



TOWN OF HAYMARKET PLANNING COMMISSION

REGULAR MEETING

~ AGENDA ~

Emily Lockhart, Town Planner
<http://www.townofhaymarket.org/>

15000 Washington Street, Suite 100
Haymarket, VA 20169

Monday, August 17, 2020

7:00 PM

Council Chambers

I. Call To Order

II. Pledge of Allegiance

III. Citizen's Time

IV. Minute Approval

1. Planning Commission - Regular Meeting - Jul 20, 2020 7:00 PM

V. Agenda Items

1. Information Only - Van Metre/Robinson's Village Project: 14850 & 14860 Washington St. and 6701 Hunting Path Rd.
2. PWC One Mile Review -- Gaines Technology Park

VI. New Business

VII. Old Business

1. QBE 14600 Washington Street SUP and Proffer Amendment Update

VIII. ARB Updates

IX. Town Council Updates

X. Adjournment



TOWN OF HAYMARKET PLANNING COMMISSION

REGULAR MEETING ~ MINUTES ~

Emily Lockhart, Town Planner
<http://www.townofhaymarket.org/>

15000 Washington Street, Suite 100
Haymarket, VA 20169

Monday, July 20, 2020

7:00 PM

Council Chambers

A Regular Meeting of the Planning Commission of the Town of Haymarket, VA, was held this evening in the Council Chambers, commencing at 7:00 PM.

Chairman Matt Caudle called the meeting to order.

I. Call To Order

Due to the COVID 19 pandemic and Governor Northam's executive order on social distancing, Planning Commission Member Aayush Kharel joined the meeting from his home via Zoom meeting.

Chairman Matt Caudle: Present, Commissioner Aayush Kharel: Late, Councilman Bob Weir: Present, Commissioner Robert Hallet: Present, Commissioner Jackie Walker: Absent, Commissioner Alexander Beyene: Present, Commissioner Thomas Utz: Absent.

II. Pledge of Allegiance

Chairman Matt Caudle invited everyone to stand for the Pledge of Allegiance followed by a moment of silence.

After the Pledge and the moment of silence, Chairman Caudle welcomed the new members of the Planning Commission and thanked them for serving.

III. Moment of Silence

IV. Citizens Time

Greg Terry, 14701 Dogwood Park Lane, addressed the Planning Commission regarding the QBE SUP and Proffer Amendment application that was part of a Joint Public Hearing with the Town Council on June 29, 2020. Mr. Terry expressed his concerns about the project and ask since there is a new administration in place, would there be a deeper assessment and review of the plans. Some of his concerns is the traffic plan which would effect his development and the density. Mr. Gregory asked that the Planning Commission and the Town Council work with the property owner on something that fits in the Town, fits with the adjoining subdivisions and something that is safe for those around the property.

Town Planner Emily Lockhart read 3 emails she received on the subject of the QBE project. The emails were from the following:

Maureen and James Carroll, 6862 Track Court

Kris Lacson

George and Christy Winterhalter, 6873 Bryson Circle

*** The emails are attached at the end of the minutes***

At this time, Commissioner Kharel joined the meeting.

Mayor Luersen attended the meeting to congratulate the new appointees of the Planning Commission and to thank all Commissioners for their service and commitment to the Town.

V. Minute Approval

1. Planning Commission - Regular Meeting - Jun 15, 2020 7:00 PM

Councilman Weir moved to approved the minutes as presented. Commissioner Kharel seconded the motion. The motion carried.

Minutes Acceptance: Minutes of Jul 20, 2020 7:00 PM (Minute Approval)

RESULT:	ACCEPTED [UNANIMOUS]
MOVER:	Bob Weir, Councilman
SECONDER:	Aayush Kharel, Commissioner
AYES:	Caudle, Kharel, Weir, Hallet, Beyene
ABSENT:	Jackie Walker, Thomas Utz

VI. Agenda Items

1. Planning Commission Chair Appointment

Town Planner Emily Lockhart shared that the Planning Commission needed to appoint or re-appoint a Chairman to the Planning Commission for a one year term.

Commissioner Kharel nominated Matt Caudle to be re-appointed as the Chairman. Councilman Weir seconded the nomination.

RESULT:	ADOPTED [4 TO 1]
MOVER:	Aayush Kharel, Commissioner
SECONDER:	Bob Weir, Councilman
AYES:	Matt Caudle, Aayush Kharel, Bob Weir, Robert Hallet
NAYS:	Alexander Beyene
ABSENT:	Jackie Walker, Thomas Utz

2. Appointment of Liaison to the Architectural Review Board

Town Planner Emily Lockhart also stated that each July the Planning Commission appoints a liaison to the Architectural Review Board. Ms. Lockhart shared that Commissioner Kharel served as the liaison for the past year. Mr. Kharel stated that he would be interested in serving as the liaison for another year.

With no other interests, the Planning Commission moved to appoint Commissioner Kharel as the ARB liaison.

RESULT:	ADOPTED [UNANIMOUS]
AYES:	Caudle, Kharel, Weir, Hallet, Beyene
ABSENT:	Jackie Walker, Thomas Utz

3. Comprehensive Plan

Town Planner Emily Lockhart distributed the 2015 draft Comp Plan for the Commissioners to start reviewing so that edits could be made at future meetings. Ms. Lockhart also distributed the current comp plan for a comparison. Councilman Weir stated that he realizes that the Town Council has made this a priority. However, he continued, a lot of the information in the Comp Plan will change once the 2020 Census comes out. Councilman Weir stated with no objection, he would recommend that the staff revise several sections that is in need of updating, particularly in respect to some of the housing numbers, the historic buildings that are no longer existing, as well as a clean up of the surrounding developments and then come back with a red line version. The Planning Commission asked staff to bring this item back at the October meeting. The Planning Commission stated that they would set an October work session at the September meeting.

4. Proffer Amendment Application, 14600 Washington Street

Town Planner Emily Lockhart shared that the Proffer Amendment was for the QBE project at 14600 Washington Street. Ms. Lockhart shared that the applicant asked to postpone the SUP application for the residential units at the property. She stated that, however, the proffer amendment application still needed to be considered by the Planning Commission. Ms. Lockhart stated that since the joint public hearing held in June, staff and the Town Council liaison to the Planning Commission met with the applicant and asked for additional information. Ms. Lockhart continued to state that as of this meeting date, none of the additional information that was requested was provided by the applicant. Since no additional information was provided, Ms. Lockhart recommended that this item be tabled and moved to a work session. There was a discussion on the requested items and the timeline to hear and consider any changes to the application and GDP. Chairman Caudle suggested that since there is a majority

of new members, the Planning Commission hold a special work session in August with the applicant. A discussion continued. Ms. Lockhart clarified that all additional information be provided from the applicant by August 3rd so that the staff can get the agenda distributed in a timely manner. If no information is provided, there would be no work session. Mr. Caudle asked that Ms. Lockhart share with the new members the zoning ordinance and the by right use for that property. Ms. Lockhart referred to the 58-10.1-8 of the Town's Zoning Ordinance on the by right use of the B-1 business district. Councilman Weir stated that the Planning Commission could not address the SUP until they address the Proffer Amendment of the ball fields. Mr. Weir stated that if the Proffer Amendment is not accepted, the by right uses are what is current based on the amount of vacant land. He continued to state that if the Proffer Amendment is accepted and hence the SUP is accepted, the parking requirements needed for a four story building would impact the SUP as well. Commissioner Beyenne brought to the attention of the Planning Commission that the Proffer Amendment showed on the June 24th submission that the entire acreage of the ball fields were terminated. After a discussion regarding the proffer amendment. Ms. Lockhart shared that she would be meeting with Prince William County Parks and Rec on the subject of the ball fields and their intentions for the fields. Ms. Lockhart stated that the meeting would take place prior to the August 10th work session and that she would be able to share that information with the Planning Commission at the work session. In summary, Ms. Lockhart would meet with Prince William County Parks and Rec, the staff would reach out to the applicant and asked them to provide any updated information by August 3rd in order to have an August 10th Work Session with the applicant.

VII. New Business

Town Planner Emily Lockhart distributed a memo to the Planning Commission that shows the current and upcoming projects. Ms. Lockhart shared that the staff is currently working on a blight ordinance issue and that a public violation notice was submitted for 14881 Washington Street.

VIII. Old Business

Town Planner Emily Lockhart shared that the next big project to come before the Planning Commission would be the Van Metre site plan at 14850 and 14860 Washington Street and 6701 Hunting Path Road. She stated that the Town Council approved the SUP for 38 town homes in the early part of 2020. She stated there is also a by right use for a commercial building and a private school. Ms. Lockhart also shared that Morais Vineyard Aroma II wine tasting room is completed and operating.

IX. ARB Updates

Commissioner Kharel shared that the next ARB meeting was Wednesday, August 22nd and that he would bring updates from that meeting to the August Planning Commission meeting.

X. Town Council Updates

Councilman Weir stated that the Planning Commission touched base on the Council directive to update the Comp Plan. Mr. Weir also shared that the Town Council directed staff to clean up the Zoning Ordinance from some redundancy.

XI. Adjournment

With no further business before the Planning Commission, Councilman Weir moved to adjourn with a second by Commissioner Kharel. The motion carried.

1. Motion to Adjourn

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Bob Weir, Councilman
SECONDER:	Aayush Kharel, Commissioner
AYES:	Caudle, Kharel, Weir, Hallet, Beyene
ABSENT:	Jackie Walker, Thomas Utz

Minutes Acceptance: Minutes of Jul 20, 2020 7:00 PM (Minute Approval)

Submitted:

Approved:

Kim Henry, Clerk of the Council

Ken Luersen, Mayor

Minutes Acceptance: Minutes of Jul 20, 2020 7:00 PM (Minute Approval)



COUNTY OF PRINCE WILLIAM

5 County Complex Court, Prince William, Virginia 22192-9201
(703) 792-7615 Metro 631-1703 Ext. 7615 FAX (703) 792-4401
www.pwcgov.org/planning

Rebecca Horner, AICP, CZA
Director of Planning

August 03, 2020

The attached packet is provided for review and comment from the following agencies:

- Building Official (DS900)
- County Archaeologist (DS940)
- Crime Prevention Police (MA210)
- DoIT Telecom (EA703)
- Economic Development (MA286)
- Fire Marshal's Office (DS920)
- Historical Commission (DS940)
- Land Development Case Manager (DS940)
- Long Range Planning (DS940)
- NOVEC
- Planning Case Planner
- Planning GIS Specialist - JBM (DS940)
- Proffer Administrator (DS940)
- Service Authority (SA317)
- Town of Haymarket
- Transportation Department (DS990)
- VDOT Fairfax (MA290)
- Watershed Management (DS930)

RE: REZ2021-00001, Gaines Technology Park PRA
REZONING, PROFFER AMENDMENT

MAGISTERIAL DISTRICT: 20 - Gainesville

REQUEST: This is a request to amend the proffers associated with Rezoning #REZ1997-0004 to increase the permitted GFA to 2,545,000 square feet to allow for the development of data centers and associated uses. The SUP request is to allow for a data center use subject to the approval of the proffer amendment application. ** 1st Submission**

GPIN(s): 7397-54-4690 7397-65-0198

Your comments should:

- 1) address the anticipated impacts of the proposal on the goals, policies and action strategies of the 2008 Comprehensive Plan;
- 2) address the anticipated impacts of the proposal on the services of your department;
- 3) address any site specific concerns which are materially relevant to the requested land use decision;
- 4) list minimum development standards which may conflict with the proposed development or require special consideration in the Planning Office's analysis of the proposal.

Your assigned Case Planner is **Keasha Hall**. Please use **eReview** to submit your comments. Reviewers without eReview access should submit their comments by email to **rthornton@pwcgov.org**.

Your comments should be directed to **Randy Thornton** and received no later than **August 31, 2020**. Your cooperation is appreciated.

Attachment: Planning S1 - Gaines Technology Park PRA-2020_0803 (4619 : One Mile Review)

The attached packet is provided for information only. No comment is necessary from the following:

SUPERVISOR - PETE K. CANDLAND
COMMISSIONER - RICHARD BERRY
BOARD CHAIRMAN - ANN B. WHEELER
COMMISSIONER AT LARGE - DON TAYLOR
DEPUTY COUNTY EXECUTIVE - REBECCA HORNER
COUNTY ATTORNEY
COUNTY EXECUTIVE - CHRISTOPHER MARTINO
PC CHAIRMAN - BILL MILNE



Brian Prater
 (703) 680-4664 Ext. 5122
 bprater@thelandlawyers.com
 Fax: (703) 680-6067

**WALSH COLUCCI
 LUBELEY & WALSH PC**

July 17, 2020

Via E-Mail & Hand Delivery

Meika Daus
 Current Planning Manager
 PWC Planning Office
 5 County Complex Court
 Prince William, Virginia 22192

Re: Gaines Technology Park Proffer Amendment
 Application Submission

Dear Ms. Daus:

Enclosed please find the following items in connection with an application for a proffer amendment for the properties located at 14300 John Marshall Highway (GPIN 7397-65-0198) and 14181 Daves Store Lane (GPIN 7397-54-4690) (collectively, the "Property"). 14300 John Marshall Highway is located at the southeastern corner of the intersection of Catharpin Road and Route 55. 14181 Daves Store Lane is located at the southeastern corner of the intersection of Route 55, Gallerher Road, and Daves Store Lane.

1. An original, executed Application for Proffer Amendment;
2. A Request for Modification or Waiver of Standards Form;
3. A check payable to Prince William County in the amount of \$27,382.75 and a check payable to Prince William County in the amount of \$185.19, which collectively represents the filing fee, Service Authority review fee, and concurrent processing fee for the proffer amendment application;
4. Completed Fee Calculation Worksheet;
5. Executed Interest Disclosure Affidavit;
6. Executed Adjacent Property Owners' Affidavit;
7. The names and mailing addresses of the subject property owners within 1,320 feet of the subject property;
8. A Narrative Statement dated July 17, 2020;
9. A completed Cultural Resources Assessment and Record Check form, signed by the County Archaeologist;

ATTORNEYS AT LAW

703 680 4664 ■ WWW.THELANDLAWYERS.COM
 4310 PRINCE WILLIAM PARKWAY ■ SUITE 300 ■ PRINCE WILLIAM, VA 22192

LOUDOUN 703 737 3633 ■ ARLINGTON 703 528 4700

Meika Daus
 July 17, 2020
 Page 2

10. A completed Application for Deferral of Traffic Impact Analysis, signed by Prince William County Department of Transportation on June 22, 2020;
11. A completed Perennial Flow Determination (PFD) Revalidation;
12. Two (2) copies of the vesting Deeds for the Property;
13. Five (5) copies of the Proffer Statement dated July 17, 2020;
14. Five (5) copies of the Proffer Statement dated July 17, 2020 compared to the original proffers approved with REZ1997-0004, Southview at Prince William, dated May 16, 1997;
15. Five (5) copies of the Proffer Analysis comparing the Proffer Statement dated July 17, 2020 to the original proffers approved with REZ1997-0004, Southview at Prince William, dated May 16, 1997;
16. Fourteen (14) full size copies and one (1) 8 ½" x 11" reduction of the environmental constraints analysis entitled "Environmental Constraints Analysis Gaines Technology Park," prepared by TNT Environmental, dated July 10, 2020, last revised July 14, 2020; and
17. Twenty-five (25) full size copies and one (1) 8 ½" x 11" reduction of the transportation plan entitled "Gaines Technology Park Transportation Plan," prepared by Urban, Ltd., dated July 17, 2020.

Once you have had an opportunity to review the application, together with the supporting documents, please contact me immediately if any additional information is required for acceptance. Thereafter, I will look forward to receiving the case planner's summary letter (and copies of the agencies' comments) and to having a post-submission meeting in approximately thirty (30) to forty-five (45) days.

Thank you for your assistance in connection with this application.

Very truly yours,

WALSH, COLUCCI, LUBELEY & WALSH, P.C.



Brian Prater

BWP

Enclosures

cc: Arthur Fuccillo (via email only)
 Stuart Miller (via email only)
 Clayton Tock (via email only)

P1010214.DOCX

Attachment: Planning S1 - Gaines Technology Park PRA-2020_0803 (4619 : One Mile Review)

APPLICATION FOR REZONING PROFFER AMENDMENT

TO THE BOARD OF COUNTY SUPERVISORS OF PRINCE WILLIAM COUNTY, VIRGINIA

Project Name: Gaines Technology Park Proffer Amendment

The undersigned, being all of the owner(s), contract purchasers, or the respective duly authorized agents thereof, do hereby petition to change the zoning of the property described below and shown on the accompanying plans, which are made part of this application, as follows:

GPIN	From:	To:	Acres
7397-65-0198			97.37
7397-54-4690			0.94
			Total: 98.31

-OR-

The undersigned propose(s) to amend the proffered conditions of REZ # REZ1997-0004

Property Location: Describe the location of the property by distance, in feet or portion of a mile, and direction from an intersection of two (2) public roads or streets:

The property is located at the southeastern corner of the intersection of Catharpin Road and John Marshall Highway.

The name(s), mailing address(es), and telephone number(s) of owner(s), authorized agent(s), contract purchaser/lessee, and engineer(s) as applicable are (attach additional pages if necessary):

Owner of Property*

Name: Southview 66, LLC
c/o Arthur Fuccillo
Mailing Address: 2000 Tower Oaks Blvd, 8th Floor
Rockville, MD 20852
Phone: _____
Email: _____

Contract Purchaser/Lessee*

Name: _____
Mailing Address: _____
Phone: _____
Email: _____

Authorized Agent(s)*

Name: Pete Dolan / Brian Prater
Walsh, Colucci, Lubeley & Walsh, P.C.
Mailing Address: 4310 Prince William Parkway, Ste. 300
Woodbridge, Virginia 22192
Phone: 703-680-4664
Email: pdolan@thelandlawyers.com/bprater@thelandlawyers.com

Engineer*

Name: Clayton Tock
Urban, Ltd.
Mailing Address: 4200d Technology Court
Chantilly, VA 20151
Phone: _____
Email: ctock@urban-ltd.com

*Check the box next to the contact to which correspondence should be sent.

Attachment: Planning S1 - Gaines Technology Park PRA-2020_0803 (4619 : One Mile Review)

APPLICATION FOR PROFFER AMENDMENT (cont.)

SIGNATURE PAGE

I have read this application, understand its intent, and freely consent to its filing. Furthermore, I have the power to authorize and hereby grant permission to Prince William County officials and other authorized government agents on official business to enter the property as necessary to process this application.

Signed this 10 day of July, 2020

SOUTHVIEW 66, LLC

BY: 

NAME: Robert K. Tanenbaum

TITLE: Manager

(If anyone other than owner is signing, Power of Attorney must be attached.)

P1003218.DOCX

Attachment: Planning S1 - Gaines Technology Park PRA-2020_0803 (4619 : One Mile Review)

Request for Modification or Waiver of Standards

Whenever any standard imposed by any provision of the Zoning Ordinance or other County ordinance may be waived or modified by special use permit conditions approved by the Board of County Supervisors, this form must accompany an application for special use permit for such waiver or modification, and may constitute the whole of or a part of such application.

Applicant: _____

Case Name: _____

Please indicate the requested modification(s) or waiver(s) below. Attach a written statement describing the requested modification or waiver, referencing the citation, and providing justification for each request.

Waiver of specific requirements of the Subdivision Ordinance, Zoning Ordinance, or Design and Construction Standards Manual (DCSM) as it relates to a Town Center Special Use Permit application. (See Section 32-280.34 of the Zoning Ordinance)

Modification of development standards

Building height

Floor Area Ratio (FAR)

Signs (Sections 32-300.05, 32-400.03, 32-400.04 or 32-250.23 and 32-250.24 of the Zoning Ordinance)

Modification or Waiver of large, freestanding retail use (big box) standards:

Architectural Design, Landscaping, Lighting, Operations, Parking, or Pedestrian Access (Section 32-400.15 of the Zoning Ordinance)

Waiver of DCSM requirements (generally)

Plans containing waivers or modifications of DCSM requirements should be coordinated with the Rezoning, Proffer Amendment, or Special Use Permit application. A list of waivers and a justification for each must be provided in the narrative statement.

Attachment: Planning S1 - Gaines Technology Park PRA-2020_0803 (4619 : One Mile Review)

**NARRATIVE STATEMENT
GAINES TECHNOLOGY PARK PROFFER AMENDMENT
GPIN: 7397-65-0198 & 7397-54-4690
Owner/Applicant: Southview 66, LLC**

July 17, 2020

Introduction. The Applicant, Southview 66, LLC, (hereinafter, the “Applicant”), is the owner of the properties located at 14300 John Marshall Highway and 14181 Daves Store Lane identified as G.P.I.N. 7397-65-0198 and 7397-54-4690, respectively (collectively, the “Property”). The Property consists of approximately ± 98.74 acres. 14300 John Marshall Highway is located at the southeastern corner of the intersection of Catharpin Road and Route 55. 14181 Daves Store Lane is located at the southeastern corner of the intersection of Route 55, Gallerher Road, and Daves Store Lane.

On June 4, 1997, the Board of County Supervisors approved REZ1997-0004, Southview at Prince William (the “Original Rezoning”) which rezoned approximately 64.7 acres of the Property from M-2, Light Industrial to B-1, General Business and applied proffers to the remaining portion of the Property that was already zoned B-1. The existing proffers permit the development of not more than 1,132,560 square feet of gross floor area (GFA) on the Property.

The Applicant seeks this Proffer Amendment to increase the permitted GFA to 2,545,000 square feet, in the event the Property is developed with a data center use, which requires a special use permit in B-1. This proffer amendment is submitted contemporaneously with an application for a special use permit that seeks to permit the use of the Property for data center uses. All other uses would be required to meet the 1,132,560 GFA cap, as currently proffered with the Original Rezoning. The Applicant also seeks flexibility within the proffers to permit development of the Property for a mix of permitted B-1 uses and data center uses. In the event that the Property is developed with a mix of uses that includes a data center and the permitted B-1 uses, the Applicant seeks to limit data center uses to a floor area ratio (FAR) of 0.6 and limit permitted B-1 uses to an FAR of 0.4.

The Applicant requests a building height modification to permit data center buildings to be a maximum of 75 feet. The Applicant also seeks a modification to permit the .6 FAR (limited to data center uses), which is an FAR greater than what is permitted within the underlying B-1 zoning district.

The Applicant also seeks to remove proffers that are no longer applicable or that have been satisfied. The Original Rezoning included transportation improvements that contemplated the realignment of Route 55. The Route 55 plans were abandoned and the County and VDOT pursued, and eventually constructed, an interchange project that redesigned the Route 55 and Route 29 interchange.

Land Use. The Property is zoned B-1, General Business and subject to the proffers approved with the Original Rezoning. The Property is designated RCC, Regional Commercial Center in the Comprehensive Plan. The approved B-1 uses, specifically retail and shopping center uses, remain consistent with the RCC designation. Data centers are permitted by special use permit in B-1. The Property is surrounded by CEC, Community Employment Center, REC, Regional Employment Center, and RCC. The proposed proffer amendment is compatible with the surrounding land use designations, and there is significant landscaping proposed along the Property boundaries.

Community Design. The permitted uses and development standards approved by the Original Rezoning will remain. The Original Rezoning proffered a comprehensive landscape plan, which still applies if the Property is developed with entirely retail and other permitted B-1 uses. The comprehensive landscape plan includes a fifty (50) foot buffer along I-66, a thirty (30) foot buffer along the shared property line with GPIN 7397-55-1465, a fifteen (15) foot buffer along Catharpin Road and Route 55, and additional landscape features along the entrances and internal travelways, and within the parking lots. There are also certain screening, design, and architectural proffers that will remain applicable to development of the Property with permitted uses other than data center uses. The Applicant maintains a proffer that provides a minimum building setback of one hundred twenty-five feet (125') from the I-66 VDOT right of way along the northern boundary of the Property.

If the Property is developed with data center uses, the Applicant will provide landscaping as shown on the plans included with the special use permit application submitted contemporaneously with this proffer amendment application. There are also additional design commitments for data center uses addressed in this special use permit.

Cultural Resources. A completed Cultural Resource Assessment and Record Check, signed by the County's Archeologist on June 11, 2020 is submitted as a part of this application. The County Archeologist indicated that "*further cultural resource review by the County Archaeologist is not warranted.*" Pursuant to the Original Rezoning and in connection with potential development, the Applicant conducted a Phase I Survey, two Phase II Surveys, and a Phase III Survey for the Property.

Economic Development. The proposed proffer amendment is consistent with the County's objective of enhancing employment opportunities and enhancing the tax base in Prince William County. The proposed proffer amendment provides the flexibility for the site to be developed as a data center, which will positively affect the economic development opportunities associated with the Property. Tax revenues generated by the ability to develop the Property as a data center use, as well as the other permitted uses on the Property, will result in a positive economic benefit to the County by enhancing the non-residential tax base which is consistent with the Prince William County Strategic Plan 2017-2020. Data center uses are identified as a Targeted Industry by Prince William County Economic Development.

Environment. According to County Mapper, there are no mapped Resource Protection Areas located on the Property. For more details please see the Environmental Constraints Analysis entitled "Gaines Technology Park," prepared by TNT Environmental, dated June 29, 2020, submitted as part of this application.

Fire and Rescue. Based on Prince William County's GIS Public Safety Fire & Rescue Safety Finder, the Property appears to be located within the four minute Response Time Area from Prince William County Fire & Rescue Station 4. Station 4 serves the Gainesville and Haymarket areas with one ambulance, one medic unit, two pumpers, one brush truck, one heavy rescue, one ladder truck, and one collapse rescue unit. The proposed proffer amendment should not have a significant impact upon levels of service for fire and rescue.

Housing. The proposed proffer amendment will have no impact on housing.

Libraries. The proposed proffer amendment will have no impact on the Library Element of the Comprehensive Plan.

Parks and Open Space. The proposed proffer amendment will have no impact on the demand for park acreage and recreational facilities.

Police/CPTED. Based on the Police Facilities map, it appears that the Property will be served by the Western District Station. The proposed proffer amendment will have no significant impact upon established level of service standards for police.

Potable Water. The Property will be served by public water.

Schools. The proposed proffer amendment will have no impact on schools.

Sewer. The Property will be served by public sewer.

Transportation. An Application for Deferral of Traffic Impact Analysis signed by George Phillips of Prince William County Department of Transportation on June 11, 2020 is included with the application materials. Mr. Phillip's determined that a traffic impact analysis was not required because "the data center has significantly lower trip generation when compared to the approved retail/outlet uses."

A Transportation Plan was proffered as part of the Original Rezoning that contemplated transportation improvements for a realigned Route 55 and the former Route 55 and Route 29 interchange. The County abandoned its plans to realign Route 55 and instead constructed the existing Route 29 and Route 55 interchange. As a result, many of the improvements shown on the previously approved Transportation Plan and set forth in the proffers, no longer apply. Additionally, Site Plan, SPR2016-00061 (approved August 30, 2017) is a Public Improvement Plan that redesigns the transportation network and intersections related to the Route 55 realignment. The improvements approved by this site plan accommodate the traffic generated for a regional commercial center with 1,132,560 building square feet.

A revised Transportation Plan entitled "Gaines Technology Park Transportation Plan," prepared by Urban, Ltd., dated July 17, 2020 is included with this application. Access to the site will be provided as shown on the revised Transportation Plan.

Modifications and Waivers. The Applicant seeks the following modifications and waivers:

- **Height Modification:** Pursuant to Section 32-400.03.2 of the Zoning Ordinance, the Applicant seeks a building height modification to increase the maximum building height to seventy-five feet (75') for data center uses.

Justification: The data center market is rapidly expanding and the demand for data center square footage remains high. As a result, many data centers are looking to increase available square footage for data by developing with two-story buildings, which corresponds to building heights of approximately 75 feet. The increase in height allows for additional FAR for data center uses which is consistent with the Board's policy of allowing an increased FAR for data centers.

- **FAR Modification:** Pursuant to Sec. 32-400.04.3 of the Zoning Ordinance, the Applicant seeks a FAR modification to permit, for data center uses only, an FAR greater than what is permitted by-right in the underlying zoning district.

Justification: Aligning with the BOCS' policy of allowing increased FAR for data centers, the Applicant seeks this proffer amendment to increase the permitted maximum FAR to .6 to allow for the maximum GFA to be 2,545,000 sq. ft. This increase in square footage will only apply to data center uses on the Property. All other uses would be required to meet the Original Rezoning proffered GFA of 1,132,560 sq. ft.

- **Sign Modification:** Pursuant to Sec. 32-250.23.6, the Applicant seeks a sign modification to retain the signage permitted by the Original Rezoning, which exceeds current sign standards within the Zoning Ordinance. The following addresses those factors considered by the Board of County Supervisors for requested sign modifications in connection with a rezoning in accordance with Section 32-250.23.6 of the Zoning Ordinance:
 - a. The compatibility of the proposed sign with existing and/or approved buildings, landscaping, on-site amenities, overall design character of the on-site development, and design character of development adjacent to the subject property. The proposed signage was approved with the Original Rezoning and incorporated into a comprehensive sign plan that considered the overall design character of the proposed development. Proffer 3.1 specifically requires that the signage be implemented in a comprehensive and coordinated fashion. The signage approved with the Original Rezoning does not conform to current sign standards and, therefore, the Applicant seeks a sign modification in connection with this proffer amendment to allow for the signage to remain as permitted under the Original Rezoning. Proffer 3.2 permits a free standing sign along I-66 to be no more than forty (40) feet in height and have a maximum sign are of 100 sq. ft. for each of the two permitted sign faces. This allows for the potential regional commercial center to have a highly visible and identifiable sign along the interstate, which is necessary for customer identification. This type of sign is common for these regional commercial centers located along interstates and high-volume traffic corridors. Additionally, Proffer 3.3 allows no more than 10 freestanding signs upon the Property, which will accommodate several multi-tenant signs along road frontages, as well as throughout the Property, which is similarly common for the type of regional retail center utilizing the signage. The sign modification request will not apply in the event the Property is developed with data center uses.
 - b. The ability of the proposed sign(s), particularly when accompanied by landscaped treatments and lighting, to improve the scenic quality of highly visible areas along interstate highways, regional highways, and major County thoroughfares, with particular emphasis for signs proposed in proximity of the County's major gateways as identified in the Comprehensive Plan. Regional commercial centers, such as the one approved with the Original Rezoning, are both a destination use and a use that relies upon drive-by visibility that seek to attract customers from a broad geographical area. As a result, many regional commercial centers rely upon identifiable signage, particularly along high visible areas along interstate and regional highways. The proposed signage approved in the Original Rezoning will allow for customers traveling along I-66 and Route 55 to readily identify the commercial center. As a result, identifiable signage visible from these

roadways is important to stimulate business and attract customers. In connection with the potential regional commercial center, the Applicant will provide significant landscaping that will improve the overall scenic quality of the Property and the nearby roadways.

- c. In the case where the proposed sign or signs would be installed in mixed use development, the consistency of the design for the proposed signs(s) with a comprehensive sign program. The proposed signage is not located within a mixed use development, as the signage relates to a regional commercial center consisting of retail and commercial uses. The signage shall implement a comprehensive and coordinated sign plan which will provide architectural and design consistency for the signs within the retail center.
- d. The degree of deviation from the sign regulations considering whether the proposed sign design represents the minimum amount of modification necessary to provide adequate identification while still remaining consistent with the purpose and intent of County Code Section 32-250.21. The Applicant only seeks to maintain the signage for the regional commercial center that was previously approved as part of the Original Rezoning. The deviation from the current sign ordinance is limited solely to those deviations necessary to permit the previously approved signage for the Property. The proposed sign modification will only apply if the Property is developed for the regional commercial center uses, which is consistent with the Original Rezoning. If the Property is developed with data center uses, this sign modification shall not apply and any data center signage must comply with the applicable provisions of the Zoning Ordinance.
- e. The existence of a special visual obstruction or difficulty in locating the use, due to unique challenges associated with the location, topography, size, or configuration of the lot, including access to the lot, which makes the customary application of the sign regulations unreasonably restrictive. Regional commercial centers, such as the one approved with the Original Rezoning, are both a destination use and a use that relies upon drive-by visibility that seeks to attract customers from a broad geographical area. As a result, many regional commercial centers rely upon identifiable signage. The proposed signage approved in the Original Rezoning will allow for customers traveling along I-66 and Route 55 to readily identify the commercial center. As a result, identifiable signage visible from these roadways is important to stimulate business and attract customers. The current sign ordinance would not allow for this type of signage and, therefore, would restrict the ability of the shopping center to attract customers.
- f. Whether the proposed sign would be located within an HCOD. The Property is located within the Route 29 HCOD.

Cultural Resources Assessment and Record Check for Pending Development Applications

This is a desk review of the project and is subject to change if additional information becomes available.
Contact the Planning Office at 703-792-7615 or planning@pwcgov.org for more information.

Project Name: Gaines Technology Park

Project GPIN/Address: 7397-65-0198

Applicant Name: Brian Prater - Walsh, Colucci, Lubeley & Walsh, PC **Phone:** 703-680-4664

Email: bprater@thelandlawyers.com **Fax:** _____

Visual Inspection Findings: _____

COUNTY ARCHAEOLOGIST OFFICIAL USE

COUNTY RECORDS CHECK: (Verify reference to site on the following)

- | | | |
|--|---------|--------|
| 1. Prince William County Cultural Resources Map (GIS) | Yes ___ | No ___ |
| 2. 1820 Prince William County Map (Wood) | Yes ___ | No ___ |
| 3. 1901 Prince William County Map (Brown) | Yes ___ | No ___ |
| 4. 1904 Army Maneuvers Map | Yes ___ | No ___ |
| 5. 1915-1927 USGS 15 Minute Quad Maps | Yes ___ | No ___ |
| 6. 1933 Virginia Highway Map | Yes ___ | No ___ |
| 7. Eugene Scheel's Historic Prince William Map | Yes ___ | No ___ |
| 8. Eugene Scheel's African American Heritage Map | Yes ___ | No ___ |
| 9. County Register of Historic Sites (CRHS) | Yes ___ | No ___ |
| 10. High Sensitivity Areas - Historic Sites Map | Yes ___ | No ___ |
| 11. High Sensitivity Areas - Prehistoric Sites Map | Yes ___ | No ___ |
| 12. The Official Military Atlas of the Civil War | Yes ___ | No ___ |
| 13. Civil War Map from the Library of Congress | Yes ___ | No ___ |
| 14. American Battlefield Protection Program Maps | Yes ___ | No ___ |
| 15. Map of Fairfax, Loudoun, & Prince William Counties | Yes ___ | No ___ |
| 16. USGS Topographic Maps | Yes ___ | No ___ |
| 17. Other _____ | | |

FINDINGS:

- A CRHS or a Prehistoric or Historic High Sensitivity Area is checked** on the list above, therefore, a Phase I Cultural Resources Survey* must be submitted with Rezoning and Special Use Permit applications per Sections 32-700.20(9) and 32-700.50(3)(a) of the Zoning Ordinance.
- There is a medium to high potential for finding archaeological sites and or historic structures** on the project area, therefore, a Phase I Cultural Resources Survey* must be submitted with Rezoning and Special Use Permit applications per Sections 32-700.20(9) and 32-700.50(3)(a) of the Zoning Ordinance.
- No archaeological and historic sites or graves are recorded on the project area.**
- Further cultural resource review by the County Archaeologist is not warranted** due to ground disturbance or recommendations of no further work from prior cultural resource survey reports.

COMMENTS: Property previously subject to PHS, II and III (data recovery)

County Archaeologist Signature: *Justin Patton* Date: June 16, 2020

This assessment is valid for one year from the County Archaeologist's signature date

*All scopes of work must be approved by the County Archaeologist prior to initiation of work.

Attachment: Planning S1 - Gaines Technology Park PRA-2020_0803 (4619 : One Mile Review)

APPLICATION FOR DEFERRAL OF TRAFFIC IMPACT ANALYSIS (TIA)
 (to be completed with assistance from PWC Transportation Department)

To be completed by applicant:

Applicant Name: Southview 66 LLC Phone: _____

Proposed Use: Data Center

Location: GPIN:#7397-65-0198 Lot Size: 97.16 acres

Check one:

Rezoning Special Use Permit Other: Proffer Amendment

To be completed by applicant:				To be completed by PWC Transportation Department:				
Tract/Use	Area	Zoning	Land Use	ITE Code	(ITE Latest Edition Trip Rate)	Trips/24 Hours	Trips/AM Peak	Trips/PM Peak
Proposed Use	2,540 KSF	B-1	Data Center	160	0.99	2,515	325	274
Approved Use	4,132.56 KSF	B-1	Outlet Center	823	26.59	30,115	759	816
Difference						-27,600	-434	-542
Total						-27,600	-434	-542
1200 Daily Trips or 100 Peak Hour Trips						Yes		
						No	X	X

FOR OFFICE USE ONLY

A TIA (three copies and two information disks) is required to be submitted with the application. The consultant preparing the analysis must meet with the PWC Department of Transportation and VDOT to discuss the scope and requirements of the analysis before beginning the analysis. Additionally, at the scoping session, VDOT will determine whether a 527 review is required, as well as the applicable fee.

A TIA is not required to be submitted at this time. The traffic generated by the proposed development does not appear to exceed the thresholds established in §602.01 of the Prince William County Design and Construction Standards Manual (DCSM). However, a TIA may be required later in the rezoning/special use permit process or during the site plan review process if subsequent details warrant a TIA. The applicant should also be aware that a 527 review may be required by VDOT and may want to contact VDOT to verify whether a 527 review will be warranted.

A TIA has been waived by the Director for the following reasons: _____

Reviewed by (print name): George Phillips Date: 6/22/2020

Additional Notes: The proposed use represents a significant trip reduction when compared to the approved retail uses.

Attachment: Planning S1 - Gaines Technology Park PRA-2020_0803 (4619 : One Mile Review)

TECHNICAL MEMORANDUM

To:	Elizabeth Scullin, PE	Prince William County Department of Transportation
CC:	Art Fucillo	Lerner
	Stuart Miller	Lerner
	Jonelle Cameron	Walsh, Colucci, Lubeley & Walsh, P.C.
	Peter Dolan	Walsh, Colucci, Lubeley & Walsh, P.C.
	Brian Prater	Walsh, Colucci, Lubeley & Walsh, P.C.
From:	Steven Dauterman, EIT, RSP1	Gorove Slade Associates Inc.
	Niraja Chandrapu, PE, PTOE	Gorove Slade Associates Inc.
	Chad Baird	Gorove Slade Associates Inc.
Date:	June 18, 2020	

Subject: The Gaines Technology Park- Trip Generation Comparison

Introduction

This memorandum presents a trip generation comparison for the Gaines Technology Park development, previously called The Grove at Gainesville, between the proposed data center development and the previously approved development.

Background

The Gaines Technology Park is generally situated north of Lee Highway (Route 29), south of Catharpin Road, and east of John Marshall Highway (Route 55) in Prince William County, Virginia. The site is located on one parcel of land, totaling approximately 97.16 acres, which is identified as GPIN 7397-65-0198 (the "Property"). The Property is currently zoned B-1, General Business subject to proffers associated with rezoning REZ1997-0004 (the "Original Rezoning") and is designated as RCC, Regional Commercial Center on the Prince William County Long-Range Land-Use Map.

In 2016, a site plan for public improvements was filed for the Property (SPR2016-00061) and the traffic impacts of the site were assessed and discussed in a traffic impact study conducted by Gorove Slade. The findings and conclusions of the study were found acceptable by Prince William County staff and the Virginia Department of Transportation. The aforementioned traffic impact study assumed that the development would consist of nearly a 1.132560 million square-foot factory outlet center as permitted by the Original Rezoning.

The Applicant plans to seek a proffer amendment and a special use permit on the Property in order to construct nearly 2.54 million square feet of data center uses.

Attachment: Planning S1 - Gaines Technology Park PRA-2020_0803 (4619 : One Mile Review)

Site Trip Generation for the Approved Development Program

Based on the approved traffic impact study, the trip generation for the site was assessed using the Institute of Transportation Engineers' (ITE) Trip Generation Manual, 9th Edition. The site trip generation for the weekday morning (AM) peak hour, weekday afternoon (PM) peak hour, typical weekday daily, Saturday (SAT) peak hour, and Saturday daily are illustrated below in **Table 1**.

Table 1: Approved Development Program Site Trip Generation (ITE 9: Peak Hour of the Adjacent Street)

Land Use	ITE Code	Size	Weekday						Weekend				
			AM Peak Hour			PM Peak Hour			Daily Total	Saturday Peak Hour			Sat Daily Total
			In	Out	Total	In	Out	Total		In	Out	Total	
Outlet center (Phase 1 and Phase 2)	823	1,133 kSF of GFA	554	205	759	384	432	816	30,115	2,189	2,103	4,292	46,401
Total			554	205	759	384	432	816	30,115	2,189	2,103	4,292	46,401

As illustrated in the table above, the approved site development would be anticipated to generate 759 trips during the AM peak hour, 816 trips during the PM peak hour, 30,115 trips throughout a typical weekday, 4,292 trips during the Saturday peak hour, and 46,401 trips throughout a typical Saturday.

Site Trip Generation for the Proposed Development Program

The proposed data center development for The Gaines Technology Park is anticipated to consist of approximately 2.54 million square feet of data center uses.

In order to calculate the trips that would be generated by the proposed development, the Institute of Transportation Engineers' (ITE) Trip Generation Manual, 10th Edition, was utilized. The site trip generation for the proposed development is illustrated in **Table 2**.

Table 2: Proposed Site Trip Generation (ITE 10: Peak Hour of the Adjacent Street)

Land Use	ITE Code	Size	Weekday						Weekend				
			AM Peak Hour			PM Peak Hour			Daily Total	Saturday Peak Hour			Sat Daily Total
			In	Out	Total	In	Out	Total		In	Out	Total	
Data Center	160	2,540 kSF of GFA	179	146	325	82	192	274	2,515	0	0	0	0
Total			179	146	325	82	192	274	2,515	0	0	0	0

As illustrated in the table above, the proposed development is anticipated to generate 325 trips during the AM peak hour, 274 trips during the PM peak hour, and 2,515 trips throughout a typical weekday. The ITE Manual does not provide any trip generation for the data center during Saturdays. Therefore, the data center is expected to generate zero trips during Saturdays.

A comparison of the proposed and the approved development programs is illustrated in **Table 3**.

Table 3: Proposed vs Approved Development Comparison

Land Use	ITE Code	Size	Weekday						Weekend				
			AM Peak Hour			PM Peak Hour			Daily Total	Saturday Peak Hour			Sat Daily Total
			In	Out	Total	In	Out	Total		In	Out	Total	
Proposed Data Center	160	2,540 kSF of GFA	179	146	325	82	192	274	2,515	0	0	0	0
Approved Outlet center (Phase 1 and Phase 2)	823	1,133 kSF of GFA	554	205	759	384	432	816	30,115	2,189	2,103	4,292	46,401
Net Difference in Trips (Proposed Minus Approved)			-375	-59	-434	-302	-240	-542	-27,600	-2,189	-2,103	-4,292	-46,401
Percentage Reduction in Trips			68%	29%	57%	79%	56%	66%	92%	100%	100%	100%	100%

As can be seen in **Table 3** above, the proposed development is anticipated to generate 434 fewer AM peak hour trips, 542 fewer PM peak hour trips, 27,600 fewer weekday daily trips, 4,292 fewer trips during the Saturday peak hour, and 46,401 fewer Saturday daily trips than allowable under the approved development. Therefore, the proposed development program would decrease the anticipated number of trips on the Property and have a significantly reduced impact on the surrounding road network. A majority of the transportation improvements have either been constructed or approved by a site plan (SPR2016-00061) to be constructed in order to accommodate the trips associated with the 1.132560 million square feet of retail, which as shown by the this memorandum, is significantly more trips than those generated by the data center development. It is not anticipated that any other transportation improvements would be required for the data center uses.

Phillips, George

From: Chad A. Baird <cab@goroveslade.com>
Sent: Friday, June 19, 2020 9:05 AM
To: Phillips, George
Cc: Scullin, Elizabeth D.; Niraja Chandrapu; Kevin D. Sitzman; Butler, Tierre; George Phillips
Subject: RE: Grove at Gainesville / Southview / NOW - Gaines Technology Park - Trip Generation Memo and Deferral
Attachments: The Gaines Technology Park - Trip Gen Comparison Memo 19JUNE2020.pdf; Gaines Technology Park - TIA Deferral - 19JUNE2020.pdf

George,

I apologize for this, but the developer has changed the plan slightly and increased the square footage slightly.

The deferral you accepted below was for 2.15 million. The attached change to the deferral and trip generation memo reflects a 2.54 million square foot data center.

The new Data Center development square footage will decrease the total trips assumed for the approved regional shopping center by (434) AM Peak Hour trips, (542) PM Peak Hour trips, and (27,600) daily trips.

Feel free to call or email with any questions or comments.

Thanks!

Chad Baird
 GOROVE SLADE
 D 571.261.9719 / C 703.638.9926

From: Phillips, George <GPhillips@pwcgov.org>
Sent: Thursday, June 11, 2020 6:58 PM
To: Chad A. Baird <cab@goroveslade.com>
Cc: Scullin, Elizabeth D. <EScullin@pwcgov.org>; Niraja Chandrapu <niraja.chandrapu@goroveslade.com>; Kevin D. Sitzman <kds@goroveslade.com>; Butler, Tierre <tbutler@pwcgov.org>; Phillips, George <GPhillips@pwcgov.org>; George Phillips <george.r.phillips53@gmail.com>
Subject: RE: Grove at Gainesville / Southview / NOW - Gaines Technology Park - Trip Generation Memo and Deferral

Hi Chad- This represents a significant trip reduction. No question on this one. Good to go. Let me know if you have any questions.

Best, George

From: Chad A. Baird <cab@goroveslade.com>
Sent: Wednesday, June 10, 2020 6:43 AM
To: Phillips, George <GPhillips@pwcgov.org>
Cc: Scullin, Elizabeth D. <EScullin@pwcgov.org>; Niraja Chandrapu <niraja.chandrapu@goroveslade.com>; Kevin D. Sitzman <kds@goroveslade.com>
Subject: Grove at Gainesville / Southview / NOW - Gaines Technology Park - Trip Generation Memo and Deferral

George,

Attachment: Planning S1 - Gaines Technology Park PRA-2020_0803 (4619 : One Mile Review)

T 571.248.0992 / D 571.261.9719 / C 703.638.9926
15125 Washington Street / Suite 212 / Haymarket, VA 20169
chad.baird@goroveslade.com / www.goroveslade.com

Please consider the environment before printing this email. Thank you.

Attachment: Planning S1 - Gaines Technology Park PRA-2020_0803 (4619 : One Mile Review)

**ENVIRONMENTAL SERVICES COMMENT LETTER IN RESPONSE TO:
PERENNIAL FLOW DETERMINATION REVALIDATION**

Reviewer: Clay Morris
Watershed Management Branch

DATE: July 1, 2020

RE: **Southview Center (#07-00189)
PWR2021-00001**

The above referenced Perennial Flow Determination (PFD) revalidation has been reviewed by this office. There has been no change in perenniality or extent of associated streams and wetlands for this study as presented in exhibits submitted June 30, 2020.

This perennial flow determination shall extend for 5 years from the issuance date of this revalidation.

**PWR2021-00001 for Southview Center PFD (#07-00189)
revalidation is approved as submitted.**

DRAFT PROFFER AMENDMENT STATEMENT

REZ2020-XXXXX, Gaines Technology Park Proffer Amendment

Owner/Applicant: Southview 66, LLC
Property: 7397-65-0198 & 7397-54-4690 (collectively, the "Property")
Zoning: B-1, General Business
Magisterial District: Gainesville

Date: July 17, 2020

The undersigned hereby proffers that the use and development of the Property shall be in strict conformance with the following conditions, which shall supersede all other proffers made prior hereto, including the proffers approved with REZ1997-004, Southview at Prince William. In the event the above-referenced rezoning is not granted as applied for by the Applicant, these proffers shall be withdrawn and are null and void and the proffers approved with REZ1997-0004 will remain in full force and effect.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. Any improvements proffered herein shall be provided at the time of development of the portion of the site served by the improvement, unless a different phasing of said improvements is otherwise specified below in these proffers. The terms "Applicant" and "Developer" shall include all future owners and successors in interest.

1. **TRANSPORTATION**

1.1 **Proffered Transportation Plans.** The transportation improvements proffered herein shall be provided in substance as shown on those affirmatively proffered road improvement plans prepared by Urban, Ltd., entitled "Gaines Technology Park Transportation Plan," dated July 17, 2020 (the "Transportation Plan"). The transportation improvements proffered below shall be provided in accordance with the phasing schedule proffered below, and these proffers may not be properly interpreted without reference to both the text hereof, and said plans. All references to intersections contained herein are to those intersections as identified on the Transportation Plan.

1.2 **Improvements to Catharpin Road.**

1.2.1 The Applicant agrees to make a right-of-way dedication along the entire Property frontage of Catharpin Road (Route 676) equal to fifty-eight (58') feet from existing centerline, and to construct therein a half section of a four lane divided roadway to include construction of a half section of a raised median as shown on the Transportation Plan.

1.2.2 The Applicant shall be limited to one entrance on Catharpin Road (intersection 9) and shall construct a continuous deceleration lane from Route 55 to intersection 9. The Applicant shall construct intersection 9 in such a manner as to align with the Catharpin Road entrance to John Marshall Commons. The standard taper shall be provided north of intersection 9.

1.2.3 As a part of these improvements, a dedicated left turn lane will be included for southbound Catharpin to eastbound John Marshall within the existing right-of-way at intersection 7.

1.3 Improvements to John Marshall Highway, Route 55 west of Gainesville United Methodist Church. Between intersections 6 and 7, subject to such changes approved by Prince William County Department of Transportation ("PWCDOT"), the following shall apply:

1.3.1 The Applicant agrees that it shall construct no more than one entrance on the frontage on Route 55 west of that property owned by the Gainesville United Methodist Church (intersection 6). In no event shall such entrance be located closer than two hundred feet (200') from intersection 7.

1.3.2 The Applicant agrees that in connection with the construction of intersection 6, a right turn deceleration lane will be provided on the north side of Route 55 to intersection 7, and a free-flow right turn lane will be constructed from westbound Route 55 to northbound Catharpin Road. If existing right-of-way adjoining the Gainesville United Methodist Church property is not sufficient for construction of the turn lane, the Applicant's obligation under this Proffer is contingent upon the Gainesville United Methodist Church's agreement to dedicate the necessary right-of-way at no cost to Applicant.

1.3.3 Along the Property frontage on Route 55 between intersections 6 and 7, the Applicant agrees to dedicate right of way sufficient to make the road improvements shown on the Transportation Plan which shall be not less than seventy-three (73') feet from existing centerline, and to construct the improvements provided for elsewhere in these proffers, provided that it shall not be required to construct curb, gutter, or sidewalk on the south side of Route 55.

1.4 Phasing of transportation improvement proffers. Subject to changes approved by PWCDOT, the Applicant agrees to provide the various transportation proffers in accordance with the following schedule:

1.4.1 The Applicant may build up to 150,000 square feet of gross floor area ("GFA") within Land Bays A and B, by providing a standard commercial entrance together with left and right turn lanes as would normally be required to service the development in the Land Bay; provided further that no access to existing Route 55 at intersection 6 may be obtained unless a raised median is constructed on Route 55 to insure that such intersection functions solely as right-in, right-out movements.

1.4.2 The Applicant may construct up to 25,000 square feet of GFA within Land Bays C and D by providing a standard commercial entrance together with left and right turn lanes as would normally be required to service the development in the Land Bay.

1.4.3 For Phase 1 as described in the Traffic Impact Analysis submitted to the County in connection with REZ1997-0004 (the "Southview TIA"), with the site plan that reflects more than 150,000 square feet to 450,000 square feet of GFA in Land Bays A and/or B, the Applicant shall include as a part of said site plan and shall appropriately bond the following improvements:

- (i) Route 55 improvements from intersection 6 to 7; and
- (ii) The Catharpin Road improvements, as detailed in Proffer 1.2.

1.4.4 For Phase 1 as described in the Southview TIA, with the site plan that reflects more than 150,000 square feet and fewer than 450,000 square feet of GFA in Land Bays C and/or D, the Applicant shall include as a part of said site plan and shall appropriately bond the following improvements:

- (i) The Route 55 improvements, as shown on the Transportation Plan.

1.4.5 With the site plan that reflects in excess of 450,000 square feet of GFA anywhere on the Property, the Applicant shall include as part of said site plan and shall appropriately bond each of the improvements identified in Proffers 1.4.3 and 1.4.4.

1.5 **Monetary contributions to Gallerher and Route 55, Applicant's participation in a Community Development Authority or similar entity.** In addition to the improvements otherwise specifically proffered herein, and to assist in assuring the completion of planned road improvements, the Applicant further agrees to contribute to the Board of County Supervisors funds for application toward the construction of further improvements to Route 55 from Catharpin Road to Gallerher. Such contributions shall be made on the basis of \$1.00 per square foot of gross leasable space, payable at the time of site plan approval for each square foot of development after approval of the 500,000th gross floor area.

Notwithstanding the above, should the Property be developed with data center uses, Proffer 1.5 shall not apply.

1.6 **Design of ultimate improvements for Route 55.** The Applicant agrees that at such time as it designs the improvements proffered herein for existing Route 55 from intersections 5 to 7, it shall also cause designs to be prepared for a four lane divided section of a PA-1 standard for such road.

1.7 **Intersection signalization.** The Applicant shall provide traffic signalization at intersections 5, 7, and 9, if and when if warranted. If requested by VDOT or PWCDOT, prior to final site plan approval, the Applicant shall prepare a traffic signal warrant analysis for intersections 5, 7, and 9. If traffic signals are not warranted, or VDOT or PWCDOT do not approve such signals in connection with the last site plan for the Property, then the Applicant shall have no further obligation with respect to a traffic signal for the intersections in which a traffic signal is not warranted or not approved by VDOT / PWCDOT.

1.8 **Data Center Transportation Improvements.** The Applicant reserves the right to submit a technical memorandum (or other analysis as determined by PWCDOT) to determine the appropriate transportation improvements. In lieu of the transportation improvements referenced in

1.1 through 1.7 above. Subject to approval by VDOT and/or PWCDOT the Applicant shall construct, at its cost, those improvements: (i) identified in the technical memorandum/analysis approved by PWCDOT to accommodate the traffic generated by the data center use(s); and (ii) required in accordance with the DCSM, as determined during site plan review.

2 SITE DEVELOPMENT

2.1 **Maximum intensity of development permitted.** The Applicant shall be permitted to construct not more than 1,132,560 square feet of GFA for permitted uses allowed in B-1, subject to these proffers, and as may be permitted by an approved special use permit. Specifically, the Property may be developed all or in part with data center uses pursuant to SUP2020-XXXXX and, if the Property is developed with data center uses, the GFA shall not exceed 2,545,000 square feet. If the Property is developed with a mix of uses including data center uses, permitted pursuant to SUP2020-XXXX (as may be amended), and those uses permitted by this proffer statement, then the following shall apply: (i) any portion of the Property developed with data center uses shall have a maximum FAR of .6; and (ii) any portion of the Property developed with all other permitted uses shall have a maximum FAR of .4.

2.2 **Parking lot lighting.** Notwithstanding any other provision of these proffers regarding lighting along Route 55 and Catharpin Road, interior parking lot lighting, to the extent installed on the Property, shall be designed to not produce glare onto adjacent properties or public roadways. Such parking lot light fixtures shall be of a design which directs light downward and inward so as to reduce glare from adjacent streets but allow sufficient lighting for security and safety purposes.

2.3 **Pedestrian connections.** Applicant shall incorporate safe pedestrian connections into the design of the development in order to facilitate pedestrian movement within the various areas of the Property. This proffer shall not apply if the Property is developed with data center uses.

2.4 **Internal travel between Route 55 and Catharpin Road.** The Applicant shall not be required to construct an internal "spine road" directly linking Route 55 and Catharpin Road, since it intends to limit through traffic which may seek to access either road across the Property. Notwithstanding, it shall so design its internal traffic patterns such that access from either road to the other is not affirmatively cut off by barriers, or other impediments. This proffer shall not apply if the Property is developed with data center uses.

2.5 Development of "pad" sites.

2.5.1 The Applicant agrees that in the event retail is developed on the Property, there shall be no more than ten pad sites. For purposes of this proffer, "pad" site shall mean a freestanding use of 5,000 gross square feet or less, consisting of restaurants, banks, and other similar retail and service oriented uses. The Applicant agrees that it shall develop no more than one motor vehicle fuel station and quick service food store, either separately or in combination, on (i) the Catharpin Road frontage, and (ii) between intersections 5 and 7. Motor vehicle fuel stations may have associated car washes.

2.6 **Regional serving retail uses.** Any Regional serving retail uses constructed on the Property shall be clustered, upon completion of all phases, to achieve a pattern of coordinated and complementary retail areas offering a wide range of retail services. They may include a variety of building configurations including multi-tenant shopping centers, enclosed malls, freestanding large superstores, and "big box" retail uses as well as small retail service establishments which are consistent with the regional retail purposes of the RCC designation of the Subject Property as set forth in the adopted Prince William County Comprehensive Plan.

At occupancy of 500,000 square feet of retail area, the Applicant shall report to the County the percentages of local and regional-serving retail, and the remaining developable acreage. In the event that the percentage of developed square footage of regional-serving retail is then less than 50% of the developed square footage at the time of this report, the Applicant shall be required to construct 100,000 square feet of regional-serving retail before it may construct any additional local-serving retail.

Notwithstanding the above, should the Property be developed with data center uses, Proffer 2.6 shall not apply.

2.7 **Limitation on uses otherwise permitted.** The Applicant agrees that the Property shall not be developed for commercial kennels, boat sales, mobile home or office sales, motor vehicle impoundment yard, motor vehicle sales, travel trailers and camper park, or truck stops.

2.8 **Development of the property in relation to Gainesville United Methodist Church.** All references in these proffers to the Gainesville United Methodist Church or its property shall be construed to refer to the property known among the land records of Prince William County as two parcels bearing GPIN Numbers 7397-55-0446 and 7397-55-1465, presently owned by that Church, or by its successors or assigns (the "Church Properties").

2.8.1 The Applicant shall provide the Church with such easements as may be reasonably necessary to obtain access to public sewer and water service for the Church Properties.

2.8.2 The aforesaid easements and travelways, as set forth in this section 2.8, shall be contingent upon the grant to the Applicant by the owners of the Church Properties of any necessary construction, grading, or utility easements as may be required for the development of the Property adjacent to the Church Properties such easements to be located as may be mutually agreeable to the Applicant and the Church.

2.8.3 In addition to any other proffers contained herein for the provision of access from the Property to and from the Church, in the event that the Church proposes to build additional structures on its properties prior to the time that the Applicant has commenced development of the Property adjacent to the Church, and the Church is required by appropriate public authorities to construct a commercial entrance onto Route 55 adjacent to intersection 6, the Applicant agrees that upon the Church's request it shall jointly use that entrance to service both the Church and the Property; provided the Church shall submit the proposed design therefor to the Applicant for its approval, prior to filing public improvement plans for the entrance with the approving authority, as to which the Applicant's approval shall not be unreasonably withheld. If the entrance provided for herein

is thereafter constructed by the Church, the Applicant agrees to reimburse the Church one half of the reasonable costs the Church shall have expended to construct the entrance. Such reimbursement shall be made at the time of site plan approval for that portion of the Property for which intersection 6 is required to be constructed by the Applicant.

2.9 **Buffers along Route 55 and Catharpin Road.** The Applicant agrees to maintain a buffer area of 15 feet in depth from the boundary of the Property along its Route 55 frontage, and a similar buffer area of 25 feet along its Catharpin Road frontage.

2.10 **Town of Haymarket Streetscape Plan lighting.** The Applicant agrees to use acorn style street lamps along Route 55 and Catharpin Road consistent with the Town of Haymarket Streetscape Plan and/or those street lights used in the Town of Haymarket. This proffer shall not apply if the Property is developed with data center uses.

3 SIGN PLAN

3.1 **Coordinated sign plan.** Applicant shall implement a comprehensive and coordinated sign plan for the Property. For purposes of this proffer, the Comprehensive Sign Plan shall control the general locations of project identification signs and the overall parameters for signs in terms of maximum height and size. The exact location of freestanding signs shall be determined at the time of site plan based on final design and engineering considerations. This proffer shall not apply if the Property is developed with data center uses.

3.2 **Shopping Center Sign.** The Applicant may have only one shopping center sign located along I-66, which may be no taller than forty feet in height, and shall contain no more than one hundred square feet per each face, on each of two permitted faces. No tenant names may be included on the said shopping center sign. Other shopping center signs shall be located as shown on the Comprehensive Sign Plan.

3.3 **Freestanding signs.** The applicant shall construct no more than ten freestanding signs other than permitted project identification signs. This proffer shall not apply if the Property is developed with data center uses.

4 ARCHITECTURE, ARCHAEOLOGY AND AESTHETICS

4.1 **Comprehensive Landscape Plan.** Applicant shall develop the Property in accordance with a coordinated and integrated landscape master plan for the Property which shall be implemented in phases as development occurs on the Property, in substantial accordance with the Comprehensive Landscape Plan dated December 2, 1996, revised December 10, 1996, and May 16, 1997, attached hereto and incorporated herein by reference.

4.2 **Screening of service loading areas and provision of foundation plantings.** All retail and office service loading areas visible from Catharpin Road and John Marshall Highway shall, to the extent reasonably practical, be located or screened by use of landscaping, walls or decorative fencing so as to minimize visibility from Catharpin Road and John Marshall Highway. The applicant shall screen all foundations along I-66 with foundation plantings, provided that any plant units which

are made part of such foundation plantings shall be included in the plant unit count otherwise required in the buffer area along I-66. No loading docks shall be visible directly onto I-66 from the long side of any building constructed along the I-66 boundary of the Property and must be screened from view.

4.3 **Screening of Exterior Rooftop Mechanical Equipment.** All exterior rooftop mechanical equipment which is visible from the surrounding ground area shall to the extent possible be screened, generally by the incorporation into the roof form through the use of materials similar to those employed in the construction of the principal structure.

4.4 **Screening of dumpster pads.** All dumpster pads shall be located on the property as unobtrusively as is practical and shall be screened.

4.5 **Screening of certain storage areas.** For outside storage areas located adjacent to Catharpin Road and John Marshall Highway, Applicant shall provide, in addition to screening required by adopted ordinances and regulations, supplemental landscaping between said required screening fence and the right-of-way.

4.6 **Fencing.** No chain link fences shall be located within thirty (30') feet of the Catharpin Road or John Marshall Highway frontages on the Property. In the event a chain link fence is constructed on the Property along the Interstate 66 frontage of the Property for security or safety purposes, said fence shall be reasonably landscaped, said landscaping to be located between the fence and Interstate 66 right-of-way.

4.7 **Covenants, conditions and restrictions regarding the coordinated development of the site.** Applicant shall prepare such covenants, conditions and restrictions as may be reasonably necessary to coordinate development of the site including, by way of example, such items as architectural controls (including specifically controls relating to principal color schemes), coordinated landscaping, etc. Further, Applicant shall at all times contract with an organization charged with responsibility to oversee the on-going management and maintenance of the Property, including landscaping maintenance of common areas.

4.8 **Building setback from Interstate 66 and landscaping of such buffers.** Applicant agrees that no building shall be constructed closer than one hundred and twenty five (125') feet from the existing VDOT right-of-way of Interstate Route 66, with landscaping to be provided as shown on the Comprehensive Landscape Plan.

4.9 **Commitment to quality of development and architectural treatments to enhance aesthetic appeal.** The Applicant agrees to develop the Property in such a manner so as to project a quality development and shall make every reasonable effort to accomplish this objective with the use of such design techniques as follows:

4.9.1 The Applicant agrees that the elevation of any structures to be constructed which face Interstate Route 66, Catharpin Road or Route 55 shall consist of such materials as wood, brick veneer, split-faced block, precast stone or concrete, sitecast concrete or such other comparable materials. Recognizing that the marketplace mandates that certain identifying styles and colors be associated with particular users, the colors to be employed and the materials used in connection with

such exterior materials shall be consistent with industry standards for those individual users, but the predominant colors of all structures shall be so selected as to be harmonious with the overall color scheme of the project, and shall be of earth tones. All color schemes shall be subject to review and approval by an architectural review board under the architectural review process established in the covenants, conditions and restrictions required to be imposed on the Property. Notwithstanding any other provision hereof, in the event that the Applicant proposes any color other than earth tone, it may submit color samples and conceptual renderings to the Zoning Administrator who shall approve such alternative colors if he or she finds that the proposal is harmonious with the overall earth tone color scheme of the project, consistently with the purpose and intent of this proffer. The Zoning Administrator's approval shall not be unreasonably withheld.

4.9.2 The Applicant will design and articulate the surface of the side and rear elevations of buildings having an orientation toward, and substantial visibility from, Interstate 66 to break up expanses of uninterrupted building facades visible from Interstate 66. Design shall incorporate the use of recesses, offsets, and/or other architectural details and/or building materials to avoid blank and uninterrupted walls toward the Interstate, to implement the purpose of this proffer. Front, side and rear elevations may use different but compatible materials in their designs.

4.10 Notwithstanding the above, should the Property be developed with data center uses the requirements set forth in Proffers 4.1 through 4.9, shall not apply and it shall conform with SUP2020-XXXXX (as may be amended).

5 ENVIRONMENT

5.1 **Connection to public sewer and water.** The Applicant agrees to connect to public sewer and water in connection with the development of this property.

5.2 **Spill contingency plan.** Any user or tenant on the Property who handles or produces hazardous chemical wastes or petroleum products shall be responsible for preparing a Spill Contingency Plan and notifying the Fire Marshall's office in a timely manner in the event of a spill, resulting from or relating to the respective operation, of any such hazardous chemical waste or petroleum product on the Property. Said user or tenant shall assume full responsibility for all public expenses incurred in the clean-up of such a spill, whether on the respective site or elsewhere on the Property.

5.3 **Emergency response.** All industrial users on the Property who may be required under OSHA regulations to fill out Material Safety Data Sheets on chemicals or materials stored or used on the Property shall provide a copy to the County and to the local fire department, the local Emergency Planning Committee and the State Emergency Response Commission prior to occupancy, and the Material Data Sheets shall be periodically updated and revised copies shall also be provided to the local Emergency Planning Committee.

5.4 **Spill and emergency response notification requirements.** The Applicant shall advise all tenants and users on the Property of the obligations as set forth herein; however, Applicant shall have no responsibility or liability for compliance with said obligations except as a tenant or user. In the event Applicant sells ground and/or improvements thereon, Applicant shall provide notice in the sales contract of the obligations set forth herein and shall be relieved from any further

responsibility or liability with reference to said obligations as they apply to said property and/or improvements.

5.5 **Contribution of funds for water quality monitoring.** The Applicant agrees to pay to the County the sum of \$75.00 per acre, at the time of final site plan approval for any portion of the Property, for the purpose of monitoring water quality.

6 **FIRE AND RESCUE**

Applicant shall make a monetary contribution in the amount of \$10,000 to the Prince William Board of County Supervisors for fire and rescue services in the area at the time an occupancy permit is issued for the 150,000th square foot of GFA on the Property. Applicant shall make an additional monetary contribution in the amount of \$20,000 for the same purpose at the time an occupancy permit is issued for the 450,000th square foot of GFA on the Property.

7 **CONTRIBUTION TO JAMES LONG PARK.**

The Applicant shall make a monetary contribution to the Prince William Board of Supervisors in the amount of \$10,000 to be applied to development of James Long Park. Said contribution shall be paid at the time of site plan approval for the first development on the Property.

8 **CONTRIBUTION TO THE MASTER GARDENER'S PROGRAM.**

The Applicant shall contribute the sum of \$5,000 to the Prince William County Board of County Supervisors at the time of site plan approval for the first development on the Property, for use in the Master Gardener's Program operated by the VPI Cooperative Extension Service, and shall, during development of the Property, identify a mutually acceptable intersection or other suitable site to be landscaped by or under the direction of that Program.

9 **PROVISION OF FACILITIES FOR POLICE PRESENCE WITHIN SOUTHVIEW.**

In order to assist in providing enhanced security for the Gainesville-Haymarket area, the Applicant shall make available space for police use within the development, as is mutually agreeable to the Applicant and the Prince William County Chief of Police. If the Property is developed with data center uses this proffer shall not apply.

10 **WAIVERS & MODIFICATION**

10.1 Pursuant to Section 32-400.03.2 of the Zoning Ordinance, approval of this Proffer Amendment shall constitute a waiver/modification of Section 32-401.14.5 to permit a maximum height of seventy-five feet (75') should the Property (or a portion thereof) be developed with data centers uses.

10.2 Pursuant to Section 32-400.04.3 of the Zoning Ordinance, approval of this Proffer Amendment shall constitute a waiver/modification of Section 32-401.14.4 of the Zoning Ordinance to permit a maximum FAR to .6 should the Property (or a portion thereof) be developed with data centers uses.

10.3 Pursuant to Section 32-250.23.6 of the Zoning Ordinance, approval of this Proffer Amendment shall constitute a waiver/modification of Section 32-250.28 of the Zoning Ordinance to permit the signage set forth above in Proffer 3.

11 **ESCALATOR PROVISION FOR MONETARY PROFFERS.**

All monetary contributions provided for in this Proffer Amendment shall be adjusted to account for inflationary effects during the period of time following the approval of the rezoning by the Prince William County Board of County Supervisors. All contribution amounts will be adjusted by the percentage change in the Consumer Price Index for all Urban Consumers (CPI-U), as calculated from the date of zoning approval by the Board of County Supervisors to the date of payment, or six per cent (6%) per year, whichever is less.

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DRAFT PROFFER AMENDMENT STATEMENT
REZ2020-XXXXX, Gaines Technology Park Proffer Amendment

~~SOUTHVIEW AT PRINCE WILLIAM~~

~~RE: Rezoning 97-004~~
~~Record Owner/Owner/Applicant: Southview at Prince William Limited Partnership~~ 66, LLC
~~Property: 7397-65-0198 & 7397-54-4690 (collectively, the "Property")~~
~~Zoning: B-1, General Business~~
~~Magisterial District: Gainesville~~

Date: July 17, 2020

The undersigned hereby proffers that the use and development of the Property shall be in strict conformance with the following conditions, which shall supersede all other proffers made prior hereto, including the proffers approved with REZ1997-004, Southview at Prince William. In the event the above-referenced rezoning is not granted as applied for by the Applicant, these proffers shall be withdrawn and are null and void and the proffers approved with REZ1997-0004 will remain in full force and effect.

~~Tax Maps 127-01-40; 127-01-63 and 126-01-08; (G.P.I.N. Nos. 7397-66-1408, 7397-54-4294 and 7397-74-3093 respectively); VDOT Parcel (formerly part of Route 55 right-of-way);~~

~~The undersigned hereby proffers that in the event the above-referenced rezoning is granted as applied for by the Applicant, the use and development of the Property which is the~~
{P0999610.DOCX / 1 Lerner Final Proffers Revised 2013 005384 000019}

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~~subject of this Rezoning ("Subject Property") shall be in substantial accord with the proffers set forth below and with the affirmatively proffered transportation plans which are referenced herein.~~

~~It is the intention of the Applicant and the Board of County Supervisors to eliminate all prior proffers applicable to the Subject Property specifically including proffers approved in connection with Rezoning 85-36, granted October 1, 1985, by Ordinance 85-119, and Rezoning 91-0003, granted October 22, 1991, by Ordinance 91-136, and to replace those prior proffers with those set forth herein. Therefore, this proffer statement expressly repeals and supersedes all prior proffer statements applicable to the Subject Property and those statements are, upon approval of this rezoning as applied for, null and void and of no effect whatsoever. In the event the above referenced rezoning is not granted as applied for by the Applicant, the proffers set forth herein shall be deemed withdrawn and shall be null and void, and the previously approved proffers shall remain in full force and effect.~~

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. Any improvements proffered herein shall be provided at the time of development of the portion of the site served by the improvement, unless a different phasing of said improvements is otherwise specified below in these proffers. The terms "Applicant" and "Developer" shall include all future owners and successors in interest.

1. TRANSPORTATION

1.1 **Proffered Transportation Plans.** ~~The transportation improvements proffered herein shall be provided in substance as shown on those affirmatively proffered road improvement plans prepared by William H. Gordon Associates, Inc., and identified as "The Transportation Plan, Southview" ("Transportation Plan") dated July 3, 1996, revised November 27, 1996, December 2, 1996, and January 22, 1997, and the Plan showing in detail the through, turn, and deceleration lane configuration of those improvements dated November 27, 1996, revised through March 21, 1997, copies of which are attached hereto as Exhibit A and Exhibit A1 respectively, and incorporated~~
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~~herein by reference~~ [Urban, Ltd., entitled "Gaines Technology Park Transportation Plan," dated July 17, 2020 \(the "Transportation Plan"\).](#) The transportation improvements proffered below shall be provided in accordance with the phasing schedule proffered below, and these proffers may not be properly interpreted without reference to both the text hereof, and said plans. All references to intersections contained herein are to those intersections as identified on the Transportation Plan.

~~1.2 — Improvements to John Marshall Highway, Route 55 east of Gainesville United Methodist Church. Between intersections 1 and 5 the following shall apply:~~

~~1.2.1 — All references in these proffers to the Gainesville United Methodist Church or its property shall be construed to refer to the property known among the land records of Prince William County as two parcels bearing GPIN Numbers 7397-55-0446 and 7397-55-1465, presently owned by that Church, or by its successors or assigns (the "Church properties").~~

~~1.2.2 — Applicant shall dedicate only that right of way, at the request of and at no cost to Prince William County, necessary to accommodate the realignment of Route 55 as generally shown on Exhibit A1 along the frontage of the Property from intersection 1 to intersection 4. Said dedication shall be limited to that required to accommodate the construction of realigned Route 55 as generally shown on Exhibit A1.~~

~~1.2.3 — Applicant shall construct, within existing right of way or right of way to be dedicated pursuant to these proffers, realigned Route 55 as a four lane divided roadway, with appropriate transition to match the existing pavement at intersection 1, as more specifically shown on the Transportation Plan.~~

~~1.2.4 — Between intersections 4 and 5, the Applicant agrees to dedicate such land area along the Subject Property frontage on Route 55 equal to seventy three (73') feet from the existing centerline, and to provide thirty three (33') feet of asphalt from the existing centerline with curb, gutter, sidewalk and raised median.~~

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~~1.2.5—In the event VDOT abandons the existing Route 55 right of way as a result of the proposed realignment and conveys same to Applicant, Applicant shall provide ingress/egress easements across said land in order to provide access to realigned Route 55 from those parcels referred to among the land records of Prince William County as Tax Map Parcels 127-01-64, 65 and 66 (G.P.I.N. 7397-54-5884, 7973 and 1869).~~

~~1.2.6—Applicant agrees that it shall construct no more than three (3) street connections and/or commercial entrances between intersections 1 and 5.~~

~~1.2.7—The Applicant agrees to provide appropriate deceleration lane which shall be equal to an additional twelve (12') of pavement widening to face of curb and gutter within the existing right of way for each entrance constructed on realigned Route 55. Applicant agrees to provide dedicated left turn lanes into each entrance constructed on realigned Route 55 within the existing right of way and medians as shown on the Transportation Plan. Applicant shall provide sidewalk or bike paths in connection with curb and gutter for the entrances and associated deceleration lanes.~~

~~1.2.8—As generally shown on Exhibit A1, Applicant agrees to eliminate the left turn from Route 29 onto Route 55 at intersection 1, and to add sufficient pavement widening and striping on Route 55 at that existing intersection in order to provide for an additional left turn lane from Route 55 onto Route 29 as the existing right of way allows.~~

1.2.3 **Improvements to Catharpin Road.**

1.2.1~~1.3.1~~ The Applicant agrees to make a right-of-way dedication along the entire Property frontage of Catharpin Road (Route 676) equal to fifty-eight (58') feet from existing centerline, and to construct therein a half section of a four lane divided roadway to include construction of a half section of a raised median as shown on ~~Exhibit A-1~~ the Transportation Plan.

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~~1.2.2~~1.3.2 The Applicant shall be limited to ~~no more than two entrances~~ one entrance on Catharpin Road (~~intersections 8 and~~ intersection 9) and shall construct a continuous deceleration lane from Route 55 to intersection 9. The Applicant shall construct intersection 9 in such a manner as to align with the Catharpin Road entrance to John Marshall Commons. The standard taper shall be provided north of intersection 9.

~~1.2.3~~1.3.3 As a part of these improvements, a dedicated left turn lane will be included for southbound Catharpin to eastbound John Marshall within the existing right-of-way at intersection 7.

~~1.3.1~~1.4 **Improvements to John Marshall Highway, Route 55 west of Gainesville United Methodist Church.** Between intersections 6 and 7, subject to such changes approved by Prince William County Department of Transportation ("PWCDOT"), the following shall apply:

~~1.3.1~~1.4.1 The Applicant agrees that it shall construct no more than one entrance on the frontage on Route 55 west of that property owned by the Gainesville United Methodist Church (intersection 6). In no event shall such entrance be located closer than two hundred feet (200') from intersection 7.

~~1.3.2~~1.4.2 The Applicant agrees that in connection with the construction of intersection 6, a right turn deceleration lane will be provided on the north side of Route 55 to intersection 7, and a free-flow right turn lane will be constructed from westbound Route 55 to northbound Catharpin Road. If existing right-of-way adjoining the Gainesville United Methodist Church property is not sufficient for construction of the turn lane, the Applicant's obligation under this Proffer is contingent upon the Gainesville United Methodist Church's agreement to dedicate the necessary right-of-way at no cost to Applicant.

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~~1.3.3~~ ~~1.4.3~~ 1.3.3 1.4.3 Between Along the Property frontage on Route 55 between intersections 6 and 7, the Applicant agrees to ~~make dedication along the Subject Property frontage on Route 55~~ dedicate right of way sufficient to make the road improvements shown on the Transportation Plan, ~~Exhibit A1,~~ which ~~dedication~~ shall be not less than seventy-three (73') feet from existing centerline, and to construct the improvements provided for elsewhere in these proffers, provided that it shall not be required to construct curb, gutter, or sidewalk on the south side of Route 55.

~~1.5~~ ~~—~~ ~~Bike paths.~~ Applicant shall construct a bike path according to standard County design requirements within its improvements to the right of way between Route 29 and Catharpin Road.

~~1.6~~ ~~—~~ ~~Improvements to Lee Highway, Route 29.~~ Applicant agrees to lengthen the existing left turn lane into northbound Gallerher Road from eastbound Route 29 at intersection 10 to achieve an ultimate length of 350 feet and shall further provide an additional 100 foot of taper for said left turn lane. ~~The Applicant shall (i) extend this left turn lane at its own cost, or (ii) the County shall determine at the time of submission of a plan for such improvements to require the Applicant to escrow the cost of such improvements, such escrow to be applied when the County or VDOT shall determined to accommodate and effect the construction of such improvements in relation to New Linton Hall Road.~~

~~1.7~~ ~~—~~ ~~Requirement for abandonment of certain right-of-way for relocated~~ ~~Route 55.~~ The transportation improvements and obligations set forth herein shall be contingent upon (i) the Prince William Board of County Supervisors ("Board") and/or Virginia Department of Transportation taking, and not rescinding, whatever action may be necessary by each, at no cost to Applicant, to abandon and convey to Applicant the right of way from abandoned Route 55 between intersections 1 and 5, to the fullest extent provided at law. ~~Such abandonment and conveyance shall be final and complete, subject only (i) to the construction of the realigned portion of Route 55 as described above, and (ii) Prince William County and VDOT granting final approval of the plans and permits to construct said road improvements in substantial conformance with that shown on the Transportation Plan.~~

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~~1.8 — Design and construction of improvements to Gallerher Road.~~ The Applicant agrees that it shall, upon approval of any public improvement plan for any of the road improvements provided for herein, design a four lane divided improvement of Gallerher Road from intersections 4 to 10, or such lesser design as may be directed; provided that this proffer shall require design of such improvements under the assumptions that the present rail crossing of Gallerher Road will remain in its present location, and that it shall be retained as an at-grade crossing. The cost of any design which involves any improvement in excess of the foregoing, or the relocation of the rail crossing, or the construction of a bridge or tunnel to eliminate said at-grade crossing shall be borne by others. Nothing contained herein shall create any obligation on the Applicant to acquire or fund right of way, or to construct or bond for construction the designed improvements, it being the purpose of this proffer to provide a design under which such acquisition or construction shall be done by others.

~~1.4.1.9~~ **Phasing of transportation improvement proffers.** [Subject to changes approved by PWCDOT,](#) the Applicant agrees to provide the various transportation proffers in accordance with the following schedule:

~~1.4.1.9.1~~ The Applicant may build up to 150,000 square feet of gross **leasable floor area adjacent to (“GFA”) within** Land Bays A and B, by providing a standard commercial entrance together with left and right turn lanes as would normally be required to service the development in the Land Bay; provided further that no access to existing Route 55 at ~~either of intersections 5 or intersection~~ [6](#) may be obtained unless a raised median is constructed ~~in-on~~ [Route 55](#) to insure that such ~~intersections function~~ [intersection functions](#) solely as right-in, right-out movements.

~~1.4.2.1.9.2~~ The Applicant may construct up to 25,000 square feet of **gross leasable area adjacent to GFA within** Land Bays C and D by providing a standard commercial entrance together with left and right turn lanes as would normally be required to service the development in the Land Bay. ~~With the site plan for such development in excess of 25,000 square feet, but less than 150,000 square feet, the Applicant shall construct a half section of the ultimately proffered improvements for realigned Route 55 between intersections 1 and 4. In connection with the this construction, the~~
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~~Applicant shall provide a left turn lane on Route 55 to realigned Route 55 and a right turn lane on the north side of Gallerher Road at intersection 4. If existing right of way is insufficient for construction of the right turn lane, the Applicant shall seek to obtain the necessary right-of-way from the owner of such property. In the event the Applicant is unable to obtain such right-of-way, it shall petition the Board of County Supervisors to exercise its powers of eminent domain under its adopted policies with regard thereto, to acquire the said right-of-way.~~

1.4.31.9.3 For Phase 1 as described in the [Traffic Impact Analysis submitted to the County in connection with REZ1997-0004 \(the "Southview TIA"\)](#), with the site plan that reflects more than 150,000 square feet to 450,000 square feet of ~~gross leasable area~~ [GFA](#) in Land Bays A and/or B, the Applicant shall include as a part of said site plan and shall appropriately bond the following improvements:

- (i) Route 55 improvements from intersection 6 to 7; [and](#)
- (ii) The Catharpin Road improvements; [as detailed in Proffer 1.2.](#)
- ~~(iii) The lengthening of the left turn lane on eastbound Route 29 to northbound Gallerher Road at intersection 10.~~

1.4.41.9.4 For Phase 1 as described in the Southview TIA, with the site plan that reflects more than 150,000 square feet and fewer than 450,000 square feet of ~~gross leasable area~~ [GFA](#) in Land Bays C and/or D, the Applicant shall include as a part of said site plan and shall appropriately bond the following improvements:

- (i) The Route 55 improvements ~~from intersections 4 to 5;~~ (ii) ~~The improvements for~~

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~~realigned Route 55 between intersections 1 and 4, as shown on the Transportation Plan.~~

1.4.5

~~(iii) — The lengthening of the left turn lane on eastbound Route 29 to northbound Gallerher Road at intersection 10.~~

~~1.9.5~~ For Phase 2 as described in the Southview TIA, with With the site plan that reflects in excess of 450,000 square feet of ~~gross leasable area~~ GFA anywhere on the ~~Subject~~ Property, the Applicant shall include as part of said site plan and shall appropriately bond each of the improvements identified in Proffers ~~1.9.3~~ 1.4.3 and ~~1.9.4~~ 1.4.4.

~~1.10~~ 1.5 **Monetary contributions to Gallerher and Route 55, Applicant's participation in a Community Development Authority or similar entity.** In addition to the improvements otherwise specifically proffered herein, and to assist in assuring the completion of planned road improvements, the Applicant further agrees to contribute to the Board of County Supervisors funds for application toward the construction of further improvements to Route 55 from Catharpin Road to Gallerher, ~~and Gallerher to Route 29~~. Such contributions shall be made on the basis of \$1.00 per square foot of gross leasable space, payable at the time of site plan approval for each square foot of development after approval of the 500,000th gross ~~leasable square foot~~ floor area.

Notwithstanding the above, should the Property be developed with data center uses, Proffer 1.5 shall not apply.

~~The Applicant further agrees that it shall join in the creation of a Community Development Authority, or other similar entity which may be established by the Board of County Supervisors for the purpose of providing or advancing road improvements to the Gainesville~~
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~~area, specifically including future improvements to Gallerher Road. In the event that such an entity is created, and the Applicant is a participant therein, and improvements to Gallerher Road have been approved for construction as a project of such entity, the Applicant shall be credited for such participation and shall thereafter be required to contribute a total of \$300,000 hereunder, for future improvements to Route 55, payable on a per square foot basis at the time of site plan approval for each square foot of development after approval of the 500,000th gross leasable square foot.~~

1.6~~1.11~~ **Design of ultimate improvements for Route 55.** The Applicant agrees that at such time as it designs the improvements proffered herein for existing Route 55 from intersections 4~~5~~ to 7, it shall also cause designs to be prepared for a four lane divided section of a PA-1 standard for such road.

~~1.12 — **Intersection signalization.** The Applicant shall provide traffic signalization at intersections 2, 3, 4, 7, and 9, and to modify the signals at intersection 1, if and when warranted. In the event that the Applicant has completed development of the property (to be construed to mean the date of approval of the site plan for the last square footage permitted in accordance with these proffers), but prior to VDOT's determination that such signalization is warranted, then the Applicant shall escrow funds with the County sufficient to pay for the costs of such signalization as are reasonably attributable to such development, unless VDOT further determines that one or more signals proffered herein, but not yet constructed, shall not in fact be required. Any contribution to the cost of such signalization shall be combined with other privately contributed funds which may have been, or hereafter shall be, proffered to provide such signalization.~~

~~1.13 — **Commuter parking spaces.** The Applicant does agree to construct a minimum of 200 parking spaces for commuter parking on a non-exclusive basis, conditioned upon the following:~~

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~~1.13.1 Said parking spaces for commuter parking shall not be in addition to the number of parking spaces that would otherwise be required in connection with the Applicant's site plan under applicable standards of the Prince William County Ordinance.~~

~~1.13.2 This obligation to provide such spaces on a non-exclusive basis shall exist only for Mondays through Fridays which are not legal holidays.~~

~~1.14 — Provision of access to parcels to the east of the Southview property. The Applicant agrees to grant an ingress-egress easement to a public street not to exceed sixty-eight (68') feet in width in order to provide a single access point to one of the parcels located to the east.~~

~~1.14.1 Such easement will be provided between points A & B as shown on Exhibit A-2, attached hereto and incorporated herein by reference, and shall be granted at such time as the Applicant obtains site plan approval for any development in Land Bay C contiguous to the properties located to the east.~~

~~1.14.2 The Applicant shall be obligated to convey said easement in accordance with the above unless alternative access has been provided to any one of the parcels located to the east of the subject property in connection with a subsequent rezoning of any one of said parcels and/or development which would eliminate the need for this easement to be granted.~~

~~1.14.3 The aforesaid easement shall be conditioned upon the grant to the Applicant by the adjacent property owners of any necessary construction, grading or utility easements as may be required for the development of the Subject Property.~~

~~1.15 — Reimbursement of public funds for proffered road improvements. The Applicant acknowledges that the need for the construction of the road improvements which are proffered herein may exist or arise in advance of the Applicant's development schedule.~~

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~~Accordingly, the Applicant agrees that in the event any or all of its proffered road improvements are completed either by the County or the Virginia Department of Transportation using public funds, the Applicant shall reimburse the appropriate public body for the costs of such construction that would otherwise be provided by Applicant in accordance with these proffers. The payment of the agreed upon sums will be made at the time the said improvements are to be constructed as set forth herein. The Applicant shall be provided with adequate notice in order to have the right to review and comment on all designs and specifications for such construction, participate in bidding for such construction, and, if desired by the Applicant at the time such improvements were to have been constructed by the County of VDOT, to construct those improvements itself.~~

1.7 Intersection signalization. The Applicant shall provide traffic signalization at intersections 5, 7, and 9, if and when if warranted. If requested by VDOT or PWCDOT, prior to final site plan approval, the Applicant shall prepare a traffic signal warrant analysis for intersections 5, 7, and 9. If traffic signals are not warranted, or VDOT or PWCDOT do not approve such signals in connection with the last site plan for the Property, then the Applicant shall have no further obligation with respect to a traffic signal for the intersections in which a traffic signal is not warranted or not approved by VDOT / PWCDOT.

1.8 Data Center Transportation Improvements. The Applicant reserves the right to submit a technical memorandum (or other analysis as determined by PWCDOT) to determine the appropriate transportation improvements. In lieu of the transportation improvements referenced in 1.1 through 1.7 above. Subject to approval by VDOT and/or PWCDOT the Applicant shall construct, at its cost, those improvements: (i) identified in the technical memorandum/analysis approved by PWCDOT to accommodate the traffic generated by the data center use(s); and (ii) required in accordance with the DCSM, as determined during site plan review.

2 **SITE DEVELOPMENT**

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2.1 **Maximum intensity of development permitted.** The Applicant shall be permitted to construct not more than 1,132,560 ~~gross leasable area of permitted uses~~ square feet of GFA for permitted uses allowed in B-1, subject to these proffers, and as may be permitted by an approved special use permit. Specifically, the Property may be developed all or in part with data center uses pursuant to SUP2020-XXXX and, if the Property is developed with data center uses, the GFA shall not exceed 2,545,000 square feet. If the Property is developed with a mix of uses including data center uses, permitted pursuant to SUP2020-XXXX (as may be amended), and those uses permitted by this proffer statement, then the following shall apply: (i) any portion of the Property developed with data center uses shall have a maximum FAR of .6; and (ii) any portion of the Property developed with all other permitted uses shall have a maximum FAR of .4.

2.2 **Parking lot lighting.** Notwithstanding any other provision of these proffers regarding lighting along Route 55 and Catharpin Road, interior parking lot lighting, to the extent installed on the Property, shall be ~~compatible and harmonious throughout the Property~~ designed to not produce glare onto adjacent properties or public roadways. Such parking lot light fixtures shall be of a design which directs light downward and inward so as to reduce glare from adjacent streets but allow sufficient lighting for security and safety purposes.

2.3 **Pedestrian connections.** Applicant shall incorporate safe pedestrian connections into the design of the development in order to facilitate pedestrian movement ~~between~~ within the various areas of the Property. This proffer shall not apply if the Property is developed with data center uses.

2.4 **Internal travel between Route 55 and Catharpin Road.** The Applicant shall not be required to construct an internal "spine road" directly linking Route 55 and Catharpin Road, since it intends to limit through traffic which may seek to access either road across the Property. Notwithstanding, it shall so design its internal traffic patterns such that access from either road to the other is not affirmatively cut off by barriers, or other impediments. This proffer shall not apply if the Property is developed with data center uses.

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~~2.5—Provision of sewer and water connections to certain adjacent parcels. At the time of final site plan approval for Land Bays C or D, the Applicant shall provide water and sewer line easement(s) to serve parcels 126-01-6 and 126-01-2A located adjacent to the eastern boundary of the Property in accordance with a plan approved by the Prince William County Service Authority. The Applicant shall not be required to provide more than one water and one sewer easement to the eastern boundary of the Property. All costs associated with the preparation, review, processing and recordation of mutually agreeable documents creating said easements shall be the responsibility of the adjacent property owner(s) benefiting from said easements.~~

~~2.5~~2.6 Development of "pad" sites.

~~2.5.1~~2.6.1 The Applicant agrees that ~~it in the event retail is developed on the Property, there~~ shall ~~develop be~~ no more than ten pad sites ~~on the Subject Property~~. For purposes of this proffer, "pad" site shall mean a freestanding use of 5,000 gross square feet or less, consisting of restaurants, banks, and other similar ~~retail and service oriented~~ uses. The Applicant agrees that it shall develop no more than one motor vehicle fuel station and quick service food store, either separately or in combination, on (i) the Catharpin Road frontage, ~~and~~ (ii) between intersections ~~4~~5 and 7, ~~and (iii) between intersections 1 and 4~~. Motor vehicle fuel stations ~~shall not~~ may have associated car washes.

~~2.6.2—The applicant agrees that it shall develop no more than five such pad sites prior to the construction of 150,000 square feet of retail uses which provide service to a regional customer base, and which development is not intended to provide service primarily to residents of the immediate vicinity. By way of illustration, food stores, dry cleaners, drug stores, and~~

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~~similar uses providing goods and services to residents of the Gainesville Haymarket area shall not be considered regional retail.~~

~~2.7 — **Limitation on drive-through uses.** Only two "fast food" pad sites with drive-throughs may be located between intersections 1 and 4, and one may be located on existing Route 55 between intersections 4 and 7. No such pad sites may be located on Catharpin Road.~~

~~2.62.8 **Regional serving retail uses.** Any Regional serving retail uses constructed on the Property shall be clustered, upon completion of all phases, to achieve a pattern of coordinated and complementary retail areas offering a wide range of retail services. They may include a variety of building configurations including multi-tenant shopping centers, enclosed malls, freestanding large superstores, and "big box" retail uses as well as small retail service establishments. ~~The Applicant intends that the development of the Property shall be~~ which are consistent with the regional retail purposes of the RCC designation of the Subject Property as set forth in the adopted Prince William County Comprehensive Plan, ~~and to that end not less than seventy percent of the total permissible gross leasable area shall be developed with such regional uses.~~~~

At occupancy of 500,000 square feet of ~~gross leasable~~ retail area, the Applicant shall report to the County ~~the status of development with respect to compliance with the requirements of this proffer, to include a plan and accompanying text, specifying~~ the percentages of local and regional-serving retail, and the remaining developable acreage. In the event that the percentage of developed square footage of regional-serving retail is then less than 50% of the developed square footage at the time of this report, the Applicant shall be required to construct 100,000 ~~gross leasable~~ square feet of regional-serving retail before it may construct any additional local-serving retail. ~~Nothing contained herein shall be deemed to modify the Applicant's percentage mix of development at build out.~~

Notwithstanding the above, should the Property be developed with data center uses, Proffer 2.6 shall not apply.

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~~2.7.2.9~~ **Limitation on uses otherwise permitted.** The Applicant agrees that the Property shall not be developed for commercial kennels, boat sales, mobile home or office sales, motor vehicle impoundment yard, motor vehicle sales, ~~self-storage center~~, travel trailers and camper park, or truck stops.

~~2.8.2.10~~ **Development of the property in relation to Gainesville United Methodist Church.** All references in these proffers to the Gainesville United Methodist Church or its property shall be construed to refer to the property known among the land records of Prince William County as two parcels bearing GPIN Numbers 7397-55-0446 and 7397-55-1465, presently owned by that Church, or by its successors or assigns (the "Church Properties").

~~2.10.1~~ Applicant shall provide for a travelway connection along the boundary of the Property and the adjacent Gainesville United Methodist Church property in the general locations of intersections 5 and 6. The exact locations of said connection shall be mutually agreed upon by the Applicant and the Church at the time of site plan. Applicant shall provide the buffer required by the Design and Construction Standards Manual ("DCSM") between its Property and the Church Property unless the owner of the Church Property certifies that it does not desire that buffer, by means of a compatible use agreement. The Applicant shall agree with the Church to permit construction of parking in any buffer which may be required on the Church's property at the time of any development which may occur thereon, but shall not be required to consent to the construction of buildings or other structures within such buffer area.

~~2.10.2~~ No road improvement proffered herein shall in any circumstance be so designed or constructed as to eliminate the three existing entrances to the Church properties from Route 55, unless and until alternate access is provided to the Church in two locations on the access roads at each of intersections 5 and 6. The Applicant shall construct one such access point, and shall provide an easement for the other such access point, as it shall agree with the Church. Access to the Church property shall be maintained during construction, and the Applicant shall ensure that no construction occurs on Sundays.

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~~2.10.3 The Applicant shall construct a new parking lot on the Church's property containing not fewer than 60 spaces, which shall be completed prior to any disturbance by the Applicant of the existing parking lot, and shall so design the improvements to Route 55 as to cause the least possible loss to the existing parking lot. The Applicant shall further construct a gravel driveway and walkway connecting the north side of the Church's property to the south side thereof, providing access from one side of the sanctuary to the other in a location approved by the Church and proper authorities of Prince William County.~~

~~2.10.4 All construction of the aforesaid improvements on the Church property shall be to reasonable specifications mutually agreeable to the Applicant and the Church.~~

~~2.10.5 The Applicant shall construct a safety fence between the Church and any construction required for the improvements to Route 55.~~

~~2.8.1~~~~2.10.6~~ The Applicant shall provide the Church with such easements as may be reasonably necessary to obtain access to public sewer and water service for the Church ~~property~~Properties.

~~2.8.2~~~~2.10.7~~ The aforesaid easements, ~~and~~ and travelways, ~~etc.~~, as set forth in this section ~~2.10.2~~2.8, shall be ~~conditioned~~ contingent upon the grant to the Applicant by the owners of the Church ~~properties~~ Properties of any necessary construction, grading, or utility easements as may be required for the development of the ~~Subject~~ Property adjacent to the Church ~~property~~ Properties such easements to be located as may be mutually agreeable to the Applicant and the Church.

~~2.10.8~~~~2.8.3~~ - In addition to any other proffers contained herein for the provision of access from the ~~Subject~~ Property to and from the Church, in the event that the Church proposes to build additional structures on its properties prior to the time that the Applicant has commenced development of the Property adjacent to the Church, and the Church is required by appropriate public authorities to construct a commercial entrance onto Route 55 adjacent to intersection 6, the Applicant agrees that upon the Church's request it shall jointly use that entrance to service both the Church and the ~~Subject~~ Property; provided the Church shall submit the proposed design therefor to the Applicant for its approval, prior to filing public improvement plans for the entrance with the approving authority, {P0999610.DOCX / 1 Lerner Final Proffers Revised 2013 005384 000019}

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as to which the Applicant's approval shall not be unreasonably withheld. If the entrance provided for herein is thereafter constructed by the Church, the Applicant agrees to reimburse the Church one half of the reasonable costs the Church shall have expended to construct the entrance. Such reimbursement shall be made at the time of site plan approval for that portion of the ~~Subject~~ Property for which intersection 6 is required to be constructed by the Applicant.

~~2.10.9 The Applicant agrees that it shall designate up to 200 shared, non-exclusive, parking spaces in reasonable proximity to Church facilities, for use by the Church during weekend Church events; provided that such parking spaces shall not be in addition to the number of parking spaces that would otherwise be required in connection with the Applicant's site plan under applicable standards of the Prince William County Ordinance.~~

~~2.92.11~~ **Buffers along Route 55 and Catharpin Road.** The Applicant agrees to maintain a buffer area of 15 feet in depth from the boundary of the ~~Subject~~ Property along its Route 55 frontage, and a similar buffer area of 25 feet along its Catharpin Road frontage.

~~2.10.2.12~~ **Town of Haymarket Streetscape Plan lighting.** The Applicant agrees to use acorn style street lamps along Route 55 and Catharpin Road ~~consistently~~ consistent with the Town of Haymarket Streetscape Plan ~~for and/or those street lights used in~~ the Town of Haymarket. This proffer shall not apply if the Property is developed with data center uses.

~~2.13 — Review by the Gainesville District Advisory Council.~~ The Applicant agrees that it shall submit copies of final site plan to the Gainesville District Advisory Council, for the Council's review and comment.

3 SIGN PLAN

3.1 **Coordinated sign plan.** Applicant shall implement a comprehensive and coordinated sign plan for the Property ~~substantially in accordance with that shown on the plan identified as "Southview at Prince William Exterior Sign Program" ("Comprehensive Sign Plan") prepared by Mitchell and Company Graphics Design, Inc. and dated December 4, 1996.~~ For purposes of this
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proffer, the Comprehensive Sign Plan shall control the general locations of project identification signs and the overall parameters for signs in terms of maximum height and size. The exact location of freestanding signs shall be determined at the time of site plan based on final design and engineering considerations. [This proffer shall not apply if the Property is developed with data center uses.](#)

3.2 **Shopping Center Sign.** Pursuant to the provisions of ~~§ 32-503.09(e), Code of Prince William County, the~~ [The](#) Applicant may have only one shopping center sign located along I-66, which may be no taller than forty feet in height, and shall contain ~~not~~ [no](#) more than one hundred square feet per each face, on each of two permitted faces. No tenant names may be included on the said shopping center sign. Other shopping center signs shall be located as shown on the Comprehensive Sign Plan.

3.3 **Freestanding signs.** The applicant shall construct no more than ten freestanding signs other than permitted project identification signs. [This proffer shall not apply if the Property is developed with data center uses.](#)

4 ARCHITECTURE, ARCHAEOLOGY AND AESTHETICS

4.1 **Comprehensive Landscape Plan.** Applicant shall develop the Property in accordance with a coordinated and integrated landscape master plan for the Property which shall be implemented in phases as development occurs on the Property, in substantial accordance with the Comprehensive Landscape Plan dated December 2, 1996, revised December 10, 1996, and May 16, 1997, attached hereto and incorporated herein by reference.

4.2 **Screening of service loading areas and provision of foundation plantings.** All [retail and office](#) service loading areas [visible from Catharpin Road and John Marshall Highway](#) shall, to the extent reasonably practical, be located or screened by use of landscaping, walls or decorative fencing so as to minimize visibility from Catharpin Road and John Marshall Highway. The applicant

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shall screen all foundations along I-66 with foundation plantings, provided that any plant units which are made part of such foundation plantings shall be included in the plant unit count otherwise required in the buffer area along I-66. No loading docks shall ~~face~~ be visible directly onto I-66 from the long side of any building constructed along the I-66 boundary of the ~~Subject~~ Property and must be screened from view.

4.3 **Screening of Exterior Rooftop Mechanical Equipment.** All exterior rooftop mechanical equipment which is visible from the surrounding ground area shall to the extent possible be screened, generally by the incorporation into the roof form through the use of materials similar to those employed in the construction of the principal structure.

4.4 **Screening of dumpster pads.** All dumpster pads shall be located on the property as unobtrusively as is practical and shall be screened.

4.5 **Screening of certain storage areas.** For outside storage areas located adjacent to Catharpin Road and John Marshall Highway, Applicant shall provide, in addition to screening required by adopted ordinances and regulations, supplemental landscaping between said required screening fence and the right-of-way.

4.6 **Fencing.** No chain link fences shall be located ~~immediately adjacent to~~ within thirty (30) feet of the Catharpin Road or John Marshall Highway frontages on the Property. In the event a chain link fence is constructed on the Property along the Interstate 66 frontage of the Property for security or safety purposes, said fence shall be reasonably landscaped, said landscaping to be located between the fence and Interstate 66 right-of-way.

4.7 **Covenants, conditions and restrictions regarding the coordinated development of the site.** Applicant shall prepare such covenants, conditions and restrictions as may be reasonably necessary to coordinate development of the site including, by way of example, such items as architectural controls (including specifically controls relating to principal color schemes), coordinated

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landscaping, etc. Further, Applicant shall at all times contract with an organization charged with responsibility to oversee the on-going management and maintenance of the Property, including landscaping maintenance of common areas.

4.8 **Building setback from Interstate 66 and landscaping of such buffers.** Applicant agrees that no building shall be constructed closer than one hundred and twenty five (125') feet from the existing VDOT right-of-way of Interstate Route 66, with landscaping to be provided as shown on the Comprehensive Landscape Plan.

4.9 **Commitment to quality of development and architectural treatments to enhance aesthetic appeal.** The Applicant agrees to develop the ~~subject property~~ Property in such a manner so as to project a quality development and shall make every reasonable effort to accomplish this objective with the use of such design techniques as follows:

4.9.1 The Applicant agrees that the elevation of any structures to be constructed which face Interstate Route 66, Catharpin Road or Route 55 shall consist of such materials as wood, brick veneer, split-faced block, precast stone or concrete, sitecast concrete or such other comparable materials. Recognizing that the marketplace mandates that certain identifying styles and colors be associated with particular users, the colors to be employed and the materials used in connection with such exterior materials shall be consistent with industry standards for those individual users, but the predominant colors of all structures shall be so selected as to be harmonious with the overall color scheme of the project, and shall be of earth tones. All color schemes shall be subject to review and approval by an architectural review board under the architectural review process established in the covenants, conditions and restrictions required to be imposed on the ~~Subject~~ Property. Notwithstanding any other provision hereof, in the event that the Applicant proposes any color other than earth tone, it may submit color samples and conceptual renderings to the Zoning Administrator who shall approve such alternative colors if he or she finds that the proposal is harmonious with the overall earth tone color scheme of the project, consistently with the purpose and intent of this proffer. The Zoning Administrator's approval shall not be unreasonably withheld.

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4.10.4.9.2 The Applicant will design and articulate the surface of the side and rear elevations of buildings having an orientation toward, and substantial visibility from, Interstate 66 to break up expanses of uninterrupted building facades visible from Interstate 66. Design shall incorporate the use of recesses, offsets, and/or other architectural details and/or building materials to avoid blank and uninterrupted walls toward the Interstate, to implement the purpose of this proffer. Front, side and rear elevations may use different but compatible materials in their designs.

~~4.11—Phase I Archaeological Investigation. The Applicant agrees to conduct a Phase I Archaeological investigation of the site prior to the issuance of the first building permit for any use and to provide a copy thereof to the County, and shall consult in good faith with the County and any consultants retained by it, with respect to additional studies which may be deemed warranted following such investigation. In the event that the Phase I investigation demonstrates that there is a need for a Phase II investigation, the Applicant shall permit the County or its designated agents ninety (90) days from the date of the delivery of the Phase I report within which to take such steps as they may be advised to conduct such a Phase II investigation, at the County's sole cost. The Applicant shall cooperate with the County in the conduct of a Phase II investigation, but shall have no obligation to effectuate or implement any conclusions or recommendations which may be contained in a Phase II report that are not otherwise mandated by law.~~

4.10 Notwithstanding the above, should the Property be developed with data center uses the requirements set forth in Proffers 4.1 through 4.9, shall not apply and it shall conform with SUP2020-XXXX (as may be amended).

5 ENVIRONMENT

5.1 **Connection to public sewer and water.** The Applicant agrees to connect to public sewer and water in connection with the development of this property.

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5.2 **Spill contingency plan.** Any user or tenant on the Property who handles or produces hazardous chemical wastes or petroleum products shall be responsible for preparing a Spill Contingency Plan, ~~attached hereto as Exhibit E and incorporated herein by reference, keeping the same posted on the premises~~ and notifying the Fire Marshall's office in a timely manner in the event of a spill, resulting from or relating to the respective operation, of any such hazardous chemical waste or petroleum product on the Property. Said user or tenant shall assume full responsibility for all public expenses incurred in the clean-up of such a spill, whether on the respective site or elsewhere on the Property.

5.3 **Emergency response.** All industrial users on the Property who may be required under OSHA regulations to fill out Material Safety Data Sheets on chemicals or materials stored or used on the Property shall provide a copy to the County and to the local fire department, the local Emergency Planning Committee and the State Emergency Response Commission prior to occupancy, and the Material Data Sheets shall be periodically updated and revised copies shall also be provided to the local Emergency Planning Committee.

5.4 **Spill and emergency response notification requirements.** The Applicant shall advise all tenants and users on the Property of the obligations as set forth herein; however, Applicant shall have no responsibility or liability for compliance with said obligations except as a tenant or user. In the event Applicant sells ground and/or improvements thereon, Applicant shall provide notice in the sales contract of the obligations set forth herein and shall be relieved from any further responsibility or liability with reference to said obligations as they apply to said property and/or improvements.

5.5 **Contribution of funds for water quality monitoring.** The Applicant agrees to pay to the County the sum of \$75.00 per acre, at the time of final site plan approval for any portion of the ~~Subject~~ Property, for the purpose of monitoring water quality.

6 **FIRE AND RESCUE**

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Applicant shall make a monetary contribution in the amount of \$10,000 to the Prince William Board of County Supervisors for fire and rescue services in the area at the time an occupancy permit is issued for the 150,000th square foot of ~~gross leasable area~~ GFA on the ~~Subject~~ Property. Applicant shall make an additional monetary contribution in the amount of \$20,000 for the same purpose at the time an occupancy permit is issued for the 450,000th square foot of ~~gross leasable area~~ GFA on the ~~Subject~~ Property.

7 CONTRIBUTION TO JAMES LONG PARK.

The Applicant shall make a monetary contribution to the Prince William Board of Supervisors in the amount of \$10,000 to be applied to development of James Long Park. Said contribution shall be paid at the time of site plan approval for the first development on the ~~Subject~~ Property.

8 CONTRIBUTION TO THE MASTER GARDENER'S PROGRAM.

The Applicant shall contribute the sum of \$5,000 to the Prince William County Board of County Supervisors at the time of site plan approval for the first development on the ~~Subject~~ Property, for use in the Master Gardener's Program operated by the VPI Cooperative Extension Service, and shall, during development of the ~~Subject~~ Property, identify a mutually acceptable intersection or other suitable site to be landscaped by or under the direction of that Program.

9 PROVISION OF FACILITIES FOR POLICE PRESENCE WITHIN SOUTHVIEW.

In order to assist in providing enhanced security for the Gainesville-Haymarket area, the Applicant shall make available space for police use within the development, as is mutually agreeable to the Applicant and the Prince William County Chief of Police. If the Property is developed with data center uses this proffer shall not apply.

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10 WAIVERS & MODIFICATION

10.1 Pursuant to Section 32-400.03.2 of the Zoning Ordinance, approval of this Proffer Amendment shall constitute a waiver/modification of Section 32-401.14.5 to permit a maximum height of seventy-five feet (75') should the Property (or a portion thereof) be developed with data centers uses.

10.2 Pursuant to Section 32-400.04.3 of the Zoning Ordinance, approval of this Proffer Amendment shall constitute a waiver/modification of Section 32-401.14.4 of the Zoning Ordinance to permit a maximum FAR to .6 should the Property (or a portion thereof) be developed with data centers uses.

10.3 Pursuant to Section 32-250.23.6 of the Zoning Ordinance, approval of this Proffer Amendment shall constitute a waiver/modification of Section 32-250.28 of the Zoning Ordinance to permit the signage set forth above in Proffer 3.

~~1011~~ **ESCALATOR PROVISION FOR MONETARY PROFFERS.**

All monetary contributions provided for ~~herein~~ in this Proffer Amendment shall be adjusted to account for inflationary effects during the period of time following the approval of the rezoning by the Prince William County Board of County Supervisors. All contribution amounts will be adjusted by the percentage change in the Consumer Price Index for all Urban Consumers (CPI-U), as calculated from the date of zoning approval by the Board of County Supervisors to the date of payment, or six per cent (6%) per year, whichever is less.

~~[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]~~

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~~SIGNATURE PAGE~~
~~REZONING 97-004~~

~~SOUTHVIEW AT PRINCE WILLIAM LIMITED~~
~~PARTNERSHIP~~
By Its General Partner:

~~Lerner Land Investment Corporation~~

By:
Mark D. Lerner, Secretary

~~EXHIBIT "E"~~
~~SPILL CONTINGENCY PLAN~~
~~IN THE EVENT OF A LEAK OR SPILL~~
~~IMMEDIATELY CALL THE INDIVIDUALS AND ORGANIZATIONS~~
~~LISTED ON THE ATTACHED "DISCHARGE PROCEDURE DIRECTIVE"~~

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_____ AND FILL OUT THE ATTACHED "DISCHARGE REPORT"

_____ SPILL CONTINGENCY PLAN

1. _____ The individual who detected the discharge is:

Name: _____ Title: _____

Address: _____

Telephone: (_____) _____

2. _____ Where did the discharge occur (fuel pump, underground tank, etc.)? _____

3. _____ If the discharge is underground, the basis of your belief that a discharge has occurred? _____

4. _____ To the best of your knowledge, what caused the discharge?

5. _____ Your estimate that _____ gallons of fuel was discharged.

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6. The discharge was first detected at _____ a.m./p.m. (circle one) on _____ 19____.

By: _____
Signature

Name (Print)

Address

Home Telephone

DISCHARGE REPORTING PROCEDURE

The address of this facility is: _____

The telephone number of this facility is: _____

The Discharge Response Coordinator for this facility is: _____

In the absence of the Discharge Response Coordinator, _____ shall be the spill response coordinator. The Discharge Response Coordinator should be contacted AFTER you have contacted the organizations listed in Step (1) below. If you are unable to reach any organization or individual listed, IMMEDIATELY move on to the next number on the list.

(1) In the event of a discharge, immediately call the following numbers:
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~~(a) — 911 — This will cause the nearest available fire department to respond.~~

~~(b) — 369-3333 — This will cause the police department to respond.~~

~~(2) — AFTER notifying the two organizations listed above, immediately contact the following individuals using a telephone in the facility unless the discharge makes it unsafe for anyone to remain in the facility:~~

~~(a) — FACILITY DISCHARGE RESPONSE COORDINATORS:~~

~~Name: _____~~

~~Address: _____~~

~~Telephone: (h) _____ (o) _____~~

~~Time Contacted: _____ o'clock~~

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~~If you are unable to reach the above person, call:~~

Name: _____
Address: _____
Telephone: (h) _____ (o) _____
Time Contacted: _____ o'clock

~~(b) PRINCE WILLIAM COUNTY:~~

~~DIVISION OF ENVIRONMENTAL HEALTH
9301 Lee Avenue, Manassas, Virginia 22110
Telephone:
Time Contacted: _____ o'clock~~

~~ZONING ADMINISTRATOR
One County Complex Court, Prince William, VA 22192
Telephone:
Time Contacted: _____ o'clock~~

~~(3) AFTER contacting the individuals and organizations listed in Steps (1) and (2), you should immediately contact by telephone the following organizations in the order listed, UNLESS YOU ARE CERTAIN THAT NO MORE THAN FIVE (5) GALLONS WAS DISCHARGED:~~

~~(a) PRIVATE CONTAINMENT AND CLEANUP COMPANIES:~~

Name: _____
Address: _____

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Telephone: _____
Time Contacted: _____
Person Contacted: _____

If you are unable to contact this company, call:

Name: _____
Address: _____
Telephone: _____
Time Contacted: _____
Person Contacted: _____

~~(b) DEPARTMENT OF ENVIRONMENTAL QUALITY~~

5515 Cherokee Avenue
Alexandria, Virginia
Telephone: 703-750-9111
Time Contacted: _____
Person Contacted: _____

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PROFFER COMPARISON CHART

REZ1997-0004, SOUTHVIEW AT PRINCE WILLIAM | REZ2020-XXXXX, GAINES TECHNOLOGY PARK PROFFER AMENDMENT

#	PROFFER ¹	STATUS	CHANGE (if applicable)
1	TRANSPORTATION		
1.1	Proffered Transportation Plans. The transportation improvements proffered herein shall be provided in substance as shown on those affirmatively proffered road improvement plans prepared by William H. Gordon Associates, Inc., and identified as "The Transportation Plan, Southview" ("Transportation Plan") dated July 3, 1996, revised November 27, 1996, December 2, 1996, and January 22, 1997, and the Plan showing in detail the through, turn, and deceleration lane configuration of those improvements dated November 27, 1996, revised through March 21, 1997, copies of which are attached hereto as Exhibit A and Exhibit A1 respectively, and incorporated herein by reference. The transportation improvements proffered below shall be provided in accordance with the phasing schedule proffered below, and these proffers may not be properly interpreted without reference to both the text hereof, and said plans. All references to intersections contained herein are to those intersections as identified on the Transportation Plan.	This Proffer was slightly amended to update the reference to the Transportation Plan.	Proffered Transportation Plans. The transportation improvements proffered herein shall be provided in substance as shown on those affirmatively proffered road improvement plans prepared by William H. Gordon Associates, Inc., and identified as "The Transportation Plan, Southview" ("Transportation Plan") dated July 3, 1996, revised November 27, 1996, December 2, 1996, and January 22, 1997, and the Plan showing in detail the through, turn, and deceleration lane configuration of those improvements dated November 27, 1996, revised through March 21, 1997, copies of which are attached hereto as Exhibit A and Exhibit A1 respectively, and incorporated herein by reference Urban, Ltd., entitled "Gaines Technology Park Transportation Plan," dated July 17, 2020 (the "Transportation Plan"). The transportation improvements proffered below shall be provided in accordance with the phasing schedule proffered below, and these proffers may not be properly interpreted without reference to both the text hereof, and said plans. All references to intersections contained herein are to those intersections as identified on the Transportation Plan.
1.2	Improvements to John Marshall Highway, Route 55 east of Gainesville United Methodist Church. Between intersections 1 and 5 the following shall apply:	This Proffer was removed because the intersections contained herein depended upon the realignment of Route 55 which was superseded by subsequent VDOT and PWCDOT interchange and road designs.	Improvements to John Marshall Highway, Route 55 east of Gainesville United Methodist Church. Between intersections 1 and 5 the following shall apply:
1.2.1	All references in these proffers to the Gainesville United Methodist Church or its property shall be construed to refer to the property known among the land records of Prince William County as two parcels bearing GPIN Numbers 7397-55-0446 and 7397-55-1465, presently owned by that Church, or by its successors or assigns (the "Church properties").	This Proffer remains the same. Now Proffer 2.8.	
1.2.2	Applicant shall dedicate only that right-of-way, at the request of and at no cost to Prince William County, necessary to accommodate the realignment of Route 55 as generally shown on Exhibit A1 along the frontage of the Property from intersection 1 to intersection 4. Said	This Proffer was removed because the County determined that it was satisfied in Proffer Interpretation, PLN2009-00180 dated October 29, 2008 (the "Proffer Interpretation").	Applicant shall dedicate only that right-of-way, at the request of and at no cost to Prince William County, necessary to accommodate the realignment of Route 55 as generally shown on Exhibit A1 along the frontage of the Property from intersection 1 to intersection 4. Said

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¹ Please note that the heading and preamble were amended and updated. Those changes are not included in this proffer analysis, but are shown on the redline version comparing the proffers approved with REZ1997-0004 (the "Original Proffers") to the Draft Proffer Statement dated July 17, 2020, submitted with this application. Additionally, there were some font and formatting changes.

	dedication shall be limited to that required to accommodate the construction of realigned Route 55 as generally shown on Exhibit A1.		dedication shall be limited to that required to accommodate the construction of realigned Route 55 as generally shown on Exhibit A1.
1.2.3	The buildings closest to Wellington Road shall be constructed first and then development shall proceed to the rear of the property. Notwithstanding the aforesaid, a building may be built out of sequence to meet tenant demands.	This Proffer was removed because the County determined that it was satisfied in the Proffer Interpretation.	The buildings closest to Wellington Road shall be constructed first and then development shall proceed to the rear of the property. Notwithstanding the aforesaid, a building may be built out of sequence to meet tenant demands.
1.2.4	Between intersections 4 and 5, the Applicant agrees to dedicate such land area along the Subject Property frontage on Route 55 equal to seventy-three (73') feet from the existing centerline, and to provide thirty three (33') feet of asphalt from the existing centerline with curb, gutter, sidewalk and raised median.	This Proffer was removed because the County concluded, in the Proffer Interpretation, that the dedication and pavement specified in this Proffer are no longer necessary due to the fact that the existing Route 55 right-of-way no longer requires four lanes.	Between intersections 4 and 5, the Applicant agrees to dedicate such land area along the Subject Property frontage on Route 55 equal to seventy-three (73') feet from the existing centerline, and to provide thirty three (33') feet of asphalt from the existing centerline with curb, gutter, sidewalk and raised median.
1.2.5	In the event VDOT abandons the existing Route 55 right-of-way as a result of the proposed realignment and conveys same to Applicant, Applicant shall provide ingress/egress easements across said land in order to provide access to realigned Route 55 from those parcels referred to among the land records of Prince William County as Tax Map Parcels 127-01-64, -65 and -66 (G.P.I.N. 7397-54-5884, -7973 and -1869).	This Proffer was removed because it depended upon the realignment of Route 55 which has been superseded by subsequent VDOT and County interchange and roadway designs. Therefore, this Proffer no longer applies.	In the event VDOT abandons the existing Route 55 right-of-way as a result of the proposed realignment and conveys same to Applicant, Applicant shall provide ingress/egress easements across said land in order to provide access to realigned Route 55 from those parcels referred to among the land records of Prince William County as Tax Map Parcels 127-01-64, -65 and -66 (G.P.I.N. 7397-54-5884, -7973 and -1869).
1.2.6	Applicant agrees that it shall construct no more than three (3) street connections and/or commercial entrances between intersections 1 and 5.	This Proffer was removed. The intersections referenced related to the realignment of Route 55 which was superseded by subsequent VDOT and County interchange and roadway designs.	Applicant agrees that it shall construct no more than three (3) street connections and/or commercial entrances between intersections 1 and 5.
1.2.7	The Applicant agrees to provide appropriate deceleration lane which shall be equal to an additional twelve (12') of pavement widening to face of curb and gutter within the existing right-of-way for each entrance constructed on realigned Route 55. Applicant agrees to provide dedicated left turn lanes into each entrance constructed on realigned Route 55 within the existing right-of-way and medians as shown on the Transportation Plan. Applicant shall provide sidewalk or bike paths in connection with curb and gutter for the entrances and associated deceleration lanes.	This Proffer was removed because it depended upon the realignment of Route 55 which has been superseded by subsequent VDOT and County interchange and roadway designs. Therefore, this Proffer no longer applies.	The Applicant agrees to provide appropriate deceleration lane which shall be equal to an additional twelve (12') of pavement widening to face of curb and gutter within the existing right-of-way for each entrance constructed on realigned Route 55. Applicant agrees to provide dedicated left turn lanes into each entrance constructed on realigned Route 55 within the existing right-of-way and medians as shown on the Transportation Plan. Applicant shall provide sidewalk or bike paths in connection with curb and gutter for the entrances and associated deceleration lanes.
1.2.8	As generally shown on Exhibit A1, Applicant agrees to eliminate the left turn from Route 29 onto Route 55 at intersection 1, and to add sufficient pavement widening and striping on Route 55 at that existing intersection in order to provide for an additional left turn lane from Route 55 onto Route 29 as the existing right-of-way allows.	This Proffer was removed because the County determined it was satisfied in the Proffer Interpretation.	As generally shown on Exhibit A1, Applicant agrees to eliminate the left turn from Route 29 onto Route 55 at intersection 1, and to add sufficient pavement widening and striping on Route 55 at that existing intersection in order to provide for an additional left turn lane from Route 55 onto Route 29 as the existing right-of-way allows.

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1.3	Improvements to Catharpin Road		
1.3.1	The Applicant agrees to make a right-of-way dedication along the entire frontage of Catharpin Road (Route 676) equal to fifty-eight (58') feet from existing centerline, and to construct therein a half section of a four lane divided roadway to include construction of a half section of a raised median as shown on Exhibit A-1.	This Proffer was slightly amended to specify the dedication being along the Property's Catharpin Road frontage and update the reference to the Transportation Plan. Now Proffer 1.2.1.	The Applicant agrees to make a right-of-way dedication along the entire <u>Property</u> frontage of Catharpin Road (Route 676) equal to fifty-eight (58') feet from existing centerline, and to construct therein a half section of a four lane divided roadway to include construction of a half section of a raised median as shown on Exhibit A-1 <u>Transportation Plan</u> .
1.3.2	The Applicant shall be limited to no more than two entrances on Catharpin Road (intersections 8 and 9) and shall construct a continuous deceleration lane from Route 55 to intersection 9. The Applicant shall construct intersection 9 in such a manner as to align with the Catharpin Road entrance to John Marshall Commons. The standard taper shall be provided north of intersection 9.	This Proffer was amended to reduce the number of entrances along Catharpin Road to one and remove the reference to intersection 8. Now Proffer 1.2.2.	The Applicant shall be limited to no more than two entrances <u>one entrance</u> on Catharpin Road (intersections 8 and 9) and shall construct a continuous deceleration lane from Route 55 to intersection 9. The Applicant shall construct intersection 9 in such a manner as to align with the Catharpin Road entrance to John Marshall Commons. The standard taper shall be provided north of intersection 9.
1.3.3	As a part of these improvements, a dedicated left turn lane will be included for southbound Catharpin to eastbound John Marshall within the existing right-of-way at intersection 7.	This Proffer remains the same. Now Proffer 1.2.3.	
1.4	Improvements to John Marshall Highway, Route 55 west of Gainesville United Methodist Church. Between intersections 6 and 7, the following shall apply:	This Proffer was amended to include flexibility for Prince William County Department of Transportation ("PWCDOT") to approve changes to the transportation improvements. Now Proffer 1.3.	Improvements to John Marshall Highway, Route 55 west of Gainesville United Methodist Church. Between intersections 6 and 7, <u>subject to such changes approved by Prince William County Department of Transportation ("PWCDOT")</u> the following shall apply:
1.4.1	The Applicant agrees that it shall construct no more than one entrance on the frontage on Route 55 west of that property owned by the Gainesville United Methodist Church (intersection 6). In no event shall such entrance be located closer than two hundred feet (200') from intersection 7.	This Proffer remains the same. Now Proffer 1.3.1	
1.4.2	The Applicant agrees that in connection with the construction of intersection 6, a right turn deceleration lane will be provided on the north side of Route 55 to intersection 7, and a free-flow right turn lane will be constructed from westbound Route 55 to northbound Catharpin Road. If existing right-of-way adjoining the Gainesville United Methodist Church property is not sufficient for construction of the turn lane, the Applicant's obligation under this Proffer is contingent upon the Gainesville United Methodist Church's agreement to dedicate the necessary right-of-way at no cost to Applicant.	This Proffer remains the same. Now Proffer 1.3.2.	
1.4.3	Between intersections 6 and 7, Applicant agrees to make dedication along the Subject Property frontage on Route 55 sufficient to make the road improvements shown on the Transportation Plan, Exhibit A1, which dedication shall be not less than seventy-three (73') feet from existing	This Proffer was amended slightly to make a stylistic change and remove the reference to Exhibit A1.	Between <u>Along the Property frontage on Route 55 between</u> intersections 6 and 7, <u>the</u> Applicant agrees to make dedication along the Subject Property frontage on Route 55 <u>dedicate right of way</u> sufficient to make the road improvements shown on the Transportation Plan, Exhibit A1,

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	centerline, and to construct the improvements provided for elsewhere in these proffers, provided that it shall not be required to construct curb, gutter, or sidewalk on the south side of Route 55.		which dedication shall be not less than seventy-three (73)' feet from existing centerline, and to construct the improvements provided for elsewhere in
1.5	Bike paths. Applicant shall construct a bike path according to standard County design requirements within its improvements to the right-of-way between Route 29 and Catharpin Road.	This Proffer was removed because a sidewalk exists on the north side of Route 55 and a shared use path exists on the south side of Route 55.	Bike paths. Applicant shall construct a bike path according to standard County design requirements within its improvements to the right-of-way between Route 29 and Catharpin Road.
1.6	Improvements to Lee Highway, Route 29. Applicant agrees to lengthen the existing left turn lane into northbound Gallerher Road from eastbound Route 29 at intersection 10 to achieve an ultimate length of 350 feet and shall further provide an additional 100 foot of taper for said left turn lane. The Applicant shall (i) extend this left turn lane at its own cost, or (ii) the County shall determine at the time of submission of a plan for such improvements to require the Applicant to escrow the cost of such improvements, such escrow to be applied when the County or VDOT shall determined to accommodate and effect the construction of such improvements in relation to New Linton Hall Road.	This Proffer was removed because the improvements to the intersection were superseded by the new interchange design and the improvements for the new design are constructed. As a result, this Proffer no longer applies.	Improvements to Lee Highway, Route 29. Applicant agrees to lengthen the existing left turn lane into northbound Gallerher Road from eastbound Route 29 at intersection 10 to achieve an ultimate length of 350 feet and shall further provide an additional 100 foot of taper for said left turn lane. The Applicant shall (i) extend this left turn lane at its own cost, or (ii) the County shall determine at the time of submission of a plan for such improvements to require the Applicant to escrow the cost of such improvements, such escrow to be applied when the County or VDOT shall determined to accommodate and effect the construction of such improvements in relation to New Linton Hall Road.
1.7	Requirement for abandonment of certain right-of-way for relocated Route 55. The transportation improvements and obligations set forth herein shall be contingent upon (i) the Prince William Board of County Supervisors ("Board") and/or Virginia Department of Transportation taking, and not rescinding, whatever action may be necessary by each, at no cost to Applicant, to abandon and convey to Applicant the right-of-way from abandoned Route 55 between intersections 1 and 5, to the fullest extent provided at law. Such abandonment and conveyance shall be final and complete, subject only (i) to the construction of the realigned portion of Route 55 as described above, and (ii) Prince William County and VDOT granting final approval of the plans and permits to construct said road improvements in substantial conformance with that shown on the Transportation Plan.	This Proffer was removed because the County determined it was no longer valid. See the Proffer Interpretation.	Requirement for abandonment of certain right-of-way for relocated Route 55. The transportation improvements and obligations set forth herein shall be contingent upon (i) the Prince William Board of County Supervisors ("Board") and/or Virginia Department of Transportation taking, and not rescinding, whatever action may be necessary by each, at no cost to Applicant, to abandon and convey to Applicant the right-of-way from abandoned Route 55 between intersections 1 and 5, to the fullest extent provided at law. Such abandonment and conveyance shall be final and complete, subject only (i) to the construction of the realigned portion of Route 55 as described above, and (ii) Prince William County and VDOT granting final approval of the plans and permits to construct said road improvements in substantial conformance with that shown on the Transportation Plan.
1.8	Design and construction of improvements to Gallerher Road. The Applicant agrees that it shall, upon approval of any public improvement plan for any of the road improvements provided for herein, design a four lane divided improvement of Gallerher Road from intersections 4 to 10, or such lesser design as may be directed; provided that this proffer shall require design of such improvements under the assumptions that the present rail crossing of Gallerher Road will remain in its present location, and that it shall be retained as an at-grade crossing. The cost of any	This Proffer was removed because it no longer applies. Gallerher Road is no longer proposed to be constructed in accordance with the original design. The monetary obligation also does not apply because the railroad crossing was not designed at grade.	Design and construction of improvements to Gallerher Road. The Applicant agrees that it shall, upon approval of any public improvement plan for any of the road improvements provided for herein, design a four lane divided improvement of Gallerher Road from intersections 4 to 10, or such lesser design as may be directed; provided that this proffer shall require design of such improvements under the assumptions that the present rail crossing of Gallerher Road will remain in its present location, and that it shall be retained as an at-grade crossing. The cost of any

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	design which involves any improvement in excess of the foregoing, or the relocation of the rail crossing, or the construction of a bridge or tunnel to eliminate said at-grade crossing shall be borne by others. Nothing contained herein shall create any obligation on the Applicant to acquire or fund right-of-way, or to construct or bond for construction the designed improvements, it being the purpose of this proffer to provide a design under which such acquisition or construction shall be done by others.		design which involves any improvement in excess of the foregoing, or the relocation of the rail crossing, or the construction of a bridge or tunnel to eliminate said at-grade crossing shall be borne by others. Nothing contained herein shall create any obligation on the Applicant to acquire or fund right-of-way, or to construct or bond for construction the designed improvements, it being the purpose of this proffer to provide a design under which such acquisition or construction shall be done by others.
1.9	Phasing of transportation improvement proffers. Applicant agrees to provide the various transportation proffers in accordance with the following schedule:	This Proffer was amended to include the flexibility for PWCDOT to approve subsequent changes to the transportation improvements. Now Proffer 1.4.	Phasing of transportation improvement proffers. Subject to changes approved by PWCDOT, the Applicant agrees to provide the various transportation proffers in accordance with the following schedule:
1.9.1	The Applicant may build up to 150,000 square feet of gross leasable area adjacent to Land Bays A and B, by providing a standard commercial entrance together with left and right turn lanes as would normally be required to service the development in the Land Bay; provided further that no access to existing Route 55 at either of intersections 5 or 6 may be obtained unless a raised median is constructed in Route 55 to insure that such intersections function solely as right-in, right-out movements.	This Proffer was amended to remove the reference to Intersection 5, as the intersection approved at this location in SPR2016-00061503 is full movement. This Proffer was also amended slightly to change gross leasable area to gross floor area and correct a typographical error. Now Proffer 1.4.1.	The Applicant may build up to 150,000 square feet of gross leasable floor area ("GFA") adjacent to within Land Bays A and B, by providing a standard commercial entrance together with left and right turn lanes as would normally be required to service the development in the Land Bay; provided further that no access to existing Route 55 at either of intersections 5 or intersection 6 may be obtained unless a raised median is constructed on in Route 55 to insure that such intersections function intersection functions solely as right-in, right-out movements.
1.9.2	The Applicant may construct up to 25,000 square feet of gross leasable area adjacent to Land Bays C and D by providing a standard commercial entrance together with left and right turn lanes as would normally be required to service the development in the Land Bay. With the site plan for such development in excess of 25,000 square feet, but less than 150,000 square feet, the Applicant shall construct a half section of the ultimately proffered improvements for realigned Route 55 between intersections 1 and 4. In connection with the this construction, the Applicant shall provide a left turn lane on Route 55 to realigned Route 55 and a right turn lane on the north side of Gallerher Road at intersection 4. If existing right-of-way is insufficient for construction of the right turn lane, the Applicant shall seek to obtain the necessary right-of-way from the owner of such property. In the event the Applicant is unable to obtain such right-of-way, it shall petition the Board of County Supervisors to exercise its powers of eminent domain under its adopted policies with regard thereto, to acquire the said right-of-way.	This Proffer was amended to remove the language related to the realigned Route 55 because VDOT and the County superseded these plans with subsequent interchange and roadway designs. This Proffer was also amended slightly to change gross leasable area to GFA. Now Proffer 1.4.2.	The Applicant may construct up to 25,000 square feet of gross leasable area GFA adjacent to Land Bays C and D by providing a standard commercial entrance together with left and right turn lanes as would normally be required to service the development in the Land Bay. With the site plan for such development in excess of 25,000 square feet, but less than 150,000 square feet, the Applicant shall construct a half section of the ultimately proffered improvements for realigned Route 55 between intersections 1 and 4. In connection with the this construction, the Applicant shall provide a left turn lane on Route 55 to realigned Route 55 and a right turn lane on the north side of Gallerher Road at intersection 4. If existing right-of-way is insufficient for construction of the right turn lane, the Applicant shall seek to obtain the necessary right-of-way from the owner of such property. In the event the Applicant is unable to obtain such right-of-way, it shall petition the Board of County Supervisors to exercise its powers of eminent domain under its adopted policies with regard thereto, to acquire the said right-of-way.
1.9.3	For Phase 1 as described in the Southview TIA, with the site plan that reflects more than 150,000 square feet to 450,000 square feet of gross leasable area in Land Bays A and/or B, the Applicant shall include as a	This Proffer was amended to remove the improvements to intersection 10 because these related to the Route 55 realignment	For Phase 1 as described in the Traffic Impact Analysis submitted to the County in connection with REZ1997-0004 (the "Southview TIA") , with the site plan that reflects more than 150,000 square feet to 450,000 square

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	<p>part of said site plan and shall appropriately bond the following improvements:</p> <ul style="list-style-type: none"> (i) Route 55 improvements from intersection 6 to 7; (ii) The Catharpin Road improvements; (iii) The lengthening of the left turn lane on eastbound Route 29 to northbound Gallerher Road at intersection 10. 	<p>which no longer applies. This Proffer was also amended slightly to change gross leasable area to GFA and define the reference to the Southview TIA. Now Proffer 1.4.3.</p>	<p>feet of gross leasable areaGFA in Land Bays A and/or B, the Applicant shall include as a part of said site plan and shall appropriately bond the following improvements:</p> <ul style="list-style-type: none"> (i) Route 55 improvements from intersection 6 to 7;<u>and</u> (ii) The Catharpin Road improvements, <u>as detailed in Proffer 1.2;</u> (iii) The lengthening of the left turn lane on eastbound Route 29 to northbound Gallerher Road at intersection 10.
<p>1.9.4</p>	<p>For Phase 1 as described in the Southview TIA, with the site plan that reflects more than 150,000 square feet and fewer than 450,000 square feet of gross leasable area in Land Bays C and/or D, the Applicant shall include as a part of said site plan and shall appropriately bond the following improvements:</p> <ul style="list-style-type: none"> (i) The Route 55 improvements from intersections 4 to 5; (ii) The improvements for realigned Route 55 between intersections 1 and 4. (iii) The lengthening of the left turn lane on eastbound Route 29 to northbound Gallerher Road at intersection 10. 	<p>This Proffer was amended to remove improvements that related to the realignment of Route 55 which no longer applies. This Proffer was also amended slightly to change gross leasable area to GFA. Now Proffer 1.4.4.</p>	<p>For Phase 1 as described in the Southview TIA, with the site plan that reflects more than 150,000 square feet and fewer than 450,000 square feet of gross leasable areaGFA in Land Bays C and/or D, the Applicant shall include as a part of said site plan and shall appropriately bond the following improvements:</p> <ul style="list-style-type: none"> (i) The Route 55 improvements, <u>as shown on the transportation Plan.</u> from intersections 4 to 5; (ii) The improvements for realigned Route 55 between intersections 1 and 4. (iii) The lengthening of the left turn lane on eastbound Route 29 to northbound Gallerher Road at intersection 10.
<p>1.9.5</p>	<p>For Phase 2 as described in the Southview TIA, with the site plan that reflects in excess of 450,000 square feet of gross leasable area anywhere on the Subject Property, the Applicant shall include as part of said site plan and shall appropriately bond each of the improvements identified in Proffers 1.9.3 and 1.9.4.</p>	<p>This Proffer was amended to remove the reference to Phase 2 of the Southview TIA. This Proffer was also amended slightly to change gross leasable area to GFA, -update the reference to the Property, and update references to Proffer numbers.</p>	<p>For Phase 2 as described in the Southview TIA, with<u>With</u> the site plan that reflects in excess of 450,000 square feet of gross leasableGFA area anywhere on the Subject-Property, the Applicant shall include as part of said site plan and shall appropriately bond each of the improvements identified in Proffers 1.9.3<u>1.4.3</u> and 1.9.4<u>1.4.5</u>.</p>

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<p>1.10</p>	<p>Monetary contributions to Gallerher and Route 55, Applicant's participation in a Community Development Authority or similar entity. In addition to the improvements otherwise specifically proffered herein, and to assist in assuring the completion of planned road improvements, the Applicant further agrees to contribute to the Board of County Supervisors funds for application toward the construction of further improvements to Route 55 from Catharpin Road to Gallerher, and Gallerher to Route 29. Such contributions shall be made on the basis of \$1.00 per square foot of gross leasable space, payable at the time of site plan approval for each square foot of development after approval of the 500,000th gross leasable square foot.</p> <p>The Applicant further agrees that it shall join in the creation of a Community Development Authority, or other similar entity which may be established by the Board of County Supervisors for the purpose of providing or advancing road improvements to the Gainesville area, specifically including future improvements to Gallerher Road. In the event that such an entity is created, and the Applicant is a participant therein, and improvements to Gallerher Road have been approved for construction as a project of such entity, the Applicant shall be credited for such participation and shall thereafter be required to contribute a total of \$300,000 hereunder, for future improvements to Route 55, payable on a per square foot basis at the time of site plan approval for each square foot of development after approval of the 500,000th gross leasable square foot.</p>	<p>This Proffer was amended so that it does not apply if the Property is developed with data center uses. This Proffer was further amended to remove the second paragraph because it relates to Gallerher Road improvements which were related to the Route 55 realignment and, therefore, no longer apply. Now Proffer 1.5.</p>	<p>Monetary contributions to Gallerher and Route 55, Applicant's participation in a Community Development Authority or similar entity. In addition to the improvements otherwise specifically proffered herein, and to assist in assuring the completion of planned road improvements, the Applicant further agrees to contribute to the Board of County Supervisors funds for application toward the construction of further improvements to Route 55 from Catharpin Road to Gallerher, and Gallerher to Route 29. Such contributions shall be made on the basis of \$1.00 per square foot of gross leasable space, payable at the time of site plan approval for each square foot of development after approval of the 500,000th gross leasable square foot.</p> <p>The Applicant further agrees that it shall join in the creation of a Community Development Authority, or other similar entity which may be established by the Board of County Supervisors for the purpose of providing or advancing road improvements to the Gainesville area, specifically including future improvements to Gallerher Road. In the event that such an entity is created, and the Applicant is a participant therein, and improvements to Gallerher Road have been approved for construction as a project of such entity, the Applicant shall be credited for such participation and shall thereafter be required to contribute a total of \$300,000 hereunder, for future improvements to Route 55, payable on a per square foot basis at the time of site plan approval for each square foot of development after approval of the 500,000th gross leasable square foot.</p> <p><u>Notwithstanding the above, should the Property (or a portion thereof) be developed with data center uses, Proffer 1.10 shall not apply.</u></p>
<p>1.11</p>	<p>Design of ultimate improvements for Route 55. The Applicant agrees that at such time as it designs the improvements proffered herein for existing Route 55 from intersections 4 to 7, it shall also cause designs to be prepared for a four lane divided section of a PA-1 standard for such road.</p>	<p>This Proffer was amended to update references to intersections. Now Proffer 1.6.</p>	<p>Design of ultimate improvements for Route 55. The Applicant agrees that at such time as it designs the improvements proffered herein for existing Route 55 from intersections 4<u>5</u> to 7, it shall also cause designs to be prepared for a four lane divided section of a PA-1 standard for such road.</p>
<p>1.12</p>	<p>Intersection signalization. The Applicant shall provide traffic signalization at intersections 2, 3, 4, 7, and 9, and to modify the signals at intersection 1, if and when warranted. In the event that the Applicant has completed development of the property (to be construed to mean the date of approval of the site plan for the last square footage permitted in accordance with these proffers), but prior to VDOT's determination that such signalization is warranted, then the Applicant shall escrow funds</p>	<p>This Proffer was amended to remove intersection numbers that no longer apply. This Proffer was also amended to require the Applicant to prepare a traffic signal warrant analysis prior to final site plan approval, if requested by VDOT or PWCDOT. This Proffer was further</p>	<p>Intersection signalization. The Applicant shall provide traffic signalization at intersections 2, 3, 4<u>5</u>, 7, and 9, and to modify the signals at intersection 1, if and when warranted. <u>If requested by VDOT or PWCDOT, prior to final site plan approval, the Applicant shall prepare a traffic signal warrant analysis for intersections 5, 7, and 9. If traffic signals are not warranted, or VDOT or PWCDOT do not approve such signals in connection with the last site plan for the Property, then the Applicant</u></p>

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	with the County sufficient to pay for the costs of such signalization as are reasonably attributable to such development, unless VDOT further determines that one or more signals proffered herein, but not yet constructed, shall not in fact be required. Any contribution to the cost of such signalization shall be combined with other privately contributed funds which may have been, or hereafter shall be, proffered to provide such signalization.	amended to remove the Applicant's obligation to provide traffic signals, if not warranted or approved by PWCDOT or VDOT in connection with the last site plan for the Property. Now Proffer 1.7.	shall have no further obligation with respect to a traffic signal for the intersections in which a traffic signal is not warranted or not approved by VDOT / PWCDOT. In the event that the Applicant has completed development of the property (to be construed to mean the date of approval of the site plan for the last square footage permitted in accordance with these proffers), but prior to VDOT's determination that such signalization is warranted, then the Applicant shall escrow funds with the County sufficient to pay for the costs of such signalization as are reasonably attributable to such development, unless VDOT further determines that one or more signals proffered herein, but not yet constructed, shall not in fact be required. Any contribution to the cost of such signalization shall be combined with other privately contributed funds which may have been, or hereafter shall be, proffered to provide such signalization.
1.13	Commuter parking spaces. The Applicant does agree to construct a minimum of 200 parking spaces for commuter parking on a non-exclusive basis, conditioned upon the following:	This Proffer was removed because the University Boulevard commuter lot was installed nearby.	Commuter parking spaces. The Applicant does agree to construct a minimum of 200 parking spaces for commuter parking on a non-exclusive basis, conditioned upon the following:
1.13.1	Said parking spaces for commuter parking shall not be in addition to the number of parking spaces that would otherwise be required in connection with the Applicant's site plan under applicable standards of the Prince William County Ordinance.	This Proffer was removed because the University Boulevard commuter lot was installed nearby.	Said parking spaces for commuter parking shall not be in addition to the number of parking spaces that would otherwise be required in connection with the Applicant's site plan under applicable standards of the Prince William County Ordinance.
1.13.2	This obligation to provide such spaces on a non-exclusive basis shall exist only for Mondays through Fridays which are not legal holidays.	This Proffer was removed because the University Boulevard commuter lot was installed nearby.	This obligation to provide such spaces on a non-exclusive basis shall exist only for Mondays through Fridays which are not legal holidays.
1.14	Provision of access to parcels to the east of the Southview property. The Applicant agrees to grant an ingress-egress easement to a public street not to exceed sixty-eight (68') feet in width in order to provide a single access point to one of the parcels located to the east.	This Proffer was removed because the two properties to the east have frontage along Daves Store lane and, as a result, the need for the ingress-egress easements no longer exists.	Provision of access to parcels to the east of the Southview property. The Applicant agrees to grant an ingress-egress easement to a public street not to exceed sixty-eight (68') feet in width in order to provide a single access point to one of the parcels located to the east.
1.14.1	Such easement will be provided between points A & B as shown on Exhibit A-2, attached hereto and incorporated herein by reference, and shall be granted at such time as the Applicant obtains site plan approval for any development in Land Bay C contiguous to the properties located to the east.	This Proffer was removed because the two properties to the east have frontage along Daves Store lane and, as a result, the need for the ingress-egress easements no longer exists.	Such easement will be provided between points A & B as shown on Exhibit A-2, attached hereto and incorporated herein by reference, and shall be granted at such time as the Applicant obtains site plan approval for any development in Land Bay C contiguous to the properties located to the east.
1.14.2	The Applicant shall be obligated to convey said easement in accordance with the above unless alternative access has been provided to any one of the parcels located to the east of the subject property in connection with a subsequent rezoning of any one of said parcels and/or development which would eliminate the need for this easement to be granted.	This Proffer was removed because the two properties to the east have frontage along Daves Store lane and, as a result, the need for the ingress-egress easements no longer exists.	The Applicant shall be obligated to convey said easement in accordance with the above unless alternative access has been provided to any one of the parcels located to the east of the subject property in connection with a subsequent rezoning of any one of said parcels and/or

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			development which would eliminate the need for this easement to be granted.
1.14.3	The aforesaid easement shall be conditioned upon the grant to the Applicant by the adjacent property owners of any necessary construction, grading or utility easements as may be required for the development of the Subject Property.	This Proffer was removed because the two properties to the east have frontage along Daves Store lane and, as a result, the need for the ingress-egress easements no longer exists.	The aforesaid easement shall be conditioned upon the grant to the Applicant by the adjacent property owners of any necessary construction, grading or utility easements as may be required for the development of the Subject Property.
1.15	Reimbursement of public funds for proffered road improvements. The Applicant acknowledges that the need for the construction of the road improvements which are proffered herein may exist or arise in advance of the Applicant's development schedule. Accordingly, the Applicant agrees that in the event any or all of its proffered road improvements are completed either by the County or the Virginia Department of Transportation using public funds, the Applicant shall reimburse the appropriate public body for the costs of such construction that would otherwise be provided by Applicant in accordance with these proffers. The payment of the agreed upon sums will be made at the time the said improvements are to be constructed as set forth herein. The Applicant shall be provided with adequate notice in order to have the right to review and comment on all designs and specifications for such construction, participate in bidding for such construction, and, if desired by the Applicant at the time such improvements were to have been constructed by the County of VDOT, to construct those improvements itself.	This Proffer was eliminated because many of the road improvements no longer apply due to the Route 55 / Route 29 interchange project and other improvements approved (and bonds posted) in connection with SPR2016-00061S03.	Reimbursement of public funds for proffered road improvements. The Applicant acknowledges that the need for the construction of the road improvements which are proffered herein may exist or arise in advance of the Applicant's development schedule. Accordingly, the Applicant agrees that in the event any or all of its proffered road improvements are completed either by the County or the Virginia Department of Transportation using public funds, the Applicant shall reimburse the appropriate public body for the costs of such construction that would otherwise be provided by Applicant in accordance with these proffers. The payment of the agreed upon sums will be made at the time the said improvements are to be constructed as set forth herein. The Applicant shall be provided with adequate notice in order to have the right to review and comment on all designs and specifications for such construction, participate in bidding for such construction, and, if desired by the Applicant at the time such improvements were to have been constructed by the County of VDOT, to construct those improvements itself.
		This Proffer was added to give the Applicant the option to change or modify, subject to VDOT and/or PWCDOT approval, the proffered the transportation improvements.	<u>Data Center Transportation Improvements. The Applicant reserves the right to submit a technical memorandum (or other analysis as determined by PWCDOT) to determine the appropriate transportation improvements. In lieu of the transportation improvements referenced in 1.1 through 1.7 above. Subject to approval by VDOT and/or PWCDOT the Applicant shall construct, at its cost, those improvements: (i) identified in the technical memorandum/analysis approved by PWCDOT to accommodate the traffic generated by the data center use(s); and (ii) required in accordance with the DCSM, as determined during site plan review.</u>
2	SITE DEVELOPMENT		
2.1	Maximum intensity of development permitted. The Applicant shall be permitted to construct not more than 1,132,560 gross leasable area of permitted uses.	This Proffer was amended to increase the permitted GFA for data centers uses and allows for the Property to be developed	Maximum intensity of development permitted. The Applicant shall be permitted to construct not more than 1,132,560 <u>square feet of GFA for permitted uses allowed in B-1, subject to these proffers, and as may</u>

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		with a mix of data center and other permitted uses in accordance with the FAR requirements set forth in the Proffer.	<u>be permitted by an approved special use permit. Specifically, the Property may be developed all or in part with data center uses pursuant to SUP2020-XXXX and, if the Property is developed with data center uses, the GFA shall not exceed 2,545,000 square feet. If the Property is developed with a mix of uses including data center uses, permitted pursuant to SUP2020-XXXX (as may be amended), and those uses permitted by this proffer statement, then the following shall apply: (i) any portion of the Property developed with data center uses shall have a maximum FAR of .6; and (ii) any portion of the Property developed with all other permitted uses shall have a maximum FAR of .4</u> gross leasable area of permitted uses.
2.2	Parking lot lighting. Notwithstanding any other provision of these proffers regarding lighting along Route 55 and Catharpin Road, interior parking lot lighting, to the extent installed on the Property, shall be compatible and harmonious throughout the Property. Such parking lot light fixtures shall be of a design which directs light downward and inward so as to reduce glare from adjacent streets but allow sufficient lighting for security and safety purposes.	This Proffer was amended slightly to specify that parking lot lighting would not produce glare onto adjacent property or public roadways.	Parking lot lighting. Notwithstanding any other provision of these proffers regarding lighting along Route 55 and Catharpin Road, interior parking lot lighting, to the extent installed on the Property, shall be compatible and harmonious throughout the Property <u>designed to not produce glare onto adjacent properties or public roadways.</u> Such parking lot light fixtures shall be of a design which directs light downward and inward so as to reduce glare from adjacent streets but allow sufficient lighting for security and safety purposes.
2.3	Pedestrian connections. Applicant shall incorporate safe pedestrian connections into the design of the development in order to facilitate pedestrian movement between the various areas of the Property.	This Proffer was amended so that it does not apply if the Property is developed with data center uses.	Pedestrian connections. Applicant shall incorporate safe pedestrian connections into the design of the development in order to facilitate pedestrian movement between <u>within</u> the various areas of the Property. <u>This proffer shall not apply if the Property is developed with data center uses.</u>
2.4	Internal travel between Route 55 and Catharpin Road. The Applicant shall not be required to construct an internal "spine road" directly linking Route 55 and Catharpin Road, since it intends to limit through traffic which may seek to access either road across the Property. Notwithstanding, it shall so design its internal traffic patterns such that access from either road to the other is not affirmatively cut off by barriers, or other impediments.	This Proffer was amended so that it does not apply if the Property is developed with data center uses.	Internal travel between Route 55 and Catharpin Road. The Applicant shall not be required to construct an internal "spine road" directly linking Route 55 and Catharpin Road, since it intends to limit through traffic which may seek to access either road across the Property. Notwithstanding, it shall so design its internal traffic patterns such that access from either road to the other is not affirmatively cut off by barriers, or other impediments. <u>This proffer shall not apply if the Property is developed with data center uses.</u>
2.5	Provision of sewer and water connections to certain adjacent parcels. At the time of final site plan approval for Land Bays C or D, the Applicant shall provide water and sewer line easement(s) to serve parcels 126-01-6 and 126-01-2A located adjacent to the eastern boundary of the Property in accordance with a plan approved by the Prince William County Service Authority. The Applicant shall not be required to provide more than one water and one sewer easement to the eastern boundary	This Proffer was removed to eliminate the obligation to provide sewer and water to adjacent parcels.	<u>Provision of sewer and water connections to certain adjacent parcels. At the time of final site plan approval for Land Bays C or D, the Applicant shall provide water and sewer line easement(s) to serve parcels 126-01-6 and 126-01-2A located adjacent to the eastern boundary of the Property in accordance with a plan approved by the Prince William County Service Authority. The Applicant shall not be required to provide more than one water and one sewer easement to the eastern boundary</u>

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	of the Property. All costs associated with the preparation, review, processing and recordation of mutually agreeable documents creating said easements shall be the responsibility of the adjacent property owner(s) benefiting from said easements.		<u>of the Property. All costs associated with the preparation, review, processing and recordation of mutually agreeable documents creating said easements shall be the responsibility of the adjacent property owner(s) benefiting from said easements.</u>
2.6	Development of "pad" sites.		
2.6.1	The Applicant agrees that it shall develop no more than ten pad sites on the Subject Property. For purposes of this proffer, "pad" site shall mean a freestanding use of 5,000 gross square feet or less, consisting of restaurants, banks, and other similar uses. The Applicant agrees that it shall develop no more than one motor vehicle fuel station and quick service food store, either separately or in combination, on (i) the Catharpin Road frontage, (ii) between intersections 4 and 7, and (iii) between intersections 1 and 4. Motor vehicle fuel stations shall not have associated car washes.	This Proffer was revised to make a few stylistic changes, update references to the intersections, and allow car washes at motor vehicle fuel stations.	The Applicant agrees that it in the event retail is developed on the Property, there shall develop be no more than ten pad sites on the Subject Property . For purposes of this proffer, "pad" site shall mean a freestanding use of 5,000 gross square feet or less, consisting of restaurants, banks, and other similar <u>retail and service oriented</u> uses. The Applicant agrees that it shall develop no more than one motor vehicle fuel station and quick service food store, either separately or in combination, on (i) the Catharpin Road frontage, <u>and</u> (ii) between intersections <u>5</u> 4 and 7, and (iii) between intersections 1 and 4 . Motor vehicle fuel stations shall not <u>may</u> have associated car washes.
2.6.2	The applicant agrees that it shall develop no more than five such pad sites prior to the construction of 150,000 square feet of retail uses which provide service to a regional customer base, and which development is not intended to provide service primarily to residents of the immediate vicinity. By way of illustration, food stores, dry cleaners, drug stores, and similar uses providing goods and services to residents of the Gainesville-Haymarket area shall not be considered regional retail.	This Proffer was removed to eliminate the requirement to construct 150,000 square feet of retail prior to the development of more than five pad sides.	The applicant agrees that it shall develop no more than five such pad sites prior to the construction of 150,000 square feet of retail uses which provide service to a regional customer base, and which development is not intended to provide service primarily to residents of the immediate vicinity. By way of illustration, food stores, dry cleaners, drug stores, and similar uses providing goods and services to residents of the Gainesville-Haymarket area shall not be considered regional retail.
2.7	Limitation on drive-through uses. Only two "fast food" pad sites with drive-throughs may be located between intersections 1 and 4, and one may be located on existing Route 55 between intersections 4 and 7. No such pad sites may be located on Catharpin Road.	This Proffer was removed to eliminate the limitation on drive through uses.	Limitation on drive-through uses. Only two "fast food" pad sites with drive-throughs may be located between intersections 1 and 4, and one may be located on existing Route 55 between intersections 4 and 7. No such pad sites may be located on Catharpin Road.
2.8	Regional serving retail uses. Regional serving retail uses shall be clustered to achieve a pattern of coordinated and complementary retail areas offering a wide range of retail services. They may include a variety of building configurations including multi-tenant shopping centers, enclosed malls, freestanding large superstores, and "big box" retail uses as well as small retail service establishments. The Applicant intends that the development of the Property shall be consistent with the regional retail purposes of the RCC designation of the Subject Property as set forth in the adopted Prince William County Comprehensive Plan, and to that end not less than seventy percent of the total permissible gross leasable area shall be developed with such regional uses.	This Proffer was amended so that it does not apply if the Property is developed with data center uses and to remove references to gross leasable area. It was further amended to make some stylistic changes and remove the requirement for regional uses to occupy at least seventy percent of the total GFA. Now Proffer 2.6.	Regional serving retail uses. <u>Any</u> Regional serving retail uses <u>construct on the Property</u> shall be, <u>upon completion of all phases</u> , clustered to achieve a pattern of coordinated and complementary retail areas offering a wide range of retail services. They may include a variety of building configurations including multi-tenant shopping centers, enclosed malls, freestanding large superstores, and "big box" retail uses as well as small retail service establishments. The Applicant intends that the development of the Property shall be <u>which are</u> consistent with the regional retail purposes of the RCC designation of the Subject Property as set forth in the adopted Prince William County Comprehensive Plan, and to that end not less than seventy percent of the total permissible gross leasable area shall be developed with such regional uses.

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	<p>At occupancy of 500,000 square feet of gross leasable retail area, the Applicant shall report to the County the status of development with respect to compliance with the requirements of this proffer, to include a plan and accompanying text, specifying the percentages of local and regional-serving retail, and the remaining developable acreage. In the event that the percentage of developed square footage of regional-serving retail is then less than 50% of the developed square footage at the time of this report, the Applicant shall be required to construct 100,000 gross leasable square feet of regional-serving retail before it may construct any additional local-serving retail. Nothing contained herein shall be deemed to modify the Applicant's percentage mix of development at build-out.</p>		<p>At occupancy of 500,000 square feet of gross leasable retail area, the Applicant shall report to the County the status of development with respect to compliance with the requirements of this proffer, to include a plan and accompanying text, specifying the percentages of local and regional-serving retail, and the remaining developable acreage. In the event that the percentage of developed square footage of regional-serving retail is then less than 50% of the developed square footage at the time of this report, the Applicant shall be required to construct 100,000 gross leasable square feet of regional-serving retail before it may construct any additional local-serving retail. Nothing contained herein shall be deemed to modify the Applicant's percentage mix of development at build-out.</p> <p><u>Notwithstanding the above, should the Property be developed with data center uses, Proffer 2.6 shall not apply.</u></p>
<p>2.9</p>	<p>Limitation on uses otherwise permitted. The Applicant agrees that the Property shall not be developed for commercial kennels, boat sales, mobile home or office sales, motor vehicle impoundment yard, motor vehicle sales, self-storage center, travel trailers and camper park, or truck stops.</p>	<p>This Proffer was amended to remove the prohibition on self-storage center. Now Proffer 2.7.</p>	<p>Limitation on uses otherwise permitted. The Applicant agrees that the Property shall not be developed for commercial kennels, boat sales, mobile home or office sales, motor vehicle impoundment yard, motor vehicle sales, self-storage center, travel trailers and camper park, or truck stops.</p>
<p>2.10</p>	<p>Development of the property in relation to Gainesville United Methodist Church.</p>	<p>This Proffer was amended to include the references to the Church Properties. Now Proffer 2.8.</p>	<p>Development of the property in relation to Gainesville United Methodist Church. <u>All references in these proffers to the Gainesville United Methodist Church or its property shall be construed to refer to the property known among the land records of Prince William County as two parcels bearing GPIN Numbers 7397-55-0446 and 7397-55-1465, presently owned by that Church, or by its successors or assigns (the "Church Properties").</u></p>
<p>2.10.1</p>	<p>Applicant shall provide for a travelway connection along the boundary of the Property and the adjacent Gainesville United Methodist Church property in the general locations of intersections 5 and 6. The exact locations of said connection shall be mutually agreed upon by the Applicant and the Church at the time of site plan. Applicant shall provide the buffer required by the Design and Construction Standards Manual ("DCSM") between its Property and the Church Property unless the owner of the Church Property certifies that it does not desire that buffer, by means of a compatible use agreement. The Applicant shall agree with the Church to permit construction of parking in any buffer which may be required on the Church's property at the time of any development which</p>	<p>This Proffer was removed to eliminate the requirement to provide a travelway along the boundary of the Church Property because approved Site Plan, SPR2016-00061S03 includes such a travelway.</p>	<p>Applicant shall provide for a travelway connection along the boundary of the Property and the adjacent Gainesville United Methodist Church property in the general locations of intersections 5 and 6. The exact locations of said connection shall be mutually agreed upon by the Applicant and the Church at the time of site plan. Applicant shall provide the buffer required by the Design and Construction Standards Manual ("DCSM") between its Property and the Church Property unless the owner of the Church Property certifies that it does not desire that buffer, by means of a compatible use agreement. The Applicant shall agree with the Church to permit construction of parking in any buffer which may be required on the Church's property at the time of any development which</p>

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	may occur thereon, but shall not be required to consent to the construction of buildings or other structures within such buffer area.		may occur thereon, but shall not be required to consent to the construction of buildings or other structures within such buffer area.
2.10.2	No road improvement proffered herein shall in any circumstance be so designed or constructed as to eliminate the three existing entrances to the Church properties from Route 55, unless and until alternate access is provided to the Church in two locations on the access roads at each of intersections 5 and 6. The Applicant shall construct one such access point, and shall provide an easement for the other such access point, as it shall agree with the Church. Access to the Church property shall be maintained during construction, and the Applicant shall ensure that no construction occurs on Sundays.	This Proffer was removed because the Church was provided a curb cut along Route 55 in connection with the constructed Route 55 improvements.	No road improvement proffered herein shall in any circumstance be so designed or constructed as to eliminate the three existing entrances to the Church properties from Route 55, unless and until alternate access is provided to the Church in two locations on the access roads at each of intersections 5 and 6. The Applicant shall construct one such access point, and shall provide an easement for the other such access point, as it shall agree with the Church. Access to the Church property shall be maintained during construction, and the Applicant shall ensure that no construction occurs on Sundays.
2.10.3	The Applicant shall construct a new parking lot on the Church's property containing not fewer than 60 spaces, which shall be completed prior to any disturbance by the Applicant of the existing parking lot, and shall so design the improvements to Route 55 as to cause the least possible loss to the existing parking lot. The Applicant shall further construct a gravel driveway and walkway connecting the north side of the Church's property to the south side thereof, providing access from one side of the sanctuary to the other in a location approved by the Church and proper authorities of Prince William County.	This Proffer was removed because the Church building no longer exists.	The Applicant shall construct a new parking lot on the Church's property containing not fewer than 60 spaces, which shall be completed prior to any disturbance by the Applicant of the existing parking lot, and shall so design the improvements to Route 55 as to cause the least possible loss to the existing parking lot. The Applicant shall further construct a gravel driveway and walkway connecting the north side of the Church's property to the south side thereof, providing access from one side of the sanctuary to the other in a location approved by the Church and proper authorities of Prince William County.
2.10.4	All construction of the aforesaid improvements on the Church property shall be to reasonable specifications mutually agreeable to the Applicant and the Church.	This Proffer was removed because the aforesaid improvements were eliminated,	All construction of the aforesaid improvements on the Church property shall be to reasonable specifications mutually agreeable to the Applicant and the Church.
2.10.5	The Applicant shall construct a safety fence between the Church and any construction required for the improvements to Route 55.	This Proffer was removed because the Church building no longer exists.	The Applicant shall construct a safety fence between the Church and any construction required for the improvements to Route 55.
2.10.6	The Applicant shall provide the Church with such easements as may be reasonably necessary to obtain access to public sewer and water service for the Church property.	This Proffer was amended slightly to update the reference to the Church Properties. Now Proffer 2.8.2.	The Applicant shall provide the Church with such easements as may be reasonably necessary to obtain access to public sewer and water service for the Church property Properties .
2.10.7	The aforesaid easements, travelways, etc., as set forth in this section 2.10, shall be conditioned upon the grant to the Applicant by the owners of the Church properties of any necessary construction, grading, or utility easements as may be required for the development of the Subject Property adjacent to the Church property such easements to be located as may be mutually agreeable to the Applicant and the Church.	This Proffer was amended slightly to update the reference to the Property and Church Properties as well as make some minor stylistics changes. Now Proffer 2.8.2.	The aforesaid easements and , travelways, etc. , as set forth in this section 2.10.2.8 , shall be conditioned contingent upon the grant to the Applicant by the owners of the Church properties Properties of any necessary construction, grading, or utility easements as may be required for the development of the Subject Property adjacent to the Church property Properties such easements to be located as may be mutually agreeable to the Applicant and the Church.
2.10.8	In addition to any other proffers contained herein for the provision of access from the Subject Property to and from the Church, in the event that the Church proposes to build additional structures on its properties prior to the time that the Applicant has commenced development of the	This Proffer was amended slightly to update the references to the Property. Now Proffer 2.8.3.	In addition to any other proffers contained herein for the provision of access from the Subject Property to and from the Church, in the event that the Church proposes to build additional structures on its properties prior to the time that the Applicant has commenced development of the

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	Property adjacent to the Church, and the Church is required by appropriate public authorities to construct a commercial entrance onto Route 55 adjacent to intersection 6, the Applicant agrees that upon the Church's request it shall jointly use that entrance to service both the Church and the Subject Property; provided the Church shall submit the proposed design therefor to the Applicant for its approval, prior to filing public improvement plans for the entrance with the approving authority, as to which the Applicant's approval shall not be unreasonably withheld. If the entrance provided for herein is thereafter constructed by the Church, the Applicant agrees to reimburse the Church one half of the reasonable costs the Church shall have expended to construct the entrance. Such reimbursement shall be made at the time of site plan approval for that portion of the Subject Property for which intersection 6 is required to be constructed by the Applicant.		Property adjacent to the Church, and the Church is required by appropriate public authorities to construct a commercial entrance onto Route 55 adjacent to intersection 6, the Applicant agrees that upon the Church's request it shall jointly use that entrance to service both the Church and the Subject Property; provided the Church shall submit the proposed design therefor to the Applicant for its approval, prior to filing public improvement plans for the entrance with the approving authority, as to which the Applicant's approval shall not be unreasonably withheld. If the entrance provided for herein is thereafter constructed by the Church, the Applicant agrees to reimburse the Church one half of the reasonable costs the Church shall have expended to construct the entrance. Such reimbursement shall be made at the time of site plan approval for that portion of the Subject Property for which intersection 6 is required to be constructed by the Applicant.
2.10.9	The Applicant agrees that it shall designate up to 200 shared, non-exclusive, parking spaces in reasonable proximity to Church facilities, for use by the Church during weekend Church events; provided that such parking spaces shall not be in addition to the number of parking spaces that would otherwise be required in connection with the Applicant's site plan under applicable standards of the Prince William County Ordinance.	This Proffer was removed because the Church building no longer exists.	The Applicant agrees that it shall designate up to 200 shared, non-exclusive, parking spaces in reasonable proximity to Church facilities, for use by the Church during weekend Church events; provided that such parking spaces shall not be in addition to the number of parking spaces that would otherwise be required in connection with the Applicant's site plan under applicable standards of the Prince William County Ordinance.
2.11	Buffers along Route 55 and Catharpin Road. The Applicant agrees to maintain a buffer area of 15 feet in depth from the boundary of the Subject Property along its Route 55 frontage, and a similar buffer area of 25 feet along its Catharpin Road frontage.	This Proffer was amended slightly to update the reference to the Property. Now Proffer 2.9.	Buffers along Route 55 and Catharpin Road. The Applicant agrees to maintain a buffer area of 15 feet in depth from the boundary of the Subject Property along its Route 55 frontage, and a similar buffer area of 25 feet along its Catharpin Road frontage.
2.12	Town of Haymarket Streetscape Plan lighting. The Applicant agrees to use acorn style street lamps along Route 55 and Catharpin Road consistently with the Streetscape Plan for the Town of Haymarket.	This Proffer was amended to allow for consistency with the Town of Haymarket Streetscape Plan or the street lights used within the Town. It was further amended so that it does not apply if the Property is developed with data center uses. Now Proffer 2.10.	Town of Haymarket Streetscape Plan lighting. The Applicant agrees to use acorn style street lamps along Route 55 and Catharpin Road consistently with the <u>Town of Haymarket</u> Streetscape Plan for and/or those street lights used in the Town of Haymarket. <u>This proffer shall not apply if the Property is developed with data center uses.</u>
2.13	Review by the Gainesville District Advisory Council. The Applicant agrees that it shall submit copies of final site plan to the Gainesville District Advisory Council, for the Council's review and comment.	This Proffer was removed because the Gainesville District Advisory Council no longer exists.	Review by the Gainesville District Advisory Council. The Applicant agrees that it shall submit copies of final site plan to the Gainesville District Advisory Council, for the Council's review and comment.
3	SIGN PLAN		
3.1	Coordinated sign plan. Applicant shall implement a comprehensive and coordinated sign plan for the Property substantially in accordance with that shown on the plan identified as "Southview at Prince William Exterior Sign Program" ("Comprehensive Sign Plan") prepared by Mitchell and	This Proffer was amended so that it does not apply if the Property is developed with data center uses. It was further amended	Coordinated sign plan. Applicant shall implement a comprehensive and coordinated sign plan for the Property substantially in accordance with that shown on the plan identified as "Southview at Prince William Exterior Sign Program" ("Comprehensive Sign Plan") prepared by Mitchell and

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	Company Graphics Design, Inc. and dated December 4, 1996. For purposes of this proffer, the Comprehensive Sign Plan shall control the general locations of project identification signs and the overall parameters for signs in terms of maximum height and size. The exact location of freestanding signs shall be determined at the time of site plan based on final design and engineering considerations.	to remove the reference to the prior Comprehensive Sign Plan.	Company Graphics Design, Inc. and dated December 4, 1996. For purposes of this proffer, the Comprehensive Sign Plan shall control the general locations of project identification signs and the overall parameters for signs in terms of maximum height and size. The exact location of freestanding signs shall be determined at the time of site plan based on final design and engineering considerations. This proffer shall not apply if the Property is developed with data center uses.
3.2	Shopping Center Sign. Pursuant to the provisions of § 32-503.09(e), Code of Prince William County, the Applicant may have only one shopping center sign located along I-66, which may be no taller than forty feet in height, and shall contain not more than one hundred square feet per each face, on each of two permitted faces. No tenant names may be included on the said shopping center sign. Other shopping center signs shall be located as shown on the Comprehensive Sign Plan.	This Proffer was amended to remove the reference to a Code Provision that no longer exists and correct a minor grammatical error.	Shopping Center Sign. Pursuant to the provisions of § 32-503.09(e), Code of Prince William County, the Applicant may have only one shopping center sign located along I-66, which may be no taller than forty feet in height, and shall contain not no more than one hundred square feet per each face, on each of two permitted faces. No tenant names may be included on the said shopping center sign. Other shopping center signs shall be located as shown on the Comprehensive Sign Plan.
3.3	Freestanding signs. The applicant shall construct no more than ten freestanding signs other than permitted project identification signs.	This Proffer was amended so it does not apply if the Property is developed with data center uses.	Freestanding signs. The applicant shall construct no more than ten freestanding signs other than permitted project identification signs. This proffer shall not apply if the Property is developed with data center uses.
4	ARCHITECTURE, ARCHAEOLOGY AND AESTHETICS		
4.1	Comprehensive Landscape Plan. Applicant shall develop the Property in accordance with a coordinated and integrated landscape master plan for the Property which shall be implemented in phases as development occurs on the Property, in substantial accordance with the Comprehensive Landscape Plan dated December 2, 1996, revised December 10, 1996, and May 16, 1997, attached hereto and incorporated herein by reference.	This Proffer remains the same.	
4.2	Screening of service loading areas and provision of foundation plantings. All service loading areas shall, to the extent reasonably practical, be located or screened by use of landscaping, walls or decorative fencing so as to minimize visibility from Catharpin Road and John Marshall Highway. The applicant shall screen all foundations along I-66 with foundation plantings, provided that any plant units which are made part of such foundation plantings shall be included in the plant unit count otherwise required in the buffer area along I-66. No loading docks shall face directly onto I-66 from the long side of any building constructed along the I-66 boundary of the Subject Property.	This Proffer was amended slightly to update the reference to the Property and specify that it applies to retail and office service loading areas that are visible from Catharpin Road and John Marshall Highway.	Screening of service loading areas and provision of foundation plantings. All retail and office service loading areas visible from Catharpin Road and John Marshall Highway shall, to the extent reasonably practical, be located or screened by use of landscaping, walls or decorative fencing so as to minimize visibility from Catharpin Road and John Marshall Highway. The applicant shall screen all foundations along I-66 with foundation plantings, provided that any plant units which are made part of such foundation plantings shall be included in the plant unit count otherwise required in the buffer area along I-66. No loading docks shall face be visible directly onto I-66 from the long side of any building constructed along the I-66 boundary of the Subject Property and must be screened from view.
4.3	Screening of Exterior Rooftop Mechanical Equipment. All exterior rooftop mechanical equipment which is visible from the surrounding	This Proffer was amended to require screening to the extent possible from all	Screening of Exterior Rooftop Mechanical Equipment. All exterior rooftop mechanical equipment which is visible from the surrounding

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	area shall be screened, generally by the incorporation into the roof form through the use of materials similar to those employed in the construction of the principal structure.	exterior rooftop mechanical equipment visible from the surrounding ground area.	<u>ground</u> area shall <u>to the extent possible</u> be screened, generally by the incorporation into the roof form through the use of materials similar to those employed in the construction of the principal structure.
4.4	Screening of dumpster pads. All dumpster pads shall be located on the property as unobtrusively as is practical and shall be screened.	This Proffer remains the same.	
4.5	Screening of certain storage areas. For outside storage areas located adjacent to Catharpin Road and John Marshall Highway, Applicant shall provide, in addition to screening required by adopted ordinances and regulations, supplemental landscaping between said required screening fence and the right-of-way.	This Proffer remains the same.	
4.6	Fencing. No chain link fences shall be located immediately adjacent to the Catharpin Road or John Marshall Highway frontages on the Property. In the event a chain link fence is constructed on the Property along the Interstate 66 frontage of the Property for security or safety purposes, said fence shall be reasonably landscaped, said landscaping to be located between the fence and Interstate 66 right-of-way.	This Proffer specifies that no chain link fences shall be located within thirty feet of the Catharpin Road or John Marshall Highway frontages of the Property.	Fencing. No chain link fences shall be located immediately adjacent <u>to within thirty (30') feet of</u> the Catharpin Road or John Marshall Highway frontages on the Property. In the event a chain link fence is constructed on the Property along the Interstate 66 frontage of the Property for security or safety purposes, said fence shall be reasonably landscaped, said landscaping to be located between the fence and Interstate 66 right-of-way.
4.7	Covenants, conditions and restrictions regarding the coordinated development of the site. Applicant shall prepare such covenants, conditions and restrictions as may be reasonably necessary to coordinate development of the site including, by way of example, such items as architectural controls (including specifically controls relating to principal color schemes), coordinated landscaping, etc. Further, Applicant shall at all times contract with an organization charged with responsibility to oversee the on-going management and maintenance of the Property, including landscaping maintenance of common areas.	This Proffer remains the same.	
4.8	Building setback from Interstate 66 and landscaping of such buffers. Applicant agrees that no building shall be constructed closer than one hundred and twenty five (125') feet from the existing right-of-way of Interstate Route 66, with landscaping to be provided as shown on the Comprehensive Landscape Plan.	This Proffer was amended slightly to specify that it applies to the existing VDOT right-of-way along I-66.	Building setback from Interstate 66 and landscaping of such buffers. Applicant agrees that no building shall be constructed closer than one hundred and twenty five (125') feet from the existing <u>VDOT</u> right-of-way of Interstate Route 66, with landscaping to be provided as shown on the Comprehensive Landscape Plan.
4.9	Commitment to quality of development and architectural treatments to enhance aesthetic appeal. The Applicant agrees to develop the subject property in such a manner so as to project a quality development and shall make every reasonable effort to accomplish this objective with the use of such design techniques as follows:	This Proffer was amended slightly to update the reference to the Property.	Commitment to quality of development and architectural treatments to enhance aesthetic appeal. The Applicant agrees to develop the subject p <u>Property</u> in such a manner so as to project a quality development and shall make every reasonable effort to accomplish this objective with the use of such design techniques as follows:
4.9.1	The Applicant agrees that the elevation of any structures to be constructed which face Interstate Route 66, Catharpin Road or Route 55 shall consist of such materials as wood, brick veneer, split-faced block,	This Proffer was amended slightly to update the reference to the Property and	The Applicant agrees that the elevation of any structures to be constructed which face Interstate Route 66, Catharpin Road or Route 55 shall consist of such materials as wood, brick veneer, split-faced block,

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	<p>precast stone or concrete, sitecast concrete or such other comparable materials. Recognizing that the marketplace mandates that certain identifying styles and colors be associated with particular users, the colors to be employed in connection with such exterior materials shall be consistent with industry standards for those individual users, but the predominant colors of all structures shall be so selected as to be harmonious with the overall color scheme of the project, and shall be of earth tones. All color schemes shall be subject to review and approval by an architectural review board under the architectural review process established in the covenants, conditions and restrictions required to be imposed on the Subject Property. Notwithstanding any other provision hereof, in the event that the Applicant proposes any color other than earth tone, it may submit color samples and conceptual renderings to the Zoning Administrator who shall approve such alternative colors if he or she finds that the proposal is harmonious with the overall earth tone color scheme of the project, consistently with the purpose and intent of this proffer. The Zoning Administrator's approval shall not be unreasonably withheld.</p>	<p>to include the materials used in connection with the exterior design.</p>	<p>precast stone or concrete, sitecast concrete or such other comparable materials. Recognizing that the marketplace mandates that certain identifying styles and colors be associated with particular users, the colors to be employed <u>and the materials used</u> in connection with such exterior materials shall be consistent with industry standards for those individual users, but the predominant colors of all structures shall be so selected as to be harmonious with the overall color scheme of the project, and shall be of earth tones. All color schemes shall be subject to review and approval by an architectural review board under the architectural review process established in the covenants, conditions and restrictions required to be imposed on the Subject Property. Notwithstanding any other provision hereof, in the event that the Applicant proposes any color other than earth tone, it may submit color samples and conceptual renderings to the Zoning Administrator who shall approve such alternative colors if he or she finds that the proposal is harmonious with the overall earth tone color scheme of the project, consistently with the purpose and intent of this proffer. The Zoning Administrator's approval shall not be unreasonably withheld.</p>
<p>4.9.2</p>	<p>The Applicant will design and articulate the surface of the side and rear elevations of buildings having an orientation toward, and substantial visibility from, Interstate 66 to break up expanses of uninterrupted building facades visible from Interstate 66. Design shall incorporate the use of recesses, offsets, and/or other architectural details and/or building materials to avoid blank and uninterrupted walls toward the Interstate, to implement the purpose of this proffer. Front, side and rear elevations may use different but compatible materials in their designs.</p>	<p>This Proffer remains the same. Now Proffer 4.9.2.</p>	
<p>4.10</p>		<p>This Proffer was added so that the requirements of Proffers 4.1 through 4.9 do not apply if the Property is developed with data center uses and to ensure any data center development conforms with the Special Use Permit that is being concurrently processed with this Proffer Amendment.</p>	<p><u>Notwithstanding the above, should the Property be developed with data center uses the requirements set forth in Proffers 4.1 through 4.9, shall not apply. If the Property is developed with data center uses it shall conform with SUP2020-XXXXX (as may be amended).</u></p>
<p>4.11</p>	<p>Phase I Archaeological Investigation. The Applicant agrees to conduct a Phase I Archaeological investigation of the site prior to the issuance of the first building permit for any use and to provide a copy thereof to the County, and shall consult in good faith with the County and any consultants retained by it, with respect to additional studies which may</p>	<p>This Proffer was removed because it is satisfied by the extensive cultural resources and archeological surveys that have been conducted for the Property,</p>	<p>Phase I Archaeological Investigation. The Applicant agrees to conduct a Phase I Archaeological investigation of the site prior to the issuance of the first building permit for any use and to provide a copy thereof to the County, and shall consult in good faith with the County and any consultants retained by it, with respect to additional studies which may</p>

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	be deemed warranted following such investigation. In the event that the Phase I investigation demonstrates that there is a need for a Phase II investigation, the Applicant shall permit the County or its designated agents ninety (90) days from the date of the delivery of the Phase I report within which to take such steps as they may be advised to conduct such a Phase II investigation, at the County's sole cost. The Applicant shall cooperate with the County in the conduct of a Phase II investigation, but shall have no obligation to effectuate or implement any conclusions or recommendations which may be contained in a Phase II report that are not otherwise mandated by law.	including a Phase I Survey, two Phase II Surveys, and a Phase III Survey.	be deemed warranted following such investigation. In the event that the Phase I investigation demonstrates that there is a need for a Phase II investigation, the Applicant shall permit the County or its designated agents ninety (90) days from the date of the delivery of the Phase I report within which to take such steps as they may be advised to conduct such a Phase II investigation, at the County's sole cost. The Applicant shall cooperate with the County in the conduct of a Phase II investigation, but shall have no obligation to effectuate or implement any conclusions or recommendations which may be contained in a Phase II report that are not otherwise mandated by law.
5	ENVIRONMENT		
5.1	Connection to public sewer and water. The Applicant agrees to connect to public sewer and water in connection with the development of this property.	This Proffer remains the same.	
5.2	Spill contingency plan. Any user or tenant on the Property who handles or produces hazardous chemical wastes or petroleum products shall be responsible for preparing a Spill Contingency Plan, attached hereto as Exhibit E and incorporated herein by reference, keeping the same posted on the premises and notifying the Fire Marshall's office in a timely manner in the event of a spill, resulting from or relating to the respective operation, of any such hazardous chemical waste or petroleum product on the Property. Said user or tenant shall assume full responsibility for all public expenses incurred in the clean-up of such a spill, whether on the respective site or elsewhere on the Property.	This Proffer was amended to remove the reference to Exhibit E because that form is no longer applicable. Please note that Exhibit E was removed from the proffers.	Spill contingency plan. Any user or tenant on the Property who handles or produces hazardous chemical wastes or petroleum products shall be responsible for preparing a Spill Contingency Plan, attached hereto as Exhibit E and incorporated herein by reference, keeping the same posted on the premises and notifying the Fire Marshall's office in a timely manner in the event of a spill, resulting from or relating to the respective operation, of any such hazardous chemical waste or petroleum product on the Property. Said user or tenant shall assume full responsibility for all public expenses incurred in the clean-up of such a spill, whether on the respective site or elsewhere on the Property.
5.3	Emergency response. All industrial users on the Property who may be required under OSHA regulations to fill out Material Safety Data Sheets on chemicals or materials stored or used on the Property shall provide a copy to the County and to the local fire department, the local Emergency Planning Committee and the State Emergency Response Commission prior to occupancy, and the Material Data Sheets shall be periodically updated and revised copies shall also be provided to the local Emergency Planning Committee.	This Proffer remains the same.	
5.4	Spill and emergency response notification requirements. The Applicant shall advise all tenants and users on the Property of the obligations as set forth herein; however, Applicant shall have no responsibility or liability for compliance with said obligations except as a tenant or user. In the event Applicant sells ground and/or improvements thereon, Applicant shall provide notice in the sales contract of the obligations set forth herein and shall be relieved from any further	This Proffer remains the same.	

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	responsibility or liability with reference to said obligations as they apply to said property and/or improvements.		
5.5	Contribution of funds for water quality monitoring. The Applicant agrees to pay to the County the sum of \$75.00 per acre, at the time of final site plan approval for any portion of the Subject Property, for the purpose of monitoring water quality.	This Proffer was amended slightly to update the reference to the Property.	Contribution of funds for water quality monitoring. The Applicant agrees to pay to the County the sum of \$75.00 per acre, at the time of final site plan approval for any portion of the Subject Property, for the purpose of monitoring water quality.
6	FIRE AND RESCUE Applicant shall make a monetary contribution in the amount of \$10,000 to the Prince William Board of County Supervisors for fire and rescue services in the area at the time an occupancy permit is issued for the 150,000th square foot of gross leasable area on the Subject Property. Applicant shall make an additional monetary contribution in the amount of \$20,000 for the same purpose at the time an occupancy permit is issued for the 450,000th square foot of gross leasable area on the Subject Property.	This Proffer was amended slightly to change gross lease area to GFA and update references to the Property.	FIRE AND RESCUE Applicant shall make a monetary contribution in the amount of \$10,000 to the Prince William Board of County Supervisors for fire and rescue services in the area at the time an occupancy permit is issued for the 150,000th square foot of gross leasable area <u>GFA</u> on the Subject Property. Applicant shall make an additional monetary contribution in the amount of \$20,000 for the same purpose at the time an occupancy permit is issued for the 450,000th square foot of gross leasable area <u>GFA</u> on the Subject Property.
7	CONTRIBUTION TO JAMES LONG PARK. The Applicant shall make a monetary contribution to the Prince William Board of Supervisors in the amount of \$10,000 to be applied to development of James Long Park. Said contribution shall be paid at the time of site plan approval for the first development on the Subject Property.	This Proffer was amended slightly to update the reference to the Property.	CONTRIBUTION TO JAMES LONG PARK. The Applicant shall make a monetary contribution to the Prince William Board of Supervisors in the amount of \$10,000 to be applied to development of James Long Park. Said contribution shall be paid at the time of site plan approval for the first development on the Subject Property.
8	CONTRIBUTION TO THE MASTER GARDENER'S PROGRAM. The Applicant shall contribute the sum of \$5,000 to the Prince William County Board of County Supervisors at the time of site plan approval for the first development on the Subject Property, for use in the Master Gardener's Program operated by the VPI Cooperative Extension Service, and shall, during development of the Subject Property, identify a mutually acceptable intersection or other suitable site to be landscaped by or under the direction of that Program.	This Proffer was amended slightly to update the references to the Property.	CONTRIBUTION TO THE MASTER GARDENER'S PROGRAM. The Applicant shall contribute the sum of \$5,000 to the Prince William County Board of County Supervisors at the time of site plan approval for the first development on the Subject Property, for use in the Master Gardener's Program operated by the VPI Cooperative Extension Service, and shall, during development of the Subject Property, identify a mutually acceptable intersection or other suitable site to be landscaped by or under the direction of that Program.
9	PROVISION OF FACILITIES FOR POLICE PRESENCE WITHIN SOUTHVIEW. In order to assist in providing enhanced security for the Gainesville-Haymarket area, the Applicant shall make available space for police use within the development, as is mutually agreeable to the Applicant and the Prince William County Chief of Police.	This Proffer was amended so that it does not apply if the Property is developed with data center uses.	PROVISION OF FACILITIES FOR POLICE PRESENCE WITHIN SOUTHVIEW. In order to assist in providing enhanced security for the Gainesville-Haymarket area, the Applicant shall make available space for police use within the development, as is mutually agreeable to the Applicant and

Attachment: Planning S1 - Gaines Technology Park PRA-2020_0803 (4619 : One Mile Review)

			the Prince William County Chief of Police. This proffer shall not apply if the Property is developed with data center uses.
		This Proffer was added to include applicable waiver and modification requests.	10 WAIVERS & MODIFICATIONS
		This Proffer was added to increase the maximum building height to seventy-five feet, if data center uses are developed on the Property (or a portion thereof).	10.1 Pursuant to Section 32-400.03.2 of the Zoning Ordinance, approval of this Proffer Amendment shall constitute a waiver/modification of Section 32-401.14.5 to permit a maximum height of seventy-five feet (75') should the Property (or a portion thereof) be developed with data centers uses.
		This Proffer was added to increase the maximum FAR, if data center uses are developed on the Property (or a portion thereof).	10.2 Pursuant to Section 32-400.04.3 of the Zoning Ordinance, approval of this Proffer Amendment shall constitute a waiver/modification of Section 32-401.14.4 of the Zoning Ordinance to permit a maximum FAR to .6 should the Property (or a portion thereof) be developed with data centers uses.
		This Proffer was added to maintain the signage approved with the Original Rezoning.	10.3 Pursuant to Section 32-250.23.6 of the Zoning Ordinance, approval of this Proffer Amendment shall constitute a waiver/modification of Section 32-250.28 of the Zoning Ordinance to permit the signage set forth above in Proffer 3.
10	<p>ESCALATOR PROVISION FOR MONETARY PROFFERS.</p> <p>All monetary contributions provided for herein shall be adjusted to account for inflationary effects during the period of time following the approval of the rezoning by the Prince William County Board of County Supervisors. All contribution amounts will be adjusted by the percentage change in the Consumer Price Index for all Urban Consumers (CPI-U), as calculated from the date of zoning approval by the Board of County Supervisors to the date of payment, or six per cent (6%) per year, whichever is less.</p>	<p>This Proffer was amended to make applicable to this Proffer Amendment. Now Proffer 11.</p>	<p>ESCALATOR PROVISION FOR MONETARY PROFFERS.</p> <p>All monetary contributions provided for herein in this Proffer Amendment shall be adjusted to account for inflationary effects during the period of time following the approval of the rezoning by the Prince William County Board of County Supervisors. All contribution amounts will be adjusted by the percentage change in the Consumer Price Index for all Urban Consumers (CPI-U), as calculated from the date of zoning approval by the Board of County Supervisors to the date of payment, or six per cent (6%) per year, whichever is less.</p>

ENVIRONMENTAL RESOURCES (PER COMPREHENSIVE PLAN)

Wetlands and Waters of the U.S.	Total
Wetlands (PEM & PFO)	200,700 square feet (4.61 acres)
Waters of the U.S. (R4 Stream)	3,487 linear feet

*ADDITIONAL ENVIRONMENTAL RESOURCES INCLUDING HIGHLY ERODIBLE SOILS ARE MAPPED ONSITE AS SHOWN HEREON.

PERVIOUS VS IMPERVIOUS SURFACES TABLE

	Impervious Acreage	Pervious Acreage
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Proposed Conditions	±84.20 Acres	±14.11 Acres

- LEGEND
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Map Unit	Map Unit Name	Highly Erodible?	Highly Permeable?
1A	Aden silt loam	No	No
4B	Arcola silt loam	Yes	No
5C	Arcola-Nestoria complex	Yes	No
13B	Catlett-Sycoline	No	No
13C	Catlett-Sycoline	Yes	No
17A	Dulles silt loam	No	No
28B	Haymarket silt loam	Yes	No
30B	Jackland silt loam	No	No
33C	Legore-Oakhill	Yes	No
35B	Manassas silt loam	No	No
38B	Meadowville loam	No	No
40B	Montalto silty clay	No	No
43D	Nestoria gravelly silt loam	Yes	No
46B	Panorama silt loam	No	No
48A	Reaville silt loam	No	No
53B	Sycoline-Kelly	Yes	No
56A	Waxpool silt loam	No	No

- ECA NARRATIVE AND NOTES:
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GAINES
 TECHNOLOGY PARK
 PRINCE WILLIAM COUNTY

ENVIRONMENTAL
 CONSTRAINTS ANALYSIS

REVISIONS

DATE	COMMENTS
7-14-20	REV PER PARCEL INCL. (ISM)

SHEET 1 OF 2

SCALE: 1" = 100"

PROJECT DATE: 7-10-20

DRAFT: JSM CHECK: AMS

FILE NUMBER: 2001

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REVISIONS

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7-14-20	REV PER PARCEL INCL. (ISM)

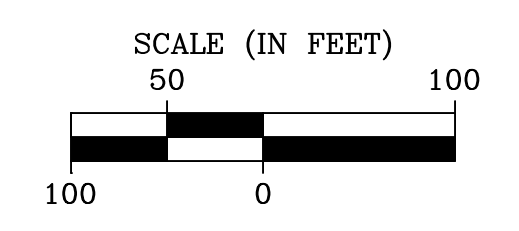
SHEET 2 OF 2

SCALE: 1" = 100'

PROJECT DATE: 7-10-20

DRAFT: JSM CHECK: AMS

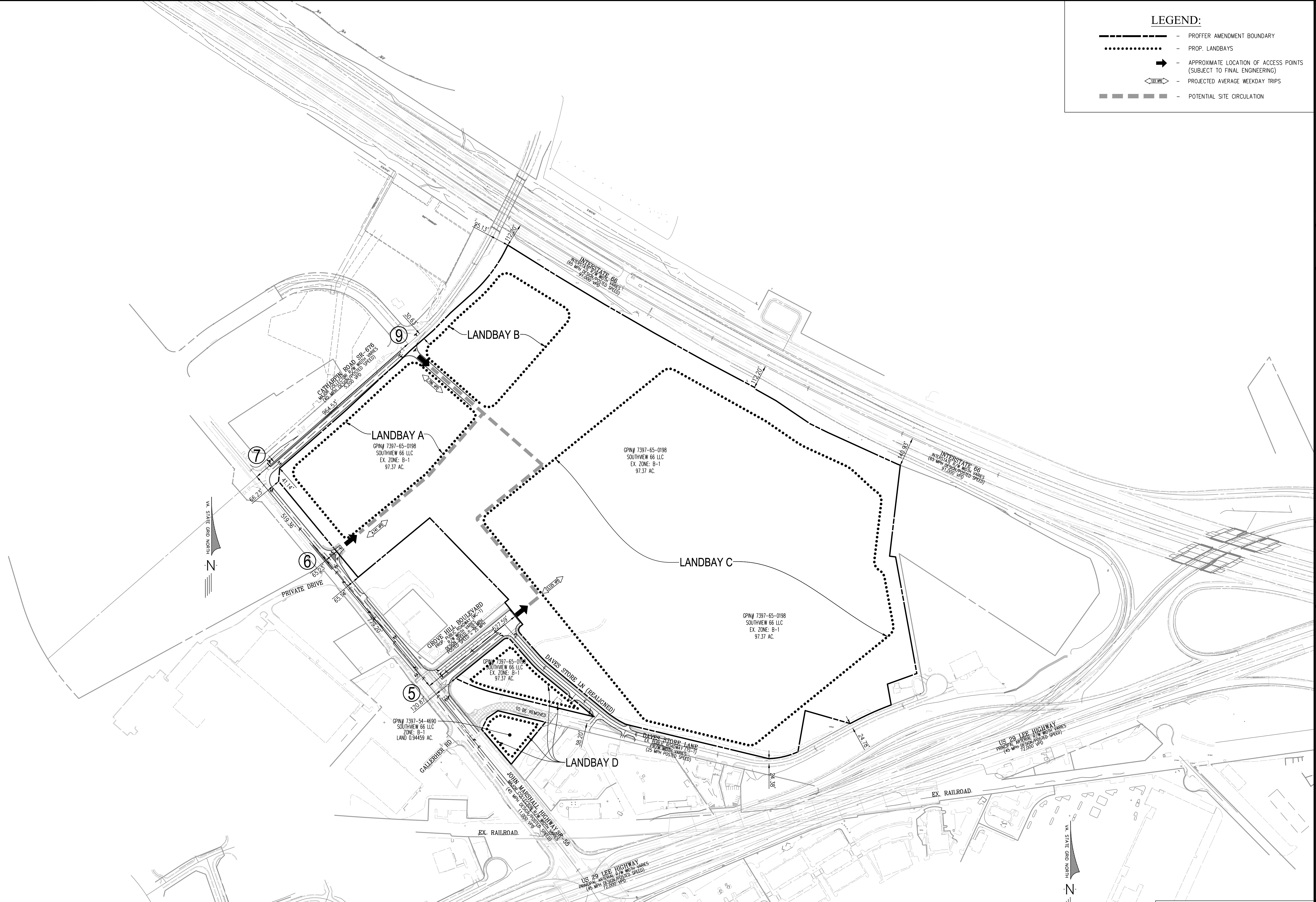
FILE NUMBER: 2001



Urban, Ltd. - J. VOBS Grove at Gainesville Rezoning (CDP-FDP-SPEX) 13028-00-TRANSPORTATION (PROPOSED) dwg [PROP TRANS] July 16, 2020 - 1:50pm awalio

LEGEND:

- - - - - PROFFER AMENDMENT BOUNDARY
- PROP. LANDBAYS
- ➔ APPROXIMATE LOCATION OF ACCESS POINTS (SUBJECT TO FINAL ENGINEERING)
- ↔ PROJECTED AVERAGE WEEKDAY TRIPS
- ▬▬▬▬▬ POTENTIAL SITE CIRCULATION



<p>PROPOSED TRANSPORTATION</p> <p>GAINES TECHNOLOGY PARK</p> <p>TRANSPORTATION PLAN</p> <p>GAINESVILLE DISTRICT</p> <p>PRINCE WILLIAM COUNTY, VIRGINIA</p> <p>SCALE: 1" = 200'</p>	<p>DATE: JULY, 2020</p> <p>C.I. = N/A</p>						
<p>SHEET</p> <p>01</p> <p>OF</p> <p>01</p>	<p>FILE No.</p> <p>TRANS-01</p>						
<p>Attachment: Planning S1 - Gaines Technology Park PRA-2020_0803 (4619 : One Mile Review)</p>							
<p>Urban, Ltd. 4000 TECHNOLOGY CT. CHANTILLY, VA, 20151 TEL: 703.642.2266 FAX: 703.642.2266 www.urban-llc.com</p>	<p>REVISIONS</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>NO.</th> <th>DATE</th> <th>DESCRIPTION</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	NO.	DATE	DESCRIPTION			
NO.	DATE	DESCRIPTION					
<p>COMMONWEALTH OF VIRGINIA CLAYTON C. TOOK Lic. No. 038790 07/11/2020 PROFESSIONAL ENGINEER</p>	<p>PLAN DATE</p> <p>07/17/20</p>						



COUNTY OF PRINCE WILLIAM

5 County Complex Court, Prince William, Virginia 22192-9201
(703) 792-7615 Metro 631-1703 Ext. 7615 FAX (703) 792-4401
www.pwcgov.org/planning

Rebecca Horner, AICP, CZA
Director of Planning

August 03, 2020

The attached packet is provided for review and comment from the following agencies:

- Building Official (DS900)
- County Archaeologist (DS940)
- Crime Prevention Police (MA210)
- DoIT Telecom (EA703)
- Economic Development (MA286)
- Fire Marshal's Office (DS920)
- Historical Commission (DS940)
- Land Development Case Manager (DS940)
- Long Range Planning (DS940)
- NOVEC
- Planning Case Planner
- Planning GIS Specialist - JBM (DS940)
- Proffer Administrator (DS940)
- Service Authority (SA317)
- Town of Haymarket
- Transportation Department (DS990)
- VDOT Fairfax (MA290)
- Watershed Management (DS930)

RE: SUP2021-00002, Gaines Technology Park SUP
SPECIAL USE, SPECIAL USE PERMIT

MAGISTERIAL DISTRICT: 20 - Gainesville

REQUEST: This is a request is to allow for a data center use subject to the approval of the proffer amendment application #REZ2021-00001, Gaines Technology Park which is being concurrently proccsed with this special use permit. ****1st Submission****

GPIN(s): 7397-54-4690 7397-65-0198

Your comments should:

- 1) address the anticipated impacts of the proposal on the goals, policies and action strategies of the 2008 Comprehensive Plan;
- 2) address the anticipated impacts of the proposal on the services of your department;
- 3) address any site specific concerns which are materially relevant to the requested land use decision;
- 4) list minimum development standards which may conflict with the proposed development or require special consideration in the Planning Office's analysis of the proposal.

Your assigned Case Planner is **Keasha Hall**. Please use **eReview** to submit your comments. Reviewers without eReview access should submit their comments by email to **rthornton@pwcgov.org**.

Your comments should be directed to **Randy Thornton** and received no later than **August 31, 2020**. Your cooperation is appreciated.

Attachment: Planning S1 - Gaines Technology Park SUP-2020_0803 (4619 : One Mile Review)

SUPERVISOR - PETE K. CANDLAND
COMMISSIONER - RICHARD BERRY
BOARD CHAIRMAN - ANN B. WHEELER
COMMISSIONER AT LARGE - DON TAYLOR
DEPUTY COUNTY EXECUTIVE - REBECCA HORNER
COUNTY ATTORNEY
COUNTY EXECUTIVE - CHRISTOPHER MARTINO
PC CHAIRMAN - BILL MILNE



**WALSH COLUCCI
LUBELEY & WALSH PC**

Brian Prater
(703) 680-4664 Ext. 5122
bprater@thelandlawyers.com
Fax: (703) 680-6067

July 17, 2020

Via E-Mail & Hand Delivery

Meika Daus
Current Planning Manager
PWC Planning Office
5 County Complex Court
Prince William, Virginia 22192

Re: Gaines Technology Park Special Use Permit
Application Submission

Dear Ms. Daus:

Enclosed please find the following items in connection with an application for a special use permit for the property located at 14300 John Marshall Highway (GPIN 7397-65-0198) (the "Property"). The Property is located at the southeastern corner of the intersection of Catharpin Road and Route 55.

1. An original, executed Application for Special Use Permit;
2. A Request for Modification or Waiver of Standards Form;
3. A check payable to Prince William County in the amount of \$7,225, which represents the filing fee and Service Authority review fee for the special use permit application;
4. Completed Fee Calculation Worksheet;
5. Executed Interest Disclosure Affidavit;
6. Executed Adjacent Property Owners' Affidavit;
7. The names and mailing addresses of the subject property owners within 1,320 feet of the subject property;
8. A Narrative Statement dated July 17, 2020;
9. A completed Cultural Resources Assessment and Record Check form, signed by the County Archaeologist;
10. A completed Application for Deferral of Traffic Impact Analysis, signed by Prince William County Department of Transportation on June 22, 2020;
11. A completed Perennial Flow Determination (PFD) Revalidation;

ATTORNEYS AT LAW

703 680 4664 ■ WWW.THELANDLAWYERS.COM
4310 PRINCE WILLIAM PARKWAY ■ SUITE 300 ■ PRINCE WILLIAM, VA 22192

LOUDOUN 703 737 3633 ■ ARLINGTON 703 528 4700

Meika Daus
 July 17, 2020
 Page 2

12. Two (2) copies of the vesting Deeds for the Property;
13. Five (5) copies of the Proposed Conditions dated July 17, 2020;
14. Fourteen (14) full size copies and one (1) 8 ½" x 11" reduction of the environmental constraints analysis entitled "Environmental Constraints Analysis Gaines Technology Park," prepared by TNT Environmental, dated July 10, 2020;
15. Twenty-five (25) 11" x 17" copies and one (1) 8 ½" x 11" reduction of the alternative entrance exhibit, entitled "Data Center Entrance Alternative," prepared by Urban, Ltd., dated July 17, 2020;
16. Twenty-five (25) full size copies and one (1) 8 ½" x 11" reduction of the existing conditions sheet, entitled "Existing Conditions Gaines Technology Park," prepared by Urban, Ltd., dated July 17, 2020; and
17. Twenty-five (25) full size copies and one (1) 8 ½" x 11" reduction of the special use permit plan, entitled "Gaines Technology Park Special Use Permit Plan," prepared by Urban, Ltd., dated July 17, 2020.

Once you have had an opportunity to review the application, together with the supporting documents, please contact me immediately if any additional information is required for acceptance. Thereafter, I will look forward to receiving the case planner's summary letter (and copies of the agencies' comments) and to having a post-submission meeting in approximately thirty (30) to forty-five (45) days.

Thank you for your assistance in connection with this application.

Very truly yours,

WALSH, COLUCCI, LUBELEY & WALSH, P.C.

Brian Prater

BWP

Enclosures

cc: Arthur Fuccillo (via email only)
 Stuart Miller (via email only)
 Clayton Tock (via email only)

P1010323.DOCX

Attachment: Planning S1 - Gaines Technology Park SUP-2020_0803 (4619 : One Mile Review)

APPLICATION FOR A SPECIAL USE PERMIT

TO THE BOARD OF COUNTY SUPERVISORS OF PRINCE WILLIAM COUNTY, VIRGINIA

Case Name: Gaines Technology Park

The undersigned, being all of the owner(s), contract purchasers or the respective duly authorized agents thereof, do hereby petition for a special use permit to allow the following (state the purpose of the application):

Data center

GPIN	Zoning	Acres
7397-65-0198	B-1	97.37

Property Location: Describe the location of the property by distance, in feet or portion of a mile, and direction from an intersection of two (2) public roads or streets:

The property is located at the southeastern corner of the intersection of Catharpin Road and John Marshall Highway.

The name(s), mailing address(es), and telephone number(s) of owner(s), authorized agent(s), contract purchaser/lessee, and engineer(s) as applicable are (attach additional pages if necessary):

Owner of Property*

Name: Southview 66, LLC
c/o Arthur Fuccillio
 Mailing Address: 2000 Tower Oaks BLVD, 8th Floor
Rockville, MD 20852
 Phone: _____
 Email: _____

Authorized Agent(s)*

Name: Pete Dolan / Brian Prater
Walsh, Colucci, Lubeley & Walsh, P.C.
 Mailing Address: 4310 Prince William Parkway, Ste. 300
Woodbridge, Virginia 22192
 Phone: 703-680-4664
 Email: pdolan@thelandlawyers.com/bprater@thelandlawyers.com

Contract Purchaser/Lessee*

Name: _____
 Mailing Address: _____
 Phone: _____
 Email: _____

Engineer*

Name: Clayton Tock
Urban, Ltd.
 Mailing Address: 4200d Technology Court
Chantilly, VA 20151
 Phone: _____
 Email: ctock@urban-ltd.com

*Check the box next to the contact to which correspondence should be sent.

Attachment: Planning S1 - Gaines Technology Park SUP-2020_0803 (4619 : One Mile Review)

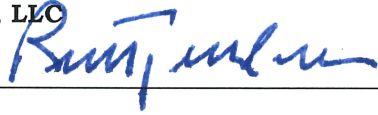
APPLICATION FOR SPECIAL USE PERMIT (cont.)

SIGNATURE PAGE

I have read this application, understand its intent, and freely consent to its filing. Furthermore, I have the power to authorize and hereby grant permission to Prince William County officials and other authorized government agents on official business to enter the property as necessary to process this application.

Signed this 10 day of July, 2020

SOUTHVIEW 66, LLC

BY: 

NAME: Robert K. Tanenbaum

TITLE: Manager

(If anyone other than owner is signing, Power of Attorney must be attached.)

P1005252.DOCX

Attachment: Planning S1 - Gaines Technology Park SUP-2020_0803 (4619 : One Mile Review)

Request for Modification or Waiver of Standards

Whenever any standard imposed by any provision of the Zoning Ordinance or other County ordinance may be waived or modified by special use permit conditions approved by the Board of County Supervisors, this form must accompany an application for special use permit for such waiver or modification, and may constitute the whole of or a part of such application.

Applicant: _____

Case Name: _____

Please indicate the requested modification(s) or waiver(s) below. Attach a written statement describing the requested modification or waiver, referencing the citation, and providing justification for each request.

Waiver of specific requirements of the Subdivision Ordinance, Zoning Ordinance, or Design and Construction Standards Manual (DCSM) as it relates to a Town Center Special Use Permit application. (See Section 32-280.34 of the Zoning Ordinance)

Modification of development standards

Building height

Floor Area Ratio (FAR)

Signs (Sections 32-300.05, 32-400.03, 32-400.04 or 32-250.23 and 32-250.24 of the Zoning Ordinance)

Modification or Waiver of large, freestanding retail use (big box) standards:

Architectural Design, Landscaping, Lighting, Operations, Parking, or Pedestrian Access (Section 32-400.15 of the Zoning Ordinance)

Waiver of DCSM requirements (generally)

Plans containing waivers or modifications of DCSM requirements should be coordinated with the Rezoning, Proffer Amendment, or Special Use Permit application. A list of waivers and a justification for each must be provided in the narrative statement.

Attachment: Planning S1 - Gaines Technology Park SUP-2020_0803 (4619 : One Mile Review)

NARRATIVE STATEMENT
GAINES TECHNOLOGY PARK SPECIAL USE PERMIT
GPIN: 7397-65-0198
Owner/Applicant: Southview 66, LLC

July 17, 2020

Introduction. The Applicant, Southview 66, LLC, (hereinafter, the “Applicant”), is the owner of the property located at 14300 John Marshall Highway identified as G.P.I.N. 7397-65-0198 (the “Property”). The Property consists of approximately ± 97.37 acres and is located on the southeastern corner of the intersection of Catharpin Road and Route 55.

The Property is zoned B-1, General Business and subject to the proffers approved with REZ1997-0004 (the “Original Rezoning”). The Applicant seeks this special use permit to allow for the Property to be developed with up to a maximum of 2,545,000 square feet of data center uses. This special use permit application is submitted contemporaneously with a proffer amendment application that seeks to amend the aforementioned proffers to allow for increased building height and square footage, in the event the Property, or a portion thereof, is developed with data center uses.

As part of this special use permit application, the Applicant seeks a modification to the floor area ratio (FAR) standards in the B-1 zoning district to permit increased square footage (up to .6 FAR) for the data center use. Additionally, the Applicant seeks a building height modification to permit data center buildings to be a maximum of 75 feet.

Land Use. The Property is zoned B-1, General Business and subject to proffers approved with the Original Rezoning. The Property is designated RCC, Regional Commercial Center in the Comprehensive Plan. The approved retail center remains consistent with the RCC designation. Data centers are permitted by special use permit in B-1. The Property is surrounded by CEC, Community Employment Center, REC, Regional Employment Center, and RCC. This special use permit is generally compatible with the surrounding land use designations, and landscape buffers are provided along the property boundaries.

Community Design. This special use permit seeks to allow the Property to be developed with data center uses, which will be limited to a maximum 2,540,000 square feet. The Applicant will provide landscaping and buffers as shown on the special use permit plan submitted with this application. Additionally, the Applicant will provide certain architectural design standards that align with the design guidelines set forth in the Data Center Opportunity Zone Overlay District (Z.O. Sec. 32.509-02.4). The Applicant proposes a minimum building setback of one hundred twenty-five feet (125') from the I-66 VDOT right of way along the northern boundary of the Property.

Cultural Resources. A completed Cultural Resource Assessment and Record Check, signed by the County’s Archeologist on June 11, 2020 is submitted as a part of this application. The County Archeologist indicated that *“further cultural resource review by the County Archaeologist is not warranted.”* Pursuant to the Original Rezoning and in connection with potential development, the Applicant conducted a Phase I Survey, two Phase II Surveys, and a Phase III Survey for the Property.

Economic Development. This special use permit and the proposed data center use is consistent with the County's objective of enhancing employment opportunities and enhancing the tax base in Prince William County. This special use permit will allow the site to be developed as a data center, which will positively affect the economic development opportunities associated with the Property. Tax revenues generated by the ability to develop the Property as a data center use will result in a positive economic benefit to the County by enhancing the non-residential tax base which is consistent with the Prince William County Strategic Plan 2017-2020. Data center uses are identified as a Targeted Industry by Prince William County Economic Development.

Environment. According to County Mapper, there are no mapped Resource Protection Areas located on the Property. For more details please see the Environmental Constraints Analysis entitled "Gaines Technology Park," prepared by TNT Environmental, dated June 29, 2020, submitted as part of this application.

Fire and Rescue. Based on Prince William County's GIS Public Safety Fire & Rescue Safety Finder, the Property appears to be located within the four minute Response Time Area from Prince William County Fire & Rescue Station 4. Station 4 serves the Gainesville and Haymarket areas with one ambulance, one medic unit, two pumpers, one brush truck, one heavy rescue, one ladder truck, and one collapse rescue unit. The proposed special use permit should not have a significant impact upon levels of service for fire and rescue.

Housing. This special use permit will have no impact on housing.

Libraries. This special use permit will have no impact on the Library Element of the Comprehensive Plan.

Parks and Open Space. This special use permit will have no impact on the demand for park acreage and recreational facilities.

Police/CPTED. Based on the Police Facilities map, it appears that the Property will be served by the Western District Station. The proposed special use permit will have no significant impact upon established level of service standards for police.

Potable Water. The Property will be served by public water.

Schools. This special use permit will have no impact on schools.

Sewer. The Property will be served by public sewer.

Transportation. An Application for Deferral of Traffic Impact Analysis signed by George Phillips of Prince William County Department of Transportation on June 11, 2020 is included with the application materials. Mr. Phillip's determined that a traffic impact analysis was not required because "the data center has significantly lower trip generation when compared to the approved retail/outlet uses." Access to the site shall be provided as shown on the SUP Plan submitted with this application.

Modifications and Waivers. The Applicant seeks the following modifications and waivers:

- **Height Modification:** Pursuant to Section 32-400.03.2 of the Zoning Ordinance, a modification to increase the maximum height to seventy-five feet (75') for data center uses.
Justification: The data center market is rapidly expanding and the demand for data center square footage remains high. As a result, many data centers are looking to increase available square footage for data by developing with two-story buildings, which corresponds to building heights of approximately 75 feet. The increase in height allows for additional FAR for data center uses which is consistent with the Board's policy of allowing an increased FAR for data centers.
- **FAR Modification:** Pursuant to Sec. 32-400.04.3 to permit an FAR greater than what is permitted by-right in the underlying zoning district.
Justification: Aligning with the BOCS' policy of allowing increased FAR for data centers, the Applicant seeks this special use permit to increase the permitted maximum FAR to .6 to allow for the maximum GFA to be 2,545,000 sq. ft. This increase in square footage will only apply to data center uses on the Property. All other uses would be limited to the proffered GFA of 1,132,560 sq. ft.

P1010175.DOCX

Cultural Resources Assessment and Record Check for Pending Development Applications

This is a desk review of the project and is subject to change if additional information becomes available.
Contact the Planning Office at 703-792-7615 or planning@pwcgov.org for more information.

Project Name: Gaines Technology Park

Project GPIN/Address: 7397-65-0198

Applicant Name: Brian Prater - Walsh, Colucci, Lubeley & Walsh, PC **Phone:** 703-680-4664

Email: bprater@thelandlawyers.com **Fax:** _____

Visual Inspection Findings: _____

COUNTY ARCHAEOLOGIST OFFICIAL USE

COUNTY RECORDS CHECK: (Verify reference to site on the following)

- | | | |
|--|---------|--------|
| 1. Prince William County Cultural Resources Map (GIS) | Yes ___ | No ___ |
| 2. 1820 Prince William County Map (Wood) | Yes ___ | No ___ |
| 3. 1901 Prince William County Map (Brown) | Yes ___ | No ___ |
| 4. 1904 Army Maneuvers Map | Yes ___ | No ___ |
| 5. 1915-1927 USGS 15 Minute Quad Maps | Yes ___ | No ___ |
| 6. 1933 Virginia Highway Map | Yes ___ | No ___ |
| 7. Eugene Scheel's Historic Prince William Map | Yes ___ | No ___ |
| 8. Eugene Scheel's African American Heritage Map | Yes ___ | No ___ |
| 9. County Register of Historic Sites (CRHS) | Yes ___ | No ___ |
| 10. High Sensitivity Areas - Historic Sites Map | Yes ___ | No ___ |
| 11. High Sensitivity Areas - Prehistoric Sites Map | Yes ___ | No ___ |
| 12. The Official Military Atlas of the Civil War | Yes ___ | No ___ |
| 13. Civil War Map from the Library of Congress | Yes ___ | No ___ |
| 14. American Battlefield Protection Program Maps | Yes ___ | No ___ |
| 15. Map of Fairfax, Loudoun, & Prince William Counties | Yes ___ | No ___ |
| 16. USGS Topographic Maps | Yes ___ | No ___ |
| 17. Other _____ | | |

FINDINGS:

- A CRHS or a Prehistoric or Historic High Sensitivity Area is checked** on the list above, therefore, a Phase I Cultural Resources Survey* must be submitted with Rezoning and Special Use Permit applications per Sections 32-700.20(9) and 32-700.50(3)(a) of the Zoning Ordinance.
- There is a medium to high potential for finding archaeological sites and or historic structures** on the project area, therefore, a Phase I Cultural Resources Survey* must be submitted with Rezoning and Special Use Permit applications per Sections 32-700.20(9) and 32-700.50(3)(a) of the Zoning Ordinance.
- No archaeological and historic sites or graves are recorded on the project area.**
- Further cultural resource review by the County Archaeologist is not warranted** due to ground disturbance or recommendations of no further work from prior cultural resource survey reports.

COMMENTS: Property previously subject to PHS, II and III (data recovery)

County Archaeologist Signature: *Justin Patton* Date: *June 16, 2020*

This assessment is valid for one year from the County Archaeologist's signature date.
*All scopes of work must be approved by the County Archaeologist prior to initiation of work.

Attachment: Planning S1 - Gaines Technology Park SUP-2020_0803 (4619 : One Mile Review)

APPLICATION FOR DEFERRAL OF TRAFFIC IMPACT ANALYSIS (TIA)
(to be completed with assistance from PWC Transportation Department)

To be completed by applicant:

Applicant Name: Southview 66 LLC Phone: _____

Proposed Use: Data Center

Location: GPIN:#7397-65-0198 Lot Size: 97.16 acres

Check one:

Rezoning Special Use Permit Other: Proffer Amendment

To be completed by applicant:				To be completed by PWC Transportation Department:				
Tract/Use	Area	Zoning	Land Use	ITE Code	(ITE Latest Edition Trip Rate)	Trips/24 Hours	Trips/AM Peak	Trips/PM Peak
Proposed Use	2,540 KSF	B-1	Data Center	160	0.99	2,515	325	274
Approved Use	4,132.56 KSF	B-1	Outlet Center	823	26.59	30,115	759	816
Difference						-27,600	-434	-542
Total						-27,600	-434	-542
1200 Daily Trips or 100 Peak Hour Trips						Yes		
						No	X	X

FOR OFFICE USE ONLY

A TIA (three copies and two information disks) is required to be submitted with the application. The consultant preparing the analysis must meet with the PWC Department of Transportation and VDOT to discuss the scope and requirements of the analysis before beginning the analysis. Additionally, at the scoping session, VDOT will determine whether a 527 review is required, as well as the applicable fee.

A TIA is not required to be submitted at this time. The traffic generated by the proposed development does not appear to exceed the thresholds established in §602.01 of the Prince William County Design and Construction Standards Manual (DCSM). However, a TIA may be required later in the rezoning/special use permit process or during the site plan review process if subsequent details warrant a TIA. The applicant should also be aware that a 527 review may be required by VDOT and may want to contact VDOT to verify whether a 527 review will be warranted.

A TIA has been waived by the Director for the following reasons: _____

Reviewed by (print name): George Phillips Date: 6/22/2020

Additional Notes: The proposed use represents a significant trip reduction when compared to the approved retail uses.

Attachment: Planning S1 - Gaines Technology Park SUP-2020_0803 (4619 : One Mile Review)

TECHNICAL MEMORANDUM

To:	Elizabeth Scullin, PE	Prince William County Department of Transportation
CC:	Art Fucillo	Lerner
	Stuart Miller	Lerner
	Jonelle Cameron	Walsh, Colucci, Lubeley & Walsh, P.C.
	Peter Dolan	Walsh, Colucci, Lubeley & Walsh, P.C.
	Brian Prater	Walsh, Colucci, Lubeley & Walsh, P.C.
From:	Steven Dauterman, EIT, RSP1	Gorove Slade Associates Inc.
	Niraja Chandrapu, PE, PTOE	Gorove Slade Associates Inc.
	Chad Baird	Gorove Slade Associates Inc.
Date:	June 18, 2020	

Subject: The Gaines Technology Park- Trip Generation Comparison

Introduction

This memorandum presents a trip generation comparison for the Gaines Technology Park development, previously called The Grove at Gainesville, between the proposed data center development and the previously approved development.

Background

The Gaines Technology Park is generally situated north of Lee Highway (Route 29), south of Catharpin Road, and east of John Marshall Highway (Route 55) in Prince William County, Virginia. The site is located on one parcel of land, totaling approximately 97.16 acres, which is identified as GPIN 7397-65-0198 (the "Property"). The Property is currently zoned B-1, General Business subject to proffers associated with rezoning REZ1997-0004 (the "Original Rezoning") and is designated as RCC, Regional Commercial Center on the Prince William County Long-Range Land-Use Map.

In 2016, a site plan for public improvements was filed for the Property (SPR2016-00061) and the traffic impacts of the site were assessed and discussed in a traffic impact study conducted by Gorove Slade. The findings and conclusions of the study were found acceptable by Prince William County staff and the Virginia Department of Transportation. The aforementioned traffic impact study assumed that the development would consist of nearly a 1.132560 million square-foot factory outlet center as permitted by the Original Rezoning.

The Applicant plans to seek a proffer amendment and a special use permit on the Property in order to construct nearly 2.54 million square feet of data center uses.

Attachment: Planning S1 - Gaines Technology Park SUP-2020_0803 (4619 : One Mile Review)

Site Trip Generation for the Approved Development Program

Based on the approved traffic impact study, the trip generation for the site was assessed using the Institute of Transportation Engineers' (ITE) Trip Generation Manual, 9th Edition. The site trip generation for the weekday morning (AM) peak hour, weekday afternoon (PM) peak hour, typical weekday daily, Saturday (SAT) peak hour, and Saturday daily are illustrated below in **Table 1**.

Table 1: Approved Development Program Site Trip Generation (ITE 9: Peak Hour of the Adjacent Street)

Land Use	ITE Code	Size	Weekday						Weekend				
			AM Peak Hour			PM Peak Hour			Daily Total	Saturday Peak Hour			Sat Daily Total
			In	Out	Total	In	Out	Total		In	Out	Total	
Outlet center (Phase 1 and Phase 2)	823	1,133 kSF of GFA	554	205	759	384	432	816	30,115	2,189	2,103	4,292	46,401
Total			554	205	759	384	432	816	30,115	2,189	2,103	4,292	46,401

As illustrated in the table above, the approved site development would be anticipated to generate 759 trips during the AM peak hour, 816 trips during the PM peak hour, 30,115 trips throughout a typical weekday, 4,292 trips during the Saturday peak hour, and 46,401 trips throughout a typical Saturday.

Site Trip Generation for the Proposed Development Program

The proposed data center development for The Gaines Technology Park is anticipated to consist of approximately 2.54 million square feet of data center uses.

In order to calculate the trips that would be generated by the proposed development, the Institute of Transportation Engineers' (ITE) Trip Generation Manual, 10th Edition, was utilized. The site trip generation for the proposed development is illustrated in **Table 2**.

Table 2: Proposed Site Trip Generation (ITE 10: Peak Hour of the Adjacent Street)

Land Use	ITE Code	Size	Weekday						Weekend				
			AM Peak Hour			PM Peak Hour			Daily Total	Saturday Peak Hour			Sat Daily Total
			In	Out	Total	In	Out	Total		In	Out	Total	
Data Center	160	2,540 kSF of GFA	179	146	325	82	192	274	2,515	0	0	0	0
Total			179	146	325	82	192	274	2,515	0	0	0	0

As illustrated in the table above, the proposed development is anticipated to generate 325 trips during the AM peak hour, 274 trips during the PM peak hour, and 2,515 trips throughout a typical weekday. The ITE Manual does not provide any trip generation for the data center during Saturdays. Therefore, the data center is expected to generate zero trips during Saturdays.

A comparison of the proposed and the approved development programs is illustrated in **Table 3**.

Table 3: Proposed vs Approved Development Comparison

Land Use	ITE Code	Size	Weekday						Weekend				
			AM Peak Hour			PM Peak Hour			Daily Total	Saturday Peak Hour			Sat Daily Total
			In	Out	Total	In	Out	Total		In	Out	Total	
Proposed Data Center	160	2,540 kSF of GFA	179	146	325	82	192	274	2,515	0	0	0	0
Approved Outlet center (Phase 1 and Phase 2)	823	1,133 kSF of GFA	554	205	759	384	432	816	30,115	2,189	2,103	4,292	46,401
Net Difference in Trips (Proposed Minus Approved)			-375	-59	-434	-302	-240	-542	-27,600	-2,189	-2,103	-4,292	-46,401
Percentage Reduction in Trips			68%	29%	57%	79%	56%	66%	92%	100%	100%	100%	100%

As can be seen in **Table 3** above, the proposed development is anticipated to generate 434 fewer AM peak hour trips, 542 fewer PM peak hour trips, 27,600 fewer weekday daily trips, 4,292 fewer trips during the Saturday peak hour, and 46,401 fewer Saturday daily trips than allowable under the approved development. Therefore, the proposed development program would decrease the anticipated number of trips on the Property and have a significantly reduced impact on the surrounding road network. A majority of the transportation improvements have either been constructed or approved by a site plan (SPR2016-00061) to be constructed in order to accommodate the trips associated with the 1.132560 million square feet of retail, which as shown by the this memorandum, is significantly more trips than those generated by the data center development. It is not anticipated that any other transportation improvements would be required for the data center uses.

Phillips, George

From: Chad A. Baird <cab@goroveslade.com>
Sent: Friday, June 19, 2020 9:05 AM
To: Phillips, George
Cc: Scullin, Elizabeth D.; Niraja Chandrapu; Kevin D. Sitzman; Butler, Tierre; George Phillips
Subject: RE: Grove at Gainesville / Southview / NOW - Gaines Technology Park - Trip Generation Memo and Deferral
Attachments: The Gaines Technology Park - Trip Gen Comparison Memo 19JUNE2020.pdf; Gaines Technology Park - TIA Deferral - 19JUNE2020.pdf

George,

I apologize for this, but the developer has changed the plan slightly and increased the square footage slightly.

The deferral you accepted below was for 2.15 million. The attached change to the deferral and trip generation memo reflects a 2.54 million square foot data center.

The new Data Center development square footage will decrease the total trips assumed for the approved regional shopping center by (434) AM Peak Hour trips, (542) PM Peak Hour trips, and (27,600) daily trips.

Feel free to call or email with any questions or comments.

Thanks!

Chad Baird
 GOROVE SLADE
 D 571.261.9719 / C 703.638.9926

From: Phillips, George <GPhillips@pwcgov.org>
Sent: Thursday, June 11, 2020 6:58 PM
To: Chad A. Baird <cab@goroveslade.com>
Cc: Scullin, Elizabeth D. <EScullin@pwcgov.org>; Niraja Chandrapu <niraja.chandrapu@goroveslade.com>; Kevin D. Sitzman <kds@goroveslade.com>; Butler, Tierre <tbutler@pwcgov.org>; Phillips, George <GPhillips@pwcgov.org>; George Phillips <george.r.phillips53@gmail.com>
Subject: RE: Grove at Gainesville / Southview / NOW - Gaines Technology Park - Trip Generation Memo and Deferral

Hi Chad- This represents a significant trip reduction. No question on this one. Good to go. Let me know if you have any questions.

Best, George

From: Chad A. Baird <cab@goroveslade.com>
Sent: Wednesday, June 10, 2020 6:43 AM
To: Phillips, George <GPhillips@pwcgov.org>
Cc: Scullin, Elizabeth D. <EScullin@pwcgov.org>; Niraja Chandrapu <niraja.chandrapu@goroveslade.com>; Kevin D. Sitzman <kds@goroveslade.com>
Subject: Grove at Gainesville / Southview / NOW - Gaines Technology Park - Trip Generation Memo and Deferral

George,

Attachment: Planning S1 - Gaines Technology Park SUP-2020_0803 (4619 : One Mile Review)

T 571.248.0992 / D 571.261.9719 / C 703.638.9926
15125 Washington Street / Suite 212 / Haymarket, VA 20169
chad.baird@goroveslade.com / www.goroveslade.com

Please consider the environment before printing this email. Thank you.

**ENVIRONMENTAL SERVICES COMMENT LETTER IN RESPONSE TO:
PERENNIAL FLOW DETERMINATION REVALIDATION**

Reviewer: Clay Morris
Watershed Management Branch

DATE: July 1, 2020

RE: **Southview Center (#07-00189)
PWR2021-00001**

The above referenced Perennial Flow Determination (PFD) revalidation has been reviewed by this office. There has been no change in perenniality or extent of associated streams and wetlands for this study as presented in exhibits submitted June 30, 2020.

This perennial flow determination shall extend for 5 years from the issuance date of this revalidation.

**PWR2021-00001 for Southview Center PFD (#07-00189)
revalidation is approved as submitted.**

PROPOSED CONDITIONS**Owner/Applicant: Southview 66, LLC****Special Use Permit: SUP #PLN2020-XXXXX, Gaines Technology Park****Prince William County GPIN: 7397-65-0198****Special Use Permit Area: +/- 97.37 acres (the "Property")****Zoning: B-1, General Business****Magisterial District: Gainesville****Date: July 17, 2020**

The following conditions are intended to offset the impacts of the proposal and to render the application consistent with the applicable chapters of the Comprehensive Plan and the surrounding areas. If the conditions of this Special Use Permit ("SUP") or the Special Use Permit Plan are in conflict with the approved proffers, Zoning Ordinance and/or the Design and Construction Standards Manual (the "DCSM") at the time of final site plan review or approval, the more restrictive standards shall apply, except as specifically allowed by this SUP.

The Applicant shall file a site plan within three (3) years of approval of this SUP by the Board of County Supervisors and shall have up to five (5) years from the date of final site plan approval to commence the proposed use. Issuance of an occupancy permit for the new use on the Property constitutes commencement of the use.

1. Site Development: The Property shall be developed in conformance with the special use permit plan entitled "Gaines Technology Park Special Use Permit Plan," prepared by Urban, Ltd., dated July 17, 2020 (the "SUP Plan").
2. Use Limitations:
 - a. Permitted Uses: The use approved with this SUP shall be limited to data centers. Approval of this SUP does not prohibit any other permitted uses on the Property or preclude the Applicant from developing the Property (or a portion thereof) with permitted uses in combination with data center uses.
 - b. Phasing: Buildings may be constructed, and uses commenced, in one or multiple phases. An occupancy permit for any data center structure shall vest the Applicant's right to thereafter construct the remaining structures/uses beyond the three (3) and five (5) year time requirements, as referenced in the above second preamble paragraph.
3. Community Design:
 - a. Building Setback along I-66: All buildings constructed on the Property shall be located a minimum of one hundred twenty-five feet (125') from the I-66 right of way along the northern boundary of the Property.

- b. Commercial Antennas: Commercial antennas mounted on structures and rooftops may be permitted on the Property in accordance with the requirements of Sec. 32-240.12 of the Zoning Ordinance.
- c. Data Center Architecture: the following conditions shall apply to all buildings used for data center uses, except for public facilities (such as electric substation or sanitary sewer pumps):
- i. The principal building façades of any data center constructed on the Property that faces Route 55, I-66 or Catharpin Road and are within 150 feet of the perimeter boundary of the Property, shall have as the primary exterior building material facing such perimeter boundary one or more of the following: precast or tilt-wall concrete panels with reveals and an accent color scheme, architectural concrete masonry units (e.g., simulated stone, split face, ground face), EIFS (exterior insulation and finishing system) and/or metal panels of architectural grade and quality. Changes to the permitted exterior building materials may be approved by the Planning Director. Prior to requesting a building permit release letter from Development Services, the Applicant shall submit building elevations to the Planning Director to ensure compliance with this condition. Any security booth(s) or other accessory structure(s) on the Property shall be coordinated with the design utilized for the principal building(s) they serve.
 - ii. Principal building facades that face Route 55, I-66 or Catharpin Road shall avoid the use of undifferentiated surfaces by including at least two of the following design elements: change in building height; building step-backs or recesses; fenestration; change in building material, pattern, texture, color; or use of accent materials.
 - iii. Rooftop Mechanical Equipment: Roof top mechanical equipment shall be screened from public rights-of-way. Ground level mechanical equipment not screened by a principal building or existing vegetation shall be screened by a visually solid fence, screen wall or panel, or other visually solid screen that shall be constructed of materials compatible with those used in the exterior construction of the principal building. Notwithstanding the requirements of this section, ground level mechanical equipment located in a manner found to have no adverse impact on adjacent roads and adjacent properties, as determined by the Planning Director, shall not be required to be screened.
- d. Dumpster Pads: All dumpster pads shall be located on the Property as unobtrusively as possible and shall be screened, using materials which are architecturally compatible with the building(s) they serve.
- e. Fencing: Fencing of portions of the Property is permitted. Data center uses may have black steel or other metal security fencing no higher than eight (8) feet unless otherwise approved by the Planning Director or its designee. Chain-link fencing or

barbed wire fencing are prohibited within thirty (30') feet of public street frontages. This fence allowance does not relieve a property owner from complying with all fire and access code requirements. The Planning Director may allow for alternative compliance with this requirement, provided the Applicant demonstrates that the fencing visibility is reduced, through the use of landscaping and other methods to reduce visibility.

- f. Landscaping: The Applicant shall provide landscaping in general conformance with the SUP Plan. All new plantings shall be indigenous and drought resistant.
 - g. Parking Lot Lighting: All freestanding parking lot lights shall have a maximum height of thirty feet (30') and shall have fixtures which direct light downward and inward. In addition, all building-mounted lighting, if any, shall be directed or shielded in such a manner to prevent glare from projecting onto adjacent properties or public rights of way.
 - h. Signage: All signage shall be in conformance with the Zoning Ordinance. In addition, the following shall apply to signage and advertisements onsite:
 - i. Directional signage may be provided as needed.
 - ii. Unless not required by the Zoning Ordinance, sign permits are required for all signs. Color, scaled renderings of all signage shall be submitted as part of the sign permit approval process.
 - iii. All facade signage shall be coordinated on a section-by-section basis in color, size and materials.
 - iv. Facade signage may be oriented toward I-66.
 - v. Applicant shall have the right to incorporate project or owner/tenant identification signs into the entrance features/walls.
4. Environment:
- a. Stormwater Management: Stormwater management shall be provide on-site, as shown generally on the SUP Plan. Final design and location of stormwater management facilities shall be determined at the time of final site plan. All stormwater management practices shall adhere to all applicable State and local laws, ordinances, and regulations.
5. Maintenance of the Property
- a. Graffiti Removal: The Applicant agrees to remove any graffiti from the Property. Graffiti shall be deemed any inscription or marking on walls, buildings or structures not permitted by the sign regulations in Section 32-250.20 *et seq.* of the Zoning

Ordinance. Any graffiti is to be reported to the Prince William County Police Department before removal.

- b. Site Maintenance: The Applicant shall remove litter, trash and debris from the site as necessary.

6. Transportation:

- a. Site Access: Access to the Property shall be provided in the general locations shown on the SUP Plan, subject to changes requested by the Applicant and approved by Virginia Department of Transportation and Prince William County Department of Transportation in connection with site plan review.
- b. Data Center Transportation Improvements: In the event the Applicant proceeds with a site plan for data center uses on any portion of the Property, the Applicant may submit a technical memorandum (or other analysis as determined by Prince William County Department of Transportation) to determine the appropriate transportation improvements. In lieu of the transportation improvements referenced in Proffers 1.1 through 1.7 in the Proffer Statement approved with REZ2020-xxxxx. Subject to the approval by VDOT and/or PWCDOT, the Applicant may construct, at its cost, those alternative transportation improvements: (i) identified in the technical memorandum, as necessary, to accommodate the traffic generated by the data center use(s); and (ii) required in accordance with the DCSM, as determined during site plan review. Alternative transportation improvements for data center uses on the Property (or portion thereof) may include a reconfiguration of the entrance on Daves Store Lane, as generally shown on the exhibit entitled "Data Center Entrance Alternative," dated July 17, 2020, prepared by Urban, Ltd.

7. Waivers/Modification:

- a. Pursuant to Section 32-400.03.2 of the Zoning Ordinance, approval of this Special Use Permit shall constitute a waiver/modification of Section 32-401.14.5 to permit a maximum height of seventy-five feet (75') should any portion of the Property be developed with data centers uses.
- b. Pursuant to Section 32-400.04.3 of the Zoning Ordinance, approval of this Special Use Permit shall constitute a waiver/modification of Section 32-401.14.4 of the Zoning Ordinance to permit a maximum FAR to .6 should any portion of the Property be developed with data centers uses.

P1010155.DOCX

ENVIRONMENTAL RESOURCES (PER COMPREHENSIVE PLAN)

Wetlands and Waters of the U.S.	Total
Wetlands (PEM & PFO)	200,700 square feet (4.61 acres)
Waters of the U.S. (R4 Stream)	3,487 linear feet

*ADDITIONAL ENVIRONMENTAL RESOURCES INCLUDING HIGHLY ERODIBLE SOILS ARE MAPPED ONSITE AS SHOWN HEREON.

PERVIOUS VS IMPERVIOUS SURFACES TABLE

	Impervious Acreage	Pervious Acreage
Existing Conditions	±0 Acres	±97.37 Acres
Proposed Conditions	±83.60 Acres	±13.77 Acres

- LEGEND
- PROPERTY BOUNDARY
 - PROPOSED APPROX. LIMITS OF DISTURBANCE
 - SURVEYED WETLAND
 - SURVEYED STREAM
 - EARLY TO MID-SUCCESSIONAL NORTHERN RED OAK-HICKORY STAND
 - EARLY TO MID-SUCCESSIONAL PIN OAK-RED MAPLE STAND
 - EARLY-SUCCESSIONAL EASTERN REDCEDAR-PERSIMMON STAND
 - MID-SUCCESSIONAL EASTERN REDCEDAR-BLACK WALNUT-PERSIMMON STAND
 - APPROX. SOIL MAP UNIT BOUNDARY



Map Unit	Map Unit Name	Highly Erodible?	Highly Permeable?
1A	Aden silt loam	No	No
4B	Arcola silt loam	Yes	No
5C	Arcola-Nestoria complex	Yes	No
13B	Catlett-Sycoline	No	No
13C	Catlett-Sycoline	Yes	No
17A	Dulles silt loam	No	No
28B	Haymarket Silt loam	Yes	No
30B	Jackland Silt loam	No	No
33C	Legore-Oakhill	Yes	No
35B	Manassas silt loam	No	No
38B	Meadowville loam	No	No
40B	Montalto silty clay	No	No
43D	Nestoria gravelly silt loam	Yes	No
46B	Panorama silt loam	No	No
48A	Reaville silt loam	No	No
53B	Sycoline-Kelly	Yes	No
56A	Waxpool silt loam	No	No

- ECA NARRATIVE AND NOTES:
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 PRINCE WILLIAM COUNTY

ENVIRONMENTAL
 CONSTRAINTS ANALYSIS

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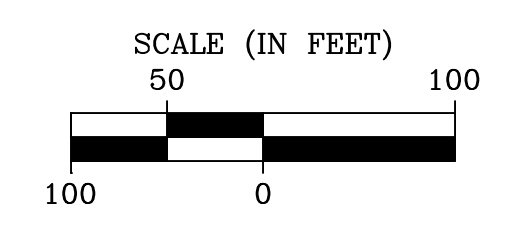
SHEET 1 OF 2

SCALE: 1" = 100'

PROJECT DATE: 7-10-20

DRAFT: JSM CHECK: AMS

FILE NUMBER: 2001



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GAINES
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 PRINCE WILLIAM COUNTY

ENVIRONMENTAL
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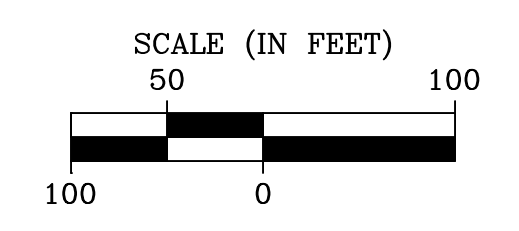
SHEET 2 OF 2

SCALE: 1" = 100'

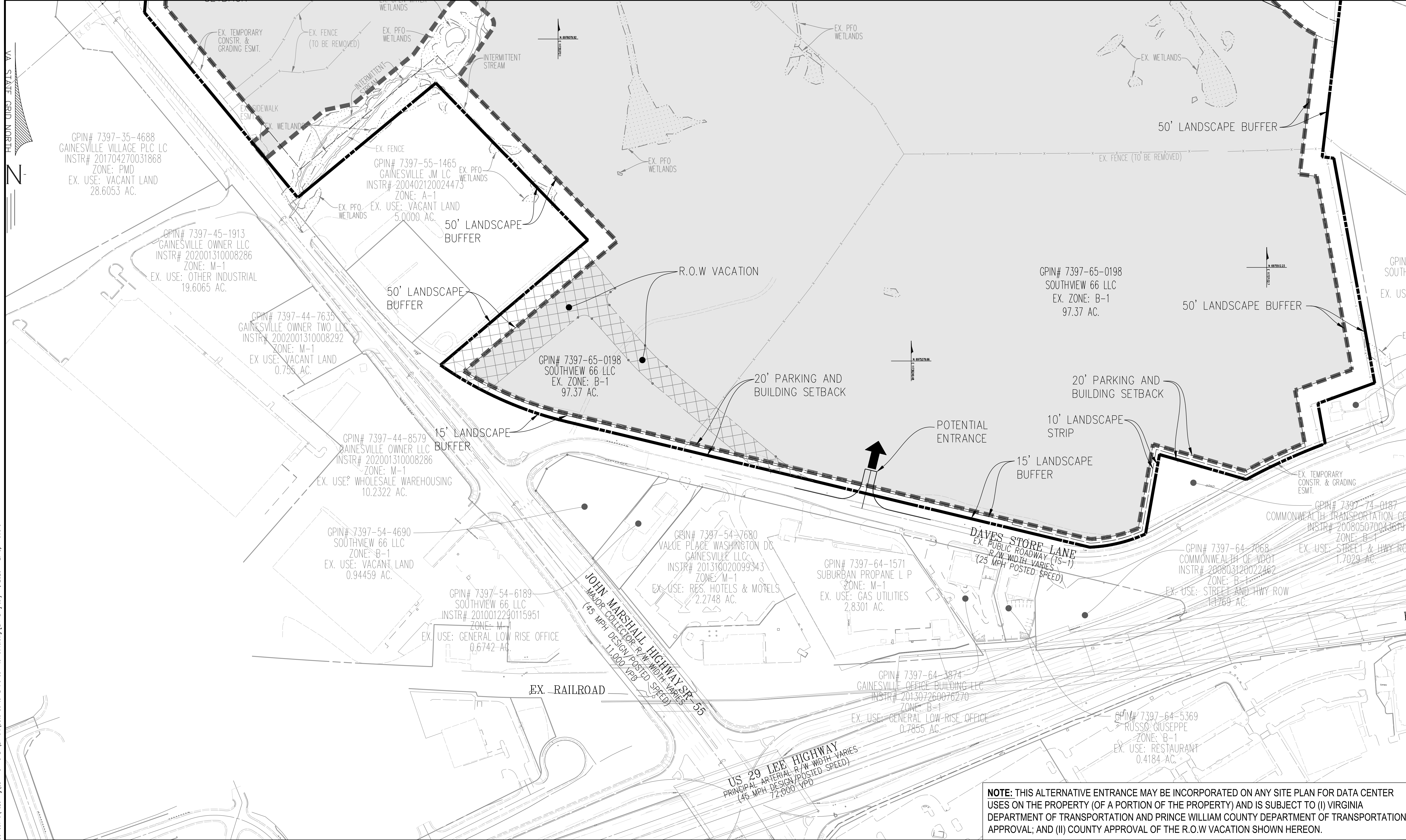
PROJECT DATE: 7-10-20

DRAFT: JSM CHECK: AMS

FILE NUMBER: 2001



Urban, Ltd. - at: VOBIS Grove at Gainesville (Re zoning) CDP - FDP - SPCX Exhibit - Data Center Entrance Alternative.dwg [EXHIBIT] July 14, 2020 - 2:43pm onalio



NOTE: THIS ALTERNATIVE ENTRANCE MAY BE INCORPORATED ON ANY SITE PLAN FOR DATA CENTER USES ON THE PROPERTY (OF A PORTION OF THE PROPERTY) AND IS SUBJECT TO (I) VIRGINIA DEPARTMENT OF TRANSPORTATION AND PRINCE WILLIAM COUNTY DEPARTMENT OF TRANSPORTATION APPROVAL; AND (II) COUNTY APPROVAL OF THE R.O.W VACATION SHOWN HEREON.



**DATA CENTER ENTRANCE ALTERNATIVE
GAINES TECHNOLOGY PARK
PRINCE WILLIAM COUNTY, VIRGINIA**

- BUILDABLE AREA
- R.O.W VACATION

SCALE: 1"=100'
JULY 17, 2020
Packet Pg. 112

Attachment: Planning S1 - Gaines Technology Park SUP-2020_0003 (4619 - One Mile Review)

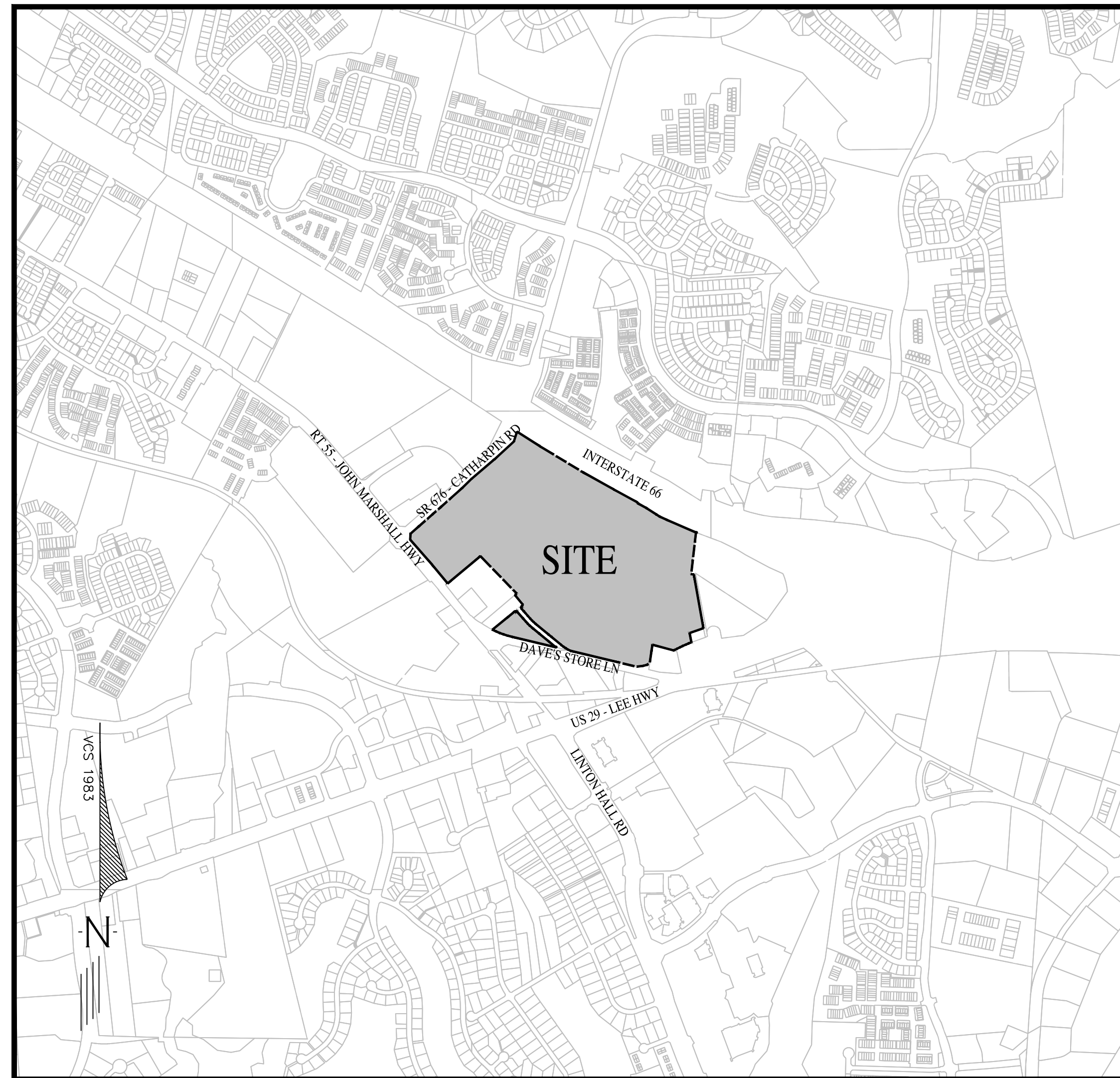
SPECIAL USE PERMIT PLAN

GAINES TECHNOLOGY PARK

GAINESVILLE MAGISTERIAL DISTRICT

PRINCE WILLIAM COUNTY, VIRGINIA

SUP2020 - _____



VICINITY MAP
SCALE: 1"= 1000'

SHEET INDEX

- 01. COVER SHEET
- 02. SPECIAL USE PERMIT PLAN
- 03. LANDSCAPE PLAN

OWNER/APPLICANT
SOUTHVIEW 66 LLC
 2000 TOWER OAKS BLVD 8TH FL
 ROCKVILLE, MD 20852
 CONTACT: ART FUCCILLO
 PHONE: (301) 692-2401

ENGINEER
URBAN LTD.
 4200 D TECHNOLOGY COURT
 CHANTILLY, VA. 20151
 CONTACT: CLAYTON TOCK
 PHONE: (703) 642-2306

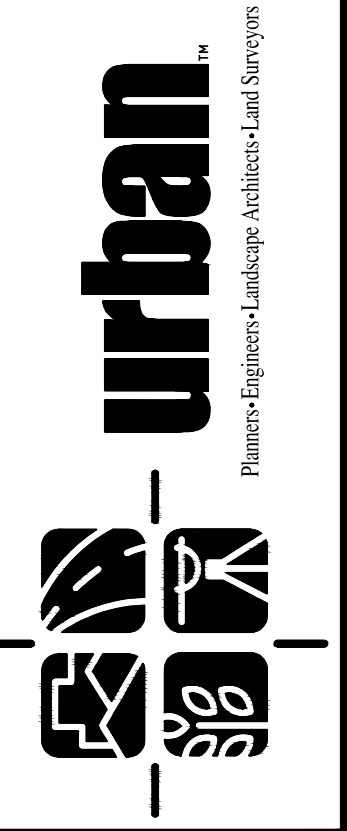
LAND ATTORNEY
WALSH, COLUCCI, LUBELEY & WALSH, P.C.
 4310 PRINCE WILLIAM PARKWAY
 PRINCE WILLIAM, VA 22192
 CONTACT: BRIAN PRATER
 PHONE: (703) 680-4664

TRANSPORTATION
GOROVE SLADE ASSOCIATES
 15125 WASHINGTON STREET
 HAYMARKET, VA 20169
 CONTACT: CHAD BAIRD
 PHONE: (571) 261-9719

No.	DATE	REVISIONS

PLAN DATE
07/17/20

Urban, Ltd.
 4200 TECHNOLOGY CT.
 CHANTILLY, VA. 20151
 TEL: 703.642.2306
 FAX: 703.642.2308
 www.urban-ld.com

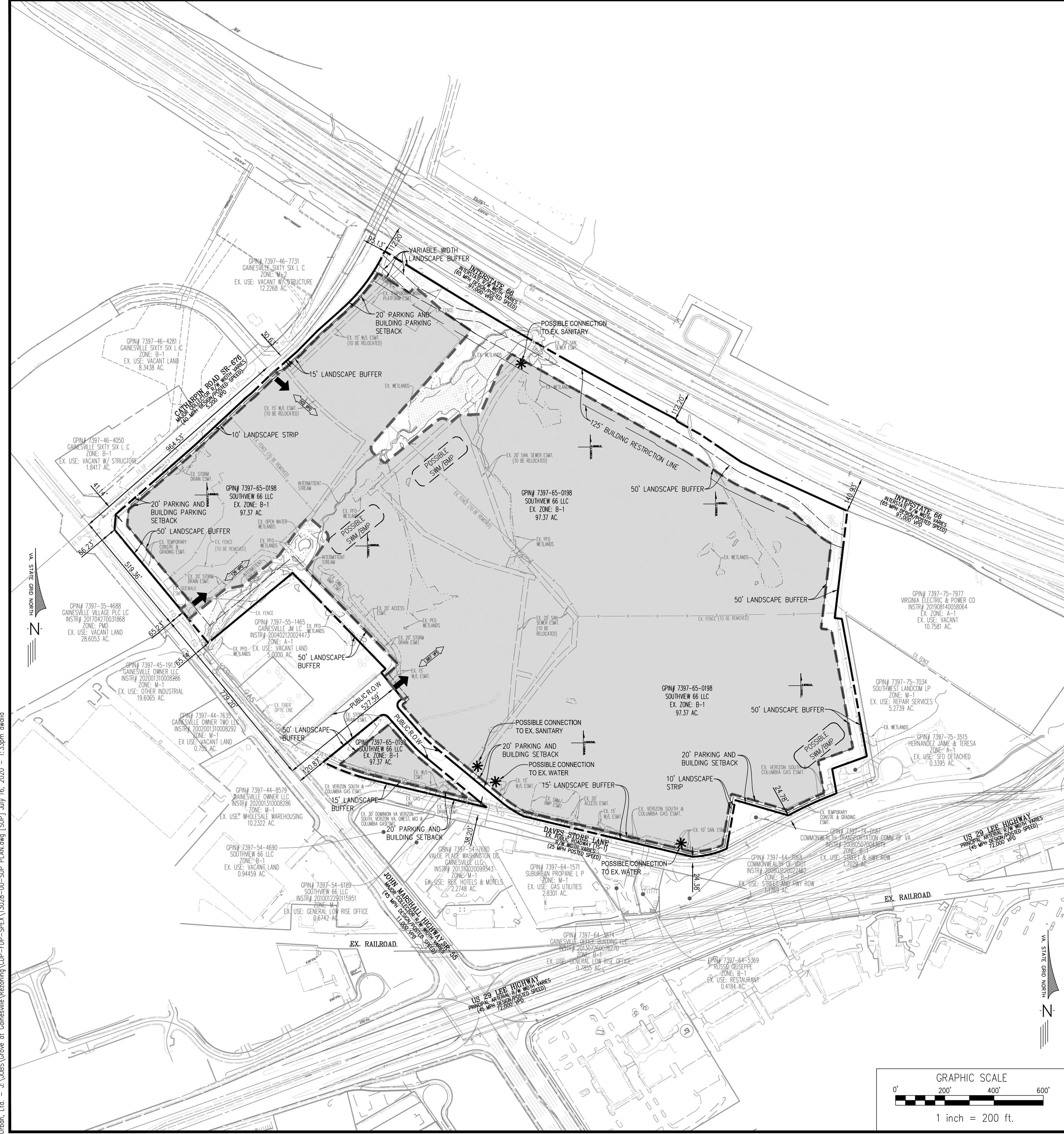


COVER SHEET
GAINES TECHNOLOGY PARK
SPECIAL USE PERMIT PLAN
 GAINESVILLE DISTRICT
 PRINCE WILLIAM COUNTY, VIRGINIA

SCALE: AS NOTED
 DATE: JULY, 2020
 C.I.= N/A

SHEET
01
OF
03

FILE No.
SUP-1 Packet Pg. 114



LEGEND:

- SUP AREA
- EX. FENCE
- EX. FIBER LINE
- EX. GAS LINE
- EX. TREE/TREELINE
- EX. WETLANDS
- BUILDABLE AREA
- APPROXIMATE LOCATION OF ACCESS POINTS (SUBJECT TO FINAL ENGINEERING)
- PROJECTED AVERAGE WEEKDAY TRIPS
- POSSIBLE UTILITY CONNECTION POINTS

NOTES:

1. THE SUBJECT PROPERTY SHOWN HEREON IS COMPRISED OF ONE PARCEL TOTALING APPROXIMATELY 97.37 ACRES CORRESPONDING WITH PRINCE WILLIAM COUNTY, VIRGINIA GEOGRAPHIC PARCEL IDENTIFICATION (GPIN) AND EXISTING ZONING AS FOLLOWS:

TABLE 1

GPIN#	SITE AREA (AC.)	OWNER	PARCEL ADDRESS	EXISTING ZONE
7397-65-0198	97.37	SOUTHVIEW 66 LLC	14300 JOHN MARSHALL HWY GAINESVILLE, VA 20155	B-1

2. AREAS PROVIDED IN TABLE 1 ABOVE ARE IN GROSS ACRES AND INCLUDE BUFFERS & SETBACKS.
3. THE SUBJECT PROPERTY IS TO BE SERVED BY PUBLIC WATER AND SANITARY SEWER. ALL PROPOSED SANITARY SEWER AND WATER SERVICES WILL BE DESIGNED IN ACCORDANCE WITH APPLICABLE PRINCE WILLIAM COUNTY REQUIREMENTS.
4. FINAL LOCATIONS FOR WATER AND SANITARY SEWER WILL BE DETERMINED AT THE TIME OF FINAL SITE PLAN.
5. THE FINAL LOCATIONS OF SWM/BMP FEATURES WILL BE DETERMINED AT THE TIME OF FINAL SITE PLAN AND SHALL BE IN ACCORDANCE WITH CURRENT STATE AND LOCAL REQUIREMENTS.
6. THE NUMBER AND LOCATION OF ACCESS POINTS SHOWN HEREON ARE APPROXIMATE AND SHALL BE DETERMINED AT THE TIME OF FINAL SITE PLAN, SUBJECT TO APPROVAL BY PWCDOT.

PROPOSED USE: DATA CENTER

ZONING REQUIREMENTS FOR B-1 (GENERAL BUSINESS)

- LOT SIZE: NO MINIMUM
- LOT COVERAGE: 85% MAXIMUM
- OPEN SPACE: 15% MINIMUM
- FLOOR AREA RATIO (FAR): 0.40 MAX*
- BUILDING HEIGHT: 45' MAXIMUM**
- STREET RIGHTS-OF-WAY: 20' BUILDING SETBACK
- ADJACENT TO AGRICULTURAL OR RESIDENTIAL DISTRICT: 25' BUILDING SETBACK AT SIDE OF REAR YARD

* EXCEPT AS PERMITTED PURSUANT TO Z.O. SEC. 32-400.04.
 ** EXCEPT AS PERMITTED PURSUANT TO Z.O. SEC. 32-400.03.2

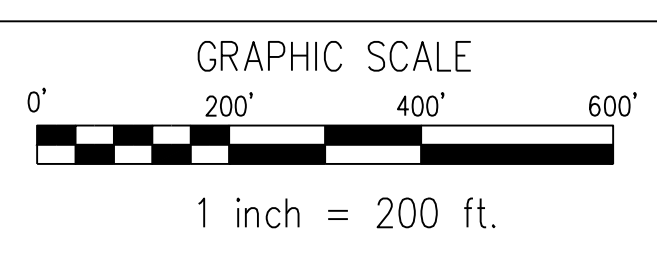
PROVIDED:

SITE AREA (AC.)	LOT COVERAGE (%)	OPEN SPACE (%)	GSF	F.A.R.	BUILDING HEIGHT	BUILDING SETBACKS
97.37	85%	15%	2,545,000	0.60*	75' MAX**	125' SETBACK (1-66), 20' SETBACK FROM STREET RIGHTS-OF-WAY, 20' SETBACK AT SIDE OR REAR YARD, 50' SETBACK AT SIDE OR REAR YARD (A-1).

* INCREASE IN MAX F.A.R. PURSUANT TO Z.O. SEC. 32-400.04.
 ** INCLUSIVE OF MECHANICAL EQUIPMENT AND UNOCCUPIED SPACE.

OPEN SPACE TABULATION:

OPEN SPACE REQUIRED (%)	OPEN SPACE REQUIRED (AC.)	OPEN SPACE PROVIDED (%)	OPEN SPACE PROVIDED (AC.)
15%	14.60	15%	14.60



Urban, Ltd. - J:\0855\Grove at Gainesville\Rezoning\CDP-FDP-SPEX\13028-00-SUP-PLAN.dwg [SUP] July 16, 2020 - 1:33pm ovalia

SPECIAL USE PERMIT PLAN
GAINES TECHNOLOGY PARK
 SPECIAL USE PERMIT PLAN
 GAINESVILLE DISTRICT
 PRINCE WILLIAM COUNTY, VIRGINIA

SCALE: 1" = 200'
 DATE: JULY, 2020
 C.I. = N/A

SHEET
 02
 OF
 03

FILE No.
 SUP-1 Packet Pg. 115

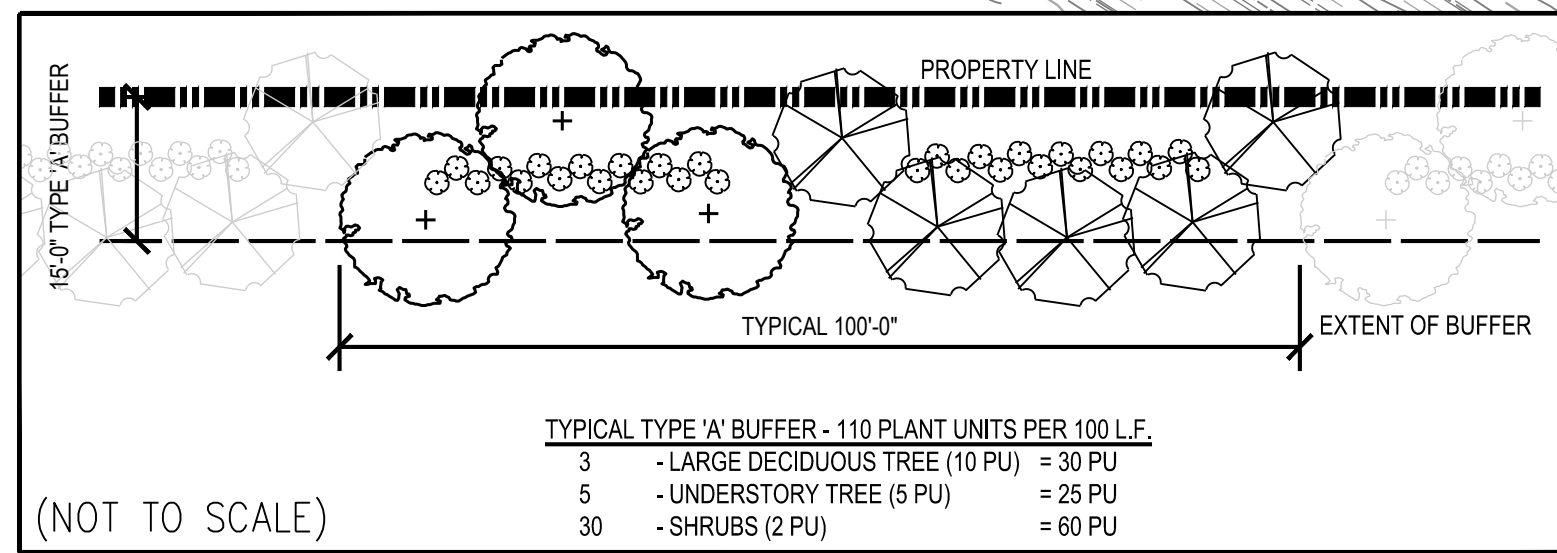
Urban, Ltd.
 4000 TECHNOLOGY CT.
 CHANTILLY, VA 20151
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 FAX: 703.642.2308
 www.urban-llc.com

Planners-Engineers-Landscape Architects-Lead Surveyors

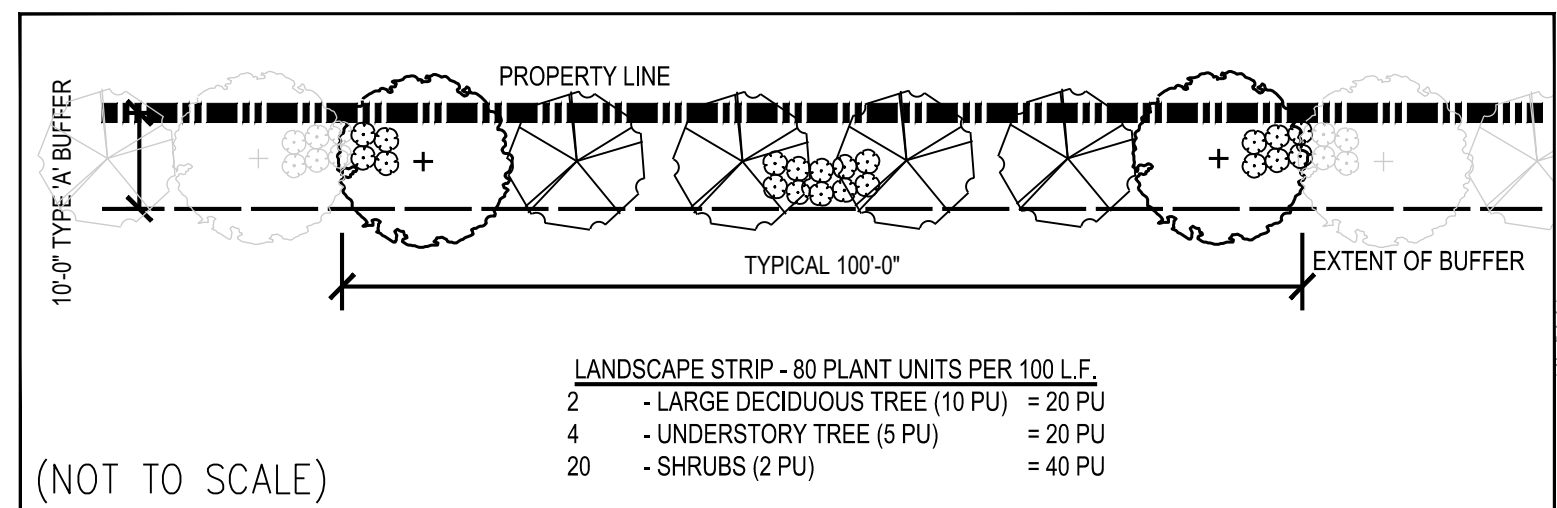
PLAN DATE: 07/17/20

NO.	DATE	DESCRIPTION	REVISIONS

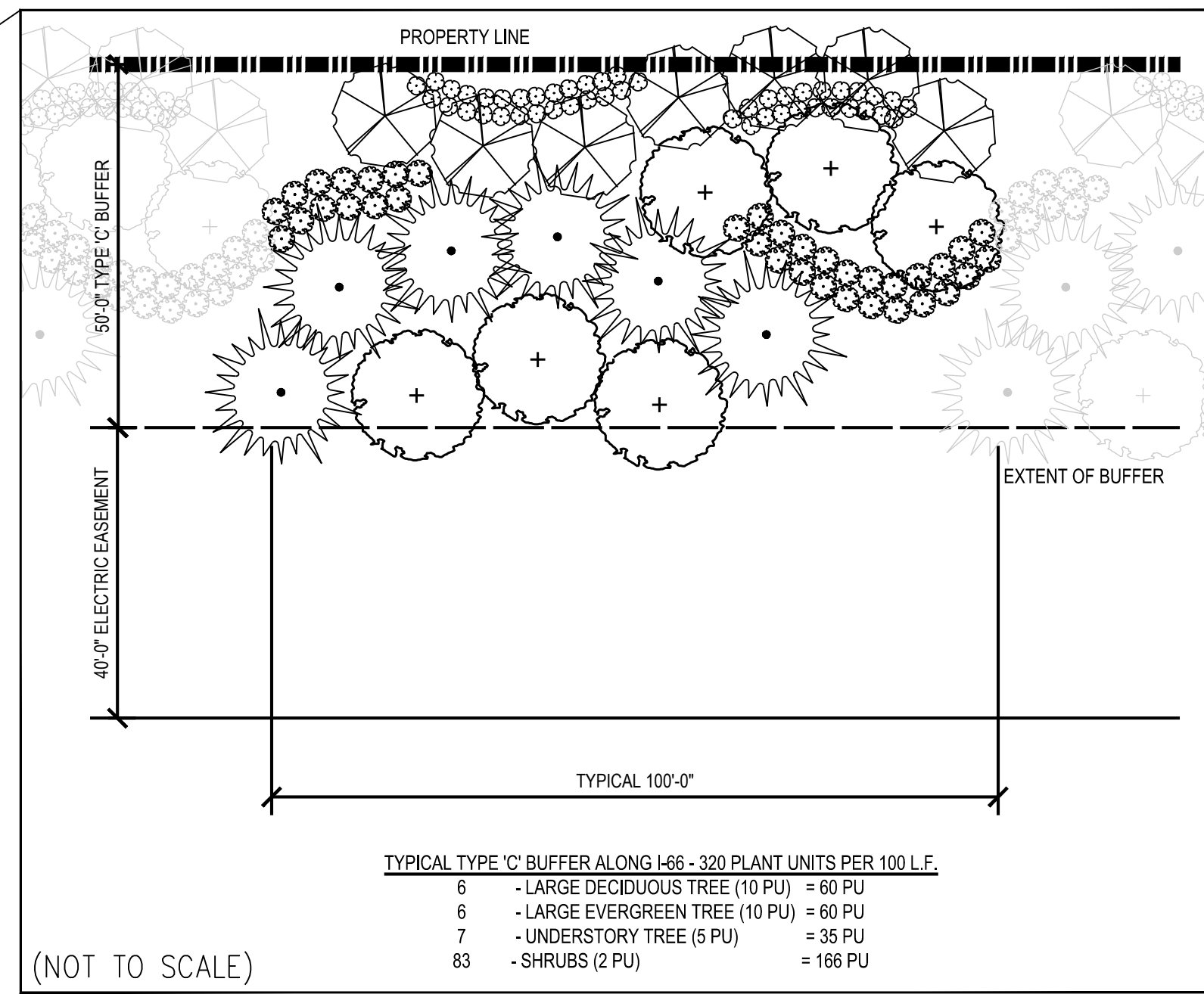
Attachment: Planning S1 - Gaines Technology Park SUP-2020_0803 (4619 : One Mile Review)



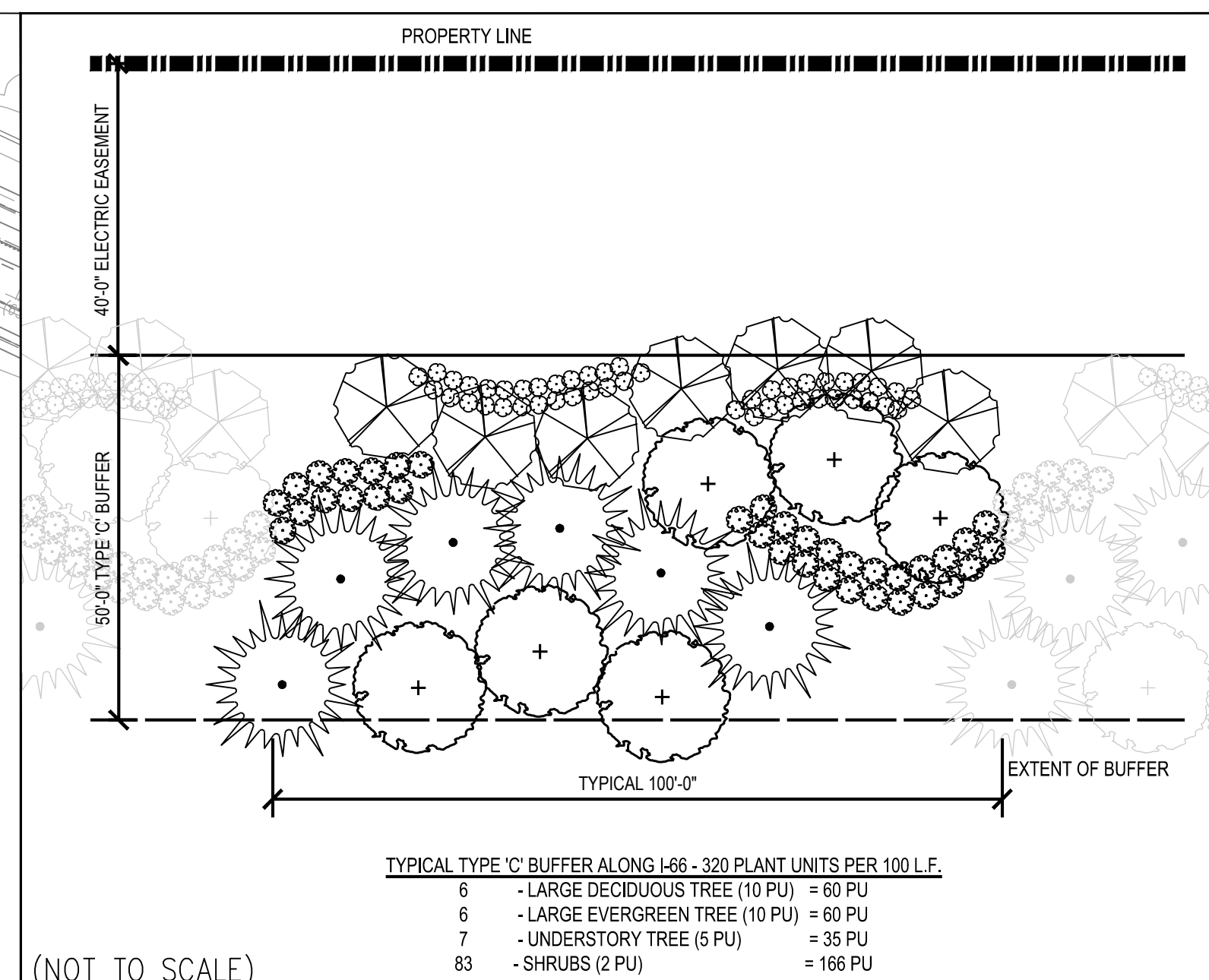
TYPICAL TYPE 'A' 15' LANDSCAPE BUFFER



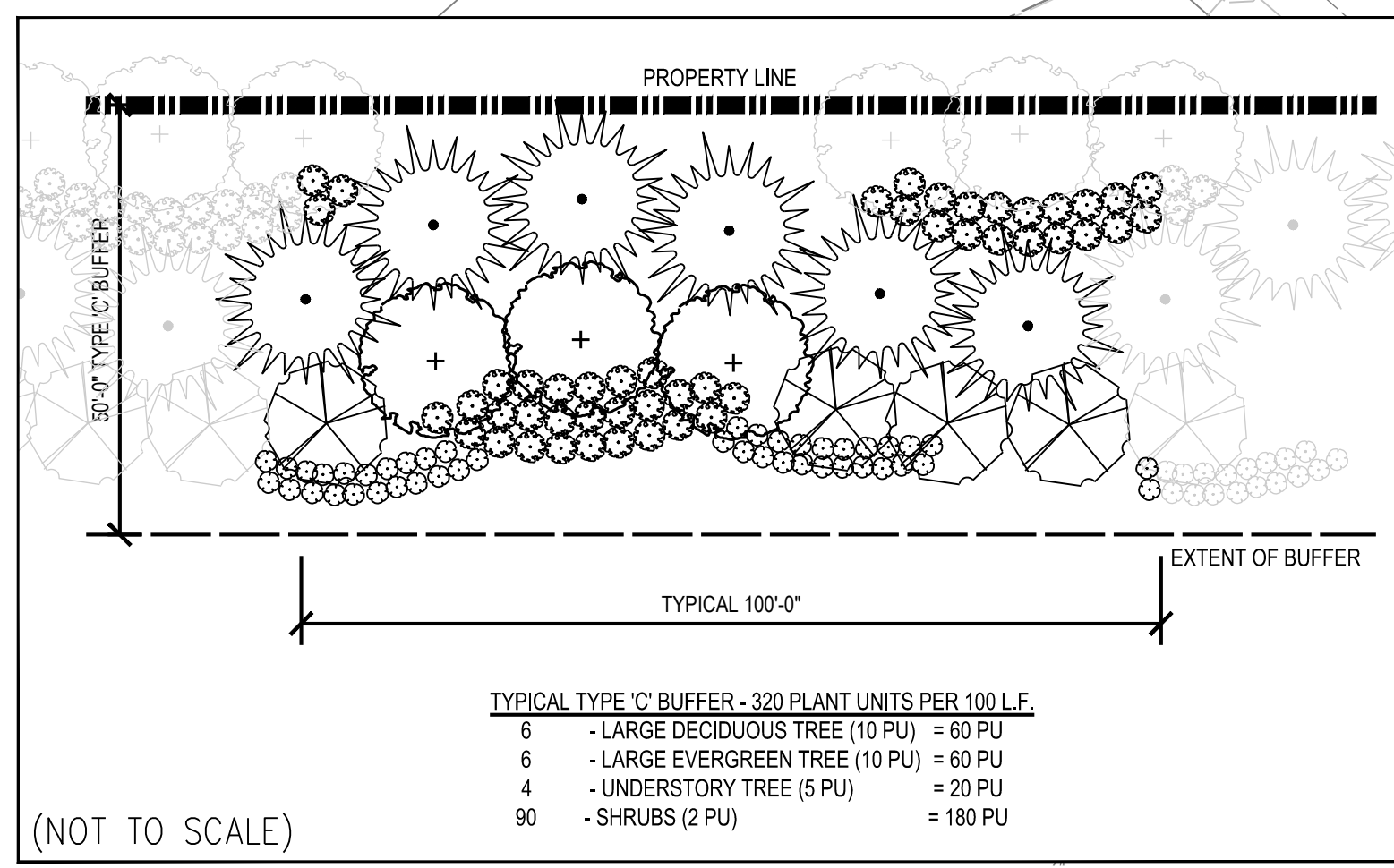
TYPICAL 10' LANDSCAPE STRIP



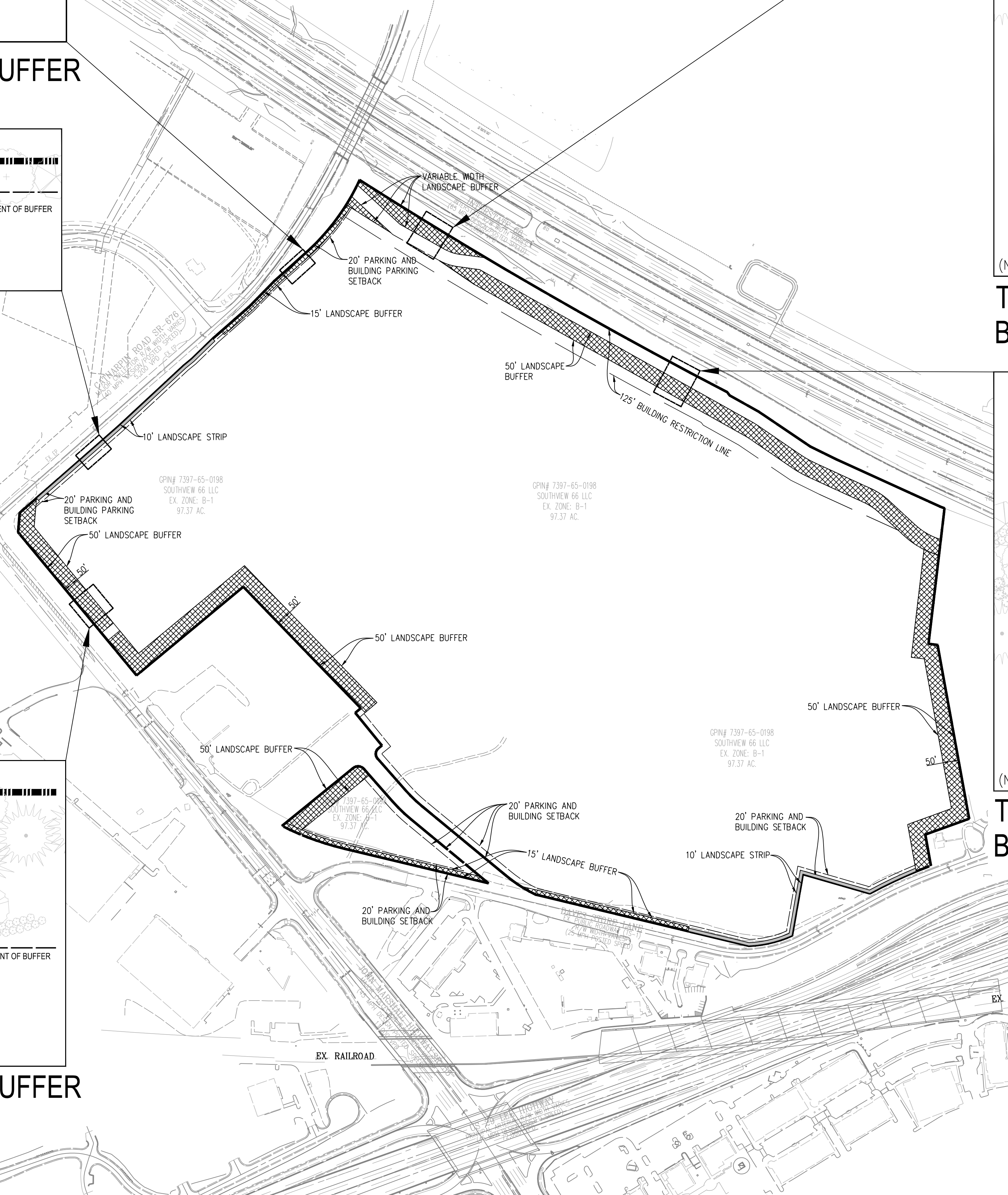
TYPICAL TYPE 'C' 50' LANDSCAPE BUFFER (ALONG I-66)



TYPICAL TYPE 'C' 50' LANDSCAPE BUFFER (ALONG I-66)



TYPICAL TYPE 'C' 50' LANDSCAPE BUFFER



LEGEND

- PROP. BUFFER AREA
- PROP. NON-RESIDENTIAL LANDSCAPED STRIP ALONG RIGHT-OF-WAY

GRAPHIC SCALE

0' 200' 400' 600'

1 inch = 200 ft.

LANDSCAPE PLAN

GAINES TECHNOLOGY PARK

SPECIAL USE PERMIT PLAN

GAINESVILLE DISTRICT

PRINCE WILLIAM COUNTY, VIRGINIA

SCALE: 1" = 200'

SHEET 03 OF 03

FILE No. SUP-1 Packet Pg. 116

DATE: JULY, 2020

C.I. = N/A

PLAN DATE: 07/17/20

NO.	DATE	DESCRIPTION	REVISIONS

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07/11/2020
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Attachment: Planning S1 - Gaines Technology Park SUP-2020_0803 (4619 : One Mile Review)