

VOLUNTARY PROFFER STATEMENT

Owner/Applicant: GAM 403 Mountain, LLC (hereafter the “Applicant”)

Project Name: Cranes Corner Data Center (the “Project”)

Property: Stafford County Tax Map Parcel Numbers 46-10 and 46-8A, consisting of approximately 46.026 acres (collectively, the “Property”)

Date: June 11, 2024

Request: Rezoning Tax Map Parcel Number 46-10 from M-1 (Light Industrial) Zoning District to M-2 (Heavy Industrial) Zoning District. Rezoning Tax Map Parcel 46-8A from the A-1 (Agricultural) Zoning District to M-2 Zoning District.

The following voluntary 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, as amended (collectively the “Proffers”). The Proffers provided herein are the only proffered conditions offered for the Property, and any prior proffers to which the Property may be subject or otherwise previously proffered are hereby superseded by these Proffers, and said prior proffers are of no further force and effect. In addition, the Proffers are conditioned upon and become effective only in the event the Applicant’s Request to rezone the Property to the County’s M-2 Zoning District is approved by the Stafford County Board of Supervisors (“Board”), the Proffers are accepted by the Board, and any applicable appeal periods have expired. The Proffers shall run with the Property and be binding upon all future owners, assignees, successors, grantees, or lessees thereof.

I. Generalized Development Plan

The Property will be developed in general conformance with that certain generalized development plan prepared by Legacy Engineering, dated January 15, 2024, titled “GENERALIZED DEVELOPMENT PLAN FOR CRANES CORNER DATA CENTER FALMOUTH MAGISTERIAL DISTRICT STAFFORD COUNTY, VIRGINIA” (the “GDP”), which is attached hereto 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, building and parking setbacks from public rights-of-way, landscape and buffers, parcel or lot lines, parcel or lot sizes, building envelopes, building sizes, building locations, travel way locations, utility locations, storm water management facilities, waste facilities, dimensions of developed areas, and other development and design features shown on the GDP may be amended or adjusted by the Applicant to fulfill final engineering, operational, or design requirements or to comply with applicable development and design requirements of County or state agency regulations, including but not limited to the Virginia Department of Transportation (“VDOT”), the Virginia Department of Environmental Quality (“DEQ”), etc.

II. Land Use

- (a) The Property will be developed as a data center and related accessory uses and infrastructure to serve the data center which will be permitted without a conditional use permit, including without limitation: (i) public utility substations and related infrastructure;¹ (ii) electric power generation, distribution, and transmission facilities; (iii) communication, broadband, fiber optic, and other private utilities; (iv) water and sewer facilities; (v) office, general office, and general storage facilities; (vi) guard house and security facilities; and (vii) fleet vehicle maintenance, service, and repair facilities.
- (b) In the event that the Property does not develop as a data center and related accessory uses as set forth above, other by-right uses permitted in the M-2 Zoning District may be developed on the Property except that the following uses shall be prohibited:
1. Aquaculture.
 2. Railroad sidings.
 3. Recycling facilities.
 4. Truck/freight terminals.
 5. Parking or Storage of Tractor Trailers.
 6. Warehouse, mini-storage.

III. Transportation

- (a) Principal, internal, and emergency access points will be provided as generally depicted on the GDP, with the final locations and design to be finalized during the site plan process subject to the County and VDOT approval, as applicable.
- (b) As part of site plan approvals for buildings to be constructed on the Property (data center or otherwise), the Applicant will provide a cumulative estimate of vehicle trips per day ("VPD"). The estimate will be based on the latest edition of the Institute of Transportation Engineers' Trip Generation Manual in effect at the time of site plan submission. Any site plan that proposes a cumulative estimated traffic count of greater than one-thousand (1,000) VPD shall be accompanied by a Traffic Impact Analysis ("TIA") prepared in accordance with VDOT standards. The Applicant shall construct the improvements identified in the TIA, subject to VDOT and County approval (as applicable), prior to issuance of a Certificate of Occupancy for the building(s) shown on the respective site plan.

IV. Utilities and Cooling of Data Center Equipment

- (a) The Property will be served by public water and sewer as generally depicted on the GDP.

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

- (b) The data center buildings on the Property will utilize air-cooled systems, closed-loop systems, or other low impact, non-public water-based cooling systems for the cooling of data center equipment.

V. Architectural and Site Design Criteria

- (a) The architectural design features of the data center buildings will conform to the following criteria:
 - (1) The data center buildings will incorporate design techniques that include but are not limited to awnings, eaves, or overhangs to break up the facade of each building and will avoid designs that result in blank or unarticulated exterior walls.
 - (2) Each data center building will alter the use of exterior building materials and will incorporate a variety of building materials, including the incorporation of at least two of the following building materials in its exterior design: pre-cast concrete, cast-in-place concrete, brick, stone, stucco, wood, and metal.
 - (3) No single building material will be used in more than sixty percent (60%) of any data center building façade that is visible from public rights-of-way or abutting noncommercial or non-industrial properties.
 - (4) The façades for the data center buildings will feature altered depths through the use of varied entrances, alcoves, vestibules, stoops, or covered access areas.
 - (5) The main entrances for the data center buildings will project or recess from the building plane or be differentiated by other features so as to be easily recognizable from other parts of the building.
 - (6) The roof design for the data center buildings will incorporate heat island reduction elements such as light-colored reflective materials.
- (b) The Applicant shall construct no more than 900,000 square feet of data center buildings on the Property, which square footage does not include the construction of public facilities (including substations) and other utility infrastructure to serve the data center facilities.
- (c) All data center buildings will include automatic fire suppression sprinklers in accordance with the Virginia Uniform Statewide Building Code.
- (d) An automatic External Defibrillator (AED) or comparable device will be provided in each data center building in the location recommended by the Stafford County Fire Marshal's office.
- (e) Outdoor refuse collection enclosures will be provided at locations that are unobtrusive and are fully screened from the public right-of-way.

- (f) The maximum height of pole-mounted exterior lighting shall be eighteen-feet (18'). Entrance gates shall include a minimum illumination of three (3) foot-candles (30 lux) to support safe and secure operation of the gate area.

VI. Miscellaneous

- (a) Construction Mitigation Plan. Prior to final site plan approval for each phase of development of the Property, the Applicant will prepare and submit a construction mitigation plan to the County's Zoning Administrator ("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 and from the Property.
- (b) Emergency Action Plan. Prior to final site plan approval for each phase of development of the Property, the Applicant will prepare and submit an emergency management action plan to the County's Fire and Rescue Department (the "Emergency Action Plan"). The Emergency Action Plan will address, at minimum, emergency access, emergency response planning, site safety management coordination, twenty-four (24) hour emergency contact information for each building, and any specific Fire, Rescue and/or EMS impacts associated with any use(s) of the Property identified in the site plan. The Emergency Action Site Plan will include all fire suppression facilities determined by the Department to be necessary to adequately serve the buildings and related infrastructure identified on the corresponding site plan. The Applicant will install at the Applicant's expense all such fire suppression facilities identified in the Emergency Action Plan prior to receiving a Certificate of Occupancy for the building(s) on the corresponding approved site plan.
- (c) Sound Mitigation: The Applicant will install at the Applicant's expense any recommended mitigation and noise attenuation measures identified in the sound studies for the Project prepared pursuant to County Code Sec. 28-39(q)(7) prior to receiving a Certificate of Occupancy for any data center building subject to the corresponding sound study.
- (d) The Applicant will provide an annual monetary contribution to the County in an amount not to exceed \$10,000.00 to cover the expenses actually incurred by the County in conducting annual sound monitoring for the Project pursuant to County Code Sec. 28-39(q)(7)(e) during such times that the Project is operational. The Applicant will provide such payment within thirty (30) days from the date that the County provides the Applicant with a written request for reimbursement together with an accounting of the expenses actually incurred by the County in connection therewith.

GAM 403 Mountain, LLC

By: _____
Jacob Manevich
Managing Member

(Title)
COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to-wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that Jacob Manevich, in his capacity as Managing Member of GAM 403 Mountain, LLC, has signed the foregoing document and has personally acknowledged the same before me in my aforesaid jurisdiction for the company.

GIVEN under my hand and seal this _____ day of _____, 2024.

Notary Public

My Commission Expires: _____