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**SPECIAL USE PERMIT CONDITIONS OF APPROVAL**  
**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: ± 41.79 acres**  
**Zoning: INDUSTRIAL (I)**  
**Date: February 14, 2023**

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). These conditions shall run with the land so as to bind future landowners. Any party or officer identified by title shall mean and include any successor to that person or entity's powers or responsibilities.

1. 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 July 10, 2022 and revised through January 10, 2023, 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."
2. Site Plan: The Applicant shall produce a site development plan that delineates the external noise emitting equipment that is to be installed and activated at each phase of the building. No phase or set of phases will begin operation until the Town has issued a conditional Certificate of Occupancy for such phase or phases. A final Certificate of Occupancy will be granted upon completion of all phases.
3. 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 Town of Warrenton Zoning Ordinance.
4. Electric Substation: There shall be no electric substation constructed on the Property.
5. Undergrounding of Electrical Lines from a Substation to the Facility: Pursuant to Warrenton Zoning Ordinance § 9-26.1(C), the distribution lines from the off-site substation serving the data center are required to be underground. Applicant will ensure payment of the undergrounding of these distribution lines with the utility company in accordance with its requirements.
6. Building Design and Elevations:
  - a. The architectural design of the data center shall substantially conform to

the "Illustrative Building Elevations"; prepared by Corgan; February 14, 2023". 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 Director of Community Development prior to the issuance of a building permit.

- b. At time of Site Plan, the Applicant shall provide all elevations for the building in compliance with the Town of Warrenton Zoning Ordinance Article 9-26.1.F. In addition, the Applicant shall orient the building along Lee Highway to reduce the visible impact using architectural details such as a perceived reduction in massing and scale, fenestration and windows, exterior colors and materials, overhangs, canopy or porticos, recesses and/or projections, arcade, raised corniced parapets, and varying roof lines.
  - c. 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.
  - d. Noise mitigation measures, including but not limited to, silencers, sound walls, acoustical wraps, and/or low noise equipment, shall be utilized to meet § 9-14.2 of the Town of Warrenton Zoning Ordinance relating to noise.
7. 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.
8. Fencing: All fencing on the Property shall be as depicted on the SUP Plan, and shall not exceed 8 feet in height. Security fencing shall be the style and type as shown on Page 2 of the Special Use Permit Plan produced by Bohler dated July 10, 2022 and updated through October 28, 2022. Chain link fencing, with or without slatted inserts, and/or barbed wire or other similar visible deterrence devices shall not be permitted where visible from the public.
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.
10. 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. Access for Town Staff: The Town is obliged to report annually to the Virginia Department of Environmental Quality as to the ongoing operation and maintenance of stormwater management facilities installed on the Property. The Applicant shall provide the Town Manager with an on-site employee who shall serve as the sole point of contact for arranging access to the Property for the Town's conduct of such inspections, and shall keep that point of contact current at all times.
14. 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 initial charging of the cooling system. It shall consult with the Director of the Department of Public Works and Utilities as to the scheduling of the initial charging of the system so as to minimize the impact on the Town's water system. This condition does not exclude or prevent the property owner from utilizing the Town's water for fire suppression.
15. 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.
16. Pedestrian access: The Applicant shall construct a five-foot sidewalk on the east side of Blackwell Road along its frontage on that Road.

17. Noise:

- a. Each phase shall receive a conditional Certificate of Occupancy upon demonstrating conformance with the requirements of § 9-14.2 of the Town of Warrenton Zoning Ordinance relating to noise. The Applicant shall provide and pay for a third-party sound test prepared by a qualified full member of Acoustical Society of America (ASA) or a Board Certified member of the Institute of Noise Control Engineering (INCE), as approved by the Director of Community Development. The purpose of such test is to demonstrate the operation of each distinct phase as noted in Condition #2 after completion of the construction and prior to the issuance of the conditional Certificate of Occupancy. If the test finds the use does not meet § 9-14.2 of the Town of Warrenton Zoning Ordinance, then there shall be no commencement of use for that phase and no conditional Certificate of Occupancy shall be issued.
- b. The Applicant shall pay for an annual sound test prepared by a qualified full member of Acoustical Society of America (ASA) or a Board Certified member of the Institute of Noise Control Engineering (INCE), as approved and procured by the Director of Community Development, for the life of the data center use. The Applicant shall provide a point of contact, to be maintained and kept up to date at all times, for the Town to bill for reimbursement of the annual sound test. The Applicant shall reimburse the Town for all costs related to the sound test within 30 days receipt of an invoice for reimbursement.
- c. If the use violates § 9-14.2 of the Town of Warrenton Zoning Ordinance relating to noise, then the Applicant shall have 48 hours to mitigate the violation of the use or the Certificate(s) of Occupancy are automatically suspended and the Applicant shall cease the use until such time that the Applicant can demonstrate the use meets said section of the Zoning Ordinance.

For reference, the Town of Warrenton Zoning Ordinance § 9-14.2 states:

9-14.2 The sound pressure level of sound radiated from an establishment, measured at the lot line of the site thereof that is the nearest thereto, shall not exceed the values in any octave band of frequency that are specified in Table 9-1 below, or in Table 9-1 as modified by the correction factors set forth in Table 9-2. The sound pressure level shall be measured with a sound level meter and an associated octave band analyzer conforming to standards prescribed by the American National Standards Institute.

Table 9-1 Maximum Permissible Sound Pressure Levels Measured re 0.0002 dyne per CM <sup>2</sup>		
Frequency Band Cycles per Second	Along Residential District Boundaries – Maximum Permitted Sound Level In Decibels	At Any Other Point on the Lot Boundary – Maximum Permitted Sound Level In Decibels
63	64	72
125	60	70
250	54	65
500	48	59
1000	42	55
2000	38	51
4000	34	47
8000	30	44

Table 9-2 Correction Factors	
Condition	Correction in Decibels
On a site contiguous to or across a street from the boundary of any R-district established by this chapter.	Minus 5
Operation between the hours of 10:00 p.m. and 7:00 a.m.	Minus 5
Sound of impulsive character (e.g., hammering)	Minus 5
Sound of periodic character (e.g., sawing)	Minus 5
Tone (e.g., hum or screech)	Minus 5
Sound source operated less than:	
20% in any one hour period	Plus 5 <sup>1</sup>
5% in any one hour period	Plus 10 <sup>1</sup>
1% in any one hour period	Plus 15 <sup>1</sup>

1. Apply only one of these corrections. All other corrections (including any one of the footnoted) are cumulative.

18. **Lighting:** The Applicant shall submit a Lighting Plan pursuant to the provisions of § 9-8 et seq. of the Town of 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. Freestanding parking lot lights shall be a maximum of 20.'
19. **Tree Save:** The Applicant shall provide a tree preservation plan at time of Site Plan that seeks to minimize land disturbance and maximize on-site vegetation.
20. **Best Management Practices:** BMPs shall incorporate aeration for water retention using solar power.

21. Landscaping: The Applicant will follow the Zoning Ordinance Article. In addition, the Applicant will provide double the Town of Warrenton Zoning Ordinance required landscaping requirements (existing and proposed) along the side of the building facing Lee Highway and Blackwell Road with coniferous trees that provide four season visual coverage. All plantings must consist of native, drought tolerant species appropriate for the Town of Warrenton climate.
22. Termination of Use: If the site becomes inactive for 30 consecutive days or for 30 days in any 180-day period, the property owner shall empty all fuel storage tanks and take all other reasonable steps to prevent any soil or water contamination, to the satisfaction of the Town. Within one year of the termination of the use, the owner shall deliver a letter from the Virginia Department of Environmental Quality that certifies that the owner has removed all hazardous materials, underground tanks and pumps, and any environmentally sensitive materials and has ensured that the soils and environmental features of the site are clean and free of hazardous materials.
23. 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.
24. 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 and maintenance of educational programs in the K-12 grades, and with Laurel Ridge Community College, to establish and maintain workforce development programs for career pathways in data center construction and operations, and such other programs as the parties may deem mutually beneficial.
25. Violation of Conditions: Violation of any of the conditions of this SUP may result in appropriate enforcement action by the Town, including issuance of a Notice of Violation and Corrective Order and, after notice and an opportunity to be heard, revocation of the SUP. This statement does not limit the remedies of the Town in the event of a violation of the conditions in this SUP nor does it imply any limitation in the Town's enforcement of conditions in unrelated SUP's.