

STAFFORD COUNTY, VIRGINIA
PROFFER AMENDMENT STATEMENT

Applicant: Amazon Data Services, Inc., a Delaware corporation (the
“Applicant”)

Owner: Old Potomac Church LLC, a Virginia limited liability company (the
“Owner”)

Applicant’s
Representative: Charles W. Payne, Jr.
Hirschler
725 Jackson Street, Suite 200
Fredericksburg, Virginia 22401
(540) 604-2108
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Project Name: “Potomac Church”

Property: Tax Map Parcel No. 39-71A consisting of 49.9 acres, more or less
(collectively, the “Property”)

Date: April 5, 2023

Current Zoning: Urban Commercial (B-2)

Request: Amend Stafford County Ordinance O09-28 (Case No. RC2800486)
to permit the development of a data center campus

File No.: _____

RECITALS

WHEREAS, on or about September 15, 2009, the Stafford County Board of Supervisors (“County”) did approve Ordinance O09-28, then rezoning the Property from A-1 Zoning District to B-2; and

WHEREAS, Applicant desires to amend the current proffered conditions under Ordinance O09-28, for purposes of developing a data center, public facilities/utilities, and accessory uses to support the same on the Property (the “Project”), all as described more particularly in proffer amendment application _____ (“Proffer Amendment Application”); and

WHEREAS, it is the purpose of this Proffer Amendment Statement to revise and amend the proffers under Ordinance O09-28, all as provided more particularly below:

I. General Requirements.

(A) The following voluntary and amended proffers are being made pursuant to sections 15.2-2298 and 15.2-2303, et seq. of the Code of Virginia (1950), as amended, and section 28-161, et seq. of the Stafford County Zoning Ordinance (collectively the “Amended Proffers”). The Amended Proffers provided herein are the only proffered conditions offered in the Proffer Amendment Application, and any prior proffers in which the Property may be subject to (whether of record or not) are hereby superseded by these Amended Proffers, and further all said prior proffers are hereby void and of no further force and effect upon the County’s approval of the Proffer Amendment Application and these Amended Proffers.

(B) The Property will be developed in general accordance with the attached generalized development plan prepared by Bowman Consulting Group Ltd., dated March 27, 2023, titled “GENERALIZED DEVELOPMENT PLAN POTOMAC CHURCH PROPERTY TAX MAP: #39-71A FALMOUTH MAGISTERIAL DISTRICT STAFFORD COUNTY, VIRGINIA” (the “GDP”), which is marked as **Exhibit A**. For purposes of the final site planning of the Property and engineering of the Project, the number and approximate location of open spaces, right-of-way entrances, minimum building and parking setbacks from public rights-of-way, setbacks & screenings, landscape and buffer requirements, all parcel or lot lines, parcel or lot sizes, building envelopes, building sizes, public road locations, private driveway, entrances, parking areas, travel way locations, access areas, utility locations, storm water management facilities, waste facilities, other development features and dimensions of undeveloped areas shown on the GDP may be amended or adjusted by the Applicant to fulfill requirements of final engineering and design of the Project or to comply with applicable County development and design requirements or state agency regulations including, but not limited to, Virginia Department of Transportation (“VDOT”), DEQ, etc. Changes consistent with the original intent of the GDP will be permitted, and where necessary any interpretation required to ensure consistency with the GDP will be determined by the County’s zoning administrator or other designee.

II. Land Use.

A. Use. The Property, consisting of approximately 49.9 +/- acres, will be developed only for data center, public facilities/utilities (specifically, substation facilities¹), and related accessory uses, including without

¹ Please note that the inclusion of substation and related facilities and other accessory uses listed herein (as applicable) as a permitted use is an exception under County ordinance Section 28-35.

limitation all (i) electric generation (generators), distribution, transmission facilities, (ii) enclosed battery and fuel storage facilities, (iii) general storage facilities, (iv) water and sewer facilities, (v) communication, broadband, fiber optic, and other private utilities, (vi) office, general office, and storage, (vii) service stations, (viii) fleet vehicle maintenance and repair facilities, (ix) guard house, (x) rooftop solar energy systems², and (xi) other accessories uses that relate to and support the Project.

B. Open Space. Subject to the provisions provided herein, the overall open space for the Project will include at least 25% of the Property.

C. ~~References in this Proffer Statement to plans and exhibits shall include~~Transportation. The Applicant proffers the following transportation elements:

- ~~• South Campus General Development Plan (GDP), Sheet 1 – prepared by The Engineering Groupe, dated April 7, 2008, revised through July 20, 2009~~
- ~~• Transportation/Phasing Exhibit — prepared by Kimley-Horn and Associates, Inc., dated July 20, 2009.~~

~~1. LAND USE~~

(1) Principal and internal access points will be provided in the approximate locations as depicted on the GDP, with the final locations and design to be finalized during the site plan review and approval process. Emergency access will also be provided as further shown on the GDP, subject to County and VDOT approval (as applicable) during the aforesaid site plan approval process.

~~A. The Property, consisting of approximately 52.825 + acres, shall be developed as B-2, Urban Commercial zoning, primarily as a medical office campus with supportive retail uses. Notwithstanding the proposed development of a medical office campus, other types of office uses, and, unless expressly prohibited by this Proffer statement, all by right uses, conditional uses, or uses as otherwise allowable in the B-2 zoning district under Section 28-35 and 28-36 of the Stafford County Code, as such sections exist on the date of final approval of this zoning and which sections are hereby incorporated by reference, plus such uses as may be added to the B-2 zoning district in the future, shall be permitted and are proposed to provide a mix of uses that is supportive of the desired office campus use. The following uses normally permitted in the B-2 zoning district shall be prohibited on Parcel 71A:~~

² Not including solar farms or utility scale solar facilities.

- 1) Building material sale and storage yard and mulch sale
- 2) Car wash
- 3) Flex office
- 4) Indoor flea market
- 5) Lumber/building/electrical/plumbing supply with covered storage
- 6) Machinery sale and service
- 7) Plant and tree nursery/greenhouse
- 8) Recreational enterprise
- 9) Warehousing, mini storage

The following uses normally permitted with a conditional use permit shall be prohibited on Parcel 71 A:

- i. Adult business, adult (pornographic) bookstore, sex shop or any establishment selling or exhibiting pornographic material or drug (illegal) related paraphernalia
- ii. Arcade
- iii. Automobile repair or body repair shop
- iv. Boat sales
- v. Fleet parking
- vi. Marina
- vii. Motor vehicle rental
- viii. Motor vehicle sales
- ix. Nightclub
- x. Outdoor flea market
- xi. Vehicle fuel sales or storage/distribution of motor fuel
- xii. Warehouse, storage
- xiii. Pawn shop
- xiv. Central laundry (not including drop off/pickup operations)
- xv. Animal raising facility
- xvi. Massage parlor, except licensed massage therapists

B. The maximum building area for Parcel 71A shall be 531,868 square feet.

- 1) A minimum of 60% of the gross building area at the time of maximum build out in Parcel 71A shall be medical or general office and/or medical dental clinic uses.
- 2) There shall be no limit on maximum percentage of gross building area for medical or general office and/or medical/dental clinic uses; however, the amount of retail store gross building area shall not exceed forty percent (40%) retail at any time during development.

C. Development of the Property will be in general conformance with the GDP Sheet 1 with respect to the alignment of South Campus Boulevard and Old Potomac Church Road as

~~proffered herein, the number and approximate location of right-of-way entrances, minimum building and parking setbacks from public rights-of-way, overall maximum site coverage and the approximate boundaries of preservation areas, subject to minor modifications as determined necessary by the Applicant due to final engineering, road alignment and design and/or stormwater management at the time of final site plan preparation and review. The overall site coverage for Parcel 71A shall not exceed 70%, but individual sites may develop at the maximum allowable site coverage permitted in the B-2, Urban Commercial zoning district. More substantial variation from the GDP shall be permitted, provided the integrity of the overall site layout is not compromised and subject to the concurrence of the Planning Director or his designee, based on a finding that the variation will provide an equal or improved design.~~

~~D. Affordable Office. The Applicant shall diligently coordinate with MediCorp to provide reduced lease rates in an effort to recruit out-of-area doctors and medical professionals to Stafford County.~~

~~2. TRANSPORTATION~~

~~A. South Campus Development Right-of-Way and Improvements. It is the intent of the following proffered conditions to dedicate right-of-way as necessary for the improvements described and to construct such improvements. Right-of-way shall be provided from Tax Map Parcels 39-16, 16B, 16E, 16H, 16J, 16K and 71A, which are owned and/or controlled by the Applicant. The final design of road improvement shall be determined at the time of site plan and/or road construction plan review, as applicable and in accordance with the proffered phasing.~~

~~1) Transportation Improvements.~~

~~a. Development of Parcel 71A shall be limited according to the following phasing schedule which corresponds with the Transportation/Phasing Exhibit attached hereto.~~

~~■ To the extent practicable, the right-of-way alignment(s) shown on the GDP and/or Transportation/Phasing Exhibit cross property owned or controlled by the Applicant, with proffered on- and off-site dedication to accommodate these alignments.~~

~~■ Notwithstanding any provisions to the contrary, but subject to the South Campus Boulevard contingencies below, proffered road improvements, including, but not limited to, improvements for Old Potomac Church Road, South Campus Boulevard and the Eastern Entrance connection to Hospital Center Boulevard, shall be contingent upon the Applicant's receipt of all necessary permits and approvals and the availability of all~~

~~necessary right-of-way and easements. Should right-of-way or easements not be available for purchase and the Applicant is not able to obtain the needed right-of-way and easements, as set forth in Proffer 2.B, then road improvements shall be constructed in accordance with the proffered phasing but may be modified, subject to VDOT approval, to road improvements which can be accommodated within existing right-of-way or property owned by the Applicant. Such road improvements shall be determined at the time of site plan and/or road construction plan review, as applicable.~~

- ~~All South Campus Boulevard dedication, reservation and improvement obligations shown through Phase 3 are contingent upon the approval by Stafford County and/or VDOT, as applicable, of South Campus Boulevard substantially as shown on the GDP and Transportation/Phasing Exhibit. Additional dedication, reservation and improvement obligations shown in Phase 4 are contingent upon VDOT, and the County, if applicable, formally adopting and approving the Interstate 95 interchange access road to align with South Campus Boulevard, substantially as shown on the GDP and Transportation/Phasing Exhibit, with such formal adoption and approval being made by building permit approval for the 80,001st square foot of commercial building(s) on Parcel 71A or June 30, 2019, whichever is earlier. If this/these contingency(ies) is/are not satisfied, then Applicant shall only be required to construct South Campus Boulevard within the alignment shown on the GDP and Transportation/Phasing Exhibit and as needed to serve the traffic volume attributable to the South Campus development as proposed herein. Applicant may then utilize access by means of Old Potomac Church Road, Peake Lane, the Eastern Entrance, South Campus Boulevard as constructed and/or other road access which has been constructed to a standard to serve traffic volume attributable to the South Campus development.~~

~~(i) Phase 1. Old Potomac Church Road — Initial Frontage Improvements.~~

- a. ~~Dedication. The Applicant shall dedicate up to fifty-five (55) feet of its property from the existing centerline of Old Potomac Church Road for public right-of-way to accommodate two (2) lanes of a four (4) lane road section from Parcel 71A's northerly boundary to Entrance A. Such road section may be for a divided or undivided road section, as determined necessary for the proffered road improvements. Said right-of-way shall be dedicated to the Board of Supervisors of Stafford County with the approval of the road~~

~~construction plan(s) for the Phase 1 Old Potomac Church Road improvements.~~

- ~~b. Improvements. By the issuance of the occupancy permit for the 1st gross square foot of commercial building(s) constructed on Parcel 71A, Old Potomac Church Road shall be constructed and completed to the point of being usable by the public (but not necessarily off bond) as a 2-lane commercial roadway, constructed to applicable State standards with 12-foot wide lanes, along Parcel 71A's Old Potomac Church Road frontage from Parcel 71A's northerly boundary to Entrance A, generally as shown on the Transportation/Phasing Exhibit. Such improvements shall provide the appropriate transitions to existing Old Potomac Church Road.~~

~~Phase 2. Old Potomac Church Road — Improvements to Hospital Center Boulevard Intersection~~

- ~~a. Up to 40,000 gross square feet of commercial building(s) constructed on Parcel 71A may be accessed by existing Old Potomac Church Road as improved and constructed to a 22-foot cross section per the proffered conditions of Rezoning Case 2700335, Medical Properties.~~

- ~~b. By the issuance of the occupancy permit for the 40,001⁴ gross square foot of commercial building(s) constructed on Parcel 71A, Old Potomac Church Road shall be upgraded and completed to the point of being usable by the public (but not necessarily off bond) to a 2-lane commercial roadway constructed to applicable State standards with 12-foot wide lanes from the completed portion of Hospital Center Blvd. to Parcel 71A's northerly boundary, generally as shown on the Transportation/Phasing Exhibit~~

- ~~(iii) Phase 3. Phase 3 shall consist of dedication, reservation and/or improvements as set forth in either Phase 3A or Phase 3B below, as determined in the Applicant's discretion.~~

- ~~a. Phase 3A. South Campus Boulevard — Improvements by Occupancy Permit for 80,001 Gross Square Feet of Commercial Building(s)~~

- ~~(i) Initial Reservation of Right-of-Way. Upon approval of this rezoning as applied for by the Applicant, and~~

~~contingent upon the approval by Stafford County and/or VDOT, as applicable, of South Campus Boulevard substantially as shown on the GDP and Transportation/Phasing Exhibit, the Applicant shall reserve 110 feet, total width, of its property for South Campus Boulevard. In the event there is reservation of right-of-way in excess of that necessary for the Phase 4 improvements, the reservation shall terminate upon completion of construction of the approved improvements.~~

~~(ii) Additional Reservation of Right-of-way. The Applicant shall also reserve an additional 50 feet, total width, of its property for South Campus Boulevard, contingent upon VDOT, and the County, if applicable, formally adopting and approving the Interstate 95 Interchange access road to align with South Campus Boulevard as shown on the GDP and Transportation/Phasing Exhibit by building permit approval for the 80,001st gross square foot of commercial building(s) to be constructed on Parcel 71A or June 30, 2019, whichever is earlier. If reserved pursuant to this Proffer, the identified area up to 50 feet in width shall be dedicated upon written request from VDOT and/or Stafford County for South Campus Boulevard, provided such request is made within two (2) years of approval of the final alignment~~

~~(iii) Dedication. In order to accommodate the Phase 3A improvements, the Applicant shall dedicate up to 55 feet, total width, of its property reserved for right-of-way pursuant to Proffer 2.A.1.a.iii.a(i), above, from Old Potomac Church Road to Jefferson Davis Highway, as shown on the Transportation/Phasing Exhibit. Such dedication shall occur with the approval of the road construction plan(s) for the Phase 3A South Campus Boulevard improvements.~~

~~(iv) Improvements. By the issuance of the occupancy permit for the 80,001st gross square foot of commercial building(s) constructed on Parcel 71A, and if South Campus Boulevard is approved by VDOT and/or the Stafford County, as applicable, South Campus Boulevard shall be constructed and completed to the point of being usable by the public (but not necessarily off bond) as a~~

~~half-section of a 4-lane divided roadway from Old Potomac Church Road to Jefferson Davis Highway, in the alignment shown on the Transportation/Phasing Exhibit. A traffic signal shall be provided at the intersection of South Campus Boulevard and Jefferson Davis Highway, subject to warrant approval by VDOT prior to completion of the aforementioned half-section South Campus Boulevard improvements.~~

~~b. Phase 3B. Connection to Hospital Center Boulevard (the "Eastern Entrance") by Occupancy Permit for 80,001 Gross Square Feet of Commercial Building(s). A new Eastern Entrance shall be constructed and completed to the point of being usable by the public (but not necessarily off bond) as a 2-lane public or private roadway, built to applicable State standards, from Parcel 71A's northerly boundary to Hospital Center Boulevard at the existing median break, located approximately 825 feet east of the current Hospital Emergency Room median break, generally as shown on the Transportation/Phasing Exhibit, by the issuance of the occupancy permit for the 80,001^d gross square foot of commercial building(s) constructed on Parcel 71A. A traffic signal shall be provided at the intersection of Hospital Center Boulevard and the Eastern Entrance subject to warrant approval by VDOT prior to completion of the aforementioned Eastern Entrance 2-lane roadway improvements.~~

~~(iv) Phase 4. Phase 4 shall consist of dedication, reservation and/or improvements as set forth in either Phase 4A, Phase 4B(1) or Phase 4B(2), below, as determined in the Applicant's discretion.~~

~~a. Phase 4A. South Campus Boulevard — Improvements by Occupancy Permit for 250,001 Gross Square Feet of Commercial Building(s). If Phase 3B (the Eastern Entrance) is constructed and if South Campus Boulevard is approved by VDOT and/or Stafford County, as applicable, and if all necessary right-of-way is available, then improvements and dedication/reservation shall occur as follows:~~

~~(i) Initial Reservation of Right-of-Way. Upon approval of this rezoning as applied for by the Applicant, and contingent upon the approval by Stafford County and/or VDOT, as applicable, of South Campus Boulevard substantially as shown on the GDP and~~

~~Transportation/Phasing Exhibit, the Applicant shall reserve 110 feet, total width, of its property for South Campus Boulevard. In the event there is reservation of right of way in excess of that necessary for the Phase 4 improvements, the reservation shall terminate upon completion of construction of the approved improvements.~~

~~(ii) Additional Reservation of Right of way. The Applicant shall also reserve an additional 50 feet, total width, of its property for South Campus Boulevard, contingent upon VDOT, and the County, if applicable, formally adopting and approving the Interstate 95 Interchange access road to align with South Campus Boulevard as shown on the GDP and Transportation/Phasing Exhibit by building permit approval for the 250,000th gross square foot of commercial buildings) to be constructed on Parcel 71A or June 30, 2019, whichever is earlier. If reserved pursuant to this proffer, the reserved area up to fifty (50) feet in width shall be dedicated upon written request from VDOT and/or Stafford County for South Campus Boulevard, provided such request is made within two (2) years of approval of the final alignment~~

~~(iii) Dedication. In order to accommodate the Phase 4A improvements, the Applicant shall dedicate up to 55 feet, total width, of its property identified for right of way pursuant to Proffer 2.A.1.a.iv.a(i), above, from Old Potomac Church Road to Jefferson Davis Highway, as shown on the Transportation/Phasing Exhibit. Such dedication shall occur with the approval of the road construction plan(s) for the Phase 4A South Campus Boulevard improvements.~~

~~(iv) Improvements. By the issuance of the occupancy permit for the 250,001st gross square foot of commercial building(s) constructed on Parcel 71A, and if South Campus Boulevard is approved by VDOT and/or the County, as applicable, South Campus Boulevard shall be constructed and completed to the point of being usable by the public (but not necessarily off bond) as a half section of a 4-lane divided roadway from Old Potomac Church Road to Jefferson Davis Highway, in the alignment shown on the Transportation/Phasing Exhibit. A traffic signal shall be~~

~~provided at the intersection of South Campus Boulevard and Jefferson Davis Highway, subject to warrant approval by VDOT prior to completion of the aforementioned half-section South Campus Boulevard improvements.~~

~~**b. Phase 4B(1) South Campus Boulevard Upgrade to 4 Lanes.** By the issuance of the occupancy permit for the 250,001st gross square foot of commercial building(s) constructed on Parcel 71A, and if Phase 3A (South Campus Boulevard) is constructed, if South Campus Boulevard is approved by VDOT and/or the County, as applicable, South Campus Boulevard shall be upgraded and completed to the point of being usable by the public (but not necessarily off bond) by constructing the remaining half-section of a 4-lane divided roadway from Old Potomac Church Road to Jefferson Davis Highway, in the alignment shown on the Transportation/Phasing Exhibit.~~

~~If a traffic signal has not been provided in Phase 3A, or has been provided but requires modification to accommodate Phase 4B(1) improvements, a traffic signal shall be provided, or modified as appropriate, at the intersection of South Campus Boulevard and Jefferson Davis Highway, subject to warrant approval by VDOT prior to completion of the aforementioned Phase 4B(1) half-section South Campus Boulevard improvements.~~

~~**c. Phase 4B(2). Connection to Hospital Center Boulevard (the Eastern Entrance).** By the issuance of the occupancy permit for the 250,001st gross square foot of commercial building(s) constructed on Parcel 71A and if Phase 3A (South Campus Boulevard) is constructed, a new Eastern Entrance shall be constructed and completed to the point of being usable by the public (but not necessarily off bond) as a 2-lane public or private roadway, built to applicable State standards, from Parcel 71A's northerly boundary to Hospital Center Boulevard at the existing median break, located approximately 825 feet east of the current Hospital Emergency Room median break, generally as shown on the Transportation/Phasing Exhibit. A traffic signal shall be provided at the intersection of Hospital Center Boulevard and the Eastern Entrance subject to warrant approval by VDOT prior to completion of the aforementioned Eastern Entrance 2-lane roadway improvements.~~

~~v. Phase 5. Extension of South Campus Boulevard on Parcel 71A to Accommodate Commercial Development on Parcel 71A. If South Campus Boulevard is approved by VDOT and/or the County, as applicable, South Campus Boulevard shall be extended eastward through Parcel 71A from Old Potomac Church Road to Entrance D with a 2- or 4-lane configuration, as required by the development of Parcel 71A and to match the 2- or 4-lane configuration of South Campus Boulevard westward of Old Potomac Church Road if the traffic generated by the development of Parcel 71A requires this eastward extension to match the then-existing South Campus Boulevard. Right-of-way shall be of the required width to accommodate the 2- or 4-lane configuration, which right-of-way shall be dedicated for public right-of-way to the Board of Supervisors of Stafford County with the recordation of the final plat including the portion of Parcel 71A containing such right-of-way to be dedicated. Such construction of the 2- or 4-lane improvements, as appropriate, shall be phased to be completed to the point of being usable by the public (but not necessarily off bond) at such time(s) as Parcel 71A develops and said improvements are necessary to provide access to Parcel 71A by Entrances C and D, respectively, generally as shown on the Transportation/Phasing Exhibit.~~

b. Remaining Old Potomac Church Road Reservation, Dedication and Improvements:

~~(i) Reservation. By the issuance of the occupancy permit for the 40,001rd gross square foot of commercial building(s) constructed on Parcel 71A, the Applicant shall reserve up to fifty-five (55) feet of its Property from the existing centerline of Old Potomac Church Road along Parcel 71A's Old Potomac Church Road frontage for public right-of-way from Entrance A to Parcel 71A's southerly boundary, generally as shown on the Transportation/Phasing Exhibit.~~

~~(ii) Dedication. To the extent not dedicated by others on Parcel 16, the Applicant shall dedicate up to fifty-five (55) feet of its property from the existing centerline of Old Potomac Church Road along Parcel 71A's frontage for public right-of-way from Entrance A to Parcel 71A's southerly boundary, generally as shown on the Transportation/Phasing Exhibit. Said right-of-way shall be dedicated to the Board of Supervisors of Stafford County with the approval of the road construction plan(s) for the applicable Old Potomac Church Road improvements pursuant to Proffer 2A.1.b(iii), below.~~

~~(iii) Improvements. Old Potomac Church Road shall be constructed as a 2-lane commercial roadway, constructed to applicable State standards with 12-foot wide lanes, along the Property's Old Potomac Church Road frontage from Entrance A to Entrance E, generally as shown on the Transportation/Phasing Exhibit. Said improvements shall be phased to be completed to the point of being usable by the public (but not necessarily off bond) at such time(s) as Parcel 71A develops and as said improvements are necessary to provide access to Parcel 71A by Entrance B and by Entrance E, respectively, generally as shown on the Transportation/Phasing Exhibit~~

~~2) Community Development Authority. Notwithstanding any provision to the contrary, and recognizing the existing and future need for road improvements beyond the impacts of the development of the Property associated with this application, the Applicant agrees to participate in cooperative construction efforts with Stafford County, the Commonwealth of Virginia and/or surrounding property owners to facilitate public road and/or intersection improvements on Old Potomac Church Road and/or proposed South Campus Boulevard, as described in the preceding proffered conditions. In addition, the applicant agrees to include Tax Map Parcels 39-16, 16B, 16E, 16H, 16J, 16K and 71A, owned and/or controlled by the Applicant, within a Community Development Authority (CDA) if a CDA is approved by the Stafford County Board of Supervisors to provide for public road and/or intersection improvements which may include, as determined by the CDA, Old Potomac Church Road between Hospital Center Boulevard and the southerly boundary line of Parcel 71A and South Campus Boulevard from the east side of Jefferson Davis Highway to the easterly boundary line of Parcel 71A. At the option of the Board of County Supervisors and/or the CDA, and in accordance with applicable Code requirements, additional infrastructure and public improvements may be added to the CDA to facilitate financing of the CDA within the CDA boundary.~~

~~3) Notwithstanding the foregoing, should a CDA be created that includes the Applicant as a member and/or a cooperative construction agreement including the Applicant be executed that results in the construction, in whole or in part, of any of the above proffered improvements, the Applicant shall not be required to construct or reimburse the cost of construction of such improvement(s) to the extent that participation in the CDA or cooperative agreement obligation will require the Applicant to bear its fair share cost of the same improvements through such agreement(s). The Applicant shall be permitted to construct, and have the occupancy permits issued for, the commercial building(s) gross square footage associated with such improvement(s) in accordance with the phasing of the road improvements proffered herein. Should the Applicant elect to construct road and/or intersection improvements before such funding for construction or actual construction is provided, performed or to be performed by the CDA or others, the CDA or others, as applicable, shall reimburse the Applicant those~~

~~costs above the Applicant's CDA or cooperative construction agreement fair share, as applicable, associated with the dedication and construction of such right-of-way and road/intersection improvements. The Applicant shall be given the prior opportunity to review and comment on the plans and studies for road and/or intersection improvements to be constructed by the CDA and/or Stafford County and/or others to avoid potential conflicts with the proposed development of Applicant's properties.~~

- ~~4) In the event that the reconfigured Route 630 interchange off-ramp aligns with South Campus Boulevard, and VDOT and the County shall approve a conceptual alignment from the proposed end of South Campus Boulevard to Courthouse Road, the Applicant shall make a monetary contribution to the Stafford County Board of Supervisors in the amount of \$0.10 per gross square foot of office and/or retail building area on the Property to help fund the extension of South Campus Boulevard east of Parcel 71A. Said contribution shall be paid prior to and as a condition of the issuance of the building permit for each office and/or retail building based on the gross building area contained within such office and/or retail building.~~

B. CONDEMNATION

~~In the event Applicant is unable to purchase or obtain right-of-way or easements necessary to construct proffered public improvements from the owners (other than Applicant or entities related to Applicant), the Applicant shall request the County and/or VDOT to acquire the right-of-way and easements by means of its condemnation powers at Applicant's expense. Said request shall be made to the appropriate County agency and shall be accompanied by the following:~~

- ~~• The names of the record owners, the property addresses, tax map parcel numbers for each landowner from whom such right-of-way and/or easements are sought.~~
- ~~• Plats, plans and profiles showing the necessary right-of-way and/or easements to be acquired and showing the details of the proposed transportation improvements to be located on each such property.~~
- ~~• 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.~~
- ~~• A 60-year title search of each involved property.~~

**South Campus Proffer Statement
July 20, 2009**

- ~~• 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.~~
- ~~• 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.~~
- ~~• 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, attorneys' fees for the Office of the County Attorney or attorney retained by the County, 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.~~
- ~~• In the event that Stafford County and/or the Commonwealth of Virginia do not secure access to the right of way necessary for the proffered road improvements within ten (10) months of the Applicant providing the preceding information, an alternative road design that does not require the right of way condemnation shall be permitted under this proffer.~~

3. ARCHITECTURAL AND SITE DESIGN

A. Façade Treatments:

(2) The following offsite and onsite transportation improvements will be provided by the Applicant, all as generally shown on the GDP, prior to the first certificate of occupancy permit (temporary or final) for the first data center building constructed on the Property, and subject to County and VDOT approvals (as required and applicable):

(a) The Applicant will improve a portion of Old Potomac Church Road to include a two-lane right-of-way along the Property's frontage that is controlled and owned by the Applicant; and

(b) The Applicant will construct pedestrian walkways along its Property frontage adjacent to public roads within the public right-of-way, which will consist of either sidewalks or paved pathway.

(3) The Applicant will pay the aggregate sum of \$500,000.00 towards additional future transportation improvements to be constructed by others along Old Potomac Church Road. This proffer will be paid to the County upon the County's issuance of the final certificate of occupancy permit for the first data center building constructed on the Property.

(4) The average daily trips for the Project will not exceed 1,000 trips as calculated by the weighted average trip generation rate for Amazon Data Services data center campuses located within the Commonwealth of Virginia outlined in the trip generation assessment prepared by Bowman Consulting Group Ltd., dated March 15, 2023, and attached hereto as **Exhibit B**.

D. Architectural and Site Design Criteria

(1) ~~(1) The facades of the buildings on the Property shall be consistent with the concepts provided by the examples provided in the Illustrative Design Guide prepared by Land Planning and Design Group dated October 7, 2008 and the Courthouse Area Plan design goals, to the extent that the Courthouse design goals can be incorporated into the proffered designs, and shall consist of primarily of brick, stucco, siding, stone, precast and cast in place masonry wall systems and/or other equivalent materials to achieve the intended design quality as determined by the Applicant during the final construction design and based on the availability of materials.~~ The general architectural features of the data center buildings will be as depicted on **Exhibit C** ("General Building Features"). The General Building Features are illustrative only and do not depict the final designs and building features for the Project. In this regard, **Exhibit C** depicts only (1) a commitment to a general type, character, and quality of architectural design, details and materials; and (2) the general types of architectural and decorative elements and features.

B. Fire/Safety.

- (2) ~~Automatic~~ The Applicant will construct no more than 510,000 square feet of data center facilities on the Property, which square footage does not include the construction of public facilities/utilities or any accessory uses. All data center buildings will include automatic fire suppression sprinklers ~~shall be provided~~ in accordance with the Virginia Uniform Statewide Building Code ~~for buildings exceeding 3,000 square feet.~~
- (3) ~~(1) One~~ Automatic External Defibrillator (AED) or comparable device shall be provided in each ~~commercial~~ building in the location recommended by the Stafford County Fire ~~Marshal's office. This proffer shall not preclude replacement, removal or upgrade of such AED or other device based on future requirements and/or technology.~~ Marshal's office.
- ~~(2) A standpipe system shall be provided in commercial buildings in accordance with applicable Code or regulations at the time of construction of such building(s) having more than two stories.~~
- ~~(3) At site plan and/or building plan review, the above proffered requirements may be waived and/or modified by the Fire Marshal where the safety intent of these proffers is satisfied based on proposed building construction, materials, layout, technologies and/or code/regulation considerations.~~

C. Pedestrian Connectivity

~~Subject to the receipt of all necessary approvals, permits, rights-of-way and easements, the Applicant shall provide pedestrian connections between individual sites within the Property and between the property and Hospital Center Boulevard. The on-site pedestrian network shall include painted and/or alternative pavement crosswalks, and the pedestrian network shall be shown on the final site plan for the portion of the Property on which said pedestrian connections are located. Pedestrian walkways shall be provided adjacent to public roads within the public right-of-way and shall consist of sidewalks or paved trails, as allowed by VDOT. Additional sidewalks and trails shall be provided internal to the site to provide pedestrian connectivity between businesses and to walkways within the public right-of-way.~~

D. Landscaping

- (4) Setbacks, screening, landscape, and buffers for the Project are as generally depicted on the GDP.
- ~~(1) Landscaping provided along public rights-of-way on the Property shall include area minimum of fifty percent (50%) evergreen plantings.~~
- (5) Outdoor refuse collection enclosures will be provided at locations that are unobtrusive and are fully screened from the public right-of-way.
- (6) The developed areas of the Property will be enclosed by security fencing not less than eight (8) feet in height. The fencing will be maintained at all

times while the facility is in operation. If necessary, the Applicant will provide an emergency Knox Box for emergency personnel access only. The details for emergency access will be addressed at the site plan stage of development. Notwithstanding the foregoing, the said security fencing requirements do not apply to any fences enclosing utility infrastructure on the Property, including without limitation electric transmission and substation facilities, such security fencing will be not less than twelve (12) feet in height.

- (7) ~~(2)~~ In addition to the screening and buffering as shown on the GDP, **which is required along the common boundaries of abutting properties that are zoned A-1, Agricultural,** the following measures shall be provided to further attenuate the visual impacts on the adjoining properties:

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- A. The Applicant, to the extent reasonably possible for purposes of developing the Property, will preserve existing trees within the buffer. In the event the Applicant must clear existing trees within the buffer, the Applicant agrees to install new planting materials consisting of one hundred percent (100%) evergreen plantings.

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~~a. Plant materials in the buffer shall consist of a minimum of fifty percent (50%) evergreen plantings.~~

~~B. b.-A solid board fence, having an overall height of six (6) feet, shall be installed and maintained until the abutting properties are no longer used residentially and/or the properties are reclassified to a nonresidential non-residential or mixed use zoning category.~~

~~E. Uniform Sign Plan. Compatible signage shall be required and shall include signs of similar style and scale throughout South Campus, but shall also allow appropriate variations to create interest. The Applicant shall enact a uniform sign program and exercise approval authority over signage throughout South Campus, but all signs approved by the developer shall be in compliance with all applicable County zoning regulations. Freestanding signs located on the property frontages of Old Potomac Church Road and the proposed South Campus Boulevard shall be separated by a minimum of 100 feet. All sign lighting shall be fully shielded to prevent glare onto adjoining properties, and there shall be no sign displays that include images normally displayed on television or computer monitors, scrolling or moving images, including video, through the use of a series of grid lights such as cathode ray, light emitting diode display, plasma screen, liquid crystal display, fiber optics or other similar electronic technology. The sign plans for individual sites shall be submitted on a site-by-site basis to the Office of Planning and Zoning.~~

~~F. Outdoor Refuse Collection. Outdoor refuse collection enclosures shall be provided at locations that are unobtrusive and are not closer to the public right-of-way than the buildings that the enclosures serve unless such enclosures are fully screened from view from the closest point of right-of-way. Refuse collection enclosures shall be constructed of materials that are compatible with building materials used in the principal buildings on the same property, and shall have gates that remain closed except when the collection area is in use.~~

~~G. Freestanding Parking Lot Lighting. Freestanding parking lot lighting shall consist of fixtures that are compatible with the architectural theme of buildings on the Property and shall have a maximum height of 24 feet. Such fixtures shall be shielded to direct light downward and minimize glare on adjoining residential properties. The location and spacing of lighting shall be determined at the time of final site plan review for each site to assure consistent light levels for security and energy efficiency.~~

~~H. Outdoor Lighting, Generally. All lighting installations shall be designed and installed to be fully shielded (full cutoff) and shall have a maximum lamp wattage of 250 watts HID (or lumen equivalent). All lighting shall be shielded such that the lamp itself or the lamp image is not directly visible outside the property perimeter.~~

(8) The maximum height of pole-mounted exterior lighting shall be eighteen feet (18'). Fully shielded lighting fixtures shall be used in all areas. Lighting shall not exceed .50 foot-candles as measured from the property line of the Project. Lighting that is exempt from these requirements includes temporary lighting and lighting provided for emergency or safety purposes as required by: the Building Code, Electrical Code, or otherwise within the County Code. Signage related to the authorized uses shall not

be illuminated. Entrance gates will include a minimum illumination of 3 foot-candles (30 lux) to support safe and secure operation of the gate area.

- (9) Upon the County's issuance of the first certificate of occupancy permit for the first data center building, the Applicant will pay the County a cash proffer of \$20,000.00 for interpretive signage to be installed in locations mutually agreed upon by both the County and Applicant. Such interpretive signage will identify the bike/walking trail, and all of the aforesaid is to be installed by the County.

III. Parks and Recreation.

- (a) Subject to the terms and conditions expressed herein, if requested by the County staff during the site plan stage, the Applicant will dedicate to the Stafford County Board of Supervisors for future use and programming by the Parks and Recreation Department a 30-foot wide pedestrian access easement to run contiguous to the west of the sanitary sewer easement for use as a bike/walking trail, all as generally shown on the GDP.

IV. Utilities. The Applicant agrees to pay the County Seven Million Dollars (\$7,000,000.00) for purposes of and constructing a public reuse water distribution system including a 0.5 mgd pumping station, associated SCADA and electrical improvements at the Aquia WWTP and an approximately 2.5-mile pipeline generally described as a reclaimed water system (collectively the "Reclaimed Water Utility Improvements"), all as generally depicted on attached **Exhibit D** prepared by Ramboll America's Engineering Solutions, Inc., and titled "Potomac Church Water Infrastructure Map" (the "Water Utility Proffer"). The Water Utility Proffer will be paid to the County pursuant to the following payment schedule: (i) 40% of the Water Utility Proffer within 45 days of the County's approval of the Proffer Amendment Application, (ii) 20% of the Water Utility Proffer upon completion of design of the Reclaimed Water Utility Improvements, and (iii) 40% after completion of construction of the Reclaimed Water Utility Improvements and commissioning up to point of service to the Property. Notwithstanding anything to the contrary under this Proffer Amendment Statement, the Applicant reserves the right to request pro rata reimbursement for a portion of the Water Utility Proffer from other users of the Reclaimed Water Utility Improvements.

V. Miscellaneous.

- (a) Construction. Prior to final site plan approval for each phase of development of the Property, a construction mitigation plan will be drafted by the Applicant and submitted to the County's Zoning Administrator for review ("Construction Mitigation Plan"). The Construction Mitigation Plan will address, at minimum, construction traffic control measures, including any mitigation measures to be implemented during weekday AM and PM peak travel hours and school bus travel times along shared construction truck routes to/from the Property.

- (b) Sound. The Applicant will provide a Sound Study (the “Sound Study”) prior to final site plan approval for each data center building. The Sound Study will confirm compliance with the sound standards described under the County’s current Sound Ordinance (Chapter 16).
- (c) If any term or provision of these Amended Proffers or the application thereof is deemed invalid or unenforceable, the remainder of these Amended Proffers, other than those as to which it is held invalid or unenforceable, will not be affected thereby, and each such terms and provisions of these Amended Proffers shall remain valid and enforced to the fullest extent permitted by law.

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OWNER ACKNOWLEDGMENT & CONSENT

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4. PARKS AND RECREATION

~~If requested by the County staff during the review of the initial site plan and subject to the provisions of Proffered Condition 5, "Environment", the Applicant shall dedicate to the Stafford County Board of Supervisors for future use and programming by the Parks and Recreation Department up to eight (8) acres of the Preservation Area shown on the GDP, provided that such area will continue to be available for inclusion in the calculations for site area coverage, floor area ratio and other similar site development requirements, and the commercial development proposed herein will not be required to buffer or setback from the public use site. The intent of this dedication is to assist in establishing a stream valley park/nature trail program, providing pedestrian connectivity in the Courthouse Redevelopment Area for the benefit of the general public. However, nothing in this proffer shall be construed to prevent other recreational uses that are permitted in the portion of the property that is Chesapeake Bay Resource Protection Area, or in those areas outside of the Resource Protection Area, for recreational uses such as picnic areas and shelters, play equipment and nature studies and enhancements.~~

5. ENVIRONMENT

~~A. The Applicant shall establish open space areas on the Property in substantial conformance with the GDP, subject to minor modifications required by preliminary or final site engineering. Said open space shall be shown on the Final Site Plan and shall consist of the preservation area, buffers, and like areas generally as shown on the GDP and defined as open space in the Stafford County Zoning Ordinance.~~

~~B. The Resource Protection Area (RPA) shall be preserved in its natural state except for stream mitigation, archaeological analysis and preservation measures, utilities necessary for development of the Property or adjoining properties, existing utility easements, and any temporary disturbance necessary for the above activities approved in accordance with applicable State and Federal requirements. Utilities within the RPA, if any, shall be located as far as practicable from the streambed and associated wetlands to the extent such separation results in a better environmental design without adversely affecting or diminishing the functionality of such activity or use.~~

~~C. Retaining walls, if any, when parallel to an RPA boundary, shall be set back a minimum of 10 feet from the RPA to allow access for maintenance. Prior to construction within 100 feet of the RPA, signs spaced 100 feet apart shall be installed by the developer to identify the landward limits of the RPA. Such signs shall conform to the RPA Signage Policy and shall be installed at the expense of the owner, builder or developer in accordance with the RPA Signage Policy.~~

~~D. The Applicant shall employ infiltration Low Impact Development (LID) technologies, including, but not limited to, a combination of porous pavement, infiltration trenches,~~

~~grassed swales, extended detention dry ponds, porous pavers and/or bioretention facilities, where underlying soils make such practices practical to further complement the groundwater recharge. At least two percent (2%) of the developed site shall consist of infiltration LID measures. To maximize the groundwater recharge in open space areas, the Applicant shall minimize construction traffic through and around such areas by adding tree protection fencing around open space areas immediately adjacent to construction.~~

~~E. At least sixty (60) days prior to commencement of site grading activities on the Development Parcel within two hundred feet (200') from the boundary line of the Property, the Applicant shall engage a qualified and independent environmental professional ("Professional") to perform a well yield test and a limited water quality test on any lawfully operating household water supply well that is currently operating ("Qualified Well") on the adjoining residential property. The purpose of these tests is to establish a "Baseline Condition" for each well. Establishing the baseline requires the cooperation of the property owner where the well is located. The scope of such testing will require the Professional to obtain copies of well construction logs, if any, from the owner, the Health Department or the well driller, and visual inspection of well construction and components. In the event that the owner does not cooperate with the Professional with respect to the scope of work or refuses to allow the Professional to perform such testing, the Applicant shall be released from any further requirement under this proffer with respect to the Property. The well yield test will be a short term (one to two hour) test of the capacity of the well. The water quality test shall consist only of measuring the water supply to determine unacceptable levels of turbidity or suspended solids, in the reasonable judgment of the Professional. The well yield test shall require the owner to refrain from using the well for at least one hour prior to the test in order to establish a static water level. The test shall involve running the well pump for one to two hours during which time water may not be available to the household, measuring water level draw-downs, and shall involve shutting off the pump and measuring water level recovery for a period of one hour. The results of the foregoing water quality and water yield tests shall be referred to hereafter as the "Base Line Condition" and shall be set forth in a written report prepared by the Professional which shall be delivered by the Applicant to the owner and to the appropriate officials of Stafford County.~~

~~Thereafter, in the event that the owner of the property where the well is located believes that the Qualified Well has experienced a material adverse degradation in water quality and/or water yield ("Adverse Impact") from the Base Line Condition established by the testing referred to above, said owner shall have the right to submit a written claim to the Applicant which must include documentation substantiating such material adverse degradation from the Base Line Condition, or Applicant shall have no further responsibility under this Proffer. Within thirty (30) days from receipt of the documentation referred to in the foregoing sentence, such owner shall have the right to request in writing and receive, at such owner's option (a) payment by Applicant of a sum~~

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South Campus Proffer Statement
July 20, 2009

~~of money, in an amount determined by the Professional in his sole reasonable judgment sufficient to pay for any remedial work on the well in question necessary to mitigate the Adverse Impact so as to restore the well in question to the Base Line Condition, or (b) the drilling of a new well which provides water of quality and yield equivalent to the Base Line Condition, or (c) prompt connection, at Applicant's expense, to the public water system if public water is reasonably accessible. "Reasonably accessible" shall mean the cost of extending the water line to the property is equal to or less than 150% of the cost of providing a new well. Applicant shall reimburse the owner of the property where the well is located for the cost of providing the documentation requested. Upon receipt of such request, Applicant shall promptly proceed to comply with the owner's request.~~

6. WATER AND SEWER

~~A. The Property shall be served by public sanitary water and sewer, and the Applicant shall be responsible for the costs and construction of those on-site improvements, as well as off-site improvements necessary to provide connection to the existing water and sewer lines serving the area, required to provide such service for the demand generated by the development on the Property. The Applicant shall plan, design and construct said on-site and off-site water and sanitary sewer utility improvements necessary to accommodate the demand generated by the development proposed in accordance with applicable County and State requirements, standards and regulations.~~

~~B. The Applicant shall provide a conceptual layout for the water and sewer systems, a hydraulic model for the water system and preliminary engineering for the proposed wastewater pumping station for County review and approval prior to submission of a site plan requiring and warranting such analysis.~~

By: _____
Print Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to wit:

I, the undersigned, a Notary Public in and for the City/County and State aforesaid, do hereby certify that _____ for the owner/applicant, and has personally acknowledged the same before me in my aforesaid jurisdiction for the corporation.

GIVEN under my hand and seal this ____ day of _____, 2023.

Notary Public
Print Name: _____
My Commission Expires: _____
Registration No.: _____
[Seal]

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APPLICANT ACKNOWLEDGMENT & CONSENT

By: _____
Print Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to wit:

I, the undersigned, a Notary Public in and for the City/County and State aforesaid, do hereby certify that _____, _____ for the owner/applicant, and has personally acknowledged the same before me in my aforesaid jurisdiction for the corporation.

GIVEN under my hand and seal this ___ day of _____, 2023.

Notary Public
Print Name: _____
My Commission Expires: _____
Registration No.: _____
[Seal]

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7. MISCELLANEOUS
EXHIBIT A - Archaeology

- ~~1) The Applicant shall provide a Phase II Archaeological Study for Site 44ST1046, as recommended in the Phase I Archaeological Study prepared by CR1, dated October 7, 2008.~~
- ~~2) Applicant shall field locate and record the location(s) of any logging or corduroy roads that exist on the site. The Phase II shall provide documentation on the location of any corduroy roads that may traverse the Property. In addition, any evidence of corduroy roads existing within the current RPA boundaries will be preserved to the extent possible.~~
- ~~3) The applicant shall provide interpretative signage to describe historic events and sites identified in the Phase II Archeological Study. The location and content of such signs~~

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EXHIBIT B

“Trip Generation Assessment”

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EXHIBIT C

“General Building Features”

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EXHIBIT D

“Reuse Water Pipeline”

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Summary report:	
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Format changes	0
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