

PROFFER STATEMENT

Dahlgren West

May 17, 2024

Revised August 30, 2024

Revised December 19, 2024

Revised February 10, 2025

Revised April 1, 2025

Cleydael Limited Partnership, E. T. Developers LLC, and Joy G. Veazey, as Trustee of the Joy G. Veazey Living Trust, each an owner (collectively, the “Owners”) of one or more of the parcels identified as Tax Map Parcels #17-24, #17-27, #17-27A and #17-72 (collectively, the “Property”), on behalf of themselves and their successors in interest, voluntarily proffer that in the event this rezoning application (the “Application”) is approved by the King George County, Virginia, Board of Supervisors (the “Board”), the development of the Property shall be in substantial conformance with the conditions set forth in this Proffer Statement (“Proffers”). All proffers made herein are contingent upon the Board’s approval of the Application. The Owners acknowledge that these conditions are voluntary and reasonable in accordance with Sections 15.2-2302, 15.2-2298 and 15.2-2303, et al. of the *Code of Virginia* (1950), as amended.¹

I. Land Use

- (1) General Development. Development of the Property will be in general conformance with the attached generalized development plan submitted by the Owners titled “Generalized Development Plan Dahlgren West”, prepared by Gordon, dated August, 2024, last revised March 26, 2025 (the “GDP”), which is attached hereto as Exhibit 1 and incorporated herein by reference. Notwithstanding the foregoing, the general location and size of the buildings as shown on the GDP are illustrative only and do not depict the final location(s) and/or sizes of the data centers. Notwithstanding anything to the contrary under these Proffers, building envelopes, building unit sizes, location and dimensions may be modified based on end-user specifications. Additionally, all parcel lines, parcel and lot sizes, public road locations, private driveway and travel-way locations, waste facilities, interparcel connections, parking areas, utility locations, storm water management facilities, amenities, dimensions of undeveloped areas and all other areas shown on the GDP may be adjusted for purposes of final engineering of site or subdivision plans (via multiple phases) and to further allow full compliance with the requirements of state and federal agency regulations including, but not limited to, Virginia Department of Historical Resources (“DHR”), Virginia Department of Transportation (“VDOT”), Virginia Department of Environmental Quality (“DEQ”), Virginia Department of Conservation and Recreation (“DCR”), U.S. Army Corps of Engineers, and the County’s Code, Subdivision Ordinance, and design standards. Notwithstanding the foregoing, any material adjustments to the

¹ The headings of the Proffers set forth below have been prepared for convenience or reference only and will not control or affect the meaning or be taken as an interpretation of any provision of the Proffers.

GDP (other than those related to building location, size and/or dimensions) will be subject to the approval by the County's Zoning Administrator, and in no event will approved adjustments to the GDP relieve the Owners from providing any of the Proffers. In addition, each submitted site plan will identify any proposed phasing of authorized uses on the Property.

- (2) Permitted Uses. Only the following King George County, Virginia ("County") Industrial zoning district uses are permitted to be developed on the Property: Data Centers, Public Uses, Utility Services (Major and Minor), Electric Generating Facilities, and Water Systems.
- (3) Accessory Uses. Accessory uses in support of the above permitted use are authorized to be constructed on the Property, including without limitation (i) all electric generation (generators only), distribution, transmission and substation facilities (including but not limited to transmission lines), (ii) enclosed battery and fuel storage facilities, (iii) office, general office and storage, (iv) water and sewer facilities, (v) communication, broadband, fiber optic utilities, (vi) access/security buildings and related facilities, (vii) other private utilities, all public utilities, and other accessories uses that relate to and support the permitted primary uses described herein.
- (4) Declaration of Covenants, Conditions and Restrictions. Owners shall execute a Declaration of Covenants, Conditions and Restrictions (the "Declaration"), which shall enforce standards for development, consistent with these Proffers, and assure the quality of development, architectural compatibility, environmental protection and other elements of development control.
 - i. The Declaration shall be executed after the final approval of the subject rezoning.
 - ii. The Declaration shall be recorded among the land records of King George County prior to the submission of the first site plan and shall be submitted with the first site plan.
 - iii. The Declaration shall establish a Business Association ("BA"). The BA shall be funded by all owners any portion of the Property paying dues to the BA based on each owner's pro-rata share of total land area and total building square footage, as set forth in the Declaration. The BA, in turn, shall:
 1. Appoint an Architectural Review Board (the "ARB"). The ARB, in turn, shall review prior to plan submission and approval all:
 - a. Site Plans;
 - b. Architectural Designs;
 - c. Building Heights;
 - d. Signage;

- e. Landscaping;
 - f. Lighting;
 - g. Stormwater management facilities for aesthetic review purposes only, not for “functional” or “engineering” purposes.
2. Pay for maintenance of on-site amenities including, but not limited to:
 - a. the Trail System as defined in Section III.(15) below, including parking areas and trail amenity facilities;
 - b. all landscaping buffers around the perimeter of the Property;
 - c. such other areas as may be included in the Declaration.
 3. Perform other functions as the BA determines necessary and/or as set forth in the Declaration.

II. Transportation

- (1) Principal and internal access points will be provided in the approximate locations as depicted on the GDP, with the final locations and design subject to approval by VDOT and King George County during its site plan review and approval process for each phase of development.
- (2) To mitigate the impact of the Project, the following transportation improvements as recommended in the traffic impact analysis prepared by GoroveSlade dated May, 2024, titled “Chapter 527 Traffic Impact Analysis, Dahlgren Innovation Hub, King George County, Virginia” (“TIA”) submitted with the Application will be constructed as identified on the GDP:
 - (a) U.S. 301 at Route 205 (Ridge Road)
 - i. Restripe eastbound Ridge Road to provide one left turn lane and one shared through / right turn lane
 - ii. Shifting the eastbound through movement from the left lane to the right lane will require reduction or removal of the channelizing island in the southwest quadrant of the intersection and modification of the signal heads on the existing mast arm. It may also require trimming back the median noses on U.S. 301, but not impacting the existing guardrail or traffic signal poles.
 1. Per VDOT, the above improvements will be determined at the site plan design stage.
 - (b) U.S. 301 at East Campus Driveway
 - i. Provide one ingress lane and two egress lanes on the site driveway.
 - ii. Construct a southbound right-turn lane on U.S. 301 with 200 feet of storage.
 - iii. Construct a northbound left-turn lane on U.S. 301 with 200 feet of storage.
 - (c) U.S. 301 at Washington Mill Road / West Campus Driveway

- i. Provide one ingress lane and two egress lanes on the site driveway.
 - ii. Construct a southbound right-turn lane on U.S. 301 with 200 feet of storage.
 - iii. Construct a northbound left-turn lane on U.S. 301 with 200 feet of storage.
- (3) The Owners shall be responsible for the construction of all circulation roads that are internal to the Property as identified on approved site plans.
- (4) The Applicant shall dedicate approximately 100' of right-of-way along the frontage of the Property as measured from the centerline of Route 301 and as identified in the GDP.

III. Site Design

- (1) Open Space. The Property will include a percentage of open space as generally depicted on the GDP. Land disturbance shall not exceed 300 acres.
- (2) Buffers, Setback & Screening Requirements. Setbacks, screening, and buffers for the Project are as generally depicted on the GDP. A minimum one hundred foot (100') landscaped buffer will be established or preserved along the perimeter of the Property. Within the 100' buffer, existing vegetation shall be preserved or supplemented, as deemed necessary by the Zoning Administrator. Access roads and utilities may cross the 100' buffer as depicted on the GDP. The Project will include a minimum 250-foot setback from all adjacent boundary lines and public rights-of way for all buildings under or equal to 65'. Any building proposed greater than 65' (up to 85') shall be setback a minimum of 500' from Route 301.
- (3) Landscape Requirements. Landscaping will be provided as generally depicted on the GDP, and as follows:
 - (a) A final landscaping plan ("Landscaping Plan") will be approved at the time of final site plan approval (for each site plan). The Landscaping Plan will include the following minimum standards:
 - i. Existing trees and vegetation within the landscape buffer will be preserved to the greatest extent possible. Where existing vegetation is not adequate to achieve the visual screen, additional plantings will be installed as necessary. Any and all landscaping installed on the Property will include only species native to Virginia or other species as approved by the Zoning Administrator or designee.
 - ii. Minimum plant measurements will meet or exceed the requirements of the County Zoning Ordinance.

- iii. Final Landscaping Plans must include a tree preservation plan which identifies the scope and use of existing vegetation and identify the height and caliper of trees at the time of installation and as expected at full maturity.
 - iv. The Owners will submit a landscape maintenance plan (“Landscape Maintenance Plan”) to the Zoning Administrator for approval at the time of final site plan review. The Landscaping Plan will include requirements to ensure that all existing vegetation and planted materials are tended to and maintained in a healthy growing condition, and that dead or dying materials will be replaced during the next planting season.
- (4) Security Fencing. The developed areas of the Property will be enclosed by security fencing not less than eight (8) feet in height, except for any fences enclosing utility infrastructure on the Property, including without limitation electric transmission and substation facilities, which will comply with industry height requirements. The fencing will be maintained at all times while the facility is in operation. If necessary, the Owners 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.
- (5) Lighting. The maximum height of pole-mounted exterior lighting located within two-hundred feet (200') of Route 301 shall be eighteen feet (18'). All other exterior lighting on the Property, including parking lot lighting, shall be limited to a maximum height of twenty-four feet (24'). 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.
- (6) Phasing. A phasing plan will be provided with each site plan submission identifying the anticipated construction schedule and date of commencement of operations for the subject site of development within the Property.
- (7) Construction. Prior to final site plan approval for each phase of development of the Property, a construction mitigation plan will be drafted by the Owners 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 and from the Property.

- (8) Water and Sanitary Sewer. All water and sanitary sewer access necessary for rendering operational service to the data center and all other accessory or authorized uses on the Property will be provided via a connection to the King George County Service Authority (the “Authority”) or as otherwise permitted by law and authorized by the Board. The Owners shall be responsible for the design and construction of all on-site and off-site water and sanitary sewer infrastructure necessary to provide service to the Property in accordance with the Authority and state requirements. All lines shall be sized to serve the drainage shed in which they are located in accordance with the requirements of the Property, but this proffered condition does not obligate the Owners to construct any sewer or water lines with capacities greater than those required to serve the Property.
- (9) Building Height Limitations. The building heights (not to include utility facilities) will not exceed 85 feet, which height limitation does not include equipment, spires, belfries, cupolas, antennas, parapets, mechanical and/or equipment penthouses or other similar improvements located on top of the roof of any buildings, nor does this apply to any utility infrastructure, including without limitation electric transmission, distribution and substation facilities.
- (10) Sound. The maximum A-weighted sound pressure level emitted from the use (whether one data center or multiple located on a subject parcel), as measured 1.5 meters above ground at the property line per ANSI S1.13-2020 (American National Standard - Measurement of Sound Pressure Levels in Air), shall not exceed (i) 60 dB(A) between 6 a.m. and 10 p.m. and (ii) 55 dB(A) between 10:00 p.m. and 6:00 a.m. The Owners will provide a Sound Study (the “Sound Study”) prior to the issuance of a certificate of occupancy permit (temporary or final) for each data center building. The Sound Study will confirm compliance with the sound standards described under this section. Thereafter, the Owners agree to perform annual sound testing to confirm compliance with these sound standards and will submit the same to the County’s zoning administrator.
- (11) Refuse Storage. Any enclosed trash storage areas on the Property shall be screened with a board-on-board fence or masonry enclosure with a minimum height of seven feet (7’) and shall have a gate enclosure on the fourth side to provide access to the trash dumpsters. This shall be shown on the final site plan for any new enclosed trash storage area.
- (12) Signage. Signage on the Property shall be permitted in accordance with the County Zoning Ordinance.
- (13) Cash Proffer for Work Force Training. The Owner agrees to pay \$500,000 to the County, upon the County’s issuance of a building permit for the first data center building, to use for work force training programs and/or facilities at the sole discretion of the King George County Board of Supervisors.

- (14) Cash Proffer for Parks and Recreation. The Owner agrees to pay \$1,000,000.00 to the County, upon the County's issuance of a building permit for the first data center building, to used for County parks and recreation programs and/or facilities, at the sole discretion of the King George County Board of Supervisors.
- (15) Public Trail System. Provided all applicable governmental approvals may be obtained, the Owner will construct a public trail to be located generally along the northern boundary of the Property running generally parallel to the Upper Machodoc Creek, at a site to be determined during the site plan process (the "Trail System"). A parking area and trail amenities (i.e., benches, trash receptacles, signage) will also be provided as part of the Trail System. The location of the parking area and trail amenities provided shall be determined at the time of site plan approval.
- (16) Property Owners Association: The Owner shall prepare and record certain property owner declarations creating a commercial property owners association which shall be responsible for the maintenance of the common areas on the Property, including but not limited to the Trail System (including the parking area and trail amenities), as well as such other duties as the Owner shall determine. These documents shall provide the County with the ability to perform maintenance and obtain payment for such performance in the event that the association fails to maintain an area or facility open to the public and the County provides such maintenance if the County so desires.

IV. Environment

- (1) Cultural Resources Survey. Prior to the submission of a site plan for each phase of development of the Property, the Owners agree to commission a Phase I cultural resources survey in accordance with applicable state law requirements. In the event the Phase I survey recommends a Phase II archaeological investigation report, the Owners will comply with any mitigation measures identified and recommended in said report, and any historical artifacts removed from the Property will be donated to the County's museum or other appropriate recipient as may be recommended by the County's Zoning Administrator.
- (2) Sound Mitigation. The Owners will install silencers on rooftop chillers and/or mufflers and enclosures on back-up generators or other equally effective mitigation measures to ensure the Sound Power Level generated by each emergency generator does not exceed the noise levels identified in the Noise Analysis prepared by Phoenix noise and vibration, dated August 20, 2024 (Exhibit 7 to the Application) and will comply with the requirements of Section 8-10-3 of the General Noise Standards of the County's Zoning Ordinance.

V. Public Safety

- (1) Emergency Action Plan & Training. The Owners will submit an Emergency Action Plan to the County Department of Fire, Rescue & Emergency Services (the “Department”) at the time of each site plan review for the uses identified on such site plan. The Emergency Action Plan will address, at minimum, emergency access, emergency response planning, support for necessary departmental training requirements, and any specific Fire, Rescue and/or EMS impacts associated with any use(s) on the Property and identified in the site plan. The Emergency Action Plan will also include requirements for fire suppression (including sprinklers, hydrants and standpipes where appropriate) where any building or structure on the site plan exceeds the Department’s ability to adequately provide the same as determined by the Fire Chief. The Owners will install all fire suppression equipment/facilities identified in the Emergency Action Plan prior to receiving a Certificate of Occupancy for each subject building identified on the corresponding approved site plan. The Emergency Action Plan will be developed with input from the Department.
- (2) Discharge. Intentional discharge of fuel, oil solvents, anti-freeze and/or other pollutants, hazardous materials, or flammable substances will be strictly prohibited. These materials will be properly stored, maintained and disposed of in accordance with all applicable federal, state, and local laws.
- (3) Public Safety Cash Proffer. The Owner agrees to pay \$3,000,000.00 to the County, upon the County’s issuance of a building permit for the first data center building, to use to mitigate potential public safety impacts generated by the development of the Property.

VI. Preservation

- (1) The Owner will preserve and not develop approximately 100 acres of land adjacent to the Upper Machodoc Creek to the rear of the Property, provided that the Owner may utilize said preservation areas for purposes of installing and extending public and private utilities, locating and installing stormwater management facilities, and access to and from all of the aforesaid for purposes of supporting the development of the Property. The Trail System, or portions thereof, may also be located in the preservation area.

VII. Severability & Certification

- (1) If any term or provision of this proffer statement or the application thereof is deemed invalid or unenforceable, the remainder of this proffer statement, or the application hereunder of such term or provision, other than those as to which it is held invalid or unenforceable, will not be affected thereby, and each such term and provision of this proffer statement is valid and enforced to the fullest extent permitted by law.
- (2) As required by Section 3-3-2, each proffer made in connection with this application for rezoning was made voluntarily and complies with applicable law. No agent of

the County has suggested or demanded a proffer that is unreasonable under applicable law. The Owner proffer that the development of the subject property of this application shall be in strict accordance with the conditions set forth in this submission.

WITNESS the following signature:

OWNER:

Cleydael Limited Partnership

By: _____ (SEAL)

Its: _____

Print: _____

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ____ day of March, 2025, by _____, the _____ of Cleydael Limited Partnership, on behalf of the Limited Partnership.

[SEAL]

Notary Public

Printed Name: _____

My Commission Expires: _____

My Registration Number is: _____

WITNESS the following signature:

OWNER:

E. T. Developers LLC

By: _____ (SEAL)

Its: _____

Print: _____

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ____ day of March, 2025, by _____, the _____ of E. T. Developers LLC, on behalf of the Limited Liability Company.

[SEAL]

Notary Public

Printed Name: _____

My Commission Expires: _____

My Registration Number is: _____

WITNESS the following signature:

OWNER:

Joy G. Veazey Living Trust

By: _____(SEAL)

Its: Trustee

Print: _____

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ____ day of March, 2025, by
_____, the Trustee of the Joy G. Veazey Living Trust.

[SEAL]

Notary Public

Printed Name: _____

My Commission Expires: _____

My Registration Number is: _____

Each proffer made in connection with this application for rezoning was made voluntarily and complies with applicable law. No agent of the County has suggested or demanded a proffer that is unreasonable under applicable law. I hereby proffer that the development of the subject property of this application shall be in strict accordance with the conditions set forth in this submission.

EXHIBIT 1

“GDP”