

## **VOLUNTARY PROFFER STATEMENT**

Applicant: Green Energy Ventures, LLC  
3901 Centerview Dr. Suite L  
Chantilly, VA 20151

Owners: Plentiful Farm Family Limited Partnership, LLP  
Mount View Family Limited Partnership, LLP  
Frank B. Taylor Limited Partnership  
P.O. Box 152  
King George, VA 22485

Representative: H. Clark Leming, Leming and Healy, P.C.  
233 Garrisonville Road, Suite 104, Stafford, Virginia 22554  
P.O. Box 445  
Garrisonville, Virginia 22463

Project Name: King George Technology Center (the “Project”)

Property: King George Tax Map Parcel Numbers 21-49, 21-73, 22-46(A), and 21-49(A) (collectively, the “Property”)

Date: February 21, 2025

Request: Rezoning Tax Map Parcel Numbers 21-49, 21-73, 22-46A, from the A-1 (Agricultural) Zoning District, to the I (General Industrial) Zoning District, subject to the conditions proffered herein. Tax Map Parcel 21-49(A), while already zoned to the I (General Industrial) Zoning District, shall also be subject to the conditions proffered herein.

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### **I. General Information.**

The Applicant<sup>1</sup> hereby proffers that the use and development of the Property shall be in conformance with the following proffered conditions (“Proffers”), provided that the King George County Board of Supervisors (the “Board”) reclassifies the Property as applied for the Applicant, without amendment except that expressly authorized in writing by the Applicant. In the event the referenced reclassification is not approved by the Board as applied for by the Applicant, the below described Proffers shall be automatically withdrawn and are null and void and of no force and effect. The Applicant acknowledges that these conditions are voluntary and reasonable in accordance with Sections 15.2-2302, 15.2-2298 and 15.2-2303, et al. of the Code of Virginia (1950), as amended. Each proffer made herein is made voluntarily and complies with applicable

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<sup>1</sup> For ease of reference, these proffers use the term “Applicant” to collectively refer to the Applicant and Owners defined above and all future owners, assignees, and/or successors in interest of the Property.

law. No agent of King George County (the “County”) has suggested or demanded a proffer that is unreasonable under applicable law. The Proffers shall be deemed accepted by the Board upon reclassification, as applied for by the Applicant, after the expiration of the 30-day appeal period following the Board’s approval. These Proffers are the only conditions offered for this reclassification and any and all prior proffered conditions on the Property are hereby void and of no further force and effect.

## **II. Permitted uses.**

The permitted primary use of the Property is as a data center and accessory uses. Notwithstanding the foregoing, the approximately eighteen (18) acre dedicated site identified on the Zoning Plan may be used by the County or the King George County Service Authority (“KGCSA”), as applicable, for public uses as more particularly described in Proffer VIII below.

## **III. Development of the Property.**

- (a) Zoning Plan: The Development of the Property shall generally conform to the Zoning Plan submitted by the Applicant, entitled "Zoning Plan King George Technology Center", prepared by J2 Engineers, Inc., dated September 20, 2022, with a revision date of January 17, 2025, incorporated by reference herein (the “Zoning Plan”). All proposed parcel lines, parcel sizes, building envelopes and footprints, access points, building sizes, building locations, travel way locations, utility and substation locations and quantities, storm water management facilities, and dimensions of undeveloped areas shown on the Zoning Plan may be relocated and/or amended by the Applicant to fulfill requirements of final engineering, operation and design requirements and/or compliance with applicable state agency regulations including, but not limited to the County, the Virginia Department of Transportation (“VDOT”), the Department of Environmental Quality (“DEQ”), the Virginia Department of Health (“VDH”), etc., and in compliance with the requirements of the County’s development regulations and design standards manual and any matters of record. Notwithstanding the foregoing, any material adjustments to the Zoning Plan not consistent with the foregoing shall be subject to the approval by the County's Zoning Administrator, and in no event shall approved adjustments to the Zoning Plan relieve the Applicant from providing or complying with any of the Proffers set forth herein.
- (b) Phasing and Intensity: The Applicant shall construct no more than 7,200,000 square feet of data center buildings on the Property, which square footage does not include the construction of public facilities (including substations) and other utility infrastructure to serve the data center use. The Applicant will develop the Project in two Phases as follows:
  - (i) Phase 1: The Applicant shall construct no more than 2.5 million square feet of data center buildings on the Property as part of Phase 1. The Applicant may submit site plans to build out Phase 1 in subphases, provided that each site plan/subphase proposes the construction of no less than 250,000 square feet of data center buildings.

- (ii) Phase 2: The Applicant will construct the remaining data center buildings not constructed in Phase 1 as part of Phase 2, subject to the 7.2 million square foot maximum limitation above. The Applicant may submit site plans to build out Phase 2 in subphases, provided that each site plan/subphase proposes the construction of no less than 250,000 square feet of data center buildings.

#### **IV. Transportation.**

- (1) Principal access points shall be provided in the approximate locations depicted on the Zoning Plan, with the final locations and design subject to approval by VDOT and the County during the site plan review and approval process. Notwithstanding the foregoing, Phase 1 of the Project shall be accessed by the full-service driveway identified as Access Point 3 on the Zoning Plan until the Phase 2 transportation improvements proffered herein have been completed in accordance with County and VDOT standards. Emergency access shall also be provided at said principal access points, subject to VDOT and County approval during the site plan review and approval process.
- (2) The Applicant will dedicate right-of-way across the Bloomsbury Road frontage of the Property, measuring a distance of sixty-feet (60') from the existing centerline of Bloomsbury Road, free and clear of any liens or encumbrances, as generally depicted on the Zoning Plan. The Applicant will dedicate right-of-way across the Route 3 frontage of the Property, measuring a distance of one-hundred-feet (100') from the existing centerline of Route 3, free and clear of any liens or encumbrances, as generally depicted on the Zoning Plan. Said dedications will be made prior to the issuance of the final Certificate of Occupancy for the first data center building constructed on the Property.
- (3) The Applicant will do as follows prior to receiving a Certificate of Occupancy for the first data center building constructed on the Property:
  - (a) The Applicant will construct at its expense a westbound right turn lane at the intersection of Route 3 and the full-service driveway identified as Access Point 3 on the Zoning Plan in accordance with County and VDOT standards.
  - (b) The Applicant will construct at its expense a westbound right turn lane at the intersection of Route 3 and Bloomsbury Road in accordance with County and VDOT standards.
  - (c) The Applicant will submit to the County and VDOT a traffic signal warrant analysis (signal justification report ("SJR")) prepared in accordance with County and VDOT standards to determine if any signal warrant and traffic signalization improvements are necessary to serve the intersection of Route 3 and the full-service driveway identified as Access Point 3 on the Zoning Plan (the "Access Point 3 Warrant Analysis"). In addition, the Applicant will submit to the County and VDOT an "R-Cut" design for entrance 3, as illustrated on Sheet 9 of the Zoning Plan. In the event

- the “R-Cut” is approved and constructed as part of Phase I the Applicant shall not be required to conduct an additional SJR.
- (d) The Applicant will submit to the County and VDOT an SJR prepared in accordance with County and VDOT standards to determine if any signal warrant and traffic signalization improvements are necessary to serve the intersection of Route 3 and Bloomsbury Road (the “Route 3 Bloomsbury Warrant Analysis”)
- (4) The Applicant will do as follows prior to receiving a Certificate of Occupancy for the first data center building constructed within Phase 2 of the Project:
- (a) The Applicant will construct at its expense a westbound right turn lane at the intersection of Route 3 and the full-service driveway identified on the Zoning Plan as Access Point 5 in accordance with County and VDOT standards.
  - (b) The Applicant will construct at its expense a westbound right turn lane at the intersection of Route 3 and the full-service driveway identified on the Zoning Plan as Access Point 4 in accordance with County and VDOT standards.
  - (c) The Applicant will submit to the County and VDOT an SJR prepared in accordance with County and VDOT standards to determine if any signal warrant and traffic signalization improvements are necessary to serve the intersection of Route 3 and the full-service driveway identified as Access Point 4 on the Zoning Plan (the “Access Point 4 Warrant Analysis”). In addition, the Applicant will submit to the County and VDOT an “R-Cut” design for entrance 4, as illustrated on Sheet 9 of the Zoning Plan. In the event the “R-Cut” is approved and constructed as part of Phase I the Applicant shall not be required to conduct an additional SJR. . Whichever improvement is approved by VDOT and the County shall be constructed at Applicant’s sole cost and expense.
  - (d) The Applicant will construct at its expense any signal warrant and traffic signalization improvements determined to be warranted by the Route 3 Bloomsbury Warrant Analysis in accordance with County and VDOT standards.
- (5) Prior to receiving a Certificate of Occupancy for the 7.2 millionth square foot of data center buildings constructed on the Property, the Applicant will submit to the County and VDOT an updated Route 3 Bloomsbury Warrant Analysis and will construct at its expense any signal warrant and traffic signalization improvements determined to be warranted by the updated Route 3 Bloomsbury Warrant Analysis in accordance with County and VDOT standards.

## **V. Site Design.**

- (1) Buildings: The number, size, number of stories, and location of the buildings constructed on the Property shall be in general conformance with the Zoning Plan, subject to the adjustments authorized by Proffer III(a) herein.
- (2) Building height: The maximum height of any building developed on the Property shall not exceed sixty-five (65) feet for the two-story buildings identified in the Zoning Plan and shall not exceed ninety (90) feet for the three-story buildings identified in the Zoning Plan, exclusive of parapets and other screening or sound attenuation equipment located on rooftops. No building constructed on the Property shall exceed three-stories or 90 feet in height, exclusive of parapets and other screening or sound attenuation equipment located on rooftops.
- (3) Construction Mitigation: A Construction Mitigation Plan shall be developed by the Applicant and submitted to the Zoning Administrator for review concurrent with each site plan submission for the Project. The plan shall address, at minimum, construction traffic control measures, including any mitigation measures to be implemented during weekday peak AM and PM hours and school bus travel times along shared construction truck routes to and from the Property.
- (4) Setbacks. All buildings shall be set back at a distance of at least 200 feet from all public rights-of-way and a distance of at least 70 feet from adjacent property lines. Access, erosion and stormwater structures, and utility infrastructure may be located in the setback areas to the extent permitted by the County's Zoning Ordinance.
- (5) Buffer requirements. Buffers and landscaping shall be provided as generally depicted on the Zoning Plan. A minimum 50-foot-wide buffer shall be provided along the perimeter of the Property as generally depicted on the Zoning Plan. A final Landscaping Plan shall be approved at the time of final plan approval (for each site plan). The Landscaping Plan shall include the following minimum standards:
  - (a) Existing trees and vegetation within the landscape buffer shall be preserved to the greatest extent possible. Where existing vegetation is not adequate to achieve the visual screen, additional plants shall be installed as necessary to screen industrial uses on the Property. Any and all landscaping installed on the Property shall include only species native to Virginia or other species as approved by the Zoning Administrator or his designee.
  - (b) The landscape buffer shall include berms in general conformance with those depicted on Sheet 6 of the Zoning Plan.
  - (c) Final Landscaping Plans shall include a tree preservation plan which identifies the scope and use of existing vegetation and identify the height and caliper of trees at the time of installation and as expected at full maturity.

- (d) The Applicant shall submit a Landscape Maintenance Plan to the Zoning Administrator for approval concurrent with each site plan submission for the Project. The Landscape Plan shall include requirements to ensure that all existing vegetation and planted materials are tended to and maintained in a healthy growing condition, and that dead or dying materials shall be replaced during the next planting season. The Applicant shall provide a Landscape Security in a form approved by the County Attorney, in an amount sufficient to ensure performance of the Landscape Maintenance Plan until such time as the landscaping has reached maturity. If existing trees and vegetation are disturbed, new plantings shall be provided for the buffer.
- (6) Fencing: The developed area shall be enclosed by security fencing not less than eight (8) feet in height. Fencing must be installed on the interior of the landscape buffer so that it is screened from the ground level view of adjacent property owners at buffer maturity. The fencing shall be maintained at all times while the Project is in operation.
- (7) Water: The potable water needs for the Project may initially be served by temporary groundwater well(s) (the “temporary groundwater wells”) permitted and constructed by the Applicant in accordance with VDH, DEQ, and all other applicable regulations until a community/public water system owned and operated by the KGCSA (“KGCSA water system”) becomes available to serve the Project. The groundwater supplied by the temporary groundwater wells will be used primarily to serve employees and other general facility uses, but in no event will said groundwater be used for the water-cooling of data center equipment, unless expressly authorized by the KGCSA. If a KGCSA water system becomes available to serve the Property, the Applicant will abandon and discontinue the use of the temporary groundwater wells in accordance with applicable regulations and will connect to the KGCSA water system in accordance with County and KGCSA requirements and policies. No water-cooling of data center equipment will be permitted on the Property unless and until the Property is connected to and served by a KGCSA water system, or other water supply source becomes available to the Applicant.
- (8) Sewer: The Project will be served by onsite sewage systems permitted, constructed, operated, and maintained by the Applicant in accordance with VDH and all other applicable regulations until such time as a public sewer system owned and operated by the KGCSA (“KGCSA sewer system”) becomes available to serve the Property. If the KGCSA sewer system becomes available to serve the Property in the future, the Applicant will abandon and discontinue the use of the foregoing onsite sewage systems in accordance with applicable laws and will connect to the KGCSA sewer system in accordance with County and KGCSA requirements and policies.

## **VI. Environment.**

- (1) A Phase II archaeological evaluation prepared in accordance with state law requirements shall be provided by the Applicant at the time of the initial site plan for the Project for those sites identified as 44KG0058, 44KG0069, 44KG0249, 44KG0250, 44KG0252 in that certain "Archeological Assessment - King George Technology Center in King George County, Virginia," dated September 2024, prepared by the Ottery Group (collectively the "cultural sites"). The Applicant shall comply with any and all mitigation measures identified and required by the Phase II archaeological evaluation for the cultural sites. Unless otherwise required by state or federal law, any historical artifacts removed from the Property shall be retained by a County museum or other appropriate recipient as may be identified by the Zoning Administrator.
- (2) Intentional discharge of fuel, oil solvents, anti-freeze and/or other pollutants, hazardous materials, or flammable substances shall be strictly prohibited. These materials shall be properly stored, maintained and disposed of in accordance with all applicable federal, state, and local laws.
- (3) The Applicant shall submit a wetland delineation of the Property prepared in accordance with United States Army Corps of Engineers ("USACE") regulations and standards at the time of submission of the initial site plan for the Project. Any disturbance into delineated wetlands, floodplain areas, or resource protection areas on the Property shall comply with all applicable federal, state, and local laws.

## **VII. Public Safety.**

- (1) The Applicant shall submit an Emergency Action Plan to the County Department of Fire, Rescue & Emergency Services (the "Department") at the time of each site plan review for the uses identified on such site plan. The Emergency Action Plan shall address, at minimum, emergency access, emergency response planning, any departmental training requirements, and any specific Fire, Rescue and/or EMS impacts associated with any use(s) of the Property identified in the site plan. The Emergency Action Plan shall be developed in coordination with the Department and shall be approved by the Department in connection with the corresponding site plan. The Emergency Action Site Plan shall include all fire protection facilities, in-building fire suppression sprinkler facilities, fire hydrants, and other fire suppression facilities determined by the Department to be necessary to adequately serve the uses identified in the corresponding site plan. The Applicant shall install at the Applicant's expense all such fire suppression equipment/facilities identified in the Emergency Action Plan prior to receiving a Certificate of Occupancy for the first building on the corresponding approved site plan.
- (2) The Applicant agrees to pay the County Two Million One Hundred Thousand Dollars (\$2,100,000) to mitigate potential public safety impacts generated by the development of the Property. The Applicant will pay the foregoing sum to the County at the time

of the County's issuance of a building permit for the first data center building proposed to be constructed on the Property. No temporary or final Certificate of Occupancy for any three-story data center building will be granted until the foregoing cash proffer payment has been made by the Applicant. In the event that the County does not use the foregoing cash payment for the purposes articulated in this proffer, the County may, in its sole discretion, utilize the cash payment for other public safety purposes deemed appropriate by the County.

- (3) After the final inspection and upon the County's issuance of a temporary or final Certificate of Occupancy permit for data center facilities that exceed 250,000 square feet (excluding accessory uses), the Applicant agrees to make a monetary contribution to the County in the amount determined by the Department to be necessary to hire and train Department personnel to mitigate the public safety impacts generated by the Project, including the purchase of public safety equipment, provided that such amount does not exceed \$100,000.00. The payment shall be made by the applicant within sixty (60) days of the County's written request for such payment. Notwithstanding the foregoing, no temporary or final Certificate of Occupancy permit for any three-story data center building will be granted until the foregoing cash proffer payment has been made by the Applicant, provided the county has requested the payment. In the event that the County does not use the foregoing cash payment for the purposes articulated in this proffer, the County may, in its sole discretion, utilize the cash payments for other public safety purposes deemed appropriate by the County.
- (4) Upon the County's issuance of a Certificate of Occupancy for the first 250,000 square feet of data center facilities and accessory uses constructed on the Property, the Applicant shall make a monetary contribution to the County in the amount of \$2 per 100 square feet of data center facilities and accessory structures constructed on the Property to mitigate the public safety and public utility impacts generated by the Project. The foregoing monetary contribution shall recur annually during operation of the Project and shall be calculated based on the total square footage of completed data center facilities and accessory structures constructed on the Property on the due date of such annual payment, with such annual due date determined by the County. In the event that the County does not use the foregoing cash payment for the purposes articulated in this proffer, the County may, in its sole discretion, utilize the cash payments for other public safety or public utility purposes deemed appropriate by the County.

### **VIII. Dedicated Site**

Upon the County's issuance of an approval of the first site plan for the Project, the Applicant shall dedicate to the County or the KGCSA, as applicable, an approximately eighteen (18) acre site in the approximate location depicted on the Zoning Plan (the "Dedicated Site"). The Dedicated Site may be used to accommodate the construction of an approximately 50,000 square foot public safety facility, the development of a public park, the development of a water treatment facility or other public uses determined by the County or the KGCSA (as applicable) to be appropriate for the Dedicated Site. In the event that the KGCSA elects to accept the portion of the Dedicated Site identified on the Zoning Plan as designated for a future water treatment



facility, the Applicant will convey that portion to the Dedicated Site to the KGCSA and will convey the remainder of the Dedicated Site to the County upon the County's issuance of an approval for the first site plan for the Project. The Applicant shall further convey all easements necessary for access to the Dedicated Site simultaneous with such dedication(s). The buffers described in this Proffer Statement shall not apply to the Dedicated Site. After said dedication(s), the County or the KGCSA (as applicable) will be responsible for any construction, operation, and maintenance of the Dedicated Site. In the event that the County or the KGCSA (as applicable) elects not to utilize the Dedicated Site for the purposes articulated in this proffer within ten (10) years of the date of Applicant's conveyance thereof, or by a later date mutually agreed upon by the parties, the County or the KGCSA (as applicable) will reconvey the Dedicated Site to the Applicant.

## **IX. Architecture and Building Facades.**

- (a) The general architectural features for the Project will be consistent with the aesthetic design, character, materials, and quality of the building elevations depicted on Sheet 7 of the Zoning Plan (the "Elevations"). The Elevations are illustrative only and do not depict the final building design details and elements for the Project.
- (b) The architectural design features of each data center building constructed on the Property will further conform to the following criteria:
  - (1) The data center buildings will incorporate design techniques to break up the facade of each building, including but not limited to the use of awnings, eaves, or overhangs. The data center buildings will avoid designs that result in blank or unarticulated exterior walls.
  - (2) Each data center building will alter the use of exterior building materials and will incorporate a variety of building materials. Each data center building will incorporate at least two of the following building materials in its exterior design: pre-cast concrete, cast-in-place concrete, brick, stone, stucco, wood, and metal.
  - (3) The facades for the data center buildings will feature altered depths through the use of varied entrances, alcoves, vestibules, stoops, or covered access areas.
  - (4) The main entrances for the data center buildings will project or recess from the building plane or be differentiated by other features so as to be easily recognizable from other parts of the building.
  - (5) The roof design for the data center buildings will incorporate heat island reduction elements such as light-colored, reflective materials.

## **X. Noise.**

The maximum A-weighted sound pressure emitted from the Project shall not exceed: (a) 60 db(A) between 6 a.m. and 10 p.m.; and (b) 55 db(A) between 10 p.m. and 6 a.m. The sound

pressure shall be measured 1.5 meters above ground at the Property line in accordance with the requirements of ANSI S1.13.2020 (American National Standard – Measurement of Sound Pressure Levels in Air) or equivalent standard. Compliance with the foregoing standard will be demonstrated through the Applicant's submission of sound studies conducted after construction and final inspection but prior to the County's issuance of the Certificate of Occupancy for each data center building constructed pursuant to each corresponding approved site plan for the Project. Compliance with the foregoing standard will be demonstrated during operation of the Project through the annual administration and submission of updated sound studies to the County Zoning Administrator in accordance with ANSI S1.13.2020 or equivalent standard. The Applicant will bear all expenses associated with preparation and submission of the initial and updated sound studies.

I hereby proffer that the development of the subject property of this application shall be in strict accordance with the conditions set forth in this submission.

Green Energy Ventures, LLC  
Applicant

By: \_\_\_\_\_  
Leonard Mitchel  
(Title)

COMMONWEALTH OF VIRGINIA  
CITY/COUNTY OF \_\_\_\_\_, to-wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that Leonard Mitchel, in his capacity as \_\_\_\_\_ of Green Energy Ventures, LLC has signed the foregoing document and has personally acknowledged the same before me in my aforesaid jurisdiction for the company.

GIVEN under my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2025.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

Plentiful Farm Family Limited Partnership, LLP  
Mount View Family Limited Partnership, LLP  
Frank B. Taylor Limited Partnership  
Owners

By: \_\_\_\_\_  
Laura S. Taylor  
General Partner

COMMONWEALTH OF VIRGINIA  
CITY/COUNTY OF \_\_\_\_\_, to-wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that Laura S. Taylor, in her capacity as General Partner of Plentiful Farm Family Limited Partnership, LLP and Mount View Family Limited Partnership, LLP has signed the foregoing document and has personally acknowledged the same before me in my aforesaid jurisdiction for the company.

GIVEN under my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2025.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_