

WALSH COLUCCI LUBELEY & WALSH PC 5UP-2022-3 RECEIVED TOWN OF WARRENTON

OCT 28 2022

Community Development

H. Foote) 680-4664 old thelandlawyers.com (703) 680-6067

October 28, 2022

Hand Delivery and E-mail

nise M. Harris, Planning Manager mmunity Development Department Main Street rrenton, VA 20186

Special Use Permit #SUP2022-00003, Warrenton Data Center

ar Mrs. Harris:

As a follow-up to the Planning Commission work session on October 25th, enclosed please d seven (7) complete packages of the following documents:

- One (1) copy of the Land Development Application. Please note that this is in the process of being executed by the owner and will be provided to you as soon as it is executed;
- One (1) copy of the Land Use Application: Affidavit. Please note that this is in the process of being executed by the owner and will be provided to you as soon as it is executed;
- One (1) copy of the Statement of Justification, revised as of October 28, 2022;
- 4. One (1) copy of the revised draft Special Use Permit Conditions, dated October 28, 2022, for your consideration
- 5. One (1) 11"x17" copy of the building renderings entitled "Illustrative Building Elevations," prepared by Corgan, dated October 28, 2022;
- 6. One (1) full size copy and a reduction of the special use permit plan entitled "Special Use Permit for Warrenton Data Center," prepared by

Bohler Engineering, dated April 1, 2022, last revised October 28, 2022, and consisting of three sheets;

- One (1) 11"x17" copy of the plan entitled "Illustrative Plan," prepared by Bohler Engineering, dated October 28, 2022; and
- One (1) full size copy and a reduction of the existing conditions plan entitled "Existing Conditions Plan for Warrenton Data Center," prepared by Bohler Engineering, dated October 28, 2022.

This list does not include the geotechnical report entitled "Geotechnical Engineering Report – Warrenton Data Center," prepared by ECS Mid-Atlantic, LLC, revised August 15, 2022, because this document has not changed. Also, the noise study that was previously submitted, was you are now aware, only a preliminary version of that document and not a final report, but is in any event out of date, as the Applicant is seeking a zoning determination related to noise and has included a specific condition to address noise ordinance compliance. With the changes to the Special Use Permit Plan, the Tree Study is out of date and the Special Use Permit Plan should be used for these purposes.

As the cover letter with this submission observes, there are some additional conditions to the SUP proposed. Perhaps the most significant is a commitment from the Applicant that while it will still be necessary to clear a portion of the area formerly reserved for Future Use for security fencing, as shown on the revised SUP Plan, the Applicant proposes a condition that there be no electric substation permitted on the site. It also proposes to request and pay for the undergrounding of all electrical lines extending from the off-site substation serving the Facility to the Facility itself. Although final decision on this rests with others, the Applicant is committed to seeking a resolution that is acceptable to the community.

AWS, as the Applicant for this Special Use Permit, has compiled responses to the 32 criteria that the Town's Zoning Ordinance indicates are relevant for consideration in connection with a Special Use Permit application. Much of this information has already been provided to the Town in the submissions made, but this is a summary of those responses and in some cases additional information.

 Whether the proposed Special Use Permit is consistent with the Comprehensive Plan. The Applicant has addressed this question, in its September 9, 2022 letter. The Applicant also provided explanation to the Planning Commission at the September 27th Work Session that there were two Future Land Use Maps on the Town's website. One is found as the "Future Land Use Plan" on the page containing the link to Plan Warrenton 2040, and the second is found deep in the Plan itself,

and we erroneously used the one on the website page.

The property is correctly shown on the Future Land Use Map as New Town Mixed Use, is zoned Industrial, and the Town has one Industrial zoning classification. The New Town District contemplates Class A Office, a Future University satellite campus, and an Employment Center. The site remains, however, located within the Lee Highway Urban Development Area (UDA). The Plan also anticipates direct access to Route 29 for such uses, though the subject property does not provide any such access, and traffic analysis has suggested that no such access would be desirable.

One of the explicit Goals and Policies of the Lee Highway UDA is to evaluate development incentives that stimulate private investment and new development. This data center will be a new development on vacant industrial land and will put the land to a productive use that has escaped every other potential purchaser that has evaluated it over the last three plus decades.

A Comprehensive Plan cannot be evaluated solely by looking at colored land use maps. It is a compilation of policies. The New Town Warrenton Character District, covering a substantial area is, among other things, intended to create a mix of uses, green space and public amenities, as well as provide a location for a major employer. No individual site can be expected to meet all objectives in the Plan, and the New Town District is a place in which the Town seeks a signature job center. The Applicant in this case is indeed a major employer.

Traffic burden when the facility is fully operational will be very low. The physical design of the data center is intended to have

the least possible impact on those residential areas in the vicinity, with substantial screening and buffering areas as depicted on the Landscape Plan, and where the facility itself is situated on the Property. A degree of that design must accept the requirements of form following function, so the applicant has provided significantly enhanced architecture in response to staff and Planning Commission input, and to satisfy the purpose and intent of § 9-26.1(F) of the Town Zoning Ordinance with respect to Building Facades at data center developments.

The 2040 Plan has significant economic and fiscal goals that seek to achieve a strong, diversified, and resilient economy that supports both residents and businesses and increases the employment base. The Town proposes that it be proactive in its own economic development, and this unique development advances each of these goals.

** Please note that the Applicant has proposed new conditions that are directed at employment opportunities for residents of the Town and for coordination with the local schools and community college for training programs. These conditions have been added at the express request of the Planning Commission. **

The local tax revenues generated by a data center will assist in promoting a diverse, equitable, and stable tax base to maintain a healthy economy, with exceptionally little impact on Town services.

While there were comments presented at the Work Session to the effect that the new Plan envisioned the development of the site with a greater mix of uses than that which is sought in this Application, the data center will, as have other such centers, provide indirect jobs and new business.

The site has previously been evaluated by at least two major retailers. Projects did not materialize because Blackwell Road cannot handle a significant, sustained, traffic burden that would come with any mixed use project at the site. There is insufficient right-of-way, and it would be exceptionally difficult and costly, to improve it. An estimate for the reconstruction of the intersection of Blackwell and Lee Highway alone is set at a high end of \$3.5M. Furthermore, Blackwell Road at the site is identified as a Signature Streets Complete in the Street Recommendations, a classification that does not contemplate significant reconstruction.

The proposed data center is a light industrial use. This corresponds to the fact that the proposed use with SUP is compatible with the economic goals outlined in the 2040 Plan.

Additionally, there is a very limited supply of industrially zoned land in the Town.

Whether the proposed Special Use Permit will adequately provide for safety from fire hazards and have effective measures of fire control. The facility is designed to provide fire protection by the use of sprinklers and fire extinguishers.

Significantly, the Applicant has proposed conditions of the special use permit that it will coordinate training between the Town's fire and rescue companies and those other companies and departments that have experience with data centers and will do so when convenient for the first responders locally when operations commence.

Upon commencement of operations the Applicant will provide the Town's first responders its "Data Center Response Manual" for use in training for emergencies at its Facility, and shall assist in advising those first responders how to implement its provisions. The Applicant must ensure as a condition of site development plan approval that the water line systems at the Facility have sufficient fire flows, as determined by the Town Fire Marshal and it will maintain Facility security personnel 24 hours a day, each day of the year.

 The level and impact of any noise emanating from the site, including that generated by the proposed use, in relation to the uses in the immediate area. The Applicant is aware of the concerns over noise, and legitimate response to the "noise study" initially submitted. As we advised the Planning Commission, that "study" was only a preliminary draft that did not include descriptive information or complete data. Unfortunately, neither the Applicant nor this firm were told this, and thought it to be the "report."

Staff's and commission concerns as to the data caused the Applicant and its consultants to engage in further analysis and the research further the Town's noise ordinance provisions, which are not self-explanatory. As you are aware, the Applicant has submitted a zoning determination request as to how certain aspects of the ordinance are to be applied and interpreted. Because of this confluence of factors, the Applicant cannot at this submission confirm compliance with the ordinance, given that what compliance means in some cases is yet to be determined.

But the Applicant is committed to that compliance once it is determined and to the community's assurance that applicable operating standards are met. To that end, it has proposed a condition of the SUP that requires that it provide a sound study that demonstrates the operation of the data center will meet the requirements of the Town's applicable noise ordinance as a condition of approval of a site development plan.

In addition, however, in order to ensure operational compliance, the Applicant would have to conduct a separate sound study one

month after commencement of business operations to ensure the ordinance is met in real time and if noise levels at any point where a measurement is required do not so comply, the Applicant would have a period of time to undertake such further mitigation measures as are required to achieve compliance.

The sound studies contemplated by the proposed condition would be done by a company approved by the Director of Community Development.

 The glare or light that may be generated by the proposed use in relation to uses in the immediate area.

The Applicant has proposed a condition of the special use permit that it will submit a Lighting Plan pursuant to the provisions of § 9-8 et seq. of the Warrenton Zoning Ordinance in connection with its Site Development Plan, and that all exterior lighting shall utilize LED and be designed and constructed with cutoff and fully shielded fixtures that direct light downward and into the interior of the property and away from adjacent roads and adjacent properties. All building mounted lighting shall have a maximum height of 25', and the Applicant shall install controls on the site fixtures such that they dim to 50% output between 11 PM and dawn.

The proposed location, lighting and type of signs in relation to the proposed use, uses in the area, and the sign requirements of this Ordinance. The Applicant confirms that there is no signage associated with the proposed use, with the possible exception of an address sign on the building.

 The compatibility of the proposed use with other existing or proposed uses in the neighborhood, and adjacent parcels. The surrounding area consists of a significant highway, a good deal of existing and much older retail and commercial, and residential uses. It is bordered on the southwest by a car dealership, and on the east by a major interchange.

The building will be screened to the extent possible by existing and added landscaping.

While new plantings will require time to establish anticipated coverage, this is true of every newly developed property, and there will be more landscaping on this site than any other in the vicinity. It is possible, moreover, that with the elimination of the substation site it is now possible to preserve more of the existing vegetation on the Blackwell Road side of the building.

The building cannot be entirely screened from view, but the Applicant has sought to soften the visual impact in material ways. Thus, the proposed renderings for the building greatly improve the exterior look of the structure, and to the extent that it can be seen the Applicant submits that it is different from, and more visually attractive than, any other similar facility in the region. Aesthetics, of course, are in the eye of the beholder, and so the Applicant asks only that it be viewed without bias.

The data center, once in operation, will have little traffic and almost no demand on public services. Once in operation it will produce revenue for the Town and the County.

7. The location and area footprint with dimensions (all drawn to scale), nature and height of existing or proposed buildings, structures, walls, and fences on the site and in the neighborhood. Please see the SUP Plan dated October 28, 2022, that has been submitted today. Changes have been made in response to comments that have been received from staff and Commissioners.

 The nature and extent of existing or proposed landscaping, screening and buffering on the site and in the neighborhood. Please see the Landscape Plan that is part of the SUP Plan submitted with this application.

The timing and phasing of the proposed development and the duration of the proposed use. The building will be constructed in a single phase once all of the necessary permits have been obtained. It will take approximately 18 months to complete.

10. Whether the proposed Special Use Permit The approval of this Special Use Permit will will result in the preservation or destruction, not result either in the preservation or the loss or damage of any significant topographic destruction, loss or damage of any such or physical, natural, scenic, archaeological or feature. The site is unused and has been for historic feature. decades. Where trees can be saved, they will be, as shown on the Landscape Plan. The elimination of the substation permits the retention of trees along Blackwell Road. 11. Whether the proposed Special Use Permit at The security that will be provided will benefit the specified location will contribute to or surrounding area (a data center is a vigilant promote the welfare or convenience of the neighbor). Compared to other uses it will not public. increase the burden of local law enforcement. It will be convenient for employment opportunities given the newly proposed conditions regarding employment for residents of the Town and education programs in the schools servicing the Town. The Applicant is also extending the sidewalk along its entire frontage on Blackwell Road. 12. The traffic expected to be generated by the Data centers generate very little traffic after proposed use, the adequacy of access roads and construction is completed. The Applicant is the vehicular and pedestrian circulation extending sidewalk on the east side of elements (on and off-site) of the proposed use, Blackwell Road. The site will be accessible to all in relation to the public's interest in first responders in the event of a fire or other pedestrian and vehicular safety, efficient traffic catastrophe. movement and access in case of fire or Access will be provided at the single point catastrophe. shown on the SUP Plan, with a construction access that will be closed once construction is finished. 13. Whether the proposed use will facilitate The low level of traffic after operations orderly and safe road development and commence that is associated with the use means that it will have essentially no impact transportation. on the Town's roads and streets. Not applicable. 14. Whether, in the case of existing structures proposed to be converted to uses requiring a Special Use Permit, the structures meet all code requirements of the Town of Warrenton.

15. Whether the proposed Special Use Permit will be served adequately by essential public facilities, services and utilities.

The Applicant has been advised by the Town's Public Works and Utilities Department that it can be served adequately by public sewer and water and that there is adequate capacity to do so.

 The effect of the proposed Special Use Permit on environmentally sensitive land or natural features, wildlife habitat and vegetation, water quality and air quality.

The western side of the site was operated as a junkyard from 1963-1997 and has been vacant since. The central portion of the site was operated as agricultural since 1952.

The site does have contaminated soils (petroleum, not heavy metals) and the Applicant will remove, characterize, and effect the appropriate disposal of those soils as part of its development plan.

Except for these contaminated soils there are no environmentally sensitive land or natural features, wildlife habitat and vegetation on the site and the use will have no adverse effect on water or air quality.

The Applicant has identified the area of potentially jurisdictional wetlands. All stormwater must be managed consistently with State requirements and reviewed by the Town.

17. Whether the proposed Special Use Permit use will provide desirable employment and enlarge the tax base by encouraging economic development activities consistent with the Comprehensive Plan.

The Applicant will invest approximately \$550,000,000 in this facility and thus in the community. It paid a very substantial sum for the site itself, which increases its taxable value.

The use of the property for data centers is indeed a use that generates income for its employees and tax revenue for the jurisdictions. Please see our letter to the County dated September 9, 2022, for more on the issue of taxation of data center property.

With respect to employment specifically, the Applicant now proposes a condition of the special use permit in response to a request

112.7(c). All affected AWS employees are trained annually on the SPCC mitigation

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	measures. AWS DC's double-walled storage tanks have inner and outer tank walls that meet the definition of secondary containment under the DEQ LPR-SRR-2019-03 - Storage Tank Program Compliance Manual, Volume V - AST Guidance, and under 40 CFR Part 112, Section 8.1.2.2; therefore, tertiary containment is not required. AWS's fuel oil loading and unloading operations fall under the general secondary containment requirements of 40 CFR Part 112.7(c). Oil water separators are not required under 40 CFR 112.7(c) of the SPCC Rule, and at the State and County level are only mentioned as a recommendation, not a mandate.	
24. The location and use of any anticipated accessory uses and structures.	The only accessory structure is the guardhouse shown on the SUP Plan.	
25. The area of each proposed use.	This is shown on the SUP Plan.	
26. The proposed days/hours of operation.	The facility will operate twenty-four hours a day, each day of the year.	
27. The location and screening of parking and loading spaces and/or areas.	All parking is shown on the SUP Plan.	
28. The location and nature of any proposed security features and provisions.	The site is secure facility, with fencing on all sides, which will be patrolled by professional security personnel. It is gated and access will be through the guardhouse area only. Specific features and provisions consist of security lights and cameras but the Applicant has agreed to conditions of the SUP that mitigate the offsite impact of any such equipment.	
9. The number of employees.	At full buildout there will be approximately 52 employees, but an average of 32 employees will be present at any given time primarily during shift changes. Overlap could occur at shift change. Employees and comprised of engineering technicians, dat center operators, security personnel, and	

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	logistics personnel. The estimated number of visitors, including vendors and subcontractors, is 5-10 persons per day.	
30. The location of any existing and/or proposed adequate on and off-site infrastructure.	Eventually, the Applicant will require additional power from Dominion Energy, but it has advised the Town that it can commence operations with the existing power that is available to it. As noted, there will be no substation on site.	
 Any anticipated odors which may be generated by the uses on site. 	No odors are associated with this use.	
32. Refuse and service areas.	There is no more than domestic refuse generated at the site, and there is a shielded site shown on the SUP Plan for the location of one or more roll off boxes. Refuse will be removed on a regular schedule so that there is no on-site accumulation.	

Please do not hesitate to contact me should you have any questions or need additional information.

Very truly yours,

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

John H. Foote, Esq.

John H. Foote

Enclosures

cc: Jay Reinke Taylor Hicks Umar Shahid John Wright/Connor Hedges

Mike Halls

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TOWN OF WARRENTON

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Waskenton, Visionia 20188
http://www.warrentonia.gov
Fermitted-Gwarrentonia.gov
(540) 347-2405

Department of Community Development

Land Development Application

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Comprehensive Plan	As-Busit	Easement Plat	Site Development Plan
Amendment	Bond Release/ Reduction	on Final Plat	Variance
Vispecial Use Permit	Bond Extension	Preliminary Plat	Waiver, Administrative
Rezoning	Boundary Adjustment	Re-approval of Pla	t Waiver/Exception, Legislative
Amendment to Existing	Approved Application? If Yes,	List Application	
Project Description			
Project Name: Warrenton Da	ita Center Special Use Permi	t	
Property Address (if no addr	ess, give closest cross street)	: Blackwell Road and Le	e Highway
Purpose of Request: Special	Use Permit for Data Cent	er	
Zoning District: Industrial	Total Acr	res: approx. 41.793 A	Acres for Proposed Use: approx. 41,793
Parcel Identification Number	(s): 6984-69-2419-000		A CONTRACTOR OF
Contact Information (Attach	separate page if necessary)		
All Current Owners			
Name & Company: Amazon	Data Services, Inc.		
Address PO Box 81226, Seat	ttle WA 98108 Attn AWS	RE (DCA62)	
Phone:	Email:		
All Current Applicants (if diffe	erent then owners:		A DESCRIPTION OF THE PROPERTY
lame &Company:			
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epresentative (if different th	nen owner/applicant):		20.10
ame & Company: Walsh, Co	olucci, Lubeley & Walsh,	P.C. (c/o John Foote,	Esq. and Jessica Pfeiffer)
dress:4310 Prince William	Darkway Suite 300, Pril	nce william, va 22131	6
one: (703)680-4664	Email: foote@t	helandlawyers.com/jpfeiffe	er@thelandlawyers.com
	(Sinnatures Required)		
		ig. Furthermore, I have the pow	ver to suthorize and hereby grant permission for To ocess this application.
ve read this application, understand it venton officials and other authorized (government agents on official busine	ess to enter the property to pro	ocess this application.
	- 1		
PLICANT(S) AFFIDAVIT (Origi	inal Signatures Required)	wise that all tests, studies, and	other requirements of the Town of Warrenton Zor ut at my expense. I understand that the Town may
nformation provided is accurate to th	e best or my knownedge: 1 acknown	oval agencies will be carried or	ut at my expense. I understand that the Town may
rance and Subdivision Ordinance and	Other requirements on residual state		
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STATEMENT OF JUSTIFICATION Community Development WARRENTON DATA CENTER SPECIAL USE PERMIT

Parcel ID 6984-69-2419-000 Owner/Applicant: Amazon Data Services, Inc.

October 28, 2022

Introduction. Amazon Data Services, Inc. (hereinafter, the "Applicant"), is the owner of property identified as Parcel ID 6984-69-2419-000, on the east side of Blackwell Road and north of Country Chevrolet. The parcel is approximately 41.793 acres in size (the "Property").

The Applicant seeks this SUP to allow the development of a data center (the "Project"). As is well known, the Council amended the Town's Zoning Ordinance on August 10, 2021, to include such a use by SUP in the I (Industrial) District, to which the land has been zoned for many years.

Land Use and Compatibility with Existing and Proposed Uses Adjacent and in the Vicinity and Economic Impact.

The Applicant seeks to build one single story structure of approximately 220,000 square feet. The structure is shown conceptually on the Special Use Permit Plan ("SUP Plan") prepared by Bohler Engineering and submitted herewith.

The Property is identified as a part of the New Town Warrenton District in the 2040 Comprehensive Plan, but, as noted, it has long been industrially zoned and has sat fallow for decades. The proposed data center will be so well-designed and sited in this location that it should be a welcome addition to the older uses that predominate on Blackwell Road from Lee Highway to the Giant Food Store. The buildings to the south of the site currently house Country Chevrolet, Sheetz, and the small retail center with the Tae Kwon Do dojo, The Cotton House, and Summit Motors. Across Blackwell is the Giant-anchored strip center. A data center is a comparable use – at the very least – to all, and will have visually less impact on its surroundings than any of them because of the ability to screen it substantially from view. The closest residence is approximately 400 feet from Blackwell Road, on Arbor Court, and the building will be set-back approximately 1,000 feet from Blackwell Road. With ample landscaping the data center will be well shielded from view from the west, and from the east as well. Given the site's importance as a gateway into the Town, the Applicant intends to screen the site with substantial landscaping to shield views of the buildings from the east and the west.

The Applicant wishes to locate in Warrenton and invest in the Town. Three of the goals of the 2040 Comprehensive Plan are to grow a strong, diversified, and resilient economy that supports residents and businesses alike, increase the employment base to allow residents to live and work in Warrenton, and to be proactive in the Town's Economic Development. The Project will have a positive economic impact. To that end, cloud services have become essential to the economy, and the construction of such centers is a capital intensive business.

Data centers are "the Cloud" that has become essential to almost every aspect of today's home and business life. The proposed SUP is consistent with the Town's economic objectives since the

approval of this SUP will materially grow its non-residential tax base. A data center produces a substantial revenue stream during construction, pays significant taxes thereafter, and the salaries of operational personnel once a center is completed will likely exceed the average salary of current County and Town residents. The Applicant's spending on equipment, construction labor and materials, utilities, security, data center employee salaries, and third-party services to build and operate data centers has had a major impact on Northern Virginia.

Amazon pays taxes on all of its data centers, principally consisting of an increased valuation of the real property on which the facility sits, and business personal property taxes.

At full buildout there will be approximately 52 employees at the Project, but only a maximum of 32 employees will be present on the Property at any given time, primarily during shift changes, and logistics personnel. The estimated number of visitors, including vendors and subcontractors, is 5-10 persons per day on average.

Transportation Impact. During construction there will be construction traffic that will access the site from Broadview Avenue and Blackwell Road. Once in operation, however, there is very little traffic, and what there is will have no appreciable effect on existing conditions.

Impact on Community Facilities. The data center will utilize public water, and will require a connection to the Town's public sewer system. Details on this can be provided during the special use permit review process.

Stormwater management will be provided according to applicable regulations, and plans will be subject to review by the Town during site plan review.

None of these infrastructure facilities will require an expenditure of Town funds, since the Applicant will bear the cost of new infrastructure that will be needed and any upgrades to existing facilities.

The proposed development will have no adverse impact on schools, libraries, housing, or parks.

Fire, Rescue, and Police Services. The proposed development will have no significant impact upon the Police Department. The facility will be secured and surrounded by a security fence. Access to emergency service personnel will be assured as required by the new Ordinance provisions.

Site conditions. The proposed site is located to the northeast of the intersection of Lee Highway and Blackwell Road and spans a single parcel, which is mostly lawn with some wooded areas in the northwest and southeast portions, and elevations ranging from approximately 510 feet +/- along the north edge, to approximately 465 feet +/- in the northwest corner.

The site is located within the Central Blue Ridge Anticlinorium. According to the USGS Geological Map of Virginia (1993), the site is mapped within the Catoctin Formation - Metabasalt soils. This formation typically consists of grayish green to dark yellowish green, fine grained,

schistose chlorite and actinolite bearing metabasalt. The materials will initially weather into Silty and Clayey Sand and then into Silt and Clay with extensive weathering.

Height Modification. On August 10, 2021, the Town Council approved a zoning text amendment related to data centers that included a provision that it may "approve building heights greater than 35 feet during the review of the Special Use Permit. Buildings must be setback one (1) additional foot (horizontally) from the required setback line for each additional one (1) foot (vertically) greater than 35 feet. Building heights shall be in conformance with the Comprehensive Plan." The proposed building height in this case is 37 feet, but the building has been setback from all surrounding property lines sufficiently to accommodate the ordinance requirement. Because the increase is small but necessary to accommodate the facility, the Applicant respectfully requests the additional height.

Environmental Impact. In 2020, the Applicant became the world's largest purchaser of renewable energy. Its facilities are almost 4 times as energy efficient as other enterprise data centers because of its use of more efficient servers and increased server utilization for cutting carbon output by 88% versus enterprise centers that have been replaced.

SPECIAL USE PERMIT CONDITIONS

Applicant: AMAZON DATA SERVICES, INC. (the "Applicant") Owner: AMAZON DATA SERVICES, INC.

SUP2022-0003, Amazon Data Center PIN # 6984-69-2419 (the "Property") Special Use Permit Area: ± 41.71 acres Zoning: INDUSTRIAL (I) Date: October 28, 2022

Community Development

In approving a Special Use Permit, the Town Council may impose such conditions, safeguards, and restrictions as may be necessary to avoid, minimize, or mitigate any potentially adverse or injurious effect of such special uses upon other properties in the neighborhood, and to carry out the general purpose and intent of this Ordinance. The Council may require a guarantee or bond to ensure that compliance with the imposed conditions. All required conditions shall be set out in the documentation approving the Special Use Permit (SUP).

The Applicant shall file a site plan within one (1) year of approval of this Special Use Permit by the Town Council, and shall have up to five (5) years from the date of final site plan approval to commence the proposed use. Issuance of an occupancy permit constitutes commencement of the use.

- Site Development: The Property shall be developed in substantial conformance with these conditions and the Special Use Permit Plan entitled, "Special Use Permit Plan for Amazon Data Services, Inc.," prepared by Bohler Engineering, dated October 28, 2022, and consisting of 3 sheets, subject to minor modifications approved by the Town in connection with final site plan review and final engineering, and except as otherwise provided in these Conditions (the "SUP Plan"). The building and other structures to be constructed on the Property are referred to herein as the "Facility."
- Use Parameters. Use Limitation: The use approved with this SUP shall be limited to a data center as set forth in § 3-4.12.3 of the Warrenton Zoning Ordinance.
- Electric Substation: There shall be no electric substation constructed on the Property.
- Undergrounding of electrical lines from a substation to the Facility: The Applicant shall request and pay for the undergrounding of all electrical lines extending from the off-site substation serving the Facility to the Facility itself.
- Architecture: The architectural design of the data center shall substantially 5. conform to the elevations entitled "Illustrative Elevations," shown on Sheet

6 of the SUP Plan. The Elevations shall be subject to minor modification approved by the Town in connection with site plan review. Additional changes to the design and materials may be made provided that any such changes are approved by the Town prior to the issuance of a building permit. Such approval shall be based on a determination that the changes result in equal to or better than quality than that shown on the Elevations.

- Height: The Facility shall be no greater than 37 feet in height, as that term
 is defined in the Town Zoning Ordinance. The mechanical equipment
 installed on the roof of the building shall be screened with mechanical louver
 screens.
- Signage: There shall be no signage except for a street address; provided that
 if any further signage is sought it shall comply with applicable sign ordinance
 requirements.
- Fencing: All fencing on the Property shall be as depicted on the SUP Plan, and shall not exceed 8 feet in height.
- 9. External Fuel Storage Tanks: The Applicant shall install above-ground double-walled fuel tanks that meet the definition of secondary containment under the DEQ LPR-SRR-2019-03 Storage Tank Program Compliance Manual, Volume V AST Guidance, and pursuant to 40 CFR Part 112, Section 8.1.2.2, in the general locations shown on the SUP Plan, for the storage of fuel supplies necessary to maintain an Uninterruptible Power Supply in the event of a loss of external electrical power.
- Parking: The Applicant shall provide not fewer than 56 parking spaces as shown on the SUP Plan, one of which shall be a loading space.
- 11. Site Maintenance. The Applicant shall maintain the Property in a clean and orderly manner, and shall provide an on-site masonry screened refuse container station in the location generally shown on the SUP Plan.
- 12. Access: Access to the site shall be provided as shown on the SUP Plan, subject to changes approved by the Town in consultation with the Virginia Department of Transportation. Mountable curbs shall be provided as required by the Town. There shall be no access from either Routes 17 or 29.
- 13. Water & Public Sewer Connection: The Property shall connect to public water and public sewer at the Applicant's expense. The Applicant shall limit its water use to internal domestic uses such as service to bathrooms, kitchens, humidification, and external irrigation. It shall not use public water for the general purposes of cooling the data center, but may use it for the yeah initial charging of the cooling system, upon consultation with the Director of Public Works as to the scheduling thereof.

14. Emergency Services:

- a. The Applicant shall coordinate training between the Town's fire and rescue companies and those other companies and departments that have experience with data centers after commencement of operations at the Property and when convenient for the Town's first responders. Furthermore, upon commencement of operations at the Property, the Applicant will provide the Town's first responders its "Data Center Response Manual" for use in training for emergencies at its Facility, and shall assist in advising those first responders how to implement its provisions.
- b. The Applicant shall assure that the water line systems at the Facility have sufficient fire flows, as determined by the Town Fire Marshal.
- c. The Applicant shall maintain Facility security personnel 24 hours a day, and each day of the year.
- Pedestrian access: The Applicant shall construct a five-foot sidewalk on the east side of Blackwell Road along its frontage on that Road.
- 16. Noise: The Applicant shall provide a sound study prepared by a qualified party or company approved by the Director of Community Development that demonstrates the operation of the data center will meet the requirements of § 9-14.2 of the Warrenton Zoning Ordinance relating to noise, as a condition of approval of a site development plan. In addition, the Applicant shall conduct a separate sound study one month after commencement of business operations to ensure compliance with the aforesaid Section. If noise levels at any point where a measurement is required by the Ordinance to be taken do not so comply, the Applicant shall forthwith undertake such further mitigation measures as are required to achieve compliance within 180 days, or such additional time as may be authorized by the Director of Community Development.
- 17. Lighting: The Applicant shall submit a Lighting Plan pursuant to the provisions of § 9-8 et seq. of the Warrenton Zoning Ordinance in connection with its Site Development Plan. All exterior lighting shall utilize LED and be designed and constructed with cutoff and fully shielded fixtures that direct light downward and into the interior of the property and away from adjacent roads and adjacent properties. All building mounted lighting shall have a maximum height of 25', and the Applicant shall install controls on the site fixtures such that they dim to 50% output between 11 PM and dawn.

18. Employment Opportunities: The Applicant shall provide outreach to qualified persons residing in the Town of Warrenton who may be interested in employment at the data center through a variety of media such as the conduct of a job fair, the inclusion of a direct link to potential opportunities on the Town website, or on other websites for the purpose. Such outreach shall be made reasonably in advance of the construction of the Project so that interested persons may make application for positions, not less than six months prior to the anticipated completion of construction.

Programs for Local Schools: The Applicant shall ensure coordination by the appropriate Amazon personnel with the Town of Warrenton and the Fauquier County School Division regarding the establishment of educational programs in the K-12 grades, and with Laurel Ridge Community College, to establish workforce development programs for career pathways in data center construction and operations, and such other programs as the parties may deem mutually beneficial.