

**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  
cpayne@hirschlerlaw.com

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.: \_\_\_\_\_

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**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Application, and any prior proffers in which the Property may be subject to (whether of record or not) are hereby superseded by these Amended Proffers, and further all said prior proffers are hereby void and of no further force and effect upon the County’s approval of the Proffer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 facilities<sup>1</sup>), and related accessory uses, including without 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 systems<sup>2</sup>, and (xi) other accessories uses that relate to and support the Project.

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<sup>1</sup> 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.

<sup>2</sup> Not including solar farms or utility scale solar facilities.

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. Transportation. The Applicant proffers the following transportation elements:

(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.

(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) 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.

- (2) 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 in accordance with the Virginia Uniform Statewide Building Code.
- (3) Automatic External Defibrillator (AED) or comparable device shall be provided in each building in the location recommended by the Stafford County Fire Marshal's office.
- (4) Setbacks, screening, landscape, and buffers for the Project are as generally depicted on the GDP.
- (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) In addition to the screening and buffering as shown on the GDP, the following measures shall be provided to further attenuate the visual impacts on the adjoining properties:
  - 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.
  - B. A solid fence, having an overall height of eight (8) feet, shall be installed and maintained until the abutting properties no longer used residentially and/or the properties are reclassified to a non-residential or mixed use zoning category.
- (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.

*[Remainder of Page Intentionally Left Blank]*

**OWNER ACKNOWLEDGMENT & CONSENT**

Old Potomac Church LLC,  
a Virginia limited liability company

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]

**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]

**EXHIBIT A**

“GDP”

**EXHIBIT B**

“Trip Generation Assessment”

**EXHIBIT C**

“General Building Features”

**EXHIBIT D**

“Reuse Water Pipeline”

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