



COMMONWEALTH OF VIRGINIA
COUNTY OF HENRICO

John A. Vitoulkas
County Manager

May 21, 2024

HD CVA, LLC
411 East Franklin St., Ste. 400
Richmond, VA 23219

Re: Rezoning Case REZ-2023-100017

Dear Sir/Madam:

The Board of Supervisors at its meeting on May 14, 2024, approved your request to conditionally rezone from A-1 Agricultural District to M-1C Light Industrial District (Conditional) parcels 840-713-3163, 841-710-2304, 841-712-4360, 842-709-8618, 842-712-1529, 842-712-5063, 843-708-9028, 843-711-6375, 843-711-6508, 843-712-6388, 844-709-3698, and 844-712-3071 containing 622.1 acres located on the north and south lines of E. Williamsburg Road (U.S. Route 60) at its intersection with Technology Boulevard, described as follows:

Description of combined Parcels "A-J"

Description of several parcels of land containing approximately 346.4 acres, more or less, in accordance with a plat entitled "compiled exhibit map showing 622.1± acres lying north and south of Williamsburg Road - U.S. Route 60", Varina District, Henrico County, Virginia, dated November 9, 2023 and shown as Parcels "A through J", said combined parcels being more fully described as follows:

Beginning at a point located at the intersection of the east line of Interstate 295 and the south line of Old Williamsburg Road - thence continuing along the south line of Old Williamsburg Road S 71°31'17" E, 805.71' to a point; thence S 71°29'34" E, 1385.07' to a point; thence, along a tangent curve to the right with a radius of 1874.01', an arc length of 279.20' a delta of 08°32'10", the chord of which bears S 67°13'29" E for a chord distance of 278.94' to a point; thence S 62°57'24" E, 573.56' to a point; thence S 26°26'22" W, 210.00' to a point; thence S 62°55'29" E, 314.55' to a point; thence N 0°06'49" E, 235.73' to a point; thence S 62°57'24" E, 235.25' to a point; thence S 62°56'50" E, 132.03' to a point; thence, along a non-tangent curve to the left having a radius of 1950.00', an arc length of 257.55', a delta of 07°34'03", a chord of which bears S 66°42'47" E for a chord distance of 257.36' to a point; thence S 70°32'48" E, 177.32' to a point; thence S 70°30'34" E, 132.08' to a point; thence leaving the south line of the said Old Williamsburg Road, S 03°29'34" E, 535.68' to a point; thence S 03°28'28" E, having passed through a survey tie line point at 426.51' and thence continuing for a total approximate distance of 548' to a point in the center of Swamp Creek; thence continuing approximately 828' along the center of said Swamp Creek to a point along the north line of Williamsburg Road - U.S. Route 60 and

having the following five survey tie line courses beginning from the aforesaid survey tie line point: (1) thence N 85°18'26" E, 248.63' to a point; (2) thence N 82°05'10" E, 238.02' to a point; (3) thence N 77°22'43" E, 218.83' to a point; (4) thence S 87°07'46" E, 272.89' to a point; (5) thence S 13°35'57" E, 727.90' to a point; thence leaving the center of said Swamp Creek and continuing with the north line of said Williamsburg Road – U.S. Route 60 from S 78°22'20" W, approximately 820' and having a distance from the survey tie line point of 770.17' to a point; thence S 75°58'17" W, 350.89' to a point; thence S 80°03'25" W, 779.27' to a point; thence S 79°51'44" W, 80.11' to a point; thence S 89°51'24" W, 122.84' to a point; thence S 83°44'08" W, 177.76' to a point; thence S 83°41'09" W, 592.19' to a point; thence S 14°44'54" E, 29.04' to a point; thence S 89°24'13" W, 732.18' to a point; thence S 89°14'12" W, 246.43' to a point; thence N 85°56'58" W, 1275.64' to a point; thence N 73°37'17" W, 389.45' to a point along the east line of Interstate 295; thence continuing with the east line of the said interstate 295 N 59°13'19" W, 335.42' to a point; thence N 47°47'32" W, 294.24' to a point; thence N 35°15'33" W, 282.34' to a point; thence N 24°06'10" W, 288.67' to a point; thence N 13°41'11" W, 289.19' to a point; thence N 01°17'51" E, 224.32' to a point; thence leaving the east line of the said Interstate 295, S 76°04'43" E, 114.33' to a point; thence N 02°10'48" E, 692.38' to a point along the east line of said Interstate 295; thence continuing along the east line of the said Interstate 295, N 15°30'32" E, 533.83' to a point; thence N 14°41'58" E, 78.97' to a point; thence N 16°06'15" E, 257.61' to a point; thence N 33°08'40" E, 234.73' to a point; thence N 52°21'47" E, 179.65' to a point; thence N 66°45'09" E, 570.57' to a point; thence N 63°11'01" E, 48.60' to a point; the point of beginning, containing: approximately 346.4 acres of land, more or less.

DESCRIPTION OF PARCEL "P"

Description of a parcel of land containing 17.979 acres, more or less, in accordance with a plat entitled "compiled exhibit map showing 622.1± acres lying north and south of Williamsburg Road - U.S. Route 60", Varina District, Henrico County, Virginia, dated November 9, 2023 and shown as Parcel "P", said parcel being more fully described as follows: beginning at an iron rod set along the north right-of-way line of Old Williamsburg Road located 170' southeast of its terminus and intersection with the southern right-of-way line of Interstate 295, said iron rod set being the point and place of beginning of Parcel A, thence leaving the right-of-way of said Old Williamsburg Road N 18°32'02" E, 165.59' to an iron rod set along the southern right-of-way line of said Interstate 295; thence continuing along the right-of-way of the said Interstate 295, N 65°02'45" E, 55.28' to a VDOT monument found; thence N 78°40'56" E, 208.72' to a VDOT monument found along the southern right-of-way line of Interstate 64; thence continuing with right-of-way of said Interstate 64, S 74°26'57" E, 106.67' to an iron rod found; thence S 74°22'37" E, 857.22' to an iron rod found; thence S 74°22'19" E, 359.42' to an iron rod found; thence S 75°57'48" E, 383.72' to an iron rod found; thence S 71°01'32" E, 390.83' to an iron rod found; thence leaving the said right-of-way S 11°28'32" W, 146.76' to an iron rod found; thence N 70°59'02" W, 152.18' to an iron rod found; thence S 11°30'51" W, 278.07' to an iron rod found along the northern right-of-way of old Williamsburg Road; thence,

continuing with the said right-of-way along a non-tangent curve to the left having a radius of 1954.01', an arc length of 274.88', a delta of 08°03'37", a chord of which bears N 67°27'32" W for a chord distance of 274.66' to an iron rod found; thence N 71°29'18" W, 1941.95' to the point of beginning, containing: 17.979 acres of land, more or less.

DESCRIPTION OF PARCEL K

Description of a parcel of land containing 60.557 acres, more or less, in accordance with a plat entitled "compiled exhibit map showing 622.1± acres lying north and south of Williamsburg Road - U.S. Route 60", Varina District, Henrico County, Virginia, dated November 9, 2023 and shown as Parcel "K", said parcel being more fully described as follows: beginning at a found rod at the intersection of the south line of Williamsburg Road U.S. Route 60 with the west line of Technology Boulevard, said point being the true and actual point of beginning thence, from said point of beginning, along the west line of said Technology Boulevard S 48°41'03" E, 75.53' to a found rod; thence continuing along the west line of said Technology Boulevard, S 10°31'25" E, 6.35' to a set rod; thence continuing along the west line of said Technology Boulevard, S 00°45'01" E, 639.16' to a set rod; thence continuing along the west line of said Technology Boulevard, S 04°21'46" E, 300.59' to a set rod; thence continuing along the west line of said Technology Boulevard, S 00°44'13" E, 684.40' to a found rod; thence continuing along the west line of said Technology Boulevard, S 03°49'45" W, 250.80' to a found rod; thence continuing along the west line of said Technology Boulevard, S 05°20'56" E, 250.18' to a found rod; thence continuing along the west line of said Technology Boulevard, S 00°50'57" E, 50.46' to a found rod; thence leaving the west line of said Technology Boulevard, N 37°28'10" W, 180.27' to a found rod; thence, N 37°29'10" W, 266.20' to a found rod; thence, N 43°50'53" W, 324.89' to a found rod; thence, N 49°53'59" W, 222.09' to a found pipe; thence, N 41°45'18" W, 196.86' to a found pipe; thence, N 59°00'33" W, 48.30' to a set rod; thence, N 70°58'48" W, 296.51' to a set rod; thence, N 65°31'47" W, 157.69' to a set rod on the north line of Old Memorial Drive; thence along the north line of Old Memorial Drive, N 48°19'20" W, 1127.09' to a found rod; thence leaving the north line of Old Memorial Drive, N 24°48'26" E, 581.85' to a found rod on the south line of Williamsburg Road - U.S. Route 60; thence along the south line of said Williamsburg Road - U.S. Route 60, S 89°13'18" E, 165.88' to a found rod; thence continuing along the south line of said Williamsburg Road - U.S. Route 60, S 83°00'49" E, 810.48 feet to a found rod; thence continuing along the south line of said Williamsburg Road - U.S. Route 60, S 89°02'48" E, 785.20 feet to the point of beginning, containing 60.557 acres, more or less.

DESCRIPTION OF COMBINED PARCELS "L", "N" & "O"

Description of three parcels of land containing approximately 197.4 acres, more or less, in accordance with a plat entitled "Compiled Exhibit Map showing 622.1± acres lying north and south of Williamsburg Road - U.S. Route 60", Varina District, Henrico County,

Virginia, dated November 9, 2023 and shown as Parcels "L", "N" and "O", said combined parcels being more fully described as follows:

Beginning at a point located at the intersection of the east line of Technology Boulevard and the south line of Old Williamsburg Road – U.S. Route 60, thence continuing along the south line of Williamsburg Road – U.S. Route 60 thence N 86°19'42" E, 558.15' to a point; thence N 86°26'00" E, 120.54' to a point; thence N 82°06'02" E, 404.63' to a point; thence N 83°55'08" E, 504.91' to a point; thence N 77°12'10" E, 400.56' to a point; thence N 82°58'18" E, 650.84' to a point; thence N 80°24'00" E, 349.99' to a point; thence S 09°37'39" E, 99.90' to a point; thence N 80°03'11" E, 199.90' to a point; thence N 73°27'18" E, 130.82' to a point; thence S 83°15'50" E, having passed through a survey tie line point at 52.24' and thence continuing for a total distance of approximately 76' to a point in the center of creek; thence continuing approximately 4.620' along the center of said creek to a point and having the following ten survey tie line courses beginning from the afore said survey tie line point: (1) S 02°52'28" W, 1442.69' to a point; (2) thence S 10°26'19" W, 382.97' to a point; (3) thence S 44°22'34" W, 629.80' to a point; (4) thence S 89°58'01" W, 287.23' to a point; (5) thence S 58°37'21" W, 254.67' to a point; (6) thence S 37°47'07" W, 390.41' to a point; (7) thence S 18°55'48" W, 289.71' to a point; (8) thence S 44°06'43" W, 218.40' to a point; (9) thence S 46°46'32" W, 243.63' to a point; (10) thence S 88°17'25" W, 278.33' to a point; thence leaving center of said creek and tie line point S 81°33'07" W, 282.39' to a point; thence S 89°46'22" W, 244.58' to a point along the east line of Technology Boulevard; thence continuing with the east line of the said Technology Boulevard N 44°14'29" W, 674.02' to a point; thence, along a tangent curve to the right with a radius of 1382.25', an arc length of 995.91' a delta of 41°16'54", the chord of which bears N 23°36'02" W for a chord distance of 974.51' to a point; thence leaving the east line of the said Technology Boulevard N 89°15'19" E, 347.45' to a point; thence N 00°47'43" W, 105.00' to a point; thence N 00°47'43" W, 250.00' to a point; thence S 89°15'19" W, 348.17' to a point along the east line of the said Technology Boulevard; thence continuing along the east line of the said Technology Boulevard N 00°44'42" W, 598.03' to a point; thence N 04°55'43" E, 100.73' to a point; thence N 00°45'38" W, 399.79' to a point; thence N 05°52'03" E, 130.89' to a point; thence N 47°08'10" E, 76.55' to the point of beginning, containing: approximately 197.4 acres of land, more or less.

The Board of Supervisors accepted the following proffered conditions, dated May 6, 2024, which further regulate the above-described property in addition to all applicable provisions of Chapter 24, Code of Henrico (Zoning Ordinance):

1. Development and Building Plan. The Property will be developed in general conformance with the plan attached hereto entitled "WHITE OAK TECHNOLOGY PARK 2 - OVERALL DEVELOPABLE AREA", prepared by Timmons Group, and dated February 27, 2024 (see case file) (the "Development and Building Plan"), which is conceptual in nature and may vary in design, layout, final density, and other details shown therein, provided, however, any minimum building setbacks shown on

the Development and Building Plan must be complied with and cannot be reduced. Those areas shown as "DEVELOPABLE AREA" on the Development and Building Plan are permitted for development of the Property, which includes parking, access drives, roads, grading areas, utility installation and stormwater facilities, fencing and walls, including retaining walls, signage and other development. Those areas shown as "BUILDABLE AREA" on the Development and Building Plan will be those general areas of the Property which are permitted for development of the Property as Developable Areas, and further on which buildings and structures, including utility infrastructure such as utility substations and pump stations, may be located. Otherwise, the specific design, general layout, and other details may vary from the Development and Building Plan as required for final plan approval, engineering reasons, design or compliance with governmental regulations, or as otherwise approved during any Plan of Development review, so long as in no instance will any building be setback from the boundary of the Property less than what is shown on the Development and Building Plan.

2. **Building Setback.** Any building on the Property will be set back at least 100 feet from the specific boundary lines of the Property shown as "100' BUFFER AND BUILDING SETBACK", "VARIABLE WIDTH BUFFER AND BUILDING SETBACK (100' MINIMUM FROM P/L)" and "100' BUILDING SETBACK (TYP.)" on the plan entitled "WHITE OAK TECHNOLOGY PARK 2- OVERALL BUFFER PLAN", dated February 27, 2023, prepared by Timmons Group, and attached hereto (see case file) (the "Buffer and Setback Plan"). Landscaping, sidewalks, drainage facilities, utility lines (including fiber and telecommunication lines and related facilities) and connections, driveways, access ways, signs, flags, lighting, security fencing, parking areas, retaining walls and similar structures will be permitted within any building setback area set forth in this Proffer 2.
3. **Buffers and Landscaping.**
 - a. Any buffer within the Property required in this Proffer 3 will be retained as natural to the greatest extent possible, provided, however, any buffer may include supplemental landscaping, berms and other purposes as approved at the time of landscape plan review. Roads and access drives (including any sight lines), sidewalks, utility easements (including drainage facilities, and fiber and telecommunication lines and related facilities), fencing/walls adjacent to any roads or drives, and signage will be permitted within any such buffer; provided, any such road, drive or utility easements (other than electric power utility lines and easements) will be extended generally perpendicular through such buffer unless otherwise approved at the time of Plan of Development review. Fiber and telecommunication lines and related facilities may be extended parallel through a buffer so long as the total width of the buffer is increased by the width of the easement for such fiber and telecommunication lines and related facilities. Any buffer required herein will include supplemental evergreen plantings necessary to provide additional screening for existing single-family dwellings adjoining such

buffer as determined at the time of landscape plan review. A minimum of fifty percent (50%) of all plantings installed must be native species.

- b. The areas shown on the Buffer and Setback Plan (see case file) as "VARIABLE WIDTH BUFFER AND BUILDING SETBACK (100' MINIMUM FROM P/L)" will be a minimum one hundred (100) foot in width, natural and landscaped buffer, and planted, if permitted within the Resource Protection Area, at a minimum to the level of a transitional buffer 50.
 - c. The areas shown on the Buffer and Setback Plan (see case file) as "50' BUFFER" will be a minimum fifty (50) foot in width, natural and landscaped buffer and planted at a minimum to the level of a transitional buffer 50.
 - d. The areas shown on the Buffer and Setback Plan (see case file) as "100' BUFFER AND BUILDING SETBACK" will be a minimum one hundred (100) foot in width, natural and landscaped buffer and planted at a minimum to the level of a transitional buffer 50.
 - e. Supplemental landscaping consisting of evergreen plantings will be provided along any parking areas adjoining residential areas existing at the time of Plan of Development review. Such landscaping will be placed along the edge of the clearing limits adjacent to such parking areas, as determined appropriate at the time of landscape plan review to provide screening effective to screen lights from vehicles driving on such parking areas.
 - f. All buffer areas will be marked at the time construction begins as required at the time of Plan of Development review.
 - g. Any fencing within one hundred (100) feet of any boundary line of the Property (including Williamsburg Road or Technology Boulevard) will be decorative fencing, such as black cast aluminum decorative fence, security fencing, or as otherwise approved at the time of Plan of Development review.
4. **Uses.** Only the following uses will be permitted:
- a. Uses permitted in the Office Use Category, which include and are limited to the following:
 - i. Business and sales;
 - ii. Business schools;
 - iii. Business training and conference facilities;
 - iv. Data centers; and
 - v. Professional services.
 - b. Uses permitted in the Manufacturing and Production Use Category, which include and are limited to the following:
 - i. Manufacturing, artisan; and

- ii. Manufacturing, light.
 - c. Utility, minor;
 - d. Accessory uses, such as utilities, including, without limitation, electrical substations and switch stations, water and sewer facilities (including lift stations); and
 - e. Any other use permitted in the M-1 District if permitted by and ultimately approved with a Provisional Use Permit or Conditional Use Permit, as the case may be, provided, in no case will any Manufacturing, Heavy uses be permitted.
5. **Building Materials.** Exposed exterior wall surfaces (above finished grade) of all individual buildings (excluding rooftop screening materials for mechanical equipment) must be constructed with one or more of the following siding materials: decorative concrete block (including, without limitation, split face block, smooth face block, fluted block, and ground face block), tilt-up or pre-cast concrete, brick, brick veneer, glass, metal (other than corrugated metal), stone, cast stone, stone veneer, stucco, synthetic stucco, glass block, cementitious siding, insulated panels, concrete tile, or ceramic tile, unless other material is approved at the time of Plan of Development review. In no case will unpainted concrete block, unfinished corrugated metal, or unfinished sheet metal be permitted. For purposes of these proffers, "wall surfaces" will not be deemed to include columns, pilasters, trim, gutters, accent materials, architectural features, windows, doors, bay doors, piers, wall sections and headers near roll up doors and loading doors.
6. **Elevations.** Buildings constructed on the Property will generally be in conformance with the renderings attached hereto as Exhibit B and dated January 30, 2024 (2 pages, see case file), with respect to quality of design, massing and architecture, and the variety of features, unless otherwise approved at the time of Plan of Development review.
7. **Lighting.** All parking lot lighting on the Property will use concealed sources of light (such as shoebox type fixtures) and be dark sky compliant. Parking lot lighting fixtures located in the parking lots and within five hundred (500) feet of any existing single-family home must not exceed twenty-five (25) feet in height above grade level. Parking lot lighting and any exterior building light fixtures will utilize LED lamps or their equivalent. Lights located on the exterior of a building will not face toward the boundary line of the Property adjoining any existing single-family home.
8. **Height.** No building on the Property will exceed a height of ninety-three (93) feet, provided as measured, including exceptions, as set forth in Section 24-8310 of the County Zoning Ordinance.
9. **No Burning.** There must be no on-site open burning of stumps, limbs, trees or other debris during site work or the construction of any buildings on the Property.

10. **BMPs/Retention Ponds.** Any retention pond or BMP facilities on the Property will be maintained in accordance with all applicable laws, rules, and regulations and any wet pond will be aerated.
11. **Impervious Surface.** No more than sixty-five percent (65%) of the Property will contain impervious surface consisting of buildings, structures, parking areas and drive aisles.
12. **Utility Lines.** Except for junction and access boxes, meters, utility lines in wetlands areas, existing overhead utility lines, electric power lines, and except as otherwise required by applicable laws, rules and regulations; all site-specific utility lines, including private electric, telephone, CATV or other similar lines, will be installed underground, unless otherwise approved at the time of Plan of Development review.
13. **Detached Signage.** Detached signage will be monument style, the base of which will be a material consistent with the building, and landscaped. No such detached signage will be internally lit. No digital changeable message signs will be permitted.
14. **Conservation Areas.** Notwithstanding the uses permitted and regulated by the zoning of the Property, such portion(s) of the Property which lie within a one hundred (100) year flood plain as determined by definitive engineering studies approved by the Department of Public Works, and such portion(s) of the Property which may be inundated by waters impounded to a maximum elevation determined in a controlled, regulated manner by a structure or structures approved by the Department of Public Works, may only be used for the following purposes:
 - a. Stormwater management, retention areas, and stormwater outflows.
 - b. Ponds, lakes and similar areas intended as aesthetic or recreational amenities or wildlife habitats.
 - c. Access drives, utility easements (including fiber and telecommunication lines and related facilities), signage, sidewalks, walkways, and recreational facilities installed in a manner to minimize their impacts.
 - d. Such additional uses to the uses identified in A, B and C above as may be deemed compatible and of the same general character by the Director of Planning pursuant to the County Zoning Ordinance.

The developer will, prior to the last Plan of Development approval for the Property, make an application to rezone such portions of the Property described above to a C-1 Conservation District.

15. **Hours of Construction.** The hours of any land disturbance activities, including operation of bulldozers and other earthmoving equipment, within five hundred (500) feet of any existing single-family home (which such area must be identified on any Plan of Development, as applicable), will be limited to between 7:00 a.m. and 7:00 p.m. (or dusk, whichever is earlier) on Monday through Saturday, and between 9:00 a.m. and 6:00 p.m. on Sunday, except in emergencies or where unusual circumstances require extending the specific hours in order to complete work, such as concrete pours or utility connections. Signs, in both English and Spanish, stating the above referenced provisions will be posted and maintained at all construction entrances to the Property prior to any land disturbances activities thereon.
16. **Construction Traffic.** Construction vehicles will only be permitted to access the Property by way of Williamsburg Road or Technology Boulevard. Any construction entrance must have a mud wash for the washing of construction vehicle tires as necessary to prevent mud from getting on public roads when leaving the Property.
17. **Loading Areas.** All loading docks must be screened from public view at the public rights of way. Loading areas facing a residential or agriculturally zoned property being used for residential purposes will be screened using landscaping, an opaque fence, or wall, or as otherwise approved at the time of Plan of Development review.
18. **Diesel Generators.** Diesel generators located on the Property may only be used for emergency purposes. For purposes of this proffer, emergency purposes means a need for the generators because of a failure in electrical power being provided to the Property from the main, typical source of electrical power, caused by a weather event, power grid outage, natural or human event, or other failure event. Diesel generators located on the Property may be tested only as approved under the Virginia Department of Environmental Quality ("DEQ") issued permit. Such testing will be conducted pursuant to National Fire Protection Association (NFPA) (or its successor) standards, as may be applicable at that time. All such generators must be installed pursuant to the applicable DEQ permit and operated pursuant to DEQ requirements and guidelines, including any necessary reporting. Any such generator must be located behind a building or screened from any public right-of-way or single-family home existing at the time of a Plan of Development by a wall, fence, landscaping, or other means as deemed necessary and approved at the time of Plan of Development review. No diesel generators may be used for production of electrical power to serve any use off the Property. The hours of generator testing will be limited to between 7:00 a.m. and 7:00 p.m., Monday through Friday, with no testing on Saturdays or Sundays, provided that these limits will not apply to the testing of any generator(s) during time of commissioning (i.e., installation and start-up), and except in emergencies or where unusual circumstances require extending the specific hours in order to complete work.

19. **Archeological Study.** The applicant must conduct a Phase 1 Archeological and Cultural Resource Study on the Property, in compliance with Section 106 of the National Historic Preservation Act of 1966, prior to the first Plan of Development approval on such portion of the Property subject to the Plan of Development. The applicant of such Plan of Development will provide a copy of the study to the Director of Planning of the County for review. Any culturally significant artifacts found as a result of such study or construction on any portion of the Property will be offered for donation to the County or its assigns.
20. **Land Dedication.** Prior to issuance of development permits on the portion of the Property with a current County Parcel ID of 840-713-3163 and a current address of 2801 Old Williamsburg Road (the "Old Williamsburg Road Parcel"), upon request of the County, a minimum of .25 of an acre of the Old Williamsburg Road Parcel, such portion of Old Williamsburg Road Parcel to be north of Old Williamsburg Road, in the general area as shown as "0.25 ACRES OF DEDICATION AREA" on the Development and Building Plan (see case file), will be dedicated to the County or its assigns for use to place an historic marker and other improvements by the County or its assigns. Should any of the dedicated area not be used by the County within fifteen (15) years of the date of the dedication, title to the dedicated property will revert to the applicant or its successors in interest.
21. **Protective Covenants.** Prior to or concurrent with the final approval of the initial Plan of Development for any portion of the Property a document setting forth covenants and restrictions (the "Covenants") will be recorded in the Clerk's Office of the Circuit Court of the County, which will include Covenants relating to the development and maintenance of that portion of the Property, and by which that portion of the Property will become subject to the Declaration of Covenants, Restrictions, and Easements For White Oak Technology Park, as may be restated and amended at that time (the "White Oaks Declarations"), other than requirements related to side and rear yard setbacks not adjoining a public street and reservation of easements by the Declarant under Section 8.01 of the White Oaks Declarations.
22. **Exterior Alarms.** No exterior alarms or speaker systems will be permitted, provided alarms or beepers located on vehicles and emergency alarms will be permitted.
23. **Trash Enclosures.** Any proposed enclosure area for dumpsters on the Property that can be seen from a public right-of-way, if provided, must be constructed of masonry, tilt, or other cementitious product on three (3) sides that is complementary to the buildings. The fourth side must be gated with an opaque material. Trash enclosures will be additionally screened from view with landscaping or other screening materials.
24. **Best Practices.** All buildings on the Property must be constructed and operated using best practices or better in the industry with respect to building construction, noise attenuation, and cooling technologies. All data center buildings will be

constructed to LEED (Leadership in Energy and Environmental Design) "Silver" standards for Building Design and Construction or a recognized industry equivalent such as EnergyStar (the "Building Standards"). Prior to the issuance of the permanent certificate of occupancy for such building, a licensed engineer or architect shall provide the Planning Department with certification that such building was constructed according to the Building Standards. The design, construction, operation, and maintenance of all data center buildings will be consistent with generally recognized industry energy efficiency standards and guidelines for data centers as determined by ASHRAE Standard 90.4 or a recognized industry equivalent.

25. **Data Center Uses.** Any project or building specifically used as a data center will be designed and constructed implementing measures and techniques incorporating the following measures, unless otherwise approved at the time of Plan of Development review:

- i. Minimize impervious areas and provide enhanced landscaping within the
- ii. development areas;
- iii. Use a minimum of fifty percent (50%) of solar power for aeration of stormwater management facilities;
- iv. Use stormwater runoff from on-site detention facilities to irrigate landscape, lawn or buffer areas;
- v. Provide a minimum of 4 EV parking spaces per building within the data center employee parking area, with at least 1 universal EV charger for each 2 EV parking spaces;
- vi. Use LED fixtures for a minimum of eighty-five percent (85%) of all building interior lighting;
- vii. Use LED fixtures for a minimum of eighty-five percent (85%) of all building exterior lighting;
- viii. Recycle construction material waste;
- ix. Incorporate heat reflective roofing on a minimum of sixty percent (60%) of the data center building roof;
- x. Buildings will be constructed using best practice sustainability measures; and
- xi. Noise Attenuation Standards. When adjacent to any parcel with a residential dwelling in existence at the time of plan of development review, noise levels at any exterior property line caused by sounds emanating from the Property will not exceed 70 dBA 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, and 55 dBA between 10:00 p.m. and 7:00 a.m. weekdays and from 10:00 p.m. to 9:00 a.m. on Saturdays, Sundays and legal holidays. The foregoing standards will not apply to the operation of construction equipment, mandatory safety measures (such as back up beepers on vehicles), emergency operations or noise resulting from work on public projects and/or on private or public utilities. For the purposes of this proffer, the term "emergency" means any situation arising from sudden and reasonably unforeseen events beyond the control of the data center

operator, which requires the immediate use of the emergency generators to restore normal operation(s). Emergency operations will adhere to DEQ provisions and/or other relevant federal regulation. A baseline sound study of ambient noise will be conducted prior to land disturbing for any portion of the Property subject to an approved Plan of Development and the results of such study will be submitted to the County.

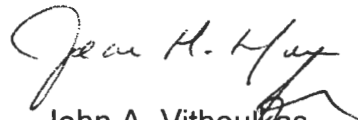
26. **Sidewalks.** Sidewalks will be constructed to County or VDOT standards along Technology Boulevard and Williamsburg Road as required at the time of Plan of Development review for any portion of the Property adjoining Technology Boulevard or Williamsburg Road, as the case may be.
27. **Severance.** The unenforceability, elimination, revision or amendment of any proffer set forth herein, in whole or in part, will not affect the validity or enforceability of the other proffers or the unaffected part of any such proffer.
28. **Traffic Impact.** At the time of each Plan of Development review on any portion of the Property, a cumulative average daily trip analysis will be provided to the County of all uses located on the Property at that time together with the use proposed by such Plan of Development. If such analysis estimates more than 4,000 average daily trips (as determined by the 11th Edition of the Institute of Traffic Engineers (ITE) Code and/or based on actual traffic information submitted to and approved by the County Department of Public Works) as a result of all such uses on the Property, a traffic study as required by the County at the time of such Plan of Development review will be completed. Necessary road improvements must be made as identified in the approved traffic study and required in accordance with the phasing plan accompanying such Plan of Development at that time. Such traffic study must be updated in a cumulative fashion for each additional phase of development on any portion of the Property, as required by the County Traffic Engineer.
29. **Access.** Vehicular access to any portion of the Property will be limited to Williamsburg Road and Technology Boulevard, and as an emergency access only via Old Williamsburg Road and Old Memorial Drive, unless approved otherwise at the time of Plan of Development review. Vehicular access to Williamsburg Road must be provided for that portion of the Property currently designated with GPIN 840-713-3163 (the "Old Williamsburg Road Parcel") prior to final approval of a Plan of Development on that portion of the Property designated with GPIN 841-712-4360, unless otherwise waived in writing by the then existing owner of the Old Williamsburg Road Parcel. Access for the Old Williamsburg Road Parcel will be permitted on Old Williamsburg Road for any such portion of the Old Williamsburg Road Parcel used for open space, public or recreation purposes.
30. **Concept Road 80.** Development of the southern portion of Parcel GPIN 841-710-2304 will accommodate a future connection from Technology Boulevard to Old

Memorial Drive, in the general location of "Proposed Concept Road 80", as identified on the Development and Building Plan (see case file), or as otherwise approved at the time of Plan of Development review. At the request of the County, right-of-way, a minimum of fifty (50) feet in width, will be dedicated to the County for construction of "Proposed Concept Road 80", provided that the developer will not be responsible for the construction of Concept Road 80, other than access improvements otherwise required at the time of Plan of Development review.

31. **Safe Conduct of Operations.** All uses must be conducted so as not to (a) create any danger to the health, safety or welfare of the citizens of Henrico County, Virginia or (b) cause any material adverse impact on the Property or surrounding areas by creating any excessive noise, vibration, smoke, dust, lint, odor, heat or glare beyond the boundaries of the Property.

The Planning Department has been advised of the action of the Board of Supervisors and will revise its records.

Sincerely,


John A. Vithoulkas
County Manager

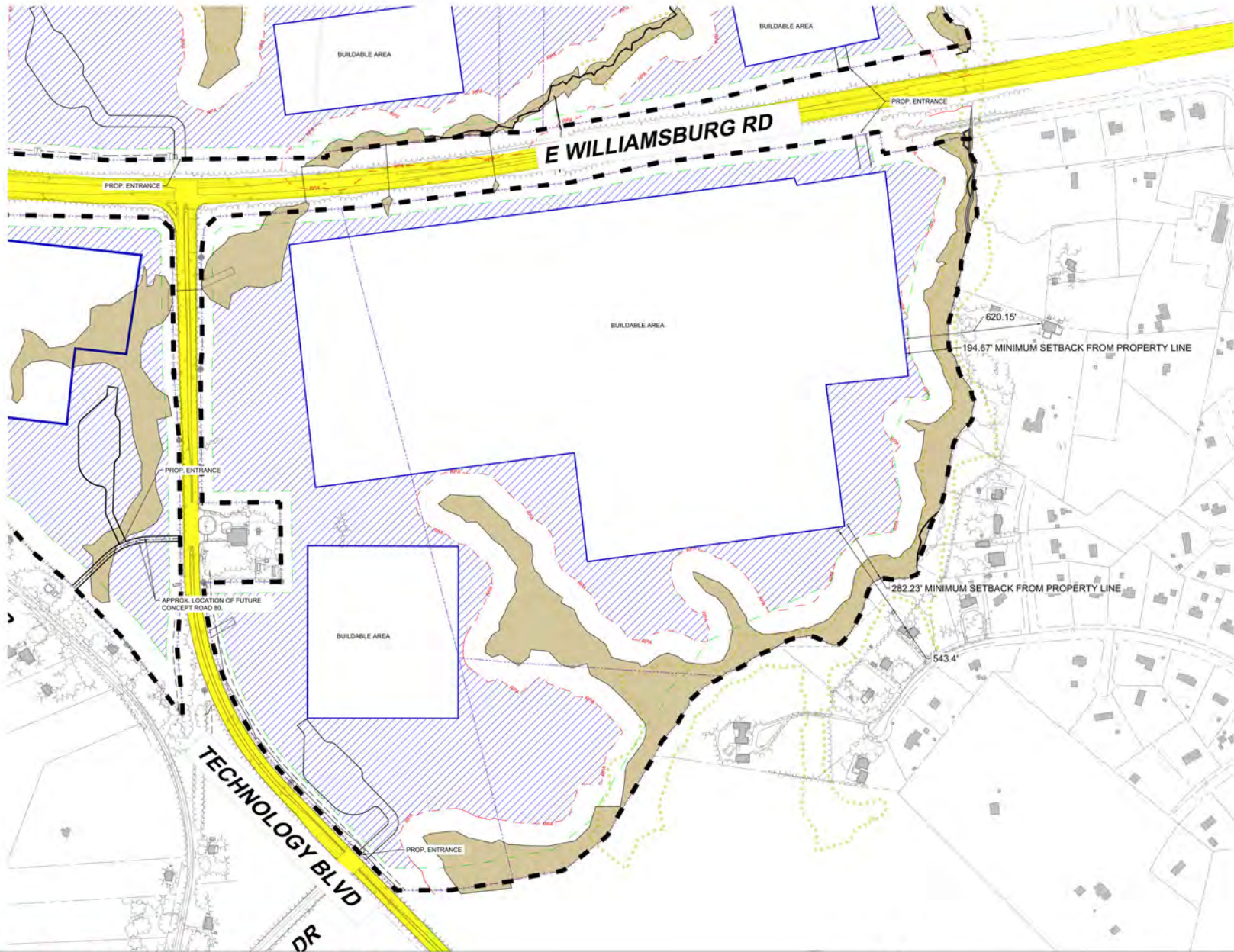
pc: Atlantic Crossing, LLC
Vienna Finance, Inc.
Brenda H. Sargent & John C. Harmon
Brenda G. Harmon
Harmon Properties, LC
c/o Brenda Sargent
Andrew M. Condlin
Henrico County Public Schools
Director, Real Estate Assessment



WHITE OAK TECHNOLOGY PARK 2 - OVERALL DEVELOPABLE AREA

February 27, 2024





LEGEND
 DEVELOPABLE AREA

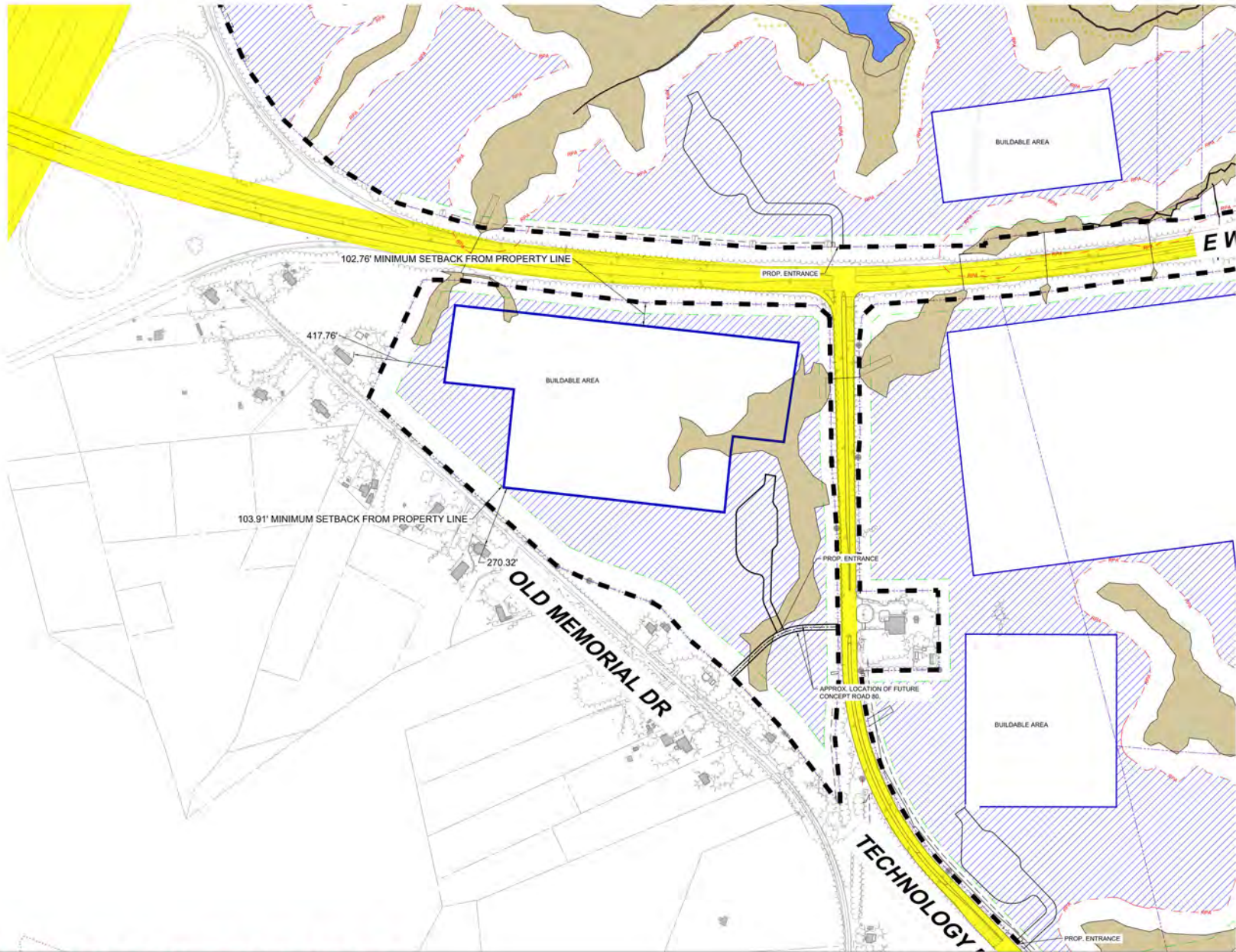
WHITE OAK TECHNOLOGY PARK 2 - SE QUAD DEVELOPABLE AREA

February 27, 2024



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WHITE OAK TECHNOLOGY PARK 2 - SW QUAD DEVELOPABLE AREA

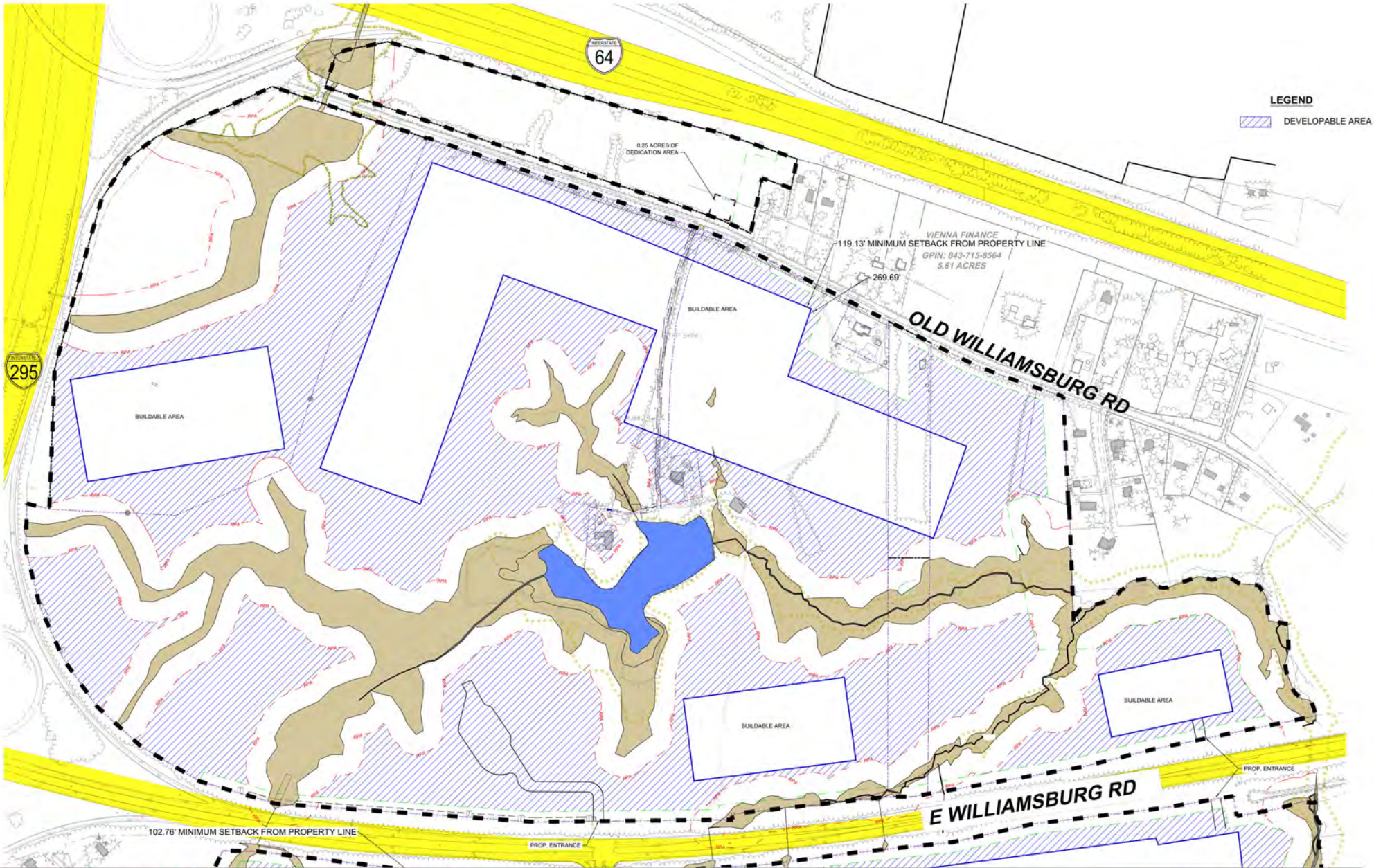
February 27, 2024



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WHITE OAK TECHNOLOGY PARK 2 - NORTH QUAD DEVELOPABLE AREA

February 27, 2024



SCALE 1"=200'
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WHITE OAK TECHNOLOGY PARK 2 - SE QUAD BUFFER PLAN

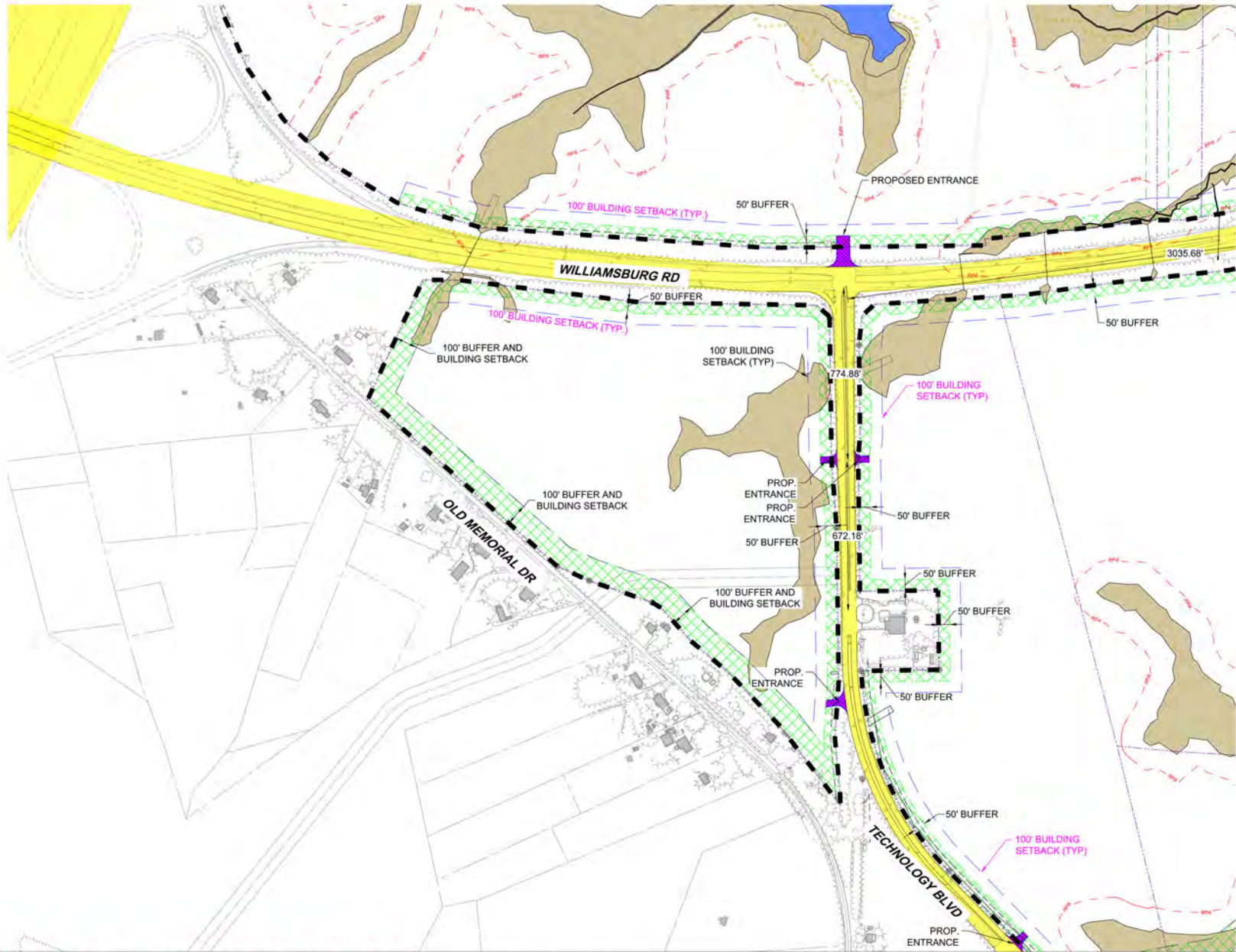
REZ-2023-100017



SCALE 1"=200'
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WHITE OAK TECHNOLOGY PARK 2 - SW QUAD BUFFER PLAN

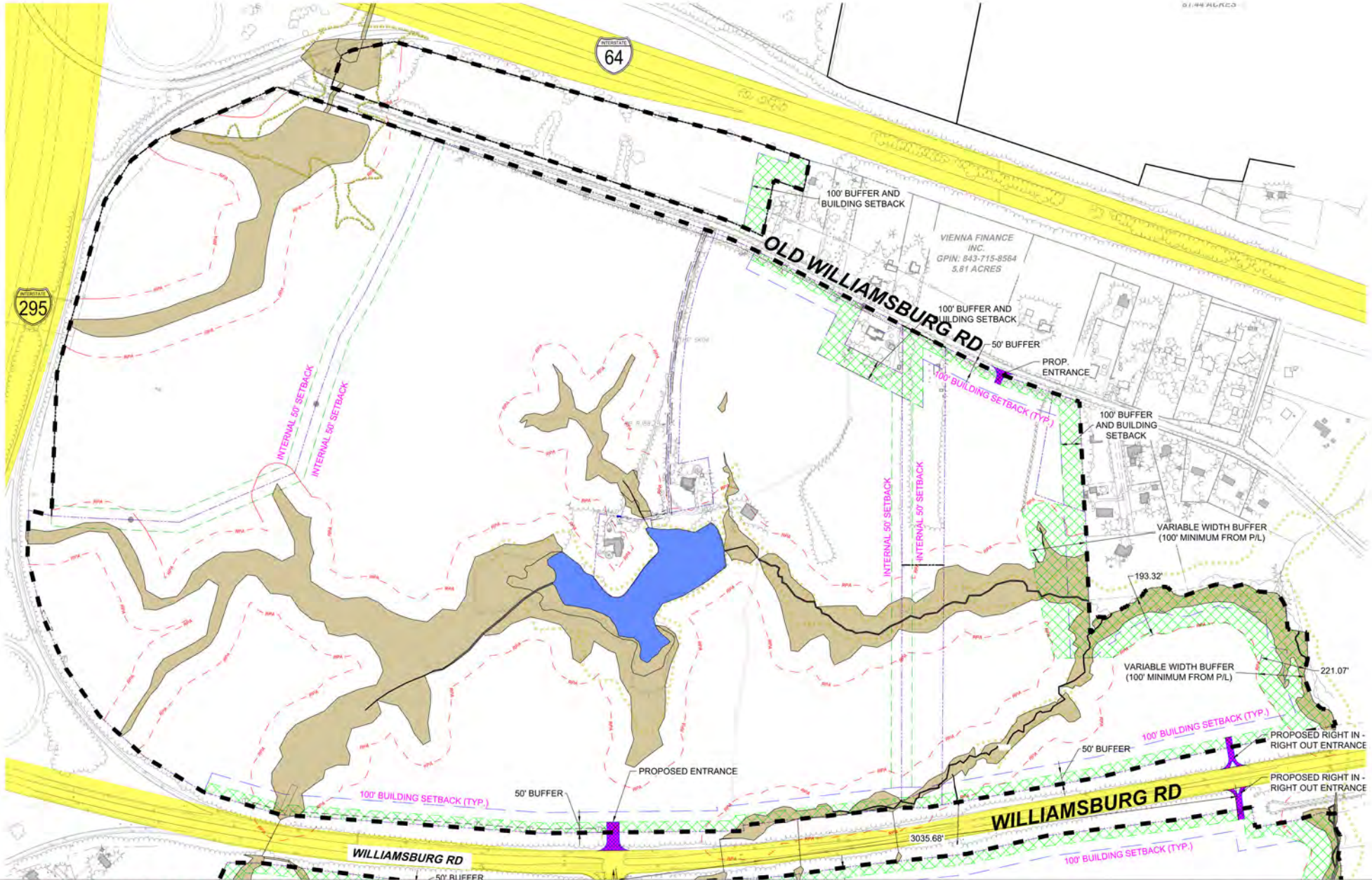
REZ-2023-100017



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WHITE OAK TECHNOLOGY PARK 2 - NORTH QUAD BUFFER PLAN

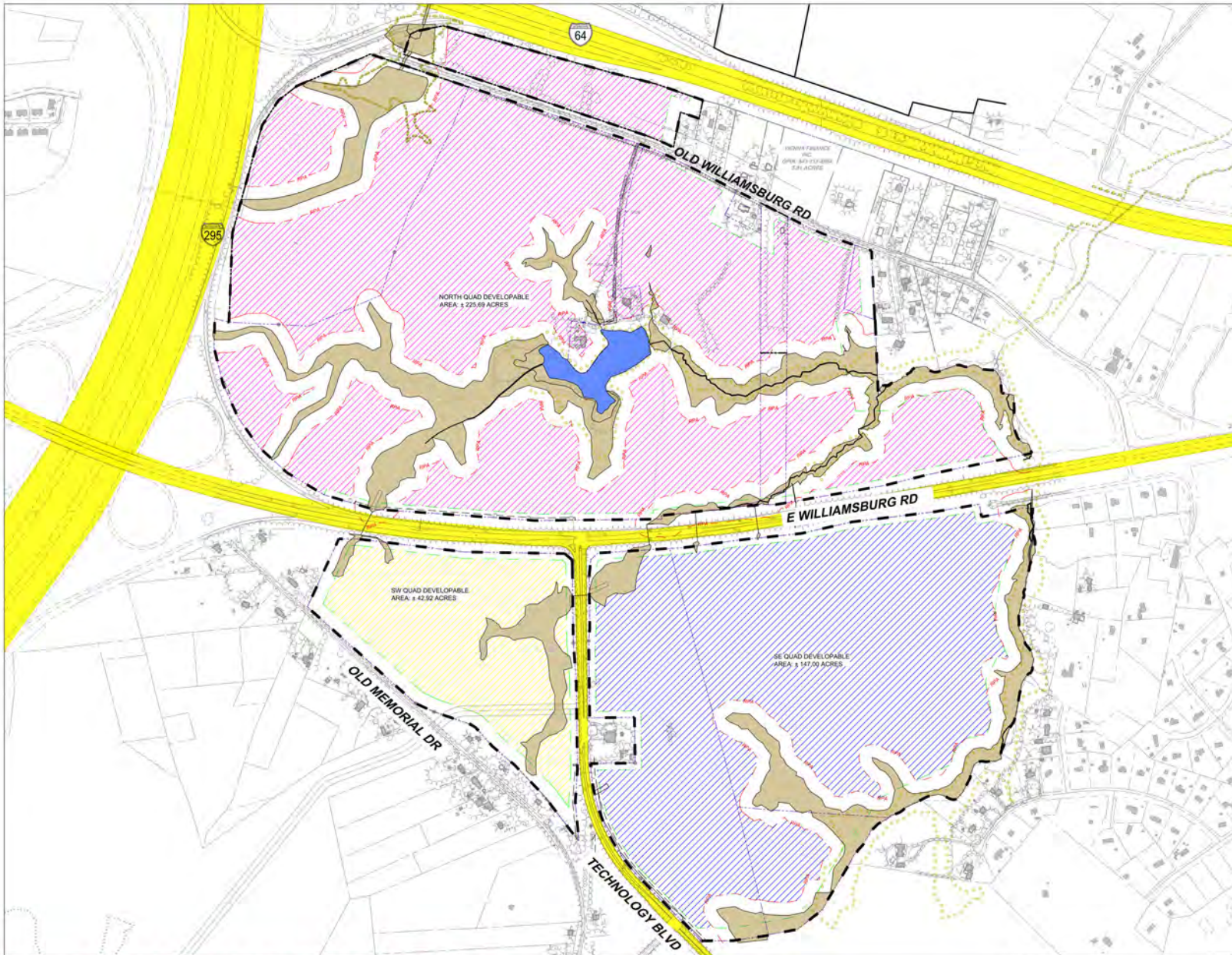
REZ-2023-100017



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**WHITE OAK TECHNOLOGY PARK 2 -
OVERALL DEVELOPABLE AREA**

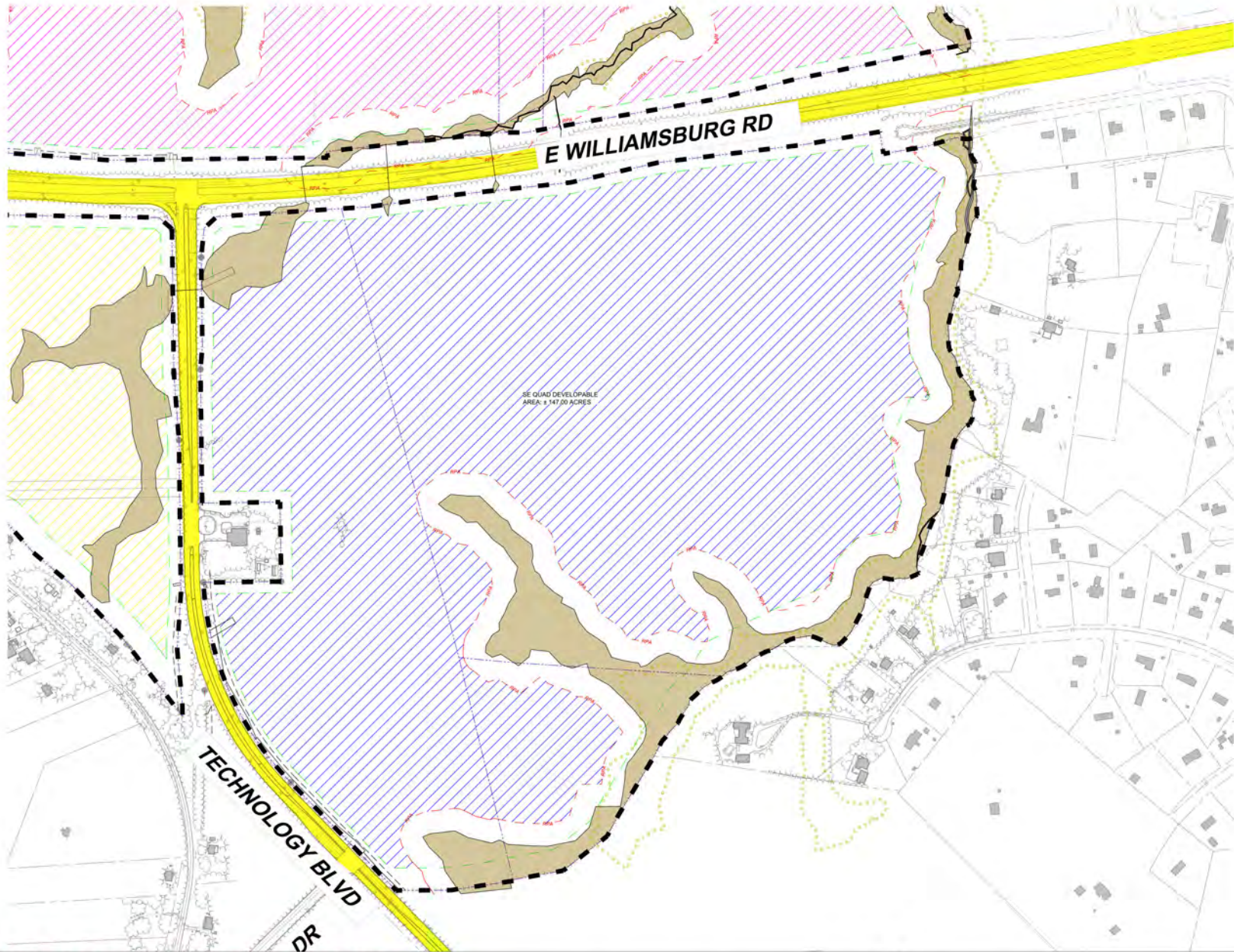
REZ-2023-100017



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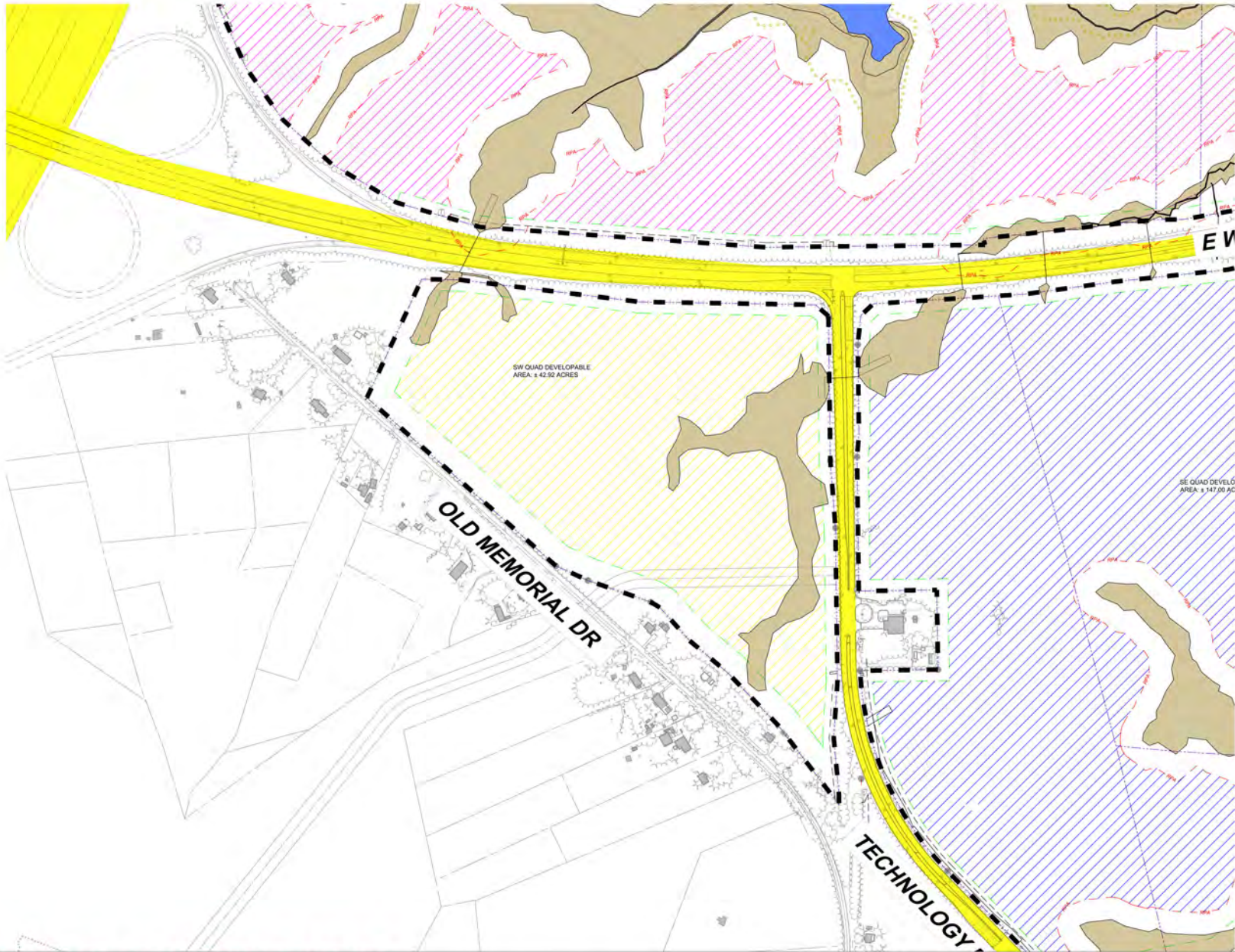


**WHITE OAK TECHNOLOGY PARK 2 -
SE QUAD DEVELOPABLE AREA**

REZ-2023-100017



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**WHITE OAK TECHNOLOGY PARK 2 -
SW QUAD DEVELOPABLE AREA**

REZ-2023-100017



SCALE 1"=200'
0 200 400



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64

295

VIENNA FINANCE
INC.
GPIN: 843-715-8564
5.81 ACRES

OLD WILLIAMSBURG RD

NORTH QUAD DEVELOPABLE
AREA: 1,225.89 ACRES

E WILLIAMSBURG RD

WHITE OAK TECHNOLOGY PARK 2 - NORTH QUAD DEVELOPABLE AREA

REZ-2023-100017



SCALE 1"=200'
0 200 400



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Data Center Concept

Exhibit B
January 30, 2024

REZ-2023-100017



Data Center Concept



EXHIBIT B

REZ-2023-100017