approval, not prior to the issuance of construction permits. FAA approval is typically provided prior to site plan approval for many of the site plans submitted within the airport safety overlay district. Typically, the FAA review time frame is completed prior to site plan approval and does not impact the review time frame for site plan approval. Proffering FAA approval in accordance with the zoning ordinance, prior to obtaining construction permits, could cause potential site plan revision requirements if the heights need to be reduced. If the

		<p>site plan is already approved the height reduction for FAA approval would need to occur through a site plan revision process instead of modifying building heights during the site plan review process which may lead to additional fees and delays in permitting.</p>
4.		<p>Proffer 11. The first sentence should be prior to first final site plan approval instead of prior to the issuance of final site construction permits.</p>
5.		<p>Proffer 22.C.</p> <ul style="list-style-type: none"> -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.
6.		<p>Proffer 25.B. Modify as follows:</p> <p>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.</p>
7.		<p><u>Proffer 28.B. Revise sentence 3 as follows:</u></p> <p>"...Throughout the Phase 1 erosion and sediment control activities, the Project Arborist shall provide quarterly reports...."</p> <p>To</p> <p>"...Throughout the Phase 1 erosion and sediment control activities and throughout construction of the applicable building or improvements, the Project Arborist shall provide quarterly reports..."</p> <p><u>Revise last sentence as follows:</u></p> <p>"Once the Phase 1 erosion and sediment control activities are completed..."</p> <p>To</p> <p>"Once the Phase 1 erosion and sediment control activities and the construction of the applicable building or improvements activities are completed..."</p> <p>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>
8.		<p>Proffer 34.B. The trail easement should be granted and recorded prior to obtaining any land disturbance permit associated with construction of the</p>

		Stream Valley Trail. Any portion of the Stream Valley 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 Stream Valley 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.
9.		Proffer 34.C. recommend revising contribution requirement to prior to final site plan approval. The fee will be based on the number of data enter buildings shown on the approved site plan.
10.		Proffer 37.C. first sentence should be revised from “prior to the approval of each building permit” to “prior to obtaining a building permit release letter for each building”
11.		Proffer 54. Should include the following sentence: This proffer 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.
12.		Proffer 57.D. 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 #:	REZ2022-00036	Date: 08/31/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
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 #:	REZ2022-00036	Date: 09/06/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
Reviewer:	Bell, Robert	
	703-792-4106	RBell@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 #:	REZ2022-00036	Date: 10/10/23
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
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 #:	REZ2022-00036	Date: 09/12/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
Reviewer:	Alicie, Jason	
	703-792-4425	jalicie@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:

The Crime Prevention Unit has reviewed the 4th submission for REZ2022-00036, Compass Data Center PWC Campus 1. All previous comments and concerns have been duly addressed, and no new comments are present at this time. A copy of this memo will remain on file for future reference. If there are any questions or comments, please contact the Prince William County Police Crime Prevention Unit at 703-792-7270.



Plan Comments Report

Planning GIS Specialist

Review Completed

Plan/Case #:	REZ2022-00036	Date: 08/31/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
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

Review Completed

Plan/Case #:	REZ2022-00036	Date: 09/21/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
Reviewer:	Gahres, James	
	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:

NO COMMENTS

Section II - Questions/General Information:

NO RECOMMENDATIONS DOCUMENTED.

From: [Gahres, Jim](#)
To: [Lozano, Juana](#); [Wolfson, Emilie](#)
Cc: [Winn, Christina M.](#); [Perez, Christopher](#)
Subject: FW: Planning-Review Package S4-Compass Data Centers Prince William County Campus 1 REZ-2023_0830
Date: Tuesday, September 19, 2023 6:37:00 PM
Attachments: [image001.png](#)
[image002.png](#)
[image003.png](#)

Hello Juana,

No additional comments from Economic Development for S4-Compass Data Centers Prince William County Campus 1 REZ-2023_0830

Thank you – 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 5:31 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



Plan Comments Report

Virginia State Health

Reviewed w/Comments

Plan/Case #:	REZ2022-00036	Date: 09/21/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
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:

NO RECOMMENDATIONS DOCUMENTED.

From: [Carman, Shawn \(VDH\)](#)
To: [Lozano, Juana](#)
Subject: [SUSPECTED SPAM] Re: Planning-Review Package S4-Compass Data Centers Prince William County Campus 1 REZ-2023_0830
Date: Thursday, September 21, 2023 4:36:36 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: Wednesday, August 30, 2023 5:31 PM

To: DDS BDD Project Managers <DDSBDDProjectManagers@pwcgov.org>; Dietrich, Emma



Plan Comments Report

Manassas National Battlefield

Reviewed w/Comments

Plan/Case #:	REZ2022-00036	Date: 09/27/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
Reviewer:	Butcher, Kristofer	
	703-792-7128	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:

Emilie Wolfson
5 County Complex Ct., Suite 210
Prince William, VA 22192

September 23, 2023

Subject: Review of REZ2022-00036 H&H Capital Acquisitions Digital Gateway, S3

Mrs. Wolfson,

The National Park Service (NPS) has reviewed the most recent submission (fourth submission) of the rezoning application for REZ2022-00036 H&H Capital Acquisitions Digital Gateway 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 affect 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 MNBP 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 with Comments

Plan/Case #:	REZ2022-00036	Date: 9/21/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
Reviewer:	Clint Folks	
		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?display=app&display=inline=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 #:	REZ2022-00036	Date: 09/20/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
Reviewer:	Guerra, David	
	703.335.7900	dguera@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: **REZ2022-00036, Compass Data Centers PWC Campus 1 – 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: **REZ2022-00036, Compass Data Centers PWC Campus 1 – 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 #:	REZ2022-00036	Date: 9/21/2023
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
Reviewer:	Miller, Mark	
	703-583-3800	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 4:10:39 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.



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>; 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 <kristofer_butcher@nps.gov>; Bryan Gorsira <Bryan_Gorsira@nps.gov>; Anderson, Heather <handerson@novex.com>; Singleton, Arnold <asingleton@novex.com>; Whyte, Kevin <kwhyte@novex.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.



Plan Comments Report

Dominion Energy

Comments Not Received

Plan/Case #:	REZ2022-00036	Date:
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
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 #:	REZ2022-00036	Date:
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
Reviewer:	Heather Anderson	
		HAnderson@novec.com

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Section I - Comments that Require Applicant's Response:

Comments not received at this time.

Section II - Questions/General Information:

Comments not received at this time.



Plan Comments Report

US Fish & Wildlife

Comments Not Received

Plan/Case #:	REZ2022-00036	Date:
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
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:

Comments not received at this time.

Section II - Questions/General Information:

Comments not received at this time.



Plan Comments Report

County Archaeologist and Cemetery Preservation Coordinator

See Staff Report

Plan/Case #:	REZ2022-00036	Date: 10/16/23
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
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 staff report for outstanding issues as well as the following attached proffer changes.

Section II - Questions/General Information:

See staff report for outstanding issues as well as the following attached proffer changes.

October 16, 2023

REZ2022-00036, Compass Data Centers Prince William County Campus 1

Cultural Resource Recommendations

The Applicant is encouraged to hire a professional Civil War Historian to research human burials of soldier who died while occupying Civil War encampments and battles; identify possible locations for these burials; and conduct remote sensing and archaeology to search for burials within the project area. Archival research should focus on finding and interpreting primary materials.

The applicant should consider proffering a cultural landscape report focusing on African-American communities.

The applicant should have prepared a Historic Structure Report for Mount Pleasant (076-0186).

Recommended Changes to Proffer 10

For Proffer 10 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.

On-Site Archeological Monitoring During Grading Activities. During initial construction rough grading and excavation activities, the Applicant shall provide an on-site archeologists, 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 archeologist.

Recommended Changes to Proffer 11

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.

Recommended changes to Proffer 13

Reinterment of Human Remains. If the Applicant discovers human remains during cultural resource studies, or during land disturbance activities, the Applicant shall follow the procedures contained in the UDP and comply with all federal and state laws regarding the protection, evaluation, removal, treatment, 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 Archaeologist, 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 be in a location that is mutually deemed appropriate by the Applicant, the County Archaeologist, VDHR, and any identified descendent next-of-kin, known stakeholders, and the Applicant shall delineate the boundaries of such burial location in accordance with applicable cemetery regulations and install signage or other features commemorating those persons who may be buried there. If consented to by the American Battlefield Trust, any land owned by the American Battlefield Trust and contiguous to the Manassas National Battlefield Park shall be included as one of the locations considered for reinterment.



Plan Comments Report

Historical Commission

Reviewed with Comments

Plan/Case #:	REZ2022-00036	Date:
Plan/Case Name:	COMPASS DATACENTERS PRINCE WILLIAM COUNTY CAMPUS 1	
Plan Case Address:	5571 PAGELAND LN GAINESVILLE VA 20155	
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 Attachment F- Historical Commission Resolution in Staff Report

Section II - Questions/General Information:

See Attachment F- Historical Commission Resolution in Staff Report

Proffer Issues / Deficiencies

1. The proffer statement gives the Applicant significant flexibility to make substantive changes to the project after Board of County Supervisor (BOCS) approval. It also provides County staff with significant authority to approve changes to various proffered elements based on their own subjective decision. 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.
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, Exhibit C and D: Transportation Infrastructure Improvements Concept Plan & Phasing.** These 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.
4. **Proffer 2: Use Parameters-** After Public Facilities Review, put "or Special Use Permit" whichever is needed." Last sentence, clarify who makes the determination.
5. **Proffer 2B: Use Parameters-** Reiterate at the end of the sentence, "as shown on the adopted MZP."
6. **Proffer 2F: Use Parameters-** These are not the appropriate use. Please use "Cafeteria/lunchroom/snack bar/automat"
7. **Proffer 2G: Use Parameters-** This use should be "Recreational facility for employees.
8. **Proffer 2E-H: Use Parameters-** Visitors needs to be defined. This is too broad. All uses are in "buildings comprising the development", therefore any customer is a visitor by nature.
9. **Proffer 3: Floor Area Ratio-** third sentence, clarify that this is provided the modification would not cause any affected Land Bays to be in conflict with this proffer.
10. **Proffer 3: Floor Area Ratio-** Proffer 3 and Proffer 52 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 that discusses advanced density credit. 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 and should be revised. Below are important aspects of the Ordinance that appear to be missing from the proffer consideration.

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) An 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.

11. **Proffer 5: Height-** How are Land Bay 1A, 4A, 5A, and 6A being treated?
12. **Proffer 5B: Height-** Regarding the provision permitting the Applicant the ability to increase the building height up to 100 feet in Land Bays 1-5, following completion of further viewshed analysis demonstrating, the satisfaction of the Planning Director, in consultation with the Manassas National Battlefield Park Superintendent, staff feels this is a decision that the BOCS should be involved with. The Applicant is encouraged to omit the provision to add height up to 100 feet in Land Bays 1-5 as a result of additional viewshed analysis. Furthermore, clarify what consultation with Park Superintendent entails.
13. **Proffer 5C:** Recommend revising proffer 5.C. to state that FAA approval is required for building heights prior to final site plan approval, not prior to the issuance of construction permits. FAA approval is typically provided prior to site plan approval for many of the site plans submitted within the airport safety overlay district. Typically, the FAA review time frame is completed prior to site plan approval and does not impact the review time frame for site plan approval. Proffering FAA approval in accordance with the zoning ordinance, prior to obtaining construction permits, could cause potential site plan revision requirements if the heights need to be reduced.
14. **Proffer 6: Building Footprints.** This proffer establishes “general conformance” with building footprints and land bays as shown on pages 48-53 of the Master Corridor Plan (MCP); however, the proffer allows a lot of adjustments to building footprints, size, and orientation. The proffer gives the Applicant significant flexibility to make substantive changes to the project after BOCS 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.

The Applicant is encouraged to revise the proffer to be more definitive, i.e., “strict conformance”. Also, Proffer 6 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.

15. **Proffer 7A: Construction Impact Management-** Clarify that the Applicant must keep the contact information updated.
16. **Proffer 7B: Construction Impact Management-** Second sentence- as currently drafted, the provision regarding reducing outdoor lighting will be difficult to enforce. Clarify what “indoor construction activities” include (ex. Shell; walls but no roof?)
17. **Proffer 7C: construction Impact Management-** Clarify what applicable law this refers to?
18. **Proffer 9: Curation- First and Second sentences-** “Subject to property owner consent, as applicable and/or necessary” may make this provision difficult, or impossible, to enforce, i.e. it’s contingent on owner consent and if owner doesn’t consent, applicant is not required to comply.
19. **Proffer 10: Onsite Archaeological Monitoring During Grading Activities-** Reasonably acceptable” is a subjective standard and likely difficult to enforce.
20. **Proffer 12: Reinterment of Human Remains-** What if parties cannot agree. (“mutually deemed appropriate”
21. **Proffer 13: Preservation of Cemeteries-** “Where feasible” may make this provision difficult to enforce. The proffer should require County approval not just consultation.
22. **Proffer 15A: Settlement and Thorton School Interpretive Site and Trailhead-** Staff recommends the last sentence of this proffer be deleted.
23. **Proffer 16: Architecture and Building Materials-** Staff is not comfortable with “general conformance”. The Applicant is encouraged to proffer to “substantial conformance”. Staff recommends the Applicant use at least 3 of the materials as listed in the proffers.
24. **Proffer 16B: Architecture and Building Materials -** A timeframe for when the color palette will be provided is not clear in the proffers. Staff recommends a clear timeframe for submittal of the color palette that is mutually deemed appropriate by the Applicant and the Planning Director.
25. **Proffer 17: Rooftop Mechanical Equipment-** The Applicant has stated that they intend to include mechanical equipment on the side of the building. Staff recommends a proffer to locate this type of equipment to the internal sides of the buildings.

26. **Proffer 17: Rooftop Telecommunications Equipment and Mechanical Units** – The Applicant is encouraged to add “or other cultural sites or “County Registered Historic Sites”” after Manassas National Battlefield. Add “or zoned” after “designated.”
27. **Proffer 18: Ground Level Mechanical Equipment-** The Applicant is encouraged to add “or other cultural sites or “County Registered Historic Sites”” after Manassas National Battlefield. Add “or zoned” after “designated”.
28. **Proffer 21: Building and Parking Lot Lighting-** This is simply repeating rights already in the zoning ordinance. Repetitions like this may lead to confusion during the site plan review process.
29. **Proffer 22: 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.

Also, staff doesn't support County staff being permitted to approve changes to the proffers based on their own subjective decision. If the Planning Director or other County staff are approving changes, it should be based on clear, express, objective criteria. The Applicant is encouraged to omit this provision.

Clarify who receives MNPB 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.

30. **Proffer22(b): Master Landscape Plan (MLP)** - Change “will” to “shall” in last sentence
31. **Proffer 23A: Open Space-** Clarify “final” site plan throughout.
32. **Proffer 23A1: Open Space-** Clarify whether and how the easement documents will be received and approved by the county.
33. **Proffer 23B: Open Space-** Change “will” to “shall”. Clarify whether and how the easement documents will be received and approved by the county.
34. **Proffer 24: Limits of Disturbance-** Staff is concerned that the inclusion of subjective “good faith effort” may make this provision difficult to enforce. The Applicant is encouraged to remove this verbiage. The applicant is encouraged to revise the proffer to provide a commitment to a LOD that encompasses the full extent of what the project intends to disturb as part of the new development.
35. **Proffer 24C3: Limits of Disturbance-** This provision is not legally enforceable
36. **Proffer 25: Reforestation** –Staff is not ok with the Applicant reserving the right to adjust the Proposed Reforestation Area locations. Overall, this proffer provides the Applicant with

significant flexibility to dictate where landscaping will be provided, and staff will have limited ability to disapprove it. Staff does not support this proffer and encourages the Applicant to revise it with input to provide less flexibility and more assurances to the County and the public, to what is being proposed.

37. **Proffer 25: Reforestation-** Last sentence, who determines “upon satisfactory completion.”
38. **Proffer 32: Green Globes Design for Office Uses-** Provide how this proffer is being reported and who is responsible for the review of this proffer.
39. **Proffer 33: Sustainability Measures-** The proffered standards seem low and don’t ensure the implementation of more than 4 (previously three) sustainable measures. Two of the initiatives are standards for most new development, LED lights (indoors and outdoors). The Applicant is encouraged to revise the proffer to providing more than (4) out of the 16 standards listed. 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, express, objective criteria.
40. **Proffer 34: Multi-use Trail in the Green Corridor** – 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. Update name of DPRT.
41. **Proffer 34A: Multi-use Trail in the Green Corridor-** “The Applicant may proceed with a final design selected in its sole discretion and install the same as set forth in this Proffer.” Staff does not support the Applicant’s discretion to proceed with a final design if an agreement is not made.
42. **Proffer 34B: Multi-use Trail in the Green Corridor-** “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.” Staff is concerned with the short duration for the final decision to be made. The time frame for this decision to be made inclusive of the various partnerships mentioned above should be increased. Staff recommends working with these partners to determine an acceptable duration.
43. **Proffer 34(B)** – The applicant has removed the text which stated the trail easement would be granted to the BOCS, but in doing so there is now no clear recipient of these easements, despite the last sentence stating “ongoing maintenance by the County”. Please clarify to whom the easement and subsequent maintenance responsibility will be granted.

44. **Proffer 34C: Stream Valley Trail Maintenance Contribution-** This proffer should be revised.
45. **Proffer 36A: Environmental Programs and/or Ownership for Open Space and Green Corridor Areas-** "or other uses or activities"- Clarify what other uses. "The potential Environmental Programs include, but are not limited to "Adopt-a-Stream campaigns, Adopt-a-Trail campaigns, water quality monitoring program, bee/pollinator resources, butterfly sanctuaries, wildlife habitats, botanic gardens, etc." This is a proposed use and should be included in Proffer 2.
46. **Proffer 36: Environmental Programs and/or Ownership for Open Spaces.** As currently drafted, this provision is not legally enforceable. As written (using the word "may" instead of "shall"), the final result/conclusion of these proffer statements 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 of each and there should be some identifiable completion date for satisfaction of this proffer. In addition, this proffer does not clearly establish whether or not environmental programs areas will actually be provided and, if they are provided, it is unclear where they will be located and whether they could potentially interfere/be at odds with other proffered amenities.
47. **Proffer 37: 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.
48. **Proffer 37: Noise Attenuation.** This proffer should account for any potential reduction in the noise standards. Typically, the noise ordinance is not permanently regulated via proffers.
49. **Proffer 37(a): Noise Attenuation- 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.
50. **Proffer 37B: Noise Attenuation- 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.

51. **Proffer 37C: Noise Attenuation- Sound Studies**- To clarify, any additional mitigation is entirely dependent on the Applicant's consultant. Furthermore, the sound study should be approved by the Director of Development Services, not the Planning Director. What does the staff do with it? Staff would be making a subjective decision regarding noise impact mitigation without additional clear, objective criteria 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.
52. **Proffer 38A: Electric Substations**- Staff is not ok with Dominion and/or NOVEC having authority to require these changes. In addition, all public-rights of-way should be included that front an or have an unobstructed line of sight. Clarify "final' site plan.
53. **Proffer 38B: Electric Substations**- 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 BOCS, not staff. This basically allows substations to change location, and extent without a PFR, proffer amendment or SUP. As written, this has not been addressed. The applicant removed the provision to adjust height. This contradicts the preamble on proffer 2 which states that if a new public facility is added, then it would be subject to a separate PFR. From verbal conversations with the Applicant, it seems like the intent was for minor changes to location, and not adding additional substations or changing the size of the substations. The proffers should be clarified to match the language in Proffer 2, Use Parameters, and to remove the flexibility discussed in Proffer 38B.
54. **Proffer 40: Fire Service Accessibility**- Change "will" to "shall" in first sentence. The Applicant would be required to comply with all applicable Fire code requirements regardless of this provision.
55. **Proffer 41: Roadway Network Improvements**- Who signs off on the use of these funds? first unnumbered paragraph – suggest including language stating that the applicant agrees all roadway network improvements are required by its application.
56. **Proffer 42B: Design Details for the Roadway Network Improvements** Last sentence- change "proposing to construct" to "constructing".

57. **Proffer 44B: Thorton Drive Improvement.** Clarify that dedication of the reserved ROW is at no cost to the County or VDOT.
58. **Proffer 47: Water and Sewer-** “general conformance with conceptual exhibit” will be hard to enforce. In the last sentence delete “applicable” change to “Departments, agencies, and/or offices” and clarify that monitoring is the “sole purpose.”
59. **Proffer 48: Authorization.** This proffer should be revised to make it clear that Water Storage Tanks are not subject to this proffer. Section 32-201.13 of the Zoning Ordinance, Water Storage Tanks require a full PFR public hearing and review before Planning Commission. While the Applicant’s response letter to staff states there are no water storage tanks 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 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.
60. **Proffer 48: Authorization-** Clarify that this is for the sole purpose of serving the uses as described in Proffer 2. Clarify that the Natural Gas Station is to be located in Land Bay 7 as shown on the MZP. Clarify the limit of number of stations (sanitary sewer pump station and natural gas gate station).
61. **Proffer 50: Expansion of Water Quality Monitoring Program.** Proffer 50 appears to be a non-enforceable proffer. It is suggested that this proffer be removed or strengthened.
62. **Proffer 51(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. Clarify what “equivalent of the Applicant’s estimate” means.
63. **Proffer 54: 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 BOCS, not staff.
64. **Proffer 55: Successor and Assigns.** It is suggested that this proffer be removed, as this statement is true by nature of proffers.
65. **Proffer 56: Counterparts.** It is suggested that this proffer be removed, as this statement is true by nature of proffers.
66. **Proffer 57D: Modifications and Waivers:** This needs to clarify that this would only waive sides that meet these standards and not all sides. “where a side(s) of a substation is interior to the Property that is screened and not visible from public rights-of-way....”

67. **Proffer 57E: Modifications and Waivers.** This modification is not formatted correctly. The Applicant should state the standard being modified or waived., i.e... The “special use permit requirements of.” Section 32-402.23(3) is not the provision that regulates public facilities or outdoor cultural arts centers. Rather, Cultural Arts Center is by-right. The Zoning ordinance does not specify indoor or outdoor related to that use. Furthermore, assembly is permitted use in the M-2. Revise accordingly.
68. **Proffer 57F: Modifications and Waivers-** Change “rezoned” to zoned.”

Additional Proffer Comments from Various Review Agencies

Various review agencies have provided review comments on the 4th submittal of the proposal, see Attachment G to the staff report. Many of these reviewers have provided additional feedback on specific proffers.



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



INTERSECTION 1:
RTE. 234 AT CATHARPIN ROAD

INTERSECTION D:
RTE. 234 AT OLD FIELD LANE

INTERSECTION A:
234 AT LOGMILL ROAD

INTERSECTION C:
234 AT TULANE ESTATES ROAD

INTERSECTION B:
RTE. 234 AT THORPE FARM LANE

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
- 50' LANDSCAPE BUFFER
- PROPOSED PAVEMENT
- PROPOSED / RECLAIMED GREEN* SPACE

DRAWING SCALE

DATE	01.19.2023
REV.1	04.28.2023
REV.2	
REV.3	

DRAWN	DESIGNED	CHECKED
CUS	CUS	CAB

GOROVE SLADE
Transportation Planners and Engineers

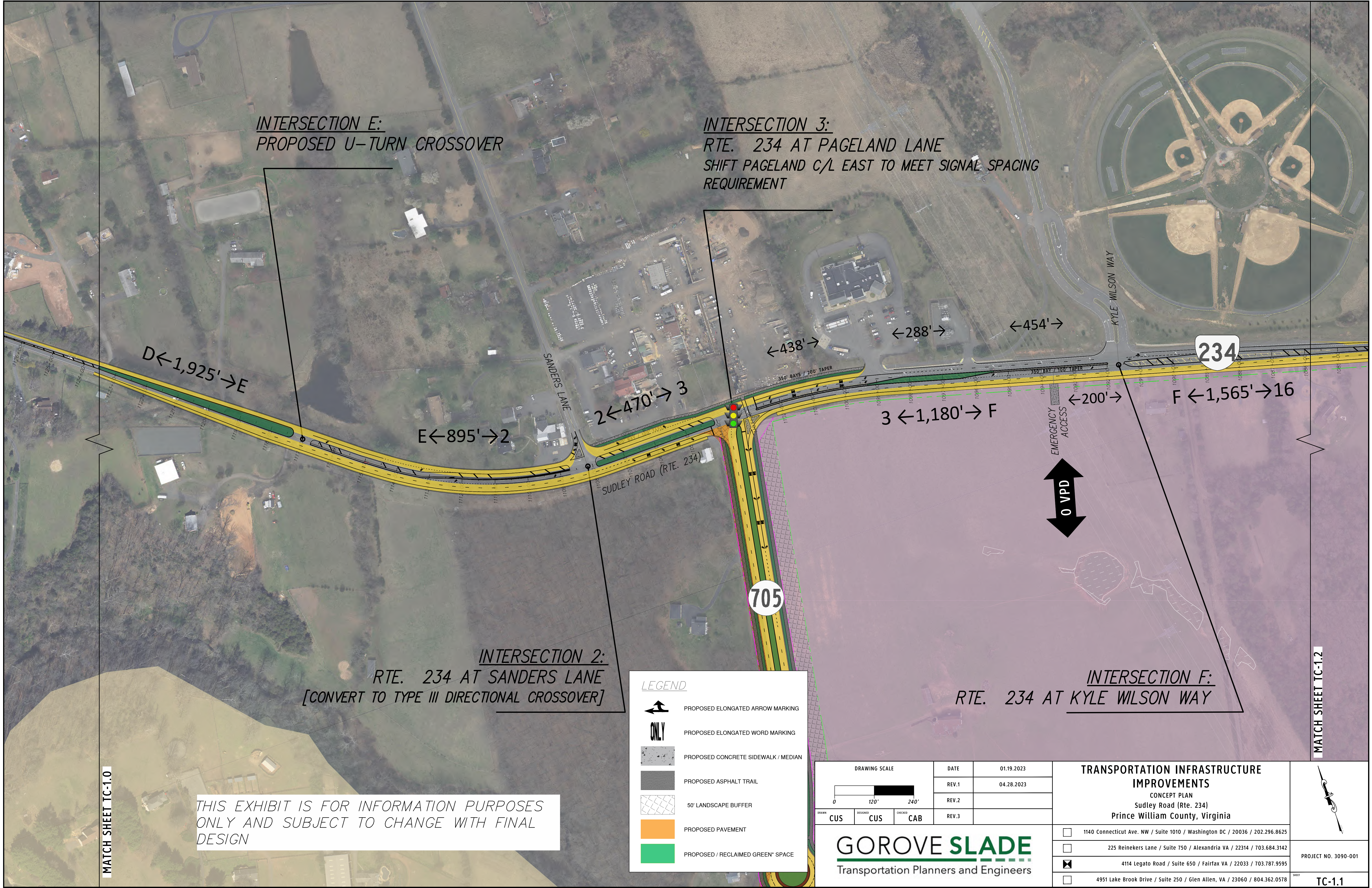
**TRANSPORTATION INFRASTRUCTURE
IMPROVEMENTS**
CONCEPT PLAN
Sudley Road (Rte. 234)
Prince William County, Virginia

<input type="checkbox"/>	1140 Connecticut Ave. NW / Suite 1010 / Washington DC / 20036 / 202.296.8625
<input type="checkbox"/>	225 Reinekers Lane / Suite 750 / Alexandria VA / 22314 / 703.684.3142
<input checked="" type="checkbox"/>	4114 Legato Road / Suite 650 / Fairfax VA / 22033 / 703.787.9595
<input type="checkbox"/>	4951 Lake Brook Drive / Suite 250 / Glen Allen, VA / 23060 / 804.362.0578

PROJECT NO. 3090-001

SHEET **TC-1.0**

MATCH SHEET TC-1.1



*INTERSECTION E:
PROPOSED U-TURN CROSSOVER*

*INTERSECTION 3:
RTE. 234 AT PAGELAND LANE
SHIFT PAGELAND C/L EAST TO MEET SIGNAL SPACING
REQUIREMENT*

*INTERSECTION 2:
RTE. 234 AT SANDERS LANE
[CONVERT TO TYPE III DIRECTIONAL CROSSOVER]*

*INTERSECTION F:
RTE. 234 AT KYLE WILSON WAY*

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LEGEND

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- PROPOSED CONCRETE SIDEWALK / MEDIAN
- PROPOSED ASPHALT TRAIL
- 50' LANDSCAPE BUFFER
- PROPOSED PAVEMENT
- PROPOSED / RECLAIMED GREEN* SPACE

DRAWING SCALE

0

120'

240'

DATE

01.19.2023

REV.1

04.28.2023

REV.2

REV.3

CUS

CUS

CAB

GOROVE SLADE

Transportation Planners and Engineers

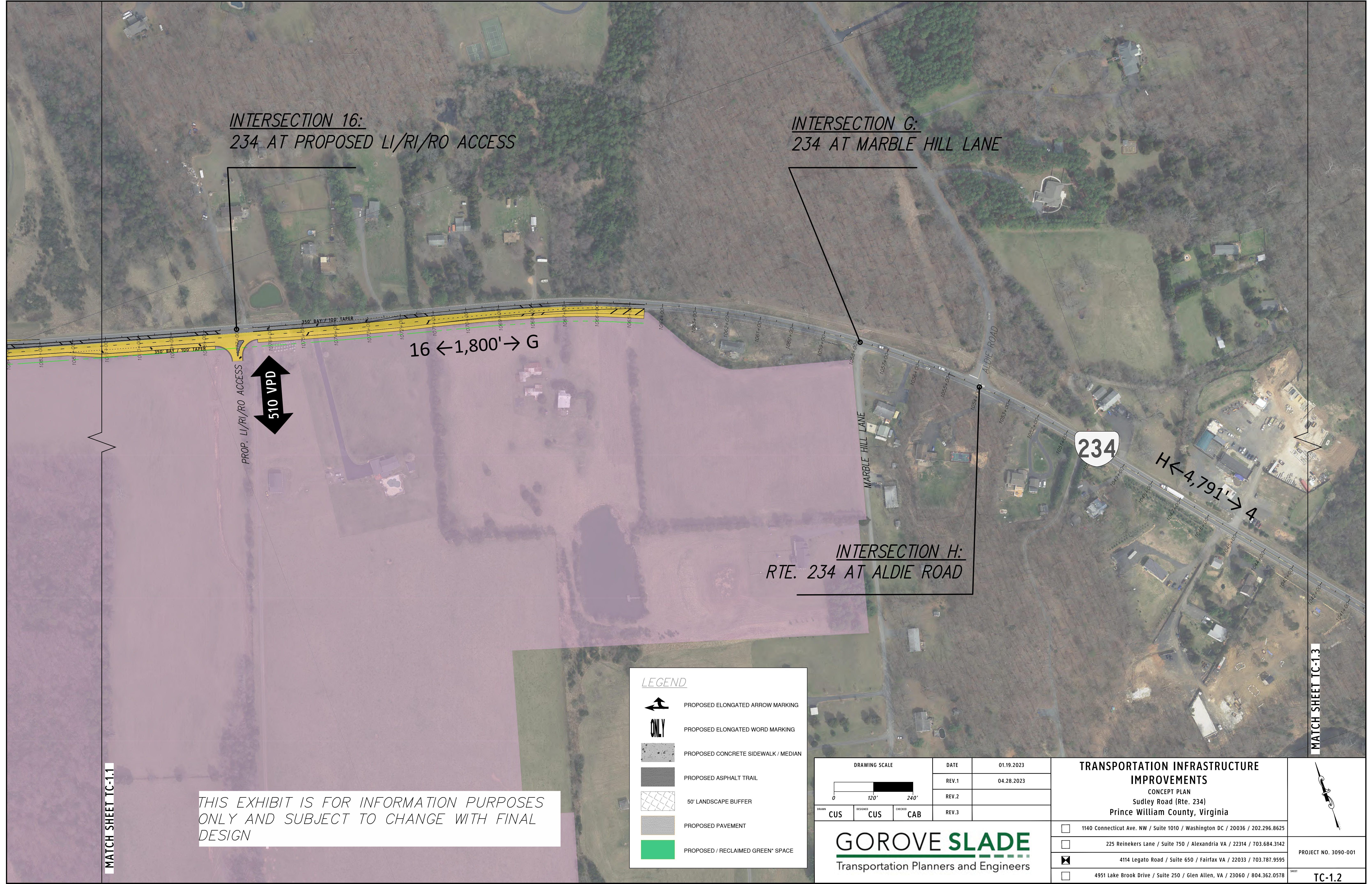
TRANSPORTATION INFRASTRUCTURE IMPROVEMENTS	
CONCEPT PLAN	
Sudley Road (Rte. 234)	
Prince William County, Virginia	
<input type="checkbox"/>	1140 Connecticut Ave. NW / Suite 1010 / Washington DC / 20036 / 202.296.8625
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MATCH SHEET TC-1.2

PROJECT NO. 3090-001

SHEET

TC-1.1



*INTERSECTION 16:
234 AT PROPOSED LI/RI/RO ACCESS*

*INTERSECTION G:
234 AT MARBLE HILL LANE*

*INTERSECTION H:
RTE. 234 AT ALDIE ROAD*

16 ← 1,800' → G

H ← 4,791' → 4

510 VPD

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- 50' LANDSCAPE BUFFER
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- PROPOSED / RECLAIMED GREEN* SPACE

DRAWING SCALE

0 120' 240'

DATE 01.19.2023

REV.1 04.28.2023

REV.2

REV.3

GOROVE SLADE
Transportation Planners and Engineers

**TRANSPORTATION INFRASTRUCTURE
IMPROVEMENTS**
CONCEPT PLAN
Sudley Road (Rte. 234)
Prince William County, Virginia

☐ 1140 Connecticut Ave. NW / Suite 1010 / Washington DC / 20036 / 202.296.8625

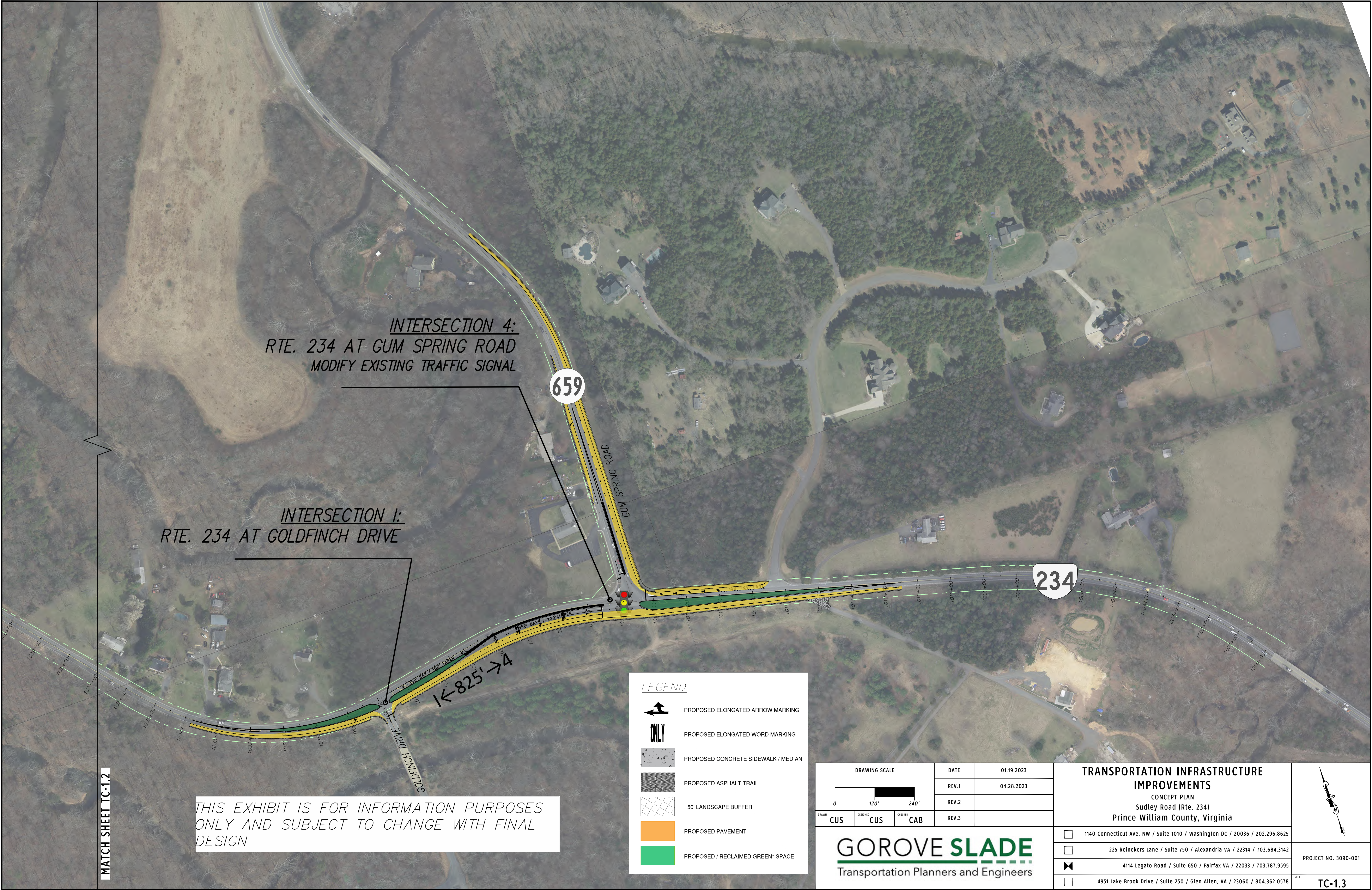
☐ 225 Reinekers Lane / Suite 750 / Alexandria VA / 22314 / 703.684.3142

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PROJECT NO. 3090-001

SHEET **TC-1.2**



*INTERSECTION 4:
RTE. 234 AT GUM SPRING ROAD
MODIFY EXISTING TRAFFIC SIGNAL*

*INTERSECTION 1:
RTE. 234 AT GOLDFINCH DRIVE*

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LEGEND

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- PROPOSED CONCRETE SIDEWALK / MEDIAN
- PROPOSED ASPHALT TRAIL
- 50' LANDSCAPE BUFFER
- PROPOSED PAVEMENT
- PROPOSED / RECLAIMED GREEN* SPACE

DRAWING SCALE

0

120'

240'

DATE	01.19.2023
REV.1	04.28.2023
REV.2	
REV.3	

DRAWN	DESIGNED	CHECKED
CUS	CUS	CAB

GOROVE SLADE

Transportation Planners and Engineers

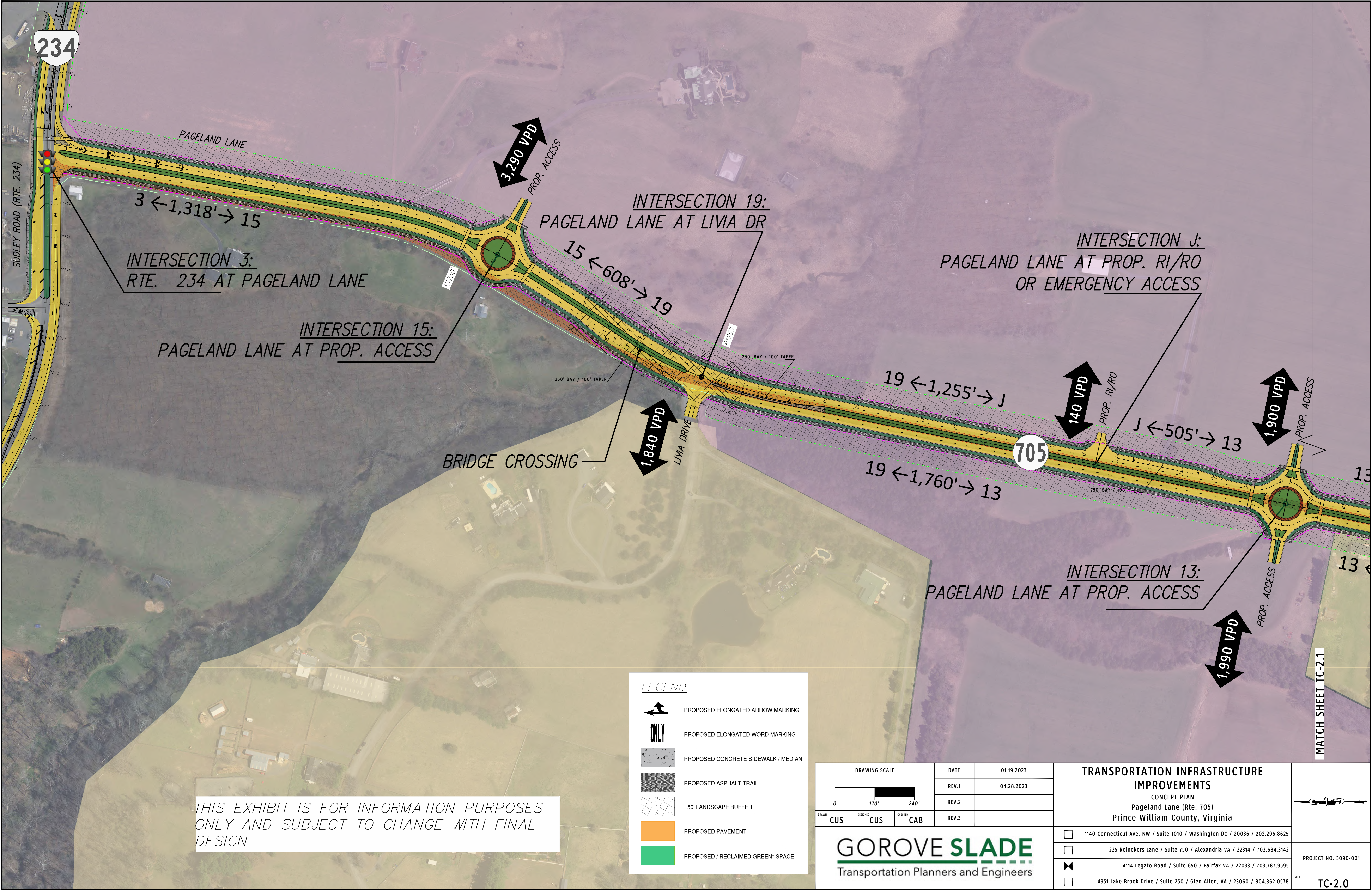
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CONCEPT PLAN	
Sudley Road (Rte. 234)	
Prince William County, Virginia	
<input type="checkbox"/>	1140 Connecticut Ave. NW / Suite 1010 / Washington DC / 20036 / 202.296.8625
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PROJECT NO. 3090-001

SHEET

TC-1.3

MATCH SHEET TC-1.2



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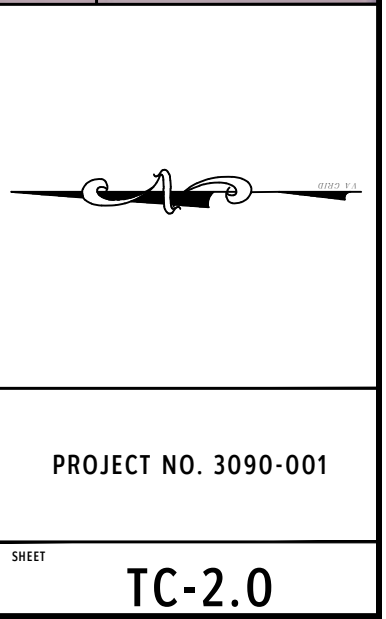
DRAWING SCALE			DATE	01.19.2023
0 120' 240'			REV.1	04.28.2023
			REV.2	
			REV.3	

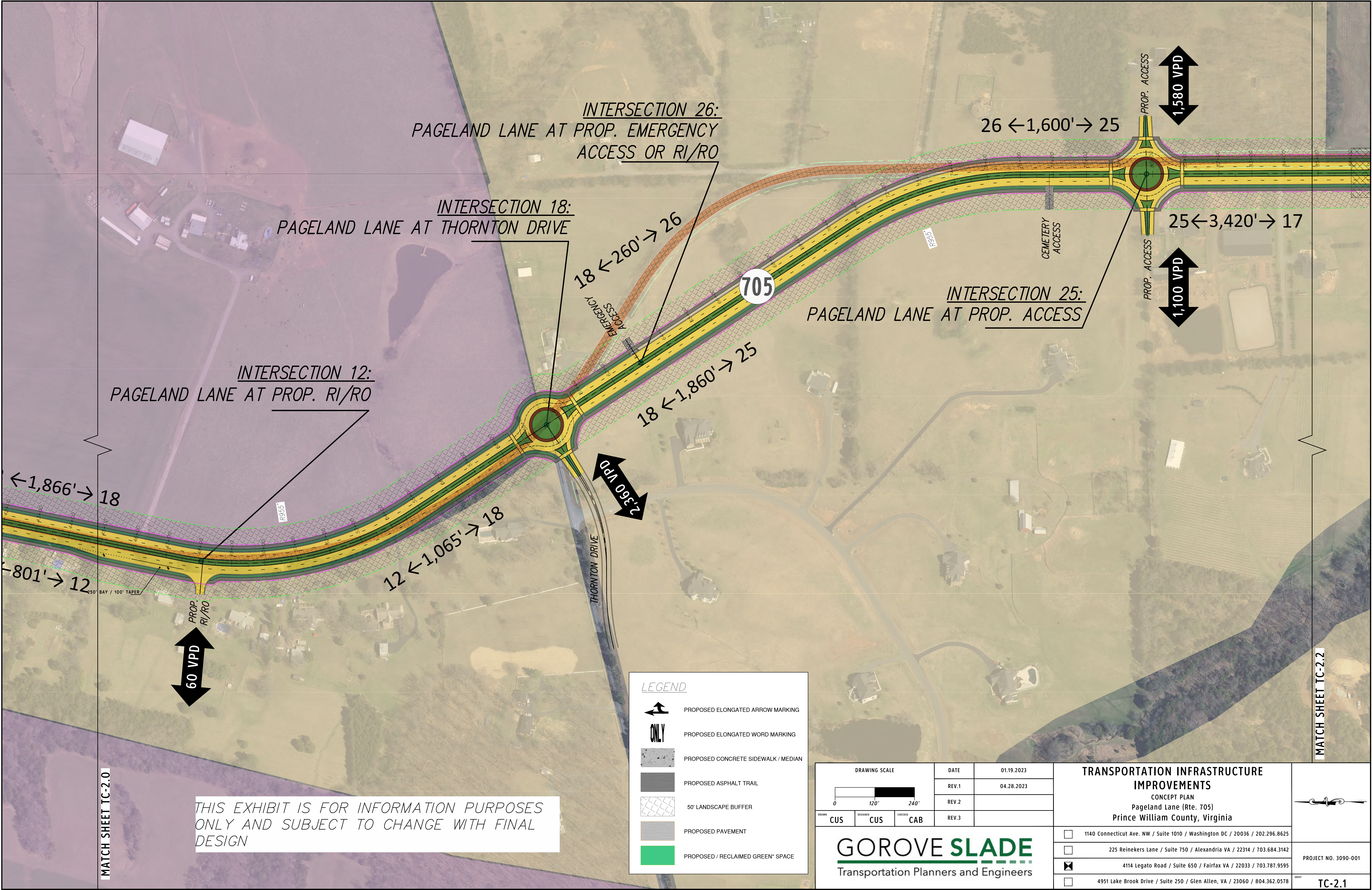
DRAWN	DESIGNED	CHECKED	DATE
CUS	CUS	CAB	REV.3

GOROVE SLADE
Transportation Planners and Engineers

TRANSPORTATION INFRASTRUCTURE IMPROVEMENTS	
CONCEPT PLAN	
Pageland Lane (Rte. 705)	
Prince William County, Virginia	
<input type="checkbox"/>	1140 Connecticut Ave. NW / Suite 1010 / Washington DC / 20036 / 202.296.8625
<input type="checkbox"/>	225 Reinekers Lane / Suite 750 / Alexandria VA / 22314 / 703.684.3142
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PROJECT NO. 3090-001
SHEET TC-2.0





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LEGEND

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- PROPOSED PAVEMENT
- PROPOSED / RECLAIMED GREEN* SPACE

DRAWING SCALE

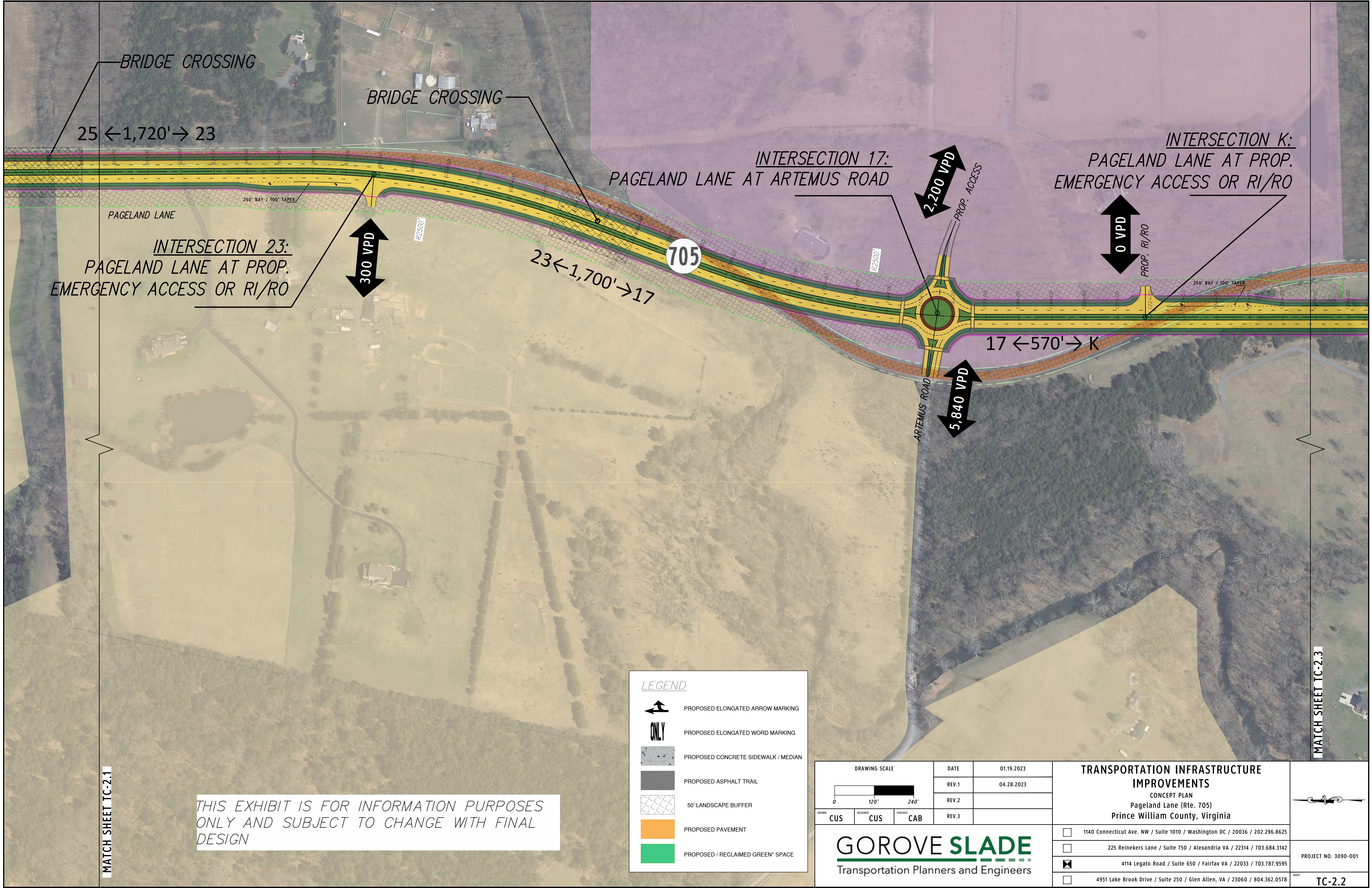
DATE	01.19.2023
REV.1	04.28.2023
REV.2	
REV.3	

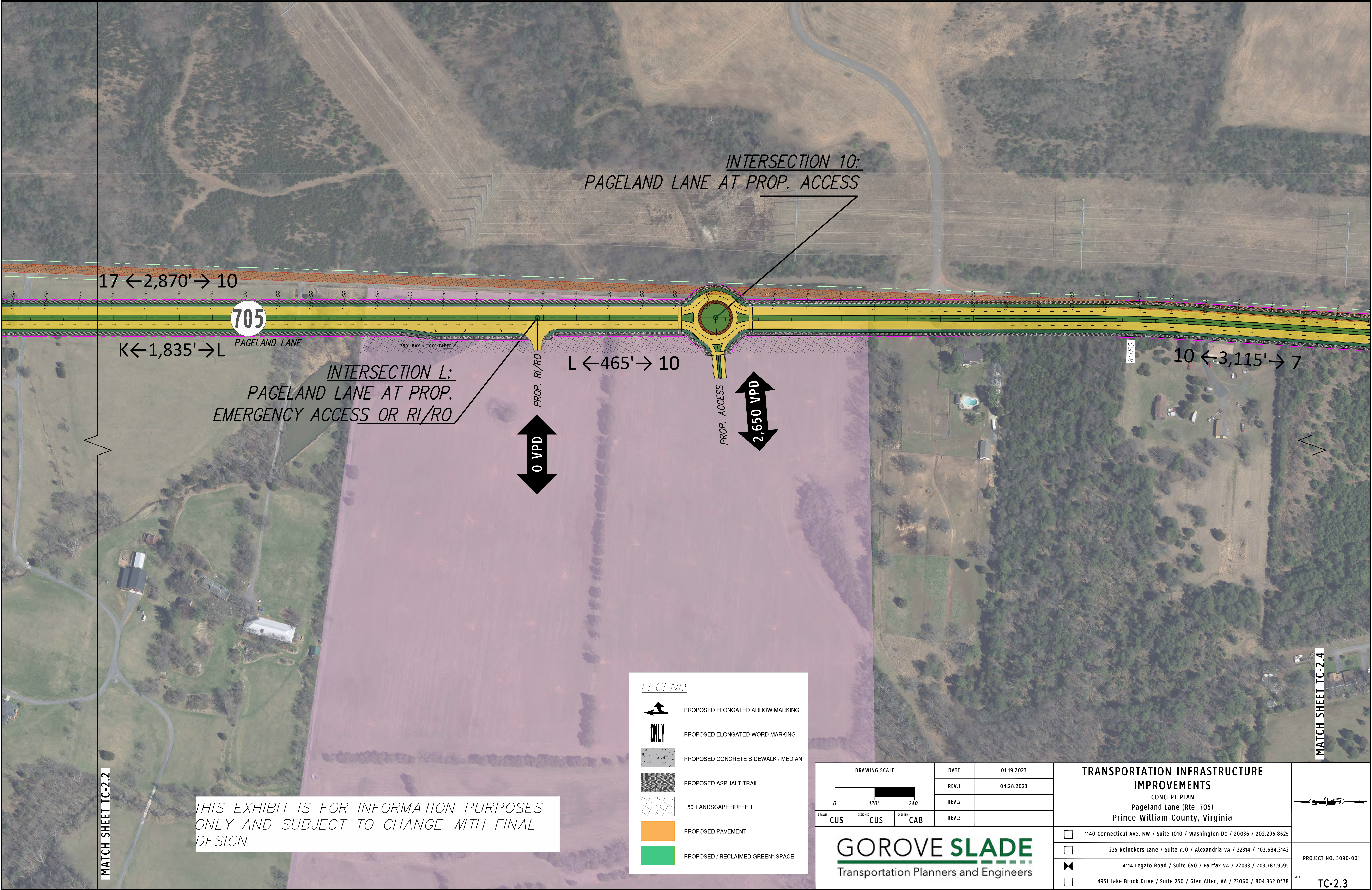
DRAWN	DESIGNED	CHECKED
CUS	CUS	CAB

GOROVE SLADE
Transportation Planners and Engineers

TRANSPORTATION INFRASTRUCTURE IMPROVEMENTS	
CONCEPT PLAN	
Pageland Lane (Rte. 705)	
Prince William County, Virginia	
<input type="checkbox"/>	1140 Connecticut Ave. NW / Suite 1010 / Washington DC / 20036 / 202.296.8625
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<input checked="" type="checkbox"/>	4114 Legato Road / Suite 650 / Fairfax VA / 22033 / 703.787.9595
<input type="checkbox"/>	4951 Lake Brook Drive / Suite 250 / Glen Allen, VA / 23060 / 804.362.0578

PROJECT NO. 3090-001
SHEET TC-2.1





INTERSECTION 10:
PAGELAND LANE AT PROP. ACCESS

705
PAGELAND LANE

INTERSECTION L:
PAGELAND LANE AT PROP.
EMERGENCY ACCESS OR RI/RO

PROP. RI/RO
0 VPD

PROP. ACCESS
2,650 VPD

L ← 465' → 10

10 ← 3,115' → 7

LEGEND

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DRAWING SCALE			DATE	01.19.2023
0 120' 240'			REV.1	04.28.2023
			REV.2	
			REV.3	

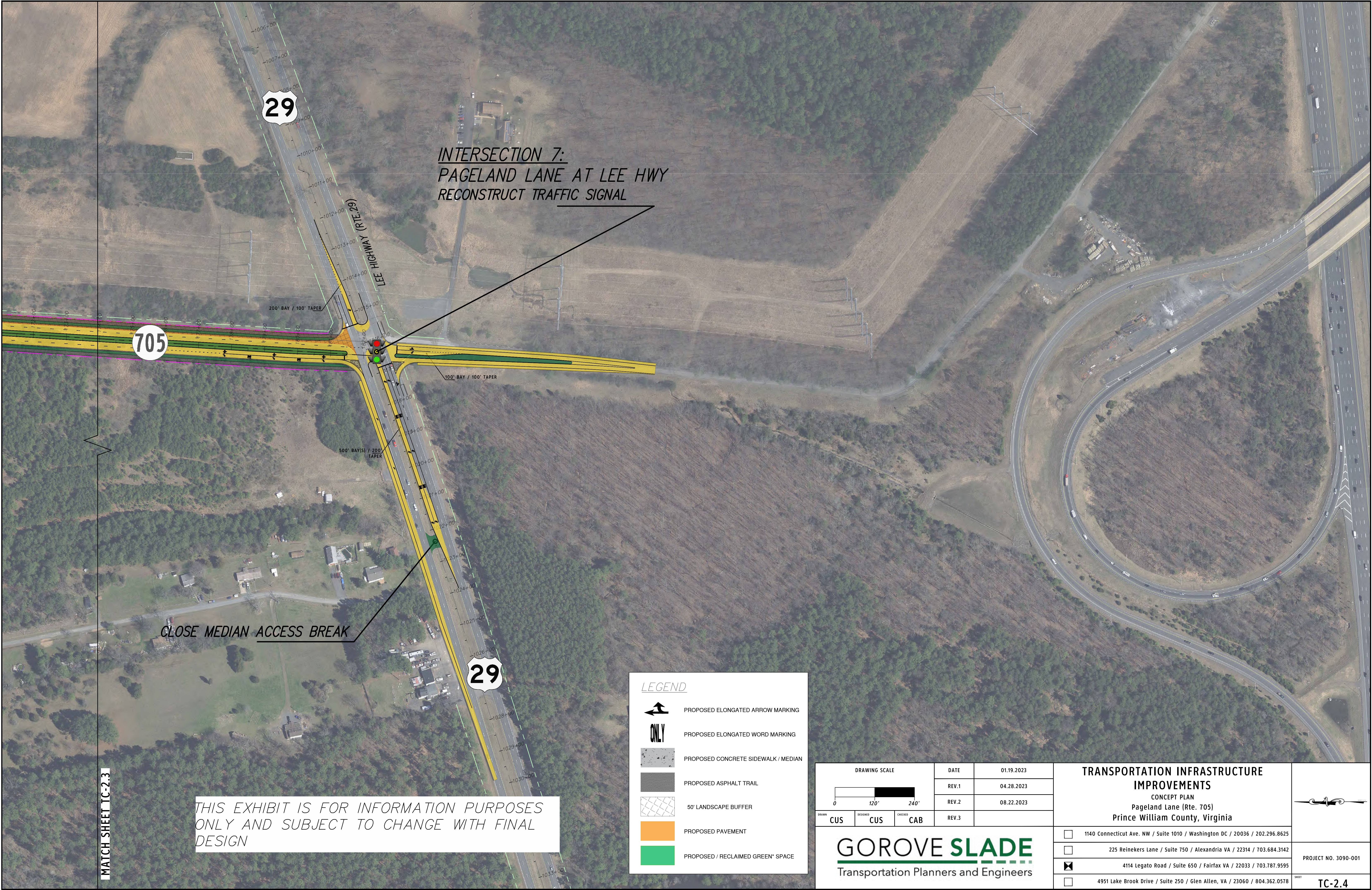
GOROVE SLADE
Transportation Planners and Engineers

TRANSPORTATION INFRASTRUCTURE
IMPROVEMENTS
CONCEPT PLAN
Pageland Lane (Rte. 705)
Prince William County, Virginia

<input type="checkbox"/>	1140 Connecticut Ave. NW / Suite 1010 / Washington DC / 20036 / 202.296.8625
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PROJECT NO. 3090-001
SHEET
TC-2.3

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INTERSECTION 7:
PAGELAND LANE AT LEE HWY
RECONSTRUCT TRAFFIC SIGNAL

CLOSE MEDIAN ACCESS BREAK

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DRAWING SCALE			DATE	01.19.2023	TRANSPORTATION INFRASTRUCTURE IMPROVEMENTS CONCEPT PLAN Pageland Lane (Rte. 705) Prince William County, Virginia		
0 120' 240'			REV.1	04.28.2023			
			REV.2	08.22.2023			
			REV.3				
CUS	CUS	CAB				<input type="checkbox"/> 1140 Connecticut Ave. NW / Suite 1010 / Washington DC / 20036 / 202.296.8625	PROJECT NO. 3090-001
GOROVE SLADE Transportation Planners and Engineers					<input type="checkbox"/> 225 Reinekers Lane / Suite 750 / Alexandria VA / 22314 / 703.684.3142		
					<input checked="" type="checkbox"/> 4114 Legato Road / Suite 650 / Fairfax VA / 22033 / 703.787.9595		
					<input type="checkbox"/> 4951 Lake Brook Drive / Suite 250 / Glen Allen, VA / 23060 / 804.362.0578		
						SHEET	TC-2.4