



REZ-2023-100017

HD CVA LLC

Staff Report for Planning Commission Public Hearing
Prepared February 8, 2024

This report is prepared by the Henrico County Planning Staff to provide information to the Planning Commission and the Board of Supervisors to assist them in making a decision on this application. It may also be useful to others interested in this land use matter.

I. PUBLIC HEARINGS:

Planning Commission: February 15, 2024 Pending (Deferral Requested to March 14, 2024)

II. IDENTIFICATION AND LOCATIONAL INFORMATION:

Requested Zoning: M-1C Light Industrial District (Conditional)

Existing Zoning: A-1 Agricultural District

Acreage: 622.10 acres

Proposed Use: Light Industrial, including advanced manufacturing, data centers, offices, and accessory uses.

Location: The north and south sides of E. Williamsburg Road at its intersection with Technology Boulevard.

Magisterial District: Varina

Comprehensive Plan Recommendation: Office, Office/Service, Commercial Concentration, Traditional Neighborhood Development, Open Space/Recreation, and Environmental Protection Area

Parcel Nos.: 840-713-3163, 841-710-2304, 841-712-4360, 842-709-8618, 842-712-1529, 842-712-5063, 843-708-9028, 843-711-6375, 843-711-6508, 843-712-6388, 844-709-3698, and 844-712-3071

Zoning of Surrounding Properties:
North: A-1 Agricultural District, M-1C Light Industrial District (Conditional), Interstate 64
South: A-1 Agricultural District, M-1C Light Industrial District (Conditional)
East: A-1 Agricultural District, B-3 Business District
West: Interstate 295

Staff Contact: Seth Humphreys (501-4427)

III. SUMMARY OF STAFF REPORT:

This is a request to conditionally rezone 622.10 acres from A-1 Agricultural District to M-1C Light Industrial District (Conditional). Located on the north and south sides of E. Williamsburg Road, the property encompasses most of the area between Interstate 64, Interstate 295, Old Williamsburg Road, Technology Boulevard, and Old Memorial Drive. Proposed uses include manufacturing and production, including advanced manufacturing and data centers.

The applicant has submitted proffers, a conceptual plan, and elevations. These proffers and exhibits provide many assurances to mitigate potential impacts and pertain to buffers, landscaping, building setbacks, building materials, height and use limitations, archeological studies, land dedication, protective covenants, and several best practices for the development of new buildings. The proffers address a number of items raised by staff and concerns expressed by citizens; however, staff notes many items could still be enhanced to further reduce potential impacts. This includes clarifying hours of construction, generator testing days, construction and permanent access, non-vehicular transportation improvements, and noise attenuation. Specific to noise concerns, the applicant should consider taking baseline readings before construction and follow-up readings post construction to ensure mitigation efforts have worked as planned.

The 2026 Comprehensive Plan recommends Office, Office/Service, Commercial Concentration, Traditional Neighborhood Development, Open Space/Recreation, and Environmental Protection Area uses for the site. Portions of the site are designated as Prime Economic Development Site #26 and part of Site #27. The proposed uses, properly mitigated, would be generally consistent with these designations and with the surrounding industrial uses and development. While generally consistent with the Plan's future land use recommendations, the applicant should more thoroughly address several concept roads identified in the Major Throughfare Plan. Additionally, the conceptual plan should remove potential buildings from setback and buffer areas, and provide clearer labeling of tracts coupled with better exhibit referencing in the proffers.

The applicant has submitted a request to defer the public hearing for this matter to the March 14, 2024 Planning Commission meeting. Based on the information outlined in this report, staff supports the deferral of this case to the March agenda in order to allow more time for the applicant to enhance their request.

The applicant has held two community meetings at Seven Pines Elementary School on December 7, 2023, and January 17, 2024. An additional meeting was held by the Henrico Conservation Action Network (HCAN) on January 18, 2024, at the Sandston Library.

IV. LAND USE ANALYSIS AND IMPLICATIONS:

Introduction/Overall site description

The site is comprised of twelve A-1-zoned parcels totaling 622.10 acres. The property is located on both sides of E. Williamsburg Road and encompasses most of the area between Interstate 64, Interstate 295, Old Williamsburg Road, Technology Boulevard and Old Memorial Drive. The applicant is proposing to rezone to M-1C Light Industrial District (Conditional). This would consolidate the properties under a single zoning district with a unified set of proffers, allowing the site to be developed in a coordinated manner. Proposed uses include manufacturing and production uses, including advanced manufacturing and data centers.

The subject property is wooded except for a small pond, two residential structures, and an open field located between Old Williamsburg Road and Interstate 64. Properties to the north and east are zoned A-1 and contain a similar mix of wooded lots and residences. North of Interstate 64 is

an existing solar farm, zoned M-1C. Parcels to the south are zoned A-1 and M-1C including single-family homes (Old Cannon Estates) and vacant land. Technology Boulevard bisects the southern portion of the site, providing access to Fire Station #14. To the west are single-family homes along Old Memorial Drive and the ramps for Interstate 295.

Future Land Use Recommendations

The majority of the site is designated in the 2026 Plan as Office, Office/Service, Commercial Concentration, and Environmental Protection Area (corresponding to the pond and 100-year flood plain). Portions of the site are also designated as Prime Economic Development Site #26 and a part of Site #27 in Chapter 7 of the 2026 Comprehensive Plan. The Traditional Neighborhood Development designation extending into the site is more closely associated with a larger area to the southwest, and the Open Space/Recreation designation remains because of previous ownership by a soccer organization.

The request for Light Industrial zoning is generally consistent with the site's primarily commercial and office recommendations which encourage economic development. Many of the uses proposed by the applicant, including data center development, are permitted in the County's Office, Office/Service, and Business zoning districts, indicating this request could be consistent with the Plan's future land use recommendations.

While the site is currently zoned for agricultural uses, and inquiries into the mitigation of the loss of agricultural land have been received by the County, staff notes long-term agricultural use of the site is not recommended by the 2026 Plan. Development of the 2026 Plan balanced future uses throughout the County to ensure adequate housing and economic opportunities for residents. This balance included the designation of Prime Agricultural on the future land use map for areas best suited to continued agricultural uses over the Plan's timeframe. The subject site does not include a Prime Agricultural designation and would not be considered lost agricultural land.

Conceptual Plan Exhibits

The exhibit titled "Williamsburg Road Technology Boulevard Rezoning Exhibit", shows the site broken into three tracts based on ownership in order to help organize the applicability of their proffers. The portion of the property identified as Atlantic Crossing/Vienna Properties is defined as Tract 1 (shown in green). This tract has the longest border with existing single-family development. Tract 2 is identified as the Harmon Properties (shown in purple). Tract 3 (shown in blue) is identified as Richmond United Properties, and it currently has deed restrictions and private covenants limiting development on the property.

A conceptual plan shows how the property could be developed for data center uses but does not provide alternative layout examples for office or manufacturing or other uses possible if this request is approved. The current depiction shows 13 data centers with accessory uses including utilities infrastructure. Potential flood zone areas and stormwater retention ponds are also shown throughout the site, and these would be more accurately defined during the Plan of Development process.

The conceptual plan does not contain scaled measurements; however, it appears this exhibit does not accurately reflect other aspects of the proffers. For instance, the data center shown on the southwest corner of the property is located within the proffered buffer and building setback areas. Additionally, there are two exhibits referenced as the conceptual plan in the proffers. The applicant should provide clarifications to address each of these issues. Revising the concept plan to better reflect the proffered commitments would also allow a more thorough evaluation regarding the distance of planned buildings to existing homes adjacent to the site. Given the proffered

setbacks and buffers, locations of existing homes, and environmental features throughout the property, it appears impacts on adjacent homes would be minimized; however, the applicant is encouraged to provide additional information to more clearly identify the anticipated distance between the proposed buildings and existing homes.

Setbacks, Buffers and Landscaping

Building setbacks and buffers have been proffered. Building setbacks internal to the site would be a minimum of 50' adjacent to boundaries between tracts. This would only affect areas on the northern portion on the boundaries of Tract 1/Tract 2 and Tract 2/Tract 3. These setback requirements would be removed for adjacent tracts under common ownership. The conceptual plan shows a building located across one of these boundaries, indicating common ownership of those two tracts. The building setback references in Proffer 2 should account for this scenario.

Perimeter buffers and building setbacks for multiple borders of the property are described in Proffer 3 and their locations are shown on the submitted exhibit. In some locations, mostly along the Resource Protection Area (RPA) and adjacent residential areas, there would be a 100' buffer and setback. In other areas, mostly adjacent to roadways, there would be a 50' buffer in conjunction with a 100' building setback. While no structures could be in the 100' setback, development of parking lots and stormwater management facilities could occur, but still not within the 50' buffer. In places where the buffer areas do not meet Transitional Buffer 50 planting standards, supplemental landscaping would be added as long as it is not in conflict with wetland disturbance requirements. Prior to construction, all buffers would be marked to reflect the requirements of the plan of development.

These setbacks and buffers are generally consistent with the existing development requirements in White Oak Technology Park and with other approved developments along Technology Boulevard. Staff notes the proffer addressing this topic references the Concept Plan, but the setbacks and boundaries are not clearly marked on that exhibit. To avoid confusion, the applicant should more clearly identify these features on submitted plans and in the proffers.

An interest regarding public access to the buffer areas has been expressed through citizen engagement. The applicant is aware of this request but does not wish to pursue public access at this time. There is a level of security associated with some allowed uses, and extensive public access to a privately owned site is not currently supported. Staff notes the County continues to work on increasing open space access throughout the County, including the newest park, Taylor Farm Park, just west of I-295. Additionally, while full public access to buffers is not desired by the applicant, they should consider addressing a sidewalk or shared-use path along major roadways consistent with the policies of the Department of Public Works.

Allowed Uses

The proffers also address permitted uses, allowing those listed in the Office category and Manufacturing and Production category. Minor utilities and accessory uses (i.e. electrical substations, switch stations, water and sewer facilities) would also be allowed. Any additional M-1 use could be permitted with the approval of a Provisional Use Permit or Conditional Use Permit per the Zoning Ordinance which involves a public hearing process. The applicant has listed a potential use of "Business" in Proffer 4.a.iii, a generic use not listed as such in the Zoning Ordinance. This should be more specific to ensure consistency with the County's Zoning Ordinance.

Data centers as a permitted use have been the subject of much public input in this case. This use is first permitted in the O-1 Office District, which requires all cooling, ventilating, and emergency generators/power supply equipment to be located within an enclosed building. This equipment for

data centers in the M-1, M-2, and M-3 districts is not required to be fully enclosed but must be screened per the Zoning Ordinance.

Architecture, Building Materials, Signage, and Height Restrictions

Architectural elevations are proffered, showing two examples of data centers. Any buildings, including those for other uses, must be in general conformance with the quality of design, massing, architecture, and variety of features exhibited. Specific building materials have also been listed in a separate proffer. The elevations and materials are consistent with the built and planned buildings in the White Oak Technology Park, which were also approved by the park's Design Review Board. The applicant has committed to establishing a similar design review board as part of their proffers.

Signage has also been addressed in the proffers in a manner similar to surrounding developments. It would be monument style with bases of similar materials to the associated buildings. No digital message signs would be permitted.

The proffers limit building height to 93', slightly lower than the 110' height allowed by code. White Oak Technology Park allows a height of up to 110', but the tallest existing building is 75'. A use with a portion of its manufacturing structures taller than 75' has been approved but has not yet been constructed.

While building appearance and height would be generally consistent with other developments in the area, and the applicant has committed to incorporating best practices with regard to environmentally friendly building construction, staff encourages additional consideration for such design measures in the applicant's proffers. Specifically, consideration should be given to providing a commitment to develop future buildings, including data centers, consistent with an established environmental building program, such as LEED.

General Construction/Site Considerations

General construction and site considerations are addressed in a series of proffers related to flood plain conservation, stormwater pond treatment, underground utilities, lighting, fencing, hours of construction, and other topics. Parking lot lighting and other lighting within 500' of residential uses would be limited to 25' in height. At least 85% of exterior lighting would be required to be from LED sources, and lighting would be oriented away from external property lines. Any fencing within 50' of Williamsburg Road or Technology Boulevard would be decorative in nature, but other fencing on the site has not been addressed. At a minimum, the applicant should consider addressing fencing materials in close proximity to other roadways and residential uses where not restricted by environmental features.

The hours of construction have been limited to 7:00 a.m. - 7:00 p.m. (or dusk) within 500' of existing residential uses, except in emergencies. Given the size of the subject site, staff notes the 500' limit would be difficult to enforce, and limitations for the entire site should be considered. Additionally, other similar cases have prohibited construction on Sundays, but the wording of the proffers would allow work seven days a week.

There have been inquiries about other construction and site considerations such as soil retention techniques, retention pond construction techniques, and screening of mechanical equipment. Staff believes these subjects are addressed in County or State statutes and, therefore, do not need to be addressed in the applicant's proffers.

Cultural Resources/Land Dedication

The Division of Recreation and Parks has noted the subject property falls within the area of both the Savage Station and Seven Pines Battlefields, primarily toward Old Williamsburg Road on Tract 3 of the site. While there have been no known earthworks or other features of note identified on-site, the applicant has proffered a Phase 1 Archeological and Cultural Resource Study to be conducted prior to the first plan of development. Any artifacts found would be offered for donation to the County.

The applicant has also committed to dedicate a portion of the property along the north side of Old Williamsburg Road to the County for the placement of a historic marker or other improvements. This would be done prior to issuance of a building permit for the portion of the property as described in the proffers. When dedication of land to the County is proffered, as required by state law, it is to be accompanied by a disposition clause with a time limit of use. The land dedication proffer submitted by the applicant does not currently include such a clause.

Protective Covenants

Prior to or concurrent with the approval of the initial plan of development on each tract, a document setting forth covenants and restrictions relating to development and maintenance of the tract would be recorded. They would include setback requirements, a design review board, and development guidelines addressing various topics: signage, external lighting, the location of service areas, landscaping, construction standards, site coverage, and circulation. These reflect similar topics to those drafted for White Oak Technology Park but could effectively be different when finalized.

The applicant has stated they wish to model this project after White Oak Technology Park; however, as currently proffered, each tract of this development would have a separate set of covenants and restrictions regardless of common ownership. Not only would this be different from White Oak, but it could cause questions about application of covenants if buildings cross tract lines as shown on the layout. Staff strongly encourages the applicant to consider joining the existing White Oak Technology Park Owners Association and adopt similar covenants regarding future development.

Utilities

In addition to transportation improvements, the applicant will also be required to provide sewer infrastructure. The Department of Public Utilities has identified the need for a pump station and force main to serve the site. The applicant has verbally committed to the provision of sewer infrastructure to serve the area and would be required to demonstrate such infrastructure is available or under construction prior to plan of development approval.

County water can be supplied via a 24" water line located in Old Williamsburg Road; however, citizens have raised questions about the project's potential water usage. Based on staff research of data center industry standards, the amount of water used to operate such facilities has greatly decreased with technological improvements. The applicant has committed to these best practices of water usage and on-site stormwater runoff for irrigation.

Noise and Other Best Practices

Noise has been a major concern expressed during citizen engagement. This includes both construction noise and ongoing noise from potential uses, particularly data centers. To address these concerns, the applicant has proffered to mandate the use of best practices in the industry at the time of construction. While this is a positive addition, this commitment is short on details. Based on statewide research, at a minimum, it is recommended the applicant include committing to establishing baseline noise data, defining possible noise mitigation techniques, specifying goal

noise levels, and conducting post-construction noise analysis to measure the effectiveness of noise mitigation efforts.

Emergency generators are a typical accessory use for data centers and other potential uses of the site. These need to be tested regularly to maintain their readiness status, thereby producing some noise. The applicant has proffered to limit the testing times for any generators in a similar manner to the hours of construction, 7:00 a.m. to 7:00 p.m. For clarity, the applicant should also consider noting the days on which the tests could be conducted. In order to reduce noise in the direction of existing homes, the applicant should consider additional sound reduction techniques for generators and building placement which locate generators where potential noise impacts during testing and emergencies would be minimized. The desire for a decommissioning plan for generators was also expressed by citizens; however, this topic is already addressed by the Building Code and Fire Code.

Other impact-mitigating best practices included in the proffers are: minimization of impervious surfaces in landscaping areas, use of solar power for aeration of stormwater facilities, electric vehicle (EV) parking spaces, LED light fixtures, recycling of construction material waste, and heat-reflective roofing materials. While EV parking spaces are proffered, the applicant should also clarify the type and number of chargers to be installed.

Traffic Improvements, General Access, and Construction Access

The site's location at the intersection of Williamsburg Road and Technology Boulevard, and its proximity to two interstate highways, highlights its potential for economic development as encouraged by the County in the Comprehensive Plan. However, access to the site will need to be made more efficient and may require various levels of review. Currently, a portion of the property along E. Williamsburg Road has limited access because of its proximity to the Interstate 295 interchange. Any new access to the roadway must be approved by the Commonwealth Transportation Board (CTB). While this will not affect access to the southern portion of the property because of the frontage along Technology Boulevard, it could affect the local transportation network on the northern properties, where the only existing access is Old Williamsburg Road. The County recognizes this is not ideal for any new use on the northern property and is working with the CTB to remove restrictions from Technology Boulevard to the east.

The applicant addresses required traffic improvements, general access, and construction access by tract in a series of proffers. For each of Tracts 1 and 2, the proffers would require a traffic study to be conducted once the level of 4,000 average daily trips is reached. Development on Tract 3 would only trigger a traffic study for any plan of development. While the proffers are written so the traffic study trigger would only be cumulative for individual tracts, the Department of Public Works notes the cumulative trips generated by the entire site would trigger the requirement for a study. This is consistent with the concept plan, which shows buildings crossing tract boundaries. The applicant should consider a consolidated proffer to make this aspect of the request consistent across the entire site.

General vehicular access for the majority of the site would be obtained from Williamsburg Road or Technology Boulevard. Additional emergency access could be granted from Old Williamsburg Road and Old Memorial Drive depending on which roadway is adjacent to each portion of the site. The exemption to this in the proffers is Tract 3, which would be allowed on Old Williamsburg Road and through Tract 2. Staff believes traffic on Old Williamsburg Road should be reduced to the lowest amount possible and the applicant should strive to reach an agreement between the owners of Tracts 2 and 3, especially if uses on Tract 3 are accessory to Tract 2.

Similarly, all construction traffic, except for Tract 3, must come from Williamsburg Road or Technology Boulevard. Tract 3 must also do so if it is combined with Tract 2. While the intent of the combination language is understood, it would be clearer if the applicant clarified that this would occur if the properties were developed in coordination and supportive of each other. A formal combination and erasure of property should not be required to direct construction traffic, or any other vehicular access other than emergency access, through an adjacent property involved in the same request.

In addition to future land uses, the Comprehensive Plan contains a Major Thoroughfare Plan (MTP), which contains conceptual roadways meant to ensure adequate access to parcels for development consistent with the future land use recommendations. The site contains several MTP concept roads, including an extension of Memorial Drive to Williamsburg Road, an extension of Technology Boulevard north of Williamsburg Road and continuing past Interstate 64, and Concept Road 80, which would provide access from Technology Boulevard to properties on the west side of Old Memorial Drive. The extensions of Memorial Drive and Technology Boulevard were meant to ensure access in case those portions of the site were developed under multiple ownerships. However, if developed as a single use over the entire site, a public through road would not be as critical. This is not the case with Concept Road 80, which would provide access to additional property not involved in this case and help relieve future traffic pressure from Old Memorial Drive if additional property is developed. Recognizing there is a lack of distance measurements, the Concept Plan appears to provide ample opportunity for this concept road to be located on the southern portion of the property west of Technology Boulevard. At a minimum the applicant should include Concept Road 80 on any future version of their concept plans.

Additional Material Reviewed

Staff was provided with policy documents created or adopted by Fairfax and Fauquier Counties. After review of those documents, staff believes the proposed proffered conditions, Zoning Ordinance requirements, and plan of development review process would ensure the development is largely consistent with their recommendations, especially with regards to buffering, site design, protection of natural resources, and Comprehensive Plan consistency. The applicant has also indicated items such as water and power usage and efficiency would meet generally accepted industry standards for data centers, which are reflected in the provided documents. Other areas where the request may not be as consistent with the additional materials and are relevant to Henrico County have been listed elsewhere in this report.

Community Engagement

The applicant held two community meetings at Seven Pines Elementary School on December 7, 2023, and January 17, 2024. An additional meeting was held by the Henrico Conservation Action Network (HCAN) on January 18, 2024, at the Sandston Library. The Planning Department has received communication from citizens and distributed this information to the Planning Commission. As part of the regular rezoning process, this request will also include public hearings before the Planning Commission and the Board of Supervisors. Citizens can directly participate in these public hearings in person or virtually.

Conclusion

This request would allow a large site to be consolidated under a single zoning district with unified proffers, and the proposed uses would be consistent with the 2026 Plan's future land use designations on a majority of the site. However, the applicant should more thoroughly address the concept roads listed in Major Thoroughfare Plan. Additional recommendations regarding the conceptual plan include removing potential buildings from setback and buffer areas, clearer labeling of Tracts, and better referencing of exhibits in the proffers.

The applicant has proffered some assurances of quality development including buffers, landscaping, building setbacks, architectural exhibits and materials, height limitations, use limitations, archeological studies, land dedication, protective covenants, and several best practices. These do address some of the staff and citizen concerns that have been expressed, but they could be enhanced in other areas to further reduce potential impacts. Providing more detail on hours of construction, generator testing days, construction and permanent access, non-vehicular transportation improvements, environmentally friendly building design, and noise attenuation is also encouraged. Specific to noise concerns, the applicant should also consider taking baseline readings before construction and follow-up readings post construction to ensure mitigation efforts have worked as planned.

The applicant has submitted a request to defer the public hearing for this matter to the March 14, 2024 Planning Commission meeting. Based on the information outlined in this report, staff supports the deferral of this case to the March agenda to allow more time for the applicant to improve their request.

V. COMPREHENSIVE PLAN ANALYSIS:

Land Use Plan Recommendation:

The 2026 Comprehensive Plan recommends Office, Office/Service, Commercial Concentration, Traditional Neighborhood Development, Open Space/Recreation, and Environmental Protection Area uses for the site. Portions of the site are designated as Prime Economic Development Site #26 and part of Site #27. The proposed uses, properly mitigated, would be consistent with these designations. While not consistent with the Traditional Neighborhood Development designation, the proposed development could be appropriate, provided impacts are properly mitigated. A portion of the site falls within the outer limits of the Airport Safety Overlay District. Any building over 100' in height will require clearance from the FAA.

Goals, Objectives and Policies:

This request is most consistent with the following Goals, Objectives and Policies of the 2026 Comprehensive Plan:

- Economic Goal 3: Tax revenues that support the continuation of the highest quality public services and facilities that are generated in a balanced manner between residential and nonresidential uses.
- Economic Objective 1: Encourage balanced growth that maintains a ratio of nonresidential and residential land uses that supports a tax base ratio of at least sixty-five percent (65%) residential to thirty-five percent (35%) commercial.
- Economic Objective 5: Promote reinvestment in older neighborhoods to meet the needs for retail services and employment in local areas.
- Land Use and Community Character Goal 3: A diverse and balanced mix of land uses promoting fiscal health.

This request is least consistent with the following Goals, Objectives and Policies of the 2026 Comprehensive Plan:

- Natural Cultural and Historic Resources Objective 32: Identify acceptable noise levels for various land uses and promote methods for noise reduction and mitigation by encouraging compatible locations of uses, and implementation of various noise mitigation techniques.
- Transportation Goal 4: Coordinated land use and transportation plans which better enable future land development activities to be supported by concurrent transportation infrastructure improvements.

- Transportation Objective 4: Encourage developments which include facilities to accommodate the pedestrian and bicyclist as well as transit.
- Pedestrian Facility Policy 2: Require sidewalks and other pedestrian pathways along all new and reconstructed major thoroughfares (see Major Thoroughfare Plan Map) excluding interstate highways and other controlled-access roads.
- Transportation Related Land Use Policy 3: Design new development to provide interconnectivity with existing and future developments through the use of stub streets.

VI. PUBLIC SERVICE AND SITE CONSIDERATIONS:

Major Thoroughfare and Transportation:

Traffic Engineering is in general agreement with the proposed proffers. The one exception is that the Traffic Improvements for Tracts 2 and 3 should be cumulative to Tract 1 and based on the cumulative daily trip generation of all plans of development (POD), not separate daily trip generations. Also, a sidewalk or shared use path shall be installed along the parcels fronting Technology Boulevard.

Drainage:

All proposed improvements must comply with all applicable Public Works plan of development requirements. Land disturbance greater than 2500 sq feet will require a Comprehensive Grading Plan and an Agreement in Lieu of an Erosion and Sediment Control Plan. The site must comply with applicable stormwater quality and quantity requirements.

Based on information in the County's GIS, there appears to be a 100-year floodplain present on the site. It appears there may be an SPA Stream and/or an RPA stream on the property. Based on GIS, Waters of the U.S. and/or hydric soils are present (indicating possible wetlands). Corps of Engineers and DEQ permits may be required. There may be restrictions within existing non-County utility easements.

Public Utilities:

A 24" water line is located in Old Williamsburg Rd. The sewer trunk lines, sewer pump station, and sewage force main to serve this property need to be constructed.

Schools:

REZ-2023-10017 does not involve the addition of any residential housing, thus it does not have any educational impacts.

Division of Fire:

Fire protection issues, including fire department access and the layout of emergency accesses, will be addressed during POD review.

Division of Police:

The applicant is encouraged to contact and work with the Community Services Unit with the Police Division for crime prevention techniques and Crime Prevention Through Environmental Design (CPTED) concepts as a POD is drafted for submission to the county for review.

Recreation and Parks Department:

There are no known park or recreation facility, historical, or archeological impacts. However, it is noted the parcel falls within the Civil War battlefield areas identified by the Virginia Department of Historic Resources as: Battlefield core area 043-0308 Savage Station Battlefield Class C: fragmented battlefield, poor integrity, and study area 043-5081 Seven Pines Battlefield Class B: fragmented battlefield lost integrity. The historical sites identified by the Virginia Department of Historic Resources: A ranch style home (043-5959) built ca. 1957, located at 3101 Old

Williamsburg Road, (043-5075) identified as Harmon Dam and created in the 1930s. A bungalow style home (043-5076) built ca.1930, located at 3341 Old Williamsburg Road. None of these resources are associated with any significant people or regional events.

Libraries:

No Comments

General Services:

No Comments

Topography and Land Characteristics Adaptability:

There are no known topographical or environmental features that would eliminate development of the site as proposed. There is the potential presence of steep slopes and wetlands on portions of the property and the proposed development should address those areas accordingly.



Proffers for Conditional Rezoning

County of Henrico, Virginia

4301 E. Parham Road, Henrico, Virginia 23228

Henrico Planning Web Site: <http://www.henrico.us/planning>

Mailing Address: Planning Department, P.O. Box 90775, Henrico, VA 23273-0775 Phone (804) 501-4602 Facsimile (804) 501-4379

Original Amended Rezoning Case No. 2023-100017 Magisterial District Varina

Pursuant to Section 24-121 (b) of the County Code, the owner or duly authorized agent* hereby voluntarily proffers the following conditions which shall be applicable to the property, if rezoned:

Sep Bolow /

Signature of Owner or Applicant / Print Name

1/30/24

Date

*If applicant is other than Owner, the Special Limited Power of Attorney must be submitted with this application

PLEASE SEE ATTACHED SIGNATURE PAGES

RE: REZ-2023-100017
January 30, 2024

PROFFERS APPLICABLE TO THE ENTIRETY OF THE PROPERTY

The following proffers apply to the entirety of the Property:

1. Concept Plan. The Property will be developed in general conformance with the concept plan attached hereto as Exhibit A and dated January 30, 2024 (see case file) for any development as a data center (the "Concept Plan"), which is conceptual in nature and may vary in massing, height, elevations, design, layout, final density, and other details shown therein. The specific design, general layout, and other details may vary from the Concept Plan as required for final plan approval, engineering reasons, design or compliance with governmental regulations, or as otherwise approved during any Plan of Development review.
2. Building Setback. Any building on the Property will be set back at least 100 feet from the specific boundary lines of the Property shown as "100' BUFFER AND BUILDING SETBACK" and "100' BUILDING SETBACK (TYP.)" on the plan entitled "WILLIAMSBURG ROAD TECHNOLOGY BOULEVARD REZONING EXHIBIT", dated November 9, 2023, prepared by Timmons Group, and attached to these Proffers (the "Concept Plan"). The portion of the Property



Proffers for Conditional Rezoning (Supplemental)

County of Henrico, Virginia

4301 E. Parham Road, Henrico, Virginia 23228

Henrico Planning Web Site: <http://www.co.henrico.va.us/planning>

Mailing Address: Planning Department, P.O. Box 90775, Henrico, VA 23273-0775

Phone (804) 501-4602

Facsimile (804) 501-4379

identified as "ATLANTIC CROSSING/VIENNA PROPERTIES" on the Concept Plan is defined as "Tract 1". The portion of the Property identified as "HARMON PROPERTIES" on the Concept Plan is defined as "Tract 2". The portion of the Property identified on the Concept Plan as "RICHMOND UNITED PROPERTIES" on the Concept Plan is defined as "Tract 3", and together with Tract 1 and Tract 2, each a "Tract".

- a. Any building on Tract 1 or Tract 2 will be set back at least 50 feet from the common boundary line of Tract 1 and Tract 2 as shown as "INTERNAL 50' SETBACK" on the Concept Plan, unless Tract 1 and Tract 2 are under common ownership at the time of any Plan of Development on the Property.
 - b. Any building on Tract 2 or Tract 3 will be set back at least 50 feet from the common boundary line of Tract 2 and Tract 3 as shown as "INTERNAL 50' SETBACK" on the Concept Plan, unless Tract 2 and Tract 3 are under common ownership at the time of any Plan of Development on the Property.
 - c. Nothing in this Proffer 1 will impose building setbacks between internal Property lines, unless otherwise set forth in this Proffer 1. Landscaping, sidewalks, drainage facilities, utility lines (including fiber and telecommunication lines and related facilities) and connections, driveways, access ways, signs, flags, lighting, security fencing, parking areas, retaining walls and similar structures will be permitted within any building setback area set forth in this Proffer 1.
3. Buffers and Landscaping.
- a. Any buffer within the Property required in this Proffer 3 will be natural and landscaped, and may include supplemental plantings, signage, berms and other purposes as approved at the time of landscape plan review. Roads, sidewalks, utility easements (including drainage facilities, and fiber and telecommunication lines and related facilities), fencing/walls adjacent to any roads or drives, and signage will be permitted within such buffer; provided, any such road or utility easements (other than electric power utility lines and easements) will be extended generally perpendicular through such buffer unless otherwise approved at the time of Plan of Development review. Fiber



Proffers for Conditional Rezoning (Supplemental)

County of Henrico, Virginia
4301 E. Parham Road, Henrico, Virginia 23228
Henrico Planning Web Site: <http://www.co.henrico.va.us/planning>

Mailing Address: Planning Department, P.O. Box 90775, Henrico, VA 23273-0775 Phone (804) 501-4602 Facsimile (804) 501-4379

and telecommunication lines and related facilities may be extended parallel through a buffer so long as the total width of the buffer is increased by the width of the easement for such fiber and telecommunication lines and related facilities. Any buffer required herein will include supplemental evergreen plantings necessary to provide additional screening for existing single-family dwellings adjoining such buffer as determined at the time of landscape plan review.

- b. The areas shown on the Concept Plan as "VARIABLE WIDTH BUFFER AND BUILDING SETBACK (100' MINIMUM FROM P/L)" will be a minimum one hundred (100) foot in width, natural and landscaped buffer, and planted, if permitted within the Resource Protection Area, at a minimum to the level of a transitional buffer 50.
- c. The areas shown on the Concept Plan as "50' BUFFER" will be a minimum fifty (50) foot in width, natural and landscaped buffer and planted at a minimum to the level of a transitional buffer 50.
- d. The areas shown on the Concept Plan as "100' BUFFER AND BUILDING SETBACK" will be a minimum one hundred (100) foot in width, natural and landscaped buffer and planted at a minimum to the level of a transitional buffer 50.
- e. Supplemental landscaping consisting of evergreen plantings will be provided along any parking areas adjoining residential areas existing at the time of plan of development review. Such landscaping will be placed along the edge of the clearing limits adjacent to such parking areas, as determined appropriate at the time of landscape plan review to provide screening effective to screen lights from vehicles driving on such parking areas.
- f. All buffer areas will be marked at the time construction begins as required at the time of plan of development review.
- g. Any fencing within fifty (50) feet of Williamsburg Road or Technology Boulevard will be decorative fencing, such as black cast aluminum decorative fence, security fencing, or as otherwise approved at the time of Plan of



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Development review.

4. Uses. Only the following uses will be permitted:
 - a. Uses permitted in the Office Use Category, including, the following:
 - i. Business and sales;
 - ii. Business schools;
 - iii. Business;
 - iv. Business training and conference facilities;
 - v. Data centers; and
 - vi. Professional services.
 - b. Uses permitted in the Manufacturing and Production Use Category, including the following:
 - i. Manufacturing, artisan; and
 - ii. Manufacturing, light.
 - c. Utility, minor;
 - d. Accessory uses, such as utilities, including, without limitation, electrical substations and switch stations, water and sewer facilities (including lift stations); and
 - e. Any other use permitted in the M-1 District if permitted by and ultimately approved with a Provisional Use Permit or Conditional Use Permit, as the case may be.

5. Building Materials. Exposed exterior wall surfaces (above finished grade) of all individual buildings (excluding rooftop screening materials for mechanical equipment) must be constructed with one or more of the following siding materials: decorative concrete block (including, without limitation, split face block, smooth face block, fluted block, and ground face block), tilt-up or pre-cast concrete, brick, brick veneer, glass, metal (other than corrugated metal), stone, cast stone, stone veneer, stucco, synthetic stucco, glass block, cementitious siding, insulated panels, concrete tile, or ceramic tile, unless other material is approved at the time of Plan of Development review. In no case will unpainted concrete block, unfinished corrugated metal, or unfinished sheet metal be permitted. For purposes of these proffers, "wall surfaces" will not be deemed to include columns, pilasters, trim, gutters, accent materials, architectural features, windows, doors,



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bay doors, piers, wall sections and headers near roll up doors and loading doors.

6. Elevations. Buildings constructed on the Property will generally be in conformance with the renderings attached hereto as Exhibit B and dated January 30, 2024 (2 pages, see case file), with respect to quality of design, massing and architecture, and the variety of features, unless otherwise approved at the time of Plan of Development review.
7. Lighting. All parking lot lighting on the Property will use concealed sources of light (such as shoebox type fixtures) and be dark sky compliant. Parking lot lighting fixtures located in the parking lots and within five hundred (500) feet of any existing single-family home must not exceed twenty-five (25) feet in height above grade level. Parking lot lighting and any exterior building light fixtures will utilize LED lamps or their equivalent. Lights located on the exterior of a building will not face toward the boundary line of the Property adjoining any existing single-family home.
8. Height. No building on the Property will exceed a height of ninety-three (93) feet, provided as measured, including exceptions, as set forth in Section 24-8310 of the County Zoning Ordinance.
9. No Burning. There must be no on-site open burning of stumps, limbs, trees or other debris during site work or the construction of any buildings on the Property.
10. BMPs/Retention Ponds. Any retention pond or BMP facilities on the Property will be maintained in accordance with all applicable laws, rules, and regulations and any wet pond will be aerated.
11. Utility Lines. Except for junction and access boxes, meters, utility lines in wetlands areas, existing overhead utility lines, electric power lines, and except as otherwise required by applicable laws, rules and regulations; all site-specific utility lines, including private electric, telephone, CATV or other similar lines, will be installed underground, unless otherwise approved at the time of Plan of Development review.



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12. Detached Signage. Detached signage will be monument style, the base of which will be a material consistent with the building, and landscaped. No such detached signage will be internally lit. No digital changeable message signs will be permitted.

13. Conservation Areas. Notwithstanding the uses permitted and regulated by the zoning of the Property, such portion(s) of the Property which lie within a one hundred (100) year flood plain as determined by definitive engineering studies approved by the Department of Public Works, and such portion(s) of the Property which may be inundated by waters impounded to a maximum elevation determined in a controlled, regulated manner by a structure or structures approved by the Department of Public Works, may only be used for the following purposes:
 - a. Stormwater management, retention areas, and stormwater outflows.
 - b. Ponds, lakes and similar areas intended as aesthetic or recreational amenities or wildlife habitats.
 - c. Access drives, utility easements (including fiber and telecommunication lines and related facilities), signage, sidewalks, walkways, and recreational facilities installed in a manner to minimize their impacts.
 - d. Such additional uses to the uses identified in A, B and C above as may be deemed compatible and of the same general character by the Director of Planning pursuant to the County Zoning Ordinance.

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

14. Hours of Construction. The hours of any land disturbance activities, including operation of bulldozers and other earthmoving equipment, within five hundred (500) feet of any existing single-family home, will be limited to between 7:00 a.m. and 7:00 p.m. (or dusk, whichever is earlier), except in emergencies or where unusual circumstances require extending the specific hours in order to complete work, such as concrete pours or utility connections. Signs, in both English and



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Spanish, stating the above referenced provisions will be posted and maintained at all construction entrances to the Property prior to any land disturbances activities thereon.

15. Construction Traffic. Except for Tract 3 (unless it is combined with Tract 2) construction vehicles will only be permitted to access the Property by way of Williamsburg Road or Technology Boulevard. Any construction entrance must have a mud wash for the washing of construction vehicle tires as necessary to prevent mud from getting on public roads when leaving the Property.
16. Loading Areas. All loading docks must be screened from public view at the public rights of way. Loading areas facing a residential or agriculturally zoned property being used for residential purposes will be screened using landscaping, an opaque fence, or wall, or as otherwise approved at the time of Plan of Development review.
17. Emergency Diesel Generators. Emergency diesel generators located on the Property may be tested only during the hours of 7 am and 7 pm, unless otherwise approved under or consistent with the Virginia Department of Environmental Quality issued permit. Such testing will be conducted pursuant to National Fire Protection Association (NFPA) (or its successor) standards, as may be applicable at that time.
18. Archeological Study. The applicant must conduct a Phase 1 Archeological and Cultural Resource Study on the Property prior to the first Plan of Development approval on such portion of the Property subject to the Plan of Development. The applicant of such Plan of Development will provide a copy of the study to the Director of Planning of the County for review. Any culturally significant artifacts found as a result of such study or construction on any portion of the Property will be offered for donation to the County or its assigns.
19. Land Dedication. Prior to issuance of development permits on the portion of the Property with a current County Parcel ID of 840-713-3163 and a current address of 2801 Old Williamsburg Road (the "Old Williamsburg Road Parcel"), upon request of the County, a minimum of .25 of an acre of the Old Williamsburg Road Parcel, such portion of Old Williamsburg Road Parcel to be north of Old



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Williamsburg Road, will be dedicated to the County or its assigns for use to place an historic marker and other improvements by the County or its assigns.

20. Protective Covenants. Prior to or concurrent with the final approval of the initial Plan of Development for each Tract a document setting forth covenants and restrictions (the "Covenants") will be recorded in the Clerk's Office of the Circuit Court of Henrico County, Virginia (the "County"), which will include Covenants relating to the development and maintenance of that Tract. Any Covenants will include, at a minimum, the following development standards to be enforced by the declarant or owner of a Tract:
- a. Setback Requirements. Any parking areas will have a minimum setback of 50 feet from Technology Boulevard, Williamsburg Road, Old Williamsburg Road and Old Memorial Drive.
 - b. Development Guidelines. Development guidelines will be applicable with respect to the following design standards:
 - i. All buildings will be subject to approval of an architectural review committee with respect to common architectural and design standards for new buildings.
 - ii. Signage requirements, including no rooftop signage.
 - iii. External lighting requirements, designed to minimize glare or light flow onto adjacent structures and property.
 - iv. Location of loading docks, service areas and truck maneuvering areas.
 - v. Landscaping to be installed on unimproved areas of any site on the Property.
 - vi. Location and screening of trash collection containers.
 - vii. Construction standards and requirements, including construction access, erosion control, grading standards, and construction trash.



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- viii. Site coverage and site circulation.
- c. Design Review Board. The Covenants will provide for a development review board to review and approve or disapproval plans and specifications for improvements proposed to be installed or modified on the Property.
21. Exterior Alarms. No exterior alarms or speaker systems will be permitted, provided alarms or beepers located on vehicles and emergency alarms will be permitted.
22. Trash Enclosures. Any proposed enclosure area for dumpsters on the Property that can be seen from a public right-of-way, if provided, must be constructed of masonry, tilt, or other cementitious product on three (3) sides that is complementary to the buildings. The fourth side must be gated with an opaque material. Trash enclosures will be additionally screened from view with landscaping or other screening materials.
23. Best Practices. All data center buildings on the Property must be:
- a. Constructed and operated using best practices in the industry with respect to building construction, noise attenuation, and cooling technologies.
 - b. Designed and constructed implementing measures and techniques incorporating the following measures, unless otherwise approved at the time of Plan of Development review:
 - i. Minimize impervious areas and provide enhanced landscaping within the development areas;
 - ii. Use a minimum of fifty percent (50%) of solar power for aeration of stormwater management facilities;
 - iii. Use stormwater runoff from on-site detention facilities to irrigate landscape, lawn or buffer areas;
 - iv. Provide a minimum of 5 EV parking spaces per building within the data center employee parking area;



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- v. Use LED fixtures for a minimum of eighty-five percent (85%) of all building interior lighting;
 - vi. Use LED fixtures for a minimum of eighty-five percent (85%) of all building exterior lighting;
 - vii. Recycle construction material waste; and
 - viii. Incorporate heat reflective roofing on a minimum of sixty percent (60%) of the data center building roof.
24. Severance. The unenforceability, elimination, revision or amendment of any proffer set forth herein, in whole or in part, will not affect the validity or enforceability of the other proffers or the unaffected part of any such proffer.

PROFFERS APPLICABLE TO TRACT 1

The following proffers apply only to that portion of the Property identified as Tract 1:

25. Traffic Improvements. At the time of each Plan of Development review on Tract 1, a cumulative average daily trip analysis will be provided to the County of all uses located on Tract 1 at that time together with the use proposed by such Plan of Development. If such analysis estimates more than 4,000 average daily trips as a result of all such uses on Tract 1, a traffic study as required by the County at the time of such Plan of Development review will be completed. Necessary road improvements must be made as identified in the approved traffic study and required at the time of such Plan of Development. Such traffic study must be updated in a cumulative fashion for each additional phase of development on Tract 1 as required by the County Traffic Engineer.
26. Access. Vehicular access to and from Tract 1 will be limited to Route 60 (Williamsburg Road) and Technology Boulevard, and as an emergency access only via Old Williamsburg Road and Old Memorial Drive, and through Tract 2 upon agreement of the owner of Tract 2. Vehicular access to and from Tract 1 from any other road will be limited to emergency access only, unless approved otherwise at the time of Plan of Development review. Construction access to the



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site will be permitted only from Route 60 (Williamsburg Road) and Technology Boulevard.

PROFFERS APPLICABLE TO TRACT 2

The following proffers apply only to that portion of the Property identified as Tract 2:

27. Traffic Improvements.
 - a. No development may occur on Tract 2 until such time as the Virginia Department of Transportation approves access to Tract 2 at the location on Route 60 (Williamsburg Road) across from Technology Boulevard, extended.
 - b. At the time of each Plan of Development review on Tract 2, a cumulative average daily trip analysis will be provided to the County of all uses located on Tract 2 at that time together with the use proposed by such Plan of Development. If such analysis estimates more than 4,000 average daily trips as a result of all such uses on Tract 2, a traffic study as required by the County at the time of such Plan of Development review will be completed. Necessary road improvements must be made as identified in the approved traffic study and required at the time of such Plan of Development. Such traffic study must be updated in a cumulative fashion for each additional phase of development on Tract 2 as required by the County Traffic Engineer.
28. Access. Vehicular access to and from Tract 2 will be limited to Route 60 (Williamsburg Road), Old Williamsburg Road as an emergency access only, and through Tract 1 and Tract 3 upon agreement of the respective owner of each such Tracts. Vehicular access to and from Tract 2 from any other road will be limited to emergency access only, unless approved otherwise at the time of Plan of Development review. Construction access to the site will be permitted only from Route 60 (Williamsburg Road).

PROFFERS APPLICABLE TO TRACT 3

The following proffers apply only to that portion of the Property identified as Tract 3:



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29. Traffic Improvements. As required at the time of any Plan of Development on Tract 3, a traffic study will be completed. Necessary road improvements must be made as identified in the approved traffic study and required at the time of such Plan of Development.

30. Access. Vehicular access to and from Tract 3 will be limited to Old Williamsburg Road and through Tract 2 upon agreement of the owner of Tract 2. Vehicular access to and from the Property from any other road will be limited to emergency access only, unless approved otherwise at the time of Plan of Development review.



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With respect to Tract 1:

Vienna Finance Inc., a Virginia corporation

By: *D. S. Mill*

Its: *secretary*

Atlantic Crossing LLC, a Virginia limited liability company

By: *D. S. Mill*

Its: *Manager*



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With respect to Tract 2:

Andrew M. Condlin, by power of attorney



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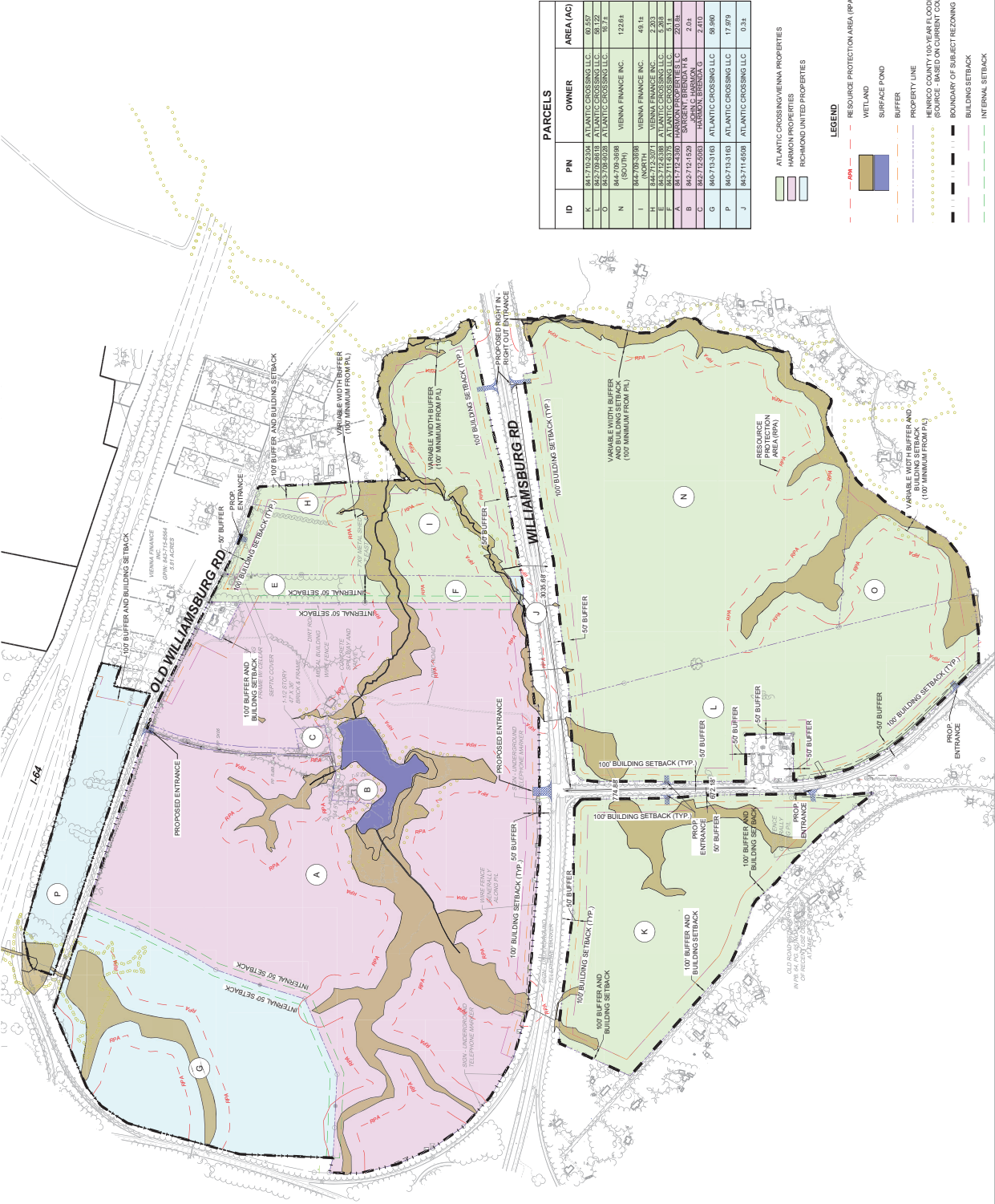
With respect to Tract 3

Atlantic Crossing LLC, a Virginia limited liability company

By: *D. S. Miller*

Its: *Manager*

15 of 15
(PREP5522/14)



ID	PN	OWNER	AREA (AC)
K	841-710-2304	ATLANTIC CROSSING LLC	60.557
L	843-711-6508	ATLANTIC CROSSING LLC	17.979
O	843-711-6508	ATLANTIC CROSSING LLC	0.314
N	844-708-3608	VIENNA FINANCE INC.	122.64
I	844-708-3608	VIENNA FINANCE INC.	48.14
H	844-712-2071	VIENNA FINANCE INC.	2.203
F	843-711-6508	ATLANTIC CROSSING LLC	5.14
E	841-712-2304	HARMON PROPERTIES LLC	290.38
B	842-712-1159	HARMON PROPERTIES LLC	2.04
C	842-712-5583	HARMON PROPERTIES LLC	2.470
G	840-713-3181	ATLANTIC CROSSING LLC	58.980
P	840-713-3181	ATLANTIC CROSSING LLC	17.979
J	843-711-6508	ATLANTIC CROSSING LLC	0.314

LEGEND

- ATLANTIC CROSSING VIENNA PROPERTIES
- HARMON PROPERTIES
- RICHMOND UNITED PROPERTIES
- RESOURCE PROTECTION AREA (RPA)
- WETLAND
- SURFACE POND
- BUFFER
- PROPERTY LINE
- VIENNA COUNTY (AS SEEN IN LOCAL PLAN MAP)
- BOUNDARY OF SUBJECT REZONING PROPERTIES
- BUILDING SETBACK
- INTERNAL SETBACK

SCALE 1"=500'

0 300' 700'

TIMMONS GROUP
YOUR VISION ACHIEVED THROUGH OURS.



WILLIAMSBURG ROAD TECHNOLOGY BOULEVARD
REZONING EXHIBIT - November 9, 2023

REZ-2023-100017

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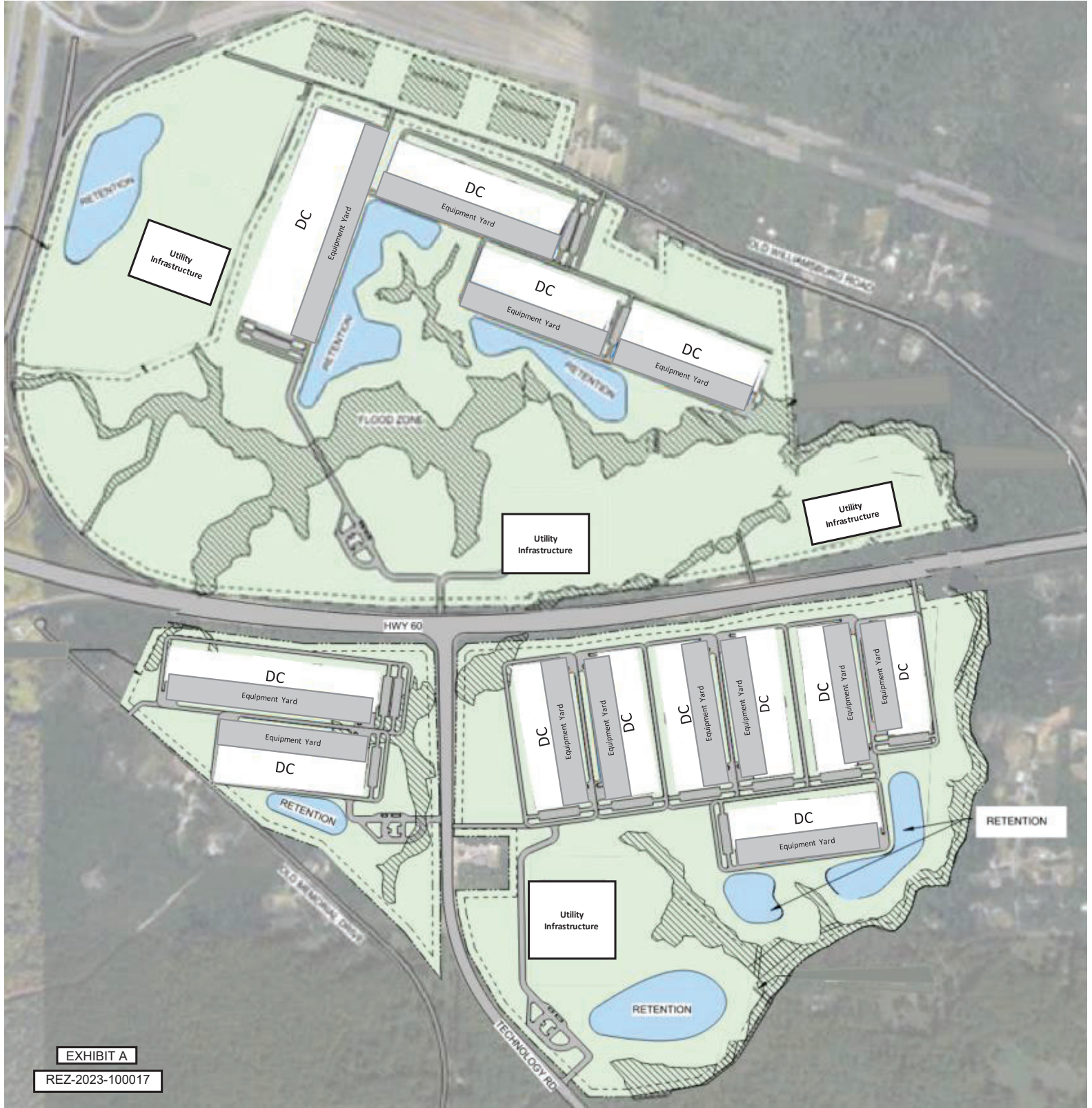


EXHIBIT A
REZ-2023-100017

Data Center Concept

Exhibit B
January 30, 2024

REZ-2023-100017

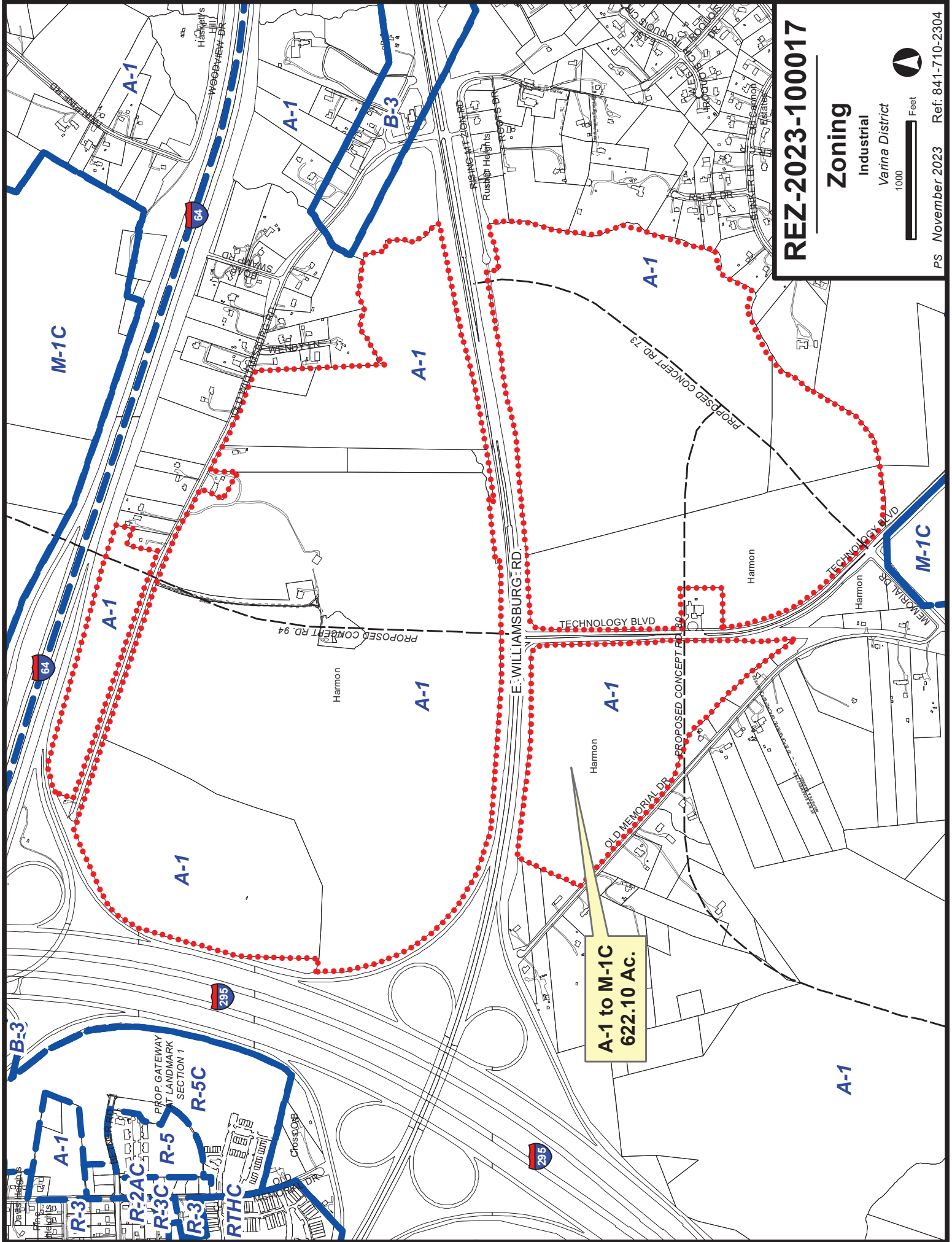


Data Center Concept



EXHIBIT B

REZ-2023-100017

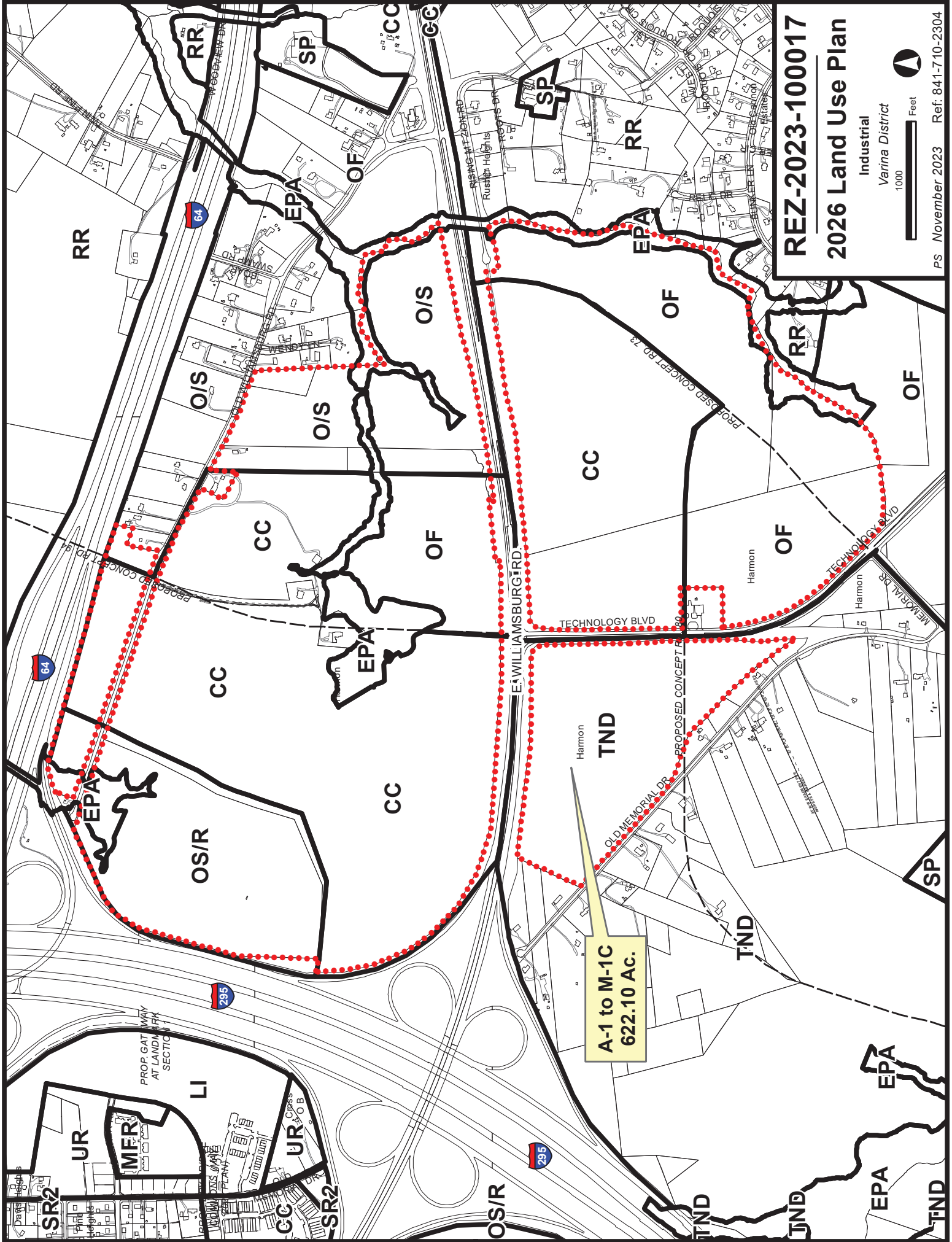


**A-1 to M-1C
622.10 Ac.**

REZ-2023-100017

Zoning
Industrial
Varina District





REZ-2023-100017
2026 Land Use Plan
 Industrial
 Varina District

1000 Feet

PS: November 2023 Ref: 841-7-10-2304

A-1 to M-1C
622.10 Ac.