

Upper Magnolia Green – West - 21SN0676

The Owner-Applicant in this rezoning Case 21SN0676, pursuant to Section 15.2-2298 of the Code of Virginia (1950 as amended) and the Zoning Ordinance of Chesterfield County, Virginia, for itself and its successor or assigns, proffers that the development of the approximately 1,728 acres with Chesterfield County Tax Identification Numbers _____ (collectively, the “Property”) under consideration will be developed, as applicable, as set forth below; however, in the event the request is denied or approved with conditions not agreed to by the Owner-Applicant, these proffers shall be immediately null and void and of no further force or effect.

The applicant hereby offers the following proffered conditions:

1. **Conceptual Plan.** A potential development scheme of the Property, dated February 8, 2022, is attached hereto as Exhibit A (Conceptual Plan), with respect to the general layout and location of roads, buffers, and trails. The Conceptual Plan is conceptual in nature and may vary based on the final site plan depending on the final soil studies, grading, RPA lines, building footprints, other engineering reasons or as otherwise approved at the time of plan review.
2. **Uses.** The uses permitted on the Property shall be as set forth below:
 - a. **Principal Uses:**
 - i. Computer equipment manufacturing
 - ii. Data Center
 - iii. Electronic component and accessories manufacturing
 - iv. Laboratory
 - v. Office
 - vi. Pharmaceutical products manufacturing
 - vii. Research and development facility
 - b. **Accessory Uses:**
 - i. Contractor’s office, shop and storage yard
 - ii. Machine shop
 - iii. Plastic products manufacturing
 - iv. Warehouse
3. **Development and Performance Standards.**
 - a. **Building Height.** The maximum building height shall be limited to a height of one hundred fifty (150) feet. This maximum height shall apply to all accessory elements such as, but not limited to, HVAC equipment, heat transfer units, antennas, tanks, architectural and functional elements of building construction. Water towers and telecommunications towers or facilities shall not be subject to this limitation.
 - b. **Noise.** No use on the Property shall generate noise that exceeds a day-night average sound level (“DNL”) of 65 decibels as measured on the Decibel A Scale (“dBA”) between the hours of 6 am and 8 pm, or DNL of 55 dBA between the hours of 8 pm and 6 am, as measured at any boundary line of the Property adjoining a residentially zoned or residentially developed property (an “Adjoining Residential Property”), adjusting for ambient or background noise levels. This condition shall not apply to noise generated by emergency generators or back-up power equipment.
 - c. **Lighting.** All lighting is intended to be attractive and functional and sited to provide efficient illumination. A hierarchy of fixture types, depending upon their intended use, different sizes or types of fixtures shall be employed for streetlights, parking area lights, service and loading areas, building illumination and trail lights. Additionally, the following shall apply:
 - i. All lighting shall be shielded and downward facing;

- ii. All direct and reflected illumination of exterior lights shall not exceed 0.5 footcandle above background, measured at a boundary line of the Property shared with an Adjoining Residential Property;
 - iii. Freestanding lighting shall not exceed a height of thirty (30) feet;
 - iv. Freestanding pedestrian and walkway lighting shall have a maximum height of twelve (12) feet; and
 - v. A Photometric Plan shall be submitted for each site at the time of plan review.
 - d. **Odor.** An owner or developer applying for an “Active Air Permit” as issued by the Virginia Department of Environmental Quality (“VDEQ”) shall be required to follow VDEQ requirements for an odor control management plan. Public and private infrastructure facility sites are exempt from this requirement.
 - e. **Shop or Storage Yard.** Any shop or storage yard on the Property shall be set back at least five hundred (500) feet from a boundary line of the Property shared with an Adjoining Residential Property. Any such storage yard shall be screened from public view by a building, fence, wall, supplemental landscaping, existing vegetation, or as otherwise approved at the time of plan review.
 - f. **Safe Conduct of Operations.** All uses shall be conducted so as not to cause any material adverse impact on the Property or an Adjoining Residential Property by creating any excessive vibration, smoke, dust, or heat beyond the boundaries of the Property.
4. **Buffers.** Existing forested vegetation located within the areas shown as buffers in the Conceptual Plan shall be preserved and incorporated in a Master Design Plan. The buffer areas without forested vegetation shall be planted at a rate of one (1) large maturing deciduous or evergreen tree for each two hundred (200) square feet of unforested buffer. All plantings shall be indigenous and drought resistant. Any dead or diseased vegetation, noxious plants, or invasive species may be removed from such buffer. Roads, sidewalks, utility easements (including drainage), or fencing or walls adjacent to any roads or drives shall be permitted within any such buffer; provided, any such road or utility easements within the Perimeter Buffer shall be extended generally perpendicular through such buffer unless otherwise approved at the time of plan review.
 - a. **Powhite Parkway.** A buffer with a minimum width of two hundred (200) feet shall be provided along the east side of the Property boundary along the right-of-way for the Future Powhite Parkway, as generally shown on the Conceptual Plan.
 - b. **Perimeter Buffer.** A variable width buffer with a minimum width of two hundred (200) feet shall be provided along a boundary line of the Property shared with an Adjoining Residential Property, as generally shown on the Conceptual Plan.
5. **Screening.**
 - a. **Loading bays.** All loading and service areas shall be oriented on the Property such that loading areas are not visible from a public road (not including Powhite Parkway) or an Adjoining Residential Property, and shall be screened from public view by a building, fence, wall, supplemental landscaping, existing vegetation, or as otherwise approved at the time of plan review.
 - b. **Exterior Rooftop Equipment.** All exterior rooftop mechanical equipment which is visible from a public road (not including Powhite Parkway) or an Adjoining Residential Property, shall to the extent possible be screened from public view, generally by the incorporation into the roof form through the use of materials similar to those employed in the construction of the principal structure.
6. **Pedestrian Connections; Trails.** Pedestrian connections shall be incorporated into a Master Design Plan of the development in order to facilitate pedestrian movement within the various areas of the Property, as proposed by an owner or developer. A trail connection shall be constructed northward from the Westerleigh Parkway right-of-way to Horner Park. All final trail alignments shall be incorporated in a Master Design Plan and reviewed and approved by the Planning Department at the time of plan review.

7. **Master Design Plan.** Prior to the submission of a site plan for any portion of the Property, a master design plan (a “Master Design Plan”) shall be submitted to the Planning Department. A Master Design Plan shall not be used to satisfy site plan requirements. A Master Design Plan shall be prepared with sufficient detail to ensure the design compatibility of future improvements, avoid design conflicts, and verify general compliance with applicable Chesterfield County, Virginia (“County”) Code requirements. Phasing information shall not be binding or unalterable. A Master Design Plan shall not vest rights to develop future phases until those phases have been included in an approved site plan.

8. **Dedication.** **[NOTE:** *The following information, including the chart below, is in draft form only and subject to change based on continuing studies and information yet to be received. The final proffer, including the chart below, shall be finalized at a later time.***]** The following rights-of-way, as described below and generally shown on the Road Network Plan (**Exhibit B**), immediately adjacent to the Property, shall be dedicated, free and unrestricted, to and for the benefit of the County:

Road	Dedication (feet)	From/To
a. Powhite Parkway (Pkwy)	200	north to south Property lines
b. Powhite Pkwy/Magnolia Green Pkwy Interchange	Variable	determined by Transportation Department
c. Magnolia Green Pkwy	90	Westerleigh Pkwy to Powhite Pkwy
d. Westerleigh Pkwy	90	east to west Property lines
e. Duval Road	90	Powhite Pky to south Property line
f. Duval Road (existing)	45	along east side of existing road from centerline
g. Moseley Road	45	along east side of existing road from centerline
h. Stub Roads	Variable	determined by Transportation Department

In the event that adequate transportation improvements can be provided, as determined by the Transportation Department, to accommodate full development of the Property without necessitating the aforementioned dedications, the Transportation Department may waive the requirement for those dedications deemed unnecessary.

Prior to any site plan approval, a phasing plan for these dedications shall be submitted to and approved by the Transportation Department. The dedications listed in this Proffer 8 shall be made in accordance with the approved phasing plan or within sixty (60) days from a written request by the County, whichever occurs first.

9. **Access.**

- a. Prior to any plan approval, an access plan for roads to be dedicated to the County pursuant to Proffer 8, shall be submitted to and approved by the Transportation Department. An access plan shall be provided to the corresponding road referenced in such plan at such time vehicular access is proposed from/to the Property. Vehicular access from the Property to these roads shall conform to the approved access plan for the road. No direct access to and from the Property shall be provided from Moseley Road.
- b. There shall be no direct vehicular access from the Property to Moseley Road for the Uses listed in #2 above. Public and private infrastructure facilities sites shall be allowed access to Moseley Road.

10. **Road Improvements.** **[NOTE:** *The following information, including the chart below, is in draft form only and subject to change based on continuing studies and information yet to be received. The final proffer shall be finalized at a later time.***]** A network of roads shall be provided within, to and from the Property as generally shown on Exhibit B, subject to the following:

- a. As part of plan review for Phase One, the owner or developer shall submit, for approval by the Transportation Department, a traffic impact analysis (“traffic study”) and a Master Design Plan showing road improvements to be constructed in Phase One, and such road improvements shall be constructed as determined by the Transportation Department. At each phase of development, a traffic study for those portions of the road

improvements necessitated by that phase of development shall be submitted to and approved by the Transportation Department, and such road improvements shall be constructed as determined by the Transportation Department.

- b. Adequate improvements, to include but not limited to additional travel lanes, turn lanes, interchange improvements, intersection improvements, intersection control, and bicycle/pedestrian accommodations for the following roads shall be addressed by the traffic study and the appropriate phase of development:
 - i. Powhite Pky from Hull Street Rd (Route 360) to its existing terminus to the north (4-lane divided)
 - ii. Route 360 and Skinquarter Road (Rd) intersection
 - iii. Route 360 from Beaver Bridge Rd to Cosby Rd (6-lane divided)
 - iv. Westerleigh Pkwy from North-South Collector Rd to the westernmost Property line (4-lane)
 - v. North-South Collector Rd from Westerleigh Pkwy to Duval Rd (4-lane)
 - vi. Magnolia Green Pkwy from Woolridge Rd to Westerleigh Pkwy (4-lane)
 - vii. Duval Rd from Otterdale Rd to southernmost Property line (4-lane)
 - viii. Duval Rd (existing) from southernmost Property line to Skinquarter Rd (improved 2-lane)
 - ix. Skinquarter Rd from Duval Rd to Route 360 (improved 2-lane)
 - x. Mt. Hermon Rd from Westerleigh Pkwy to Genito Rd (4-lane)
 - xi. Genito Rd from Mt. Hermon Rd to Otterdale Rd (improved 2-lane)
 - xii. Otterdale Road from Duval Road to Woolridge Road (4-lane)
 - xiii. Dedication to Chesterfield County, free and unrestricted, any additional right-of-way (or easements) required to accommodate road improvements for the road improvements identified above.

In the event that adequate road improvements can be provided, as determined by the Transportation Department, to accommodate full development of the Property without necessitating the aforementioned road improvements and supported by the traffic study, the Transportation Department may waive the requirement for those road improvements deemed unnecessary.

Prior to any site plan approval, a phasing plan for these road improvements shall be submitted to and approved by the Transportation Department. The road improvements listed in this Proffer 10.b. shall be made in accordance with the approved phasing plan.

11. Phasing Plan.

a. Powhite Parkway.

- i. Plan Approval. Prior to any plan approval on the Property for any use permitted in Proffer 2, a plan for Powhite Parkway Extension, to include a timeline and financing plan, shall be submitted to approved by the Board of Supervisors.
- ii. Phase One. Prior to the issuance of a certificate of occupancy for the first 500,000 square feet of uses permitted in Proffer 2 (“Phase One”), a two (2) lane segment of Powhite Parkway, a distance of approximately 12,000 feet, shall be constructed from Route 360/ Hull Street to the Property (the “Powhite Parkway Extension”).

- b. School Site. In conjunction with construction of any school facility upon the School Site, construction of two (2) lanes of Mt. Hermon Road and/or Westerleigh Parkway, to include intersection improvements and pedestrian accommodations, shall be completed, as determined by the Transportation Department. (Note: Access for the site will determine specific road improvements.)

12. Utilities.

- a. Water and Wastewater. Any new structure on the Property requiring water and wastewater service shall use the County water and wastewater systems; provided, however, that any existing structure located on the Property and using private systems as of the effective date of the rezoning shall be allowed to continue using the private systems provided that these private systems are maintained consistent with all regulatory requirements. County water and wastewater easements and service connections shall be provided to properties containing private water and wastewater systems at time of plans review for existing structures.
- b. Overall Water and Wastewater System Plan. Prior to any plan approval, an Overall Water and Wastewater System Plan for the Property shall be submitted to and approved by the Utilities Department (the “Overall Plan”). The Overall Plan for the Property shall be coordinated with the required Overall Water and Wastewater System Plan of the Upper Magnolia Green East development (Case 21SN0675). The Overall Plan shall include, but not be limited to the following:
 - i. A minimum of two (2) adequately sized connections to the Physic Hill Pressure Zone for redundancy, looped through the Property.
 - ii. A minimum of one (1) adequately sized interconnection between the Physic Hill Pressure Zone and Clover Hill Pressure Zone, at a location acceptable to the Utilities Department, with any infrastructure necessary for the operation of the interconnections.
 - iii. A minimum of one (1) two-million-gallon elevated water tank (“Water Tank”) to be constructed at a location with an elevation acceptable to the Utilities Department. Construction phasing of the Water Tank will be as required by detailed engineering analysis specific to the demands generated by the development as approved by the Utilities Department.
 - iv. A wastewater pump station (“Pump Station”) to be constructed, at a location acceptable to the Utilities Department, if needed by the development, to allow for wastewater service to the portion of the Property naturally draining towards the Appomattox River.
 - v. Detailed engineering analysis of the impact the proposed Property development will have on the existing water and wastewater systems to determine proposed water and wastewater infrastructure sizing, locations of facilities, points of connection/interconnection for the water system and hydraulic analysis of the existing water and wastewater systems.
 - vi. Any off-site water and wastewater improvements needed to provide the volume of water delivery and wastewater conveyance required for the development of the Property. This shall include new water and wastewater lines and their associated appurtenances, as well as upgrades to existing water and wastewater lines and facilities.
 - vii. The improvements proffered herein, excluding the Water Tank and Pump Station, are the minimum improvements needed to support the Property with a water and/or wastewater demand approximately equivalent to the demands of Upper Magnolia Green allowed by Case 89SN0343. Should the Property require a greater water and/or wastewater demand, the developer shall participate in its pro-rata share of all the costs necessary to improve the County’s water and/or wastewater systems to supply the water and/or wastewater needs of the anticipated development of the Property, as required by the Utilities Department.
- c. Phasing. Phased construction of the Overall Plan improvements shall be allowed to meet the phased demands of the Property provided they will meet the demands and needed fire flow of the proposed phased development of the Property.
- d. Dedications. Following the approval of the Overall Plan, upon request of the County, access to the Property and dedication of land for the Water Tank and, if needed, the Pump Station shall be provided to the County, at no cost to the County, as shown on the approved Overall Plan. Dedications of land shall be provided as described below:

- i. The land dedication for the Water Tank shall be a minimum of two (2) acres up to a maximum of five (5) acres, at a grade elevation of at least three hundred ten (310) feet, or as otherwise approved by the Utilities Department, together with the appropriate access to a public road.
- ii. The land dedication for the Pump Station, if needed, shall be a minimum of three (3) acres up to a maximum of seven (7) acres, together with the appropriate access to a public road.
- e. Easements. Following the approval of the Overall Plan, and upon request of the County, access to the Property and easements shall be provided, at no cost on standard County documents, in the location of the improvements shown on the approved Overall Plan, for the construction of public waterlines and wastewater lines independent of the timing of this development.
- f. Any user discharging non-domestic wastewater to the public wastewater system shall be required to comply with the Industrial Wastewater Discharge Permitting requirements of the Utilities Department.

13. Environmental Engineering

- a. Super Silt Fence, or an alternative as approved by the Department of Environmental Engineering, shall be provided as a perimeter control in locations where standard silt fence would have been required.
- b. Sediment traps and basins sized at least 25% larger than the minimum Virginia Erosion and Sediment Control Handbook's standard shall be provided, unless otherwise approved by the Department of Environmental Engineering at the time of plan review.
- c. Anionic PAM, Flexible Growth Medium and/or a County-approved equivalent shall be applied to denuded areas during construction and at final stabilization in the locations shown on plans approved by the Department of Environmental Engineering at the time of plan review.
- d. The maximum post-development discharge rate for the 100-year storm shall be based on the maximum capacity of the existing facilities downstream, and shall not increase the recorded and /or established 100-year backwater and /or floodplain.
- e. Steep slopes equal to or greater than 20 percent shall remain in their natural, undisturbed state to the maximum extent practicable, unless otherwise approved by the Department of Environmental Engineering at the time of plan review. In locations where the disturbance of slopes greater than 20 percent is unavoidable, additional enhanced erosion and sediment control measures shall be provided as directed by the Department of Environmental Engineering at the time of plan review. The Department of Environmental Engineering shall approve the exact design and implementation of these standards.

14. Associated Infrastructure and Uses. The following infrastructure and associated uses shall be permitted on the Property as set forth below:

- a. Utility Uses. Utility uses requiring a structure (which does not include water and wastewater lines and appurtenances, service lines to consumers, and below or above ground cables, wires or pipes) shall be subject to the following:
 - i. Two (2) elevated water storage tanks ("Water Tanks") and tank mounted communications equipment up to a maximum height of one hundred and ninety-nine (199) feet and up to two-million-gallon capacity each, shall be permitted provided:
 - 1. All mechanical equipment located on or associated with any building or structure for the Water Tanks shall be screened from any Adjoining Residential Property and public roads, except for Powhite Parkway, in accordance with the Emerging Growth District standards. This condition shall not require screening for the Water Tank structure or communication equipment.
 - 2. The Water Tanks shall be a new composite style elevated water storage tank meeting the Utilities Department requirements.
 - 3. The Water Tanks shall be secured by a minimum eight (8) foot high fence designed to preclude trespassing.

4. There shall be no signs or logos permitted on the Water Tanks or communications equipment.
 5. The Water Tanks shall be white, grey, or another neutral color, acceptable to the Utilities Department. The communication equipment (antennas, mounting hardware, cables, etc.) mounted on the outside of the Water Tanks shall be the same or similar color as the Water Tanks.
 6. Except for security lighting over the access doors at the base of the Water Tanks the Water Tanks and communications equipment shall not be permanently lighted unless required by the Federal Aviation Administration or the Federal Communications Commission.
- ii. Wastewater Pumping Station together with the various structures and appurtenances shall be secured by a minimum eight (8) foot high fence designed to preclude trespassing. All mechanical equipment located on or associated with any building or structure for the Wastewater Pumping Station shall be screened from any Adjoining Residential Property and public roads, except for Powhite Parkway, in accordance with the Emerging Growth District standards.
- b. Electric Power Transforming Substation. Electric power transforming substations shall be permitted on the Property. If necessary, a substation shall be constructed to serve only the users on the Property or shall be established as an accessory to a single user. If substations are necessary for a single user, it shall be constructed internal to the individual user's site and efforts to screen the facility shall be in approved during site plan review. A minimum fifteen (15) foot landscape area shall be provided along the perimeter of any substation established on the Property.
- c. School Site. Approximately eighty (80) acres shall be reserved for the purpose of the construction of a future public high school, as generally shown on the Conceptual Plan (the "School Site").
- d. Fire Station. A minimum of five (5) acres shall be reserved for the purpose of the construction of a future fire station. The fire station site may also be utilized for a water tower to be collocated on the site.

Exhibit A - Conceptual Plan

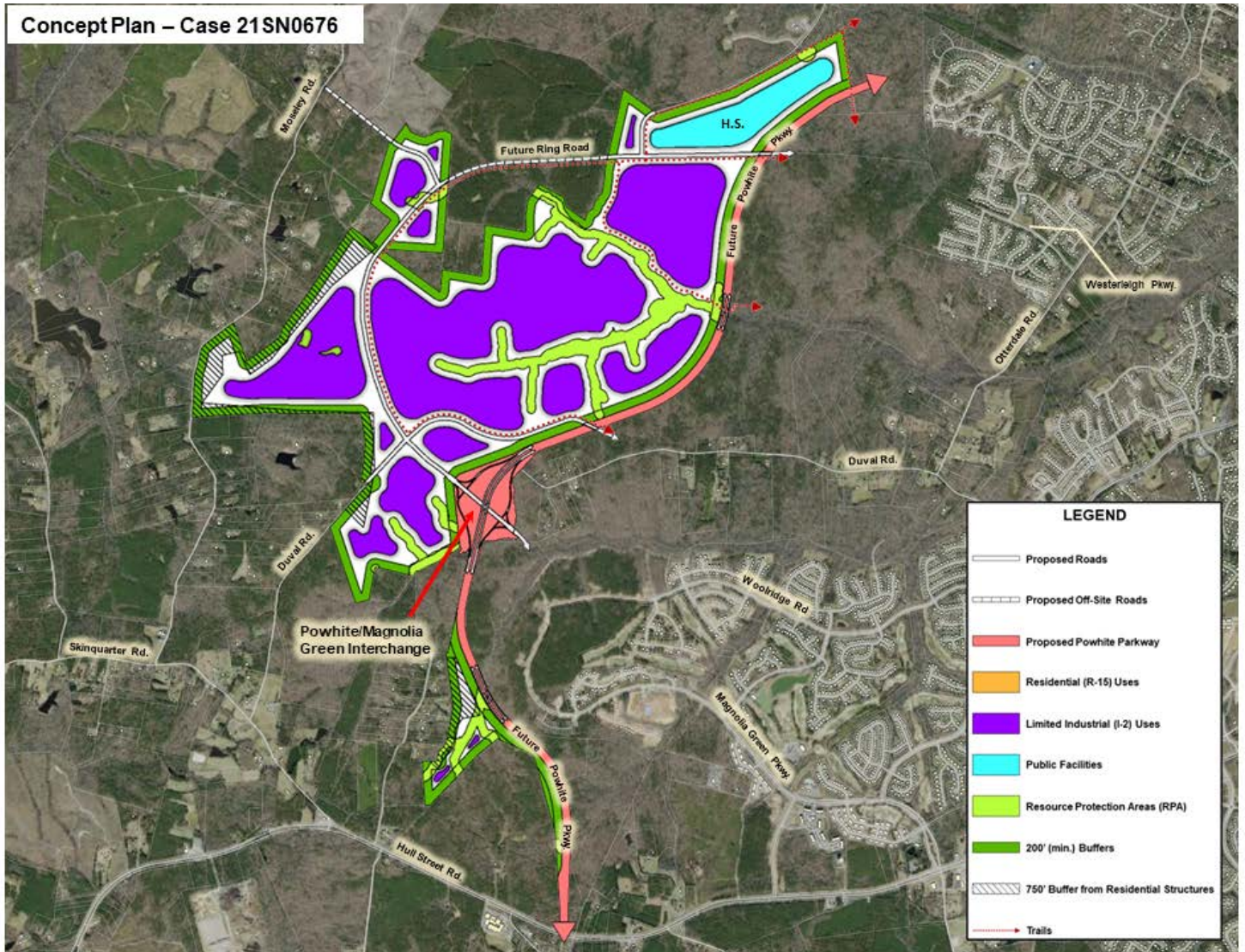


Exhibit B – Road Network Plan

