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October 28, 2022

**Via Hand Delivery and E-mail**

Denise M. Harris, Planning Manager  
Community Development Department  
21 Main Street  
Warrenton, VA 20186

Re: Special Use Permit #SUP2022-00003, Warrenton Data Center

Dear Mrs. Harris:

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

1. 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;*
2. 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;*
3. 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

**ATTORNEYS AT LAW**

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

7. One (1) 11"x17" copy of the plan entitled "Illustrative Plan," prepared by Bohler Engineering, dated October 28, 2022; and
8. 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, as you are now aware, only a preliminary version of that document and not a final report, but is in any event out of date, as the Applicant is seeking a zoning determination related to noise and has included a specific condition to address noise ordinance compliance. With the changes to the Special Use Permit Plan, the Tree Study is out of date and the Special Use Permit Plan should be used for these purposes.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.

1. 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 27 <sup>th</sup> 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,
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	<p>and we erroneously used the one on the website page.</p> <p>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.</p> <p>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.</p> <p><u>A Comprehensive Plan cannot be evaluated solely by looking at colored land use maps.</u> 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.</p> <p>Traffic burden when the facility is fully operational will be very low. The physical design of the data center is intended to have</p>
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	<p>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.</p> <p>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.</p> <p><b>** 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. **</b></p> <p>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.</p> <p>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.</p>
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	<p>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 <u>intersection</u> 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 Street in the Complete Streets Recommendations, a classification that does not contemplate significant reconstruction.</p> <p>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.</p> <p>Additionally, there is a very limited supply of industrially zoned land in the Town.</p>
<p>2. Whether the proposed Special Use Permit will adequately provide for safety from fire hazards and have effective measures of fire control.</p>	<p>The facility is designed to provide fire protection by the use of sprinklers and fire extinguishers.</p> <p>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.</p> <p>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.</p>

	<p>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.</p>
<p>3. 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.</p>	<p>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.”</p> <p>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.</p> <p>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.</p> <p>In addition, however, in order to ensure operational compliance, the Applicant would have to conduct a separate sound study one</p>

	<p>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.</p> <p>The sound studies contemplated by the proposed condition would be done by a company approved by the Director of Community Development.</p>
<p>4. The glare or light that may be generated by the proposed use in relation to uses in the immediate area.</p>	<p>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.</p>
<p>5. 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.</p>	<p>The Applicant confirms that there is no signage associated with the proposed use, with the possible exception of an address sign on the building.</p>
<p>6. The compatibility of the proposed use with other existing or proposed uses in the neighborhood, and adjacent parcels.</p>	<p>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.</p> <p>The building will be screened to the extent possible by existing and added landscaping.</p>

	<p>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.</p> <p>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.</p> <p>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.</p>
<p>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.</p>	<p>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.</p>
<p>8. The nature and extent of existing or proposed landscaping, screening and buffering on the site and in the neighborhood.</p>	<p>Please see the Landscape Plan that is part of the SUP Plan submitted with this application.</p>
<p>9. The timing and phasing of the proposed development and the duration of the proposed use.</p>	<p>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.</p>



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

<p>15. Whether the proposed Special Use Permit will be served adequately by essential public facilities, services and utilities.</p>	<p>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.</p>
<p>16. The effect of the proposed Special Use Permit on environmentally sensitive land or natural features, wildlife habitat and vegetation, water quality and air quality.</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>The Applicant has identified the area of potentially jurisdictional wetlands. All stormwater must be managed consistently with State requirements and reviewed by the Town.</p>
<p>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.</p>	<p>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.</p> <p>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.</p> <p>With respect to employment specifically, the Applicant now proposes a condition of the special use permit in response to a request</p>

	from the Planning Commission to make job opportunities directly available to Warrenton residents.
18. The effect of the proposed Special Use Permit use in enhancing affordable shelter opportunities for residents of the Town, if applicable.	Not applicable.
19. The location, character, and size of any outdoor storage.	No outdoor storage is planned.
20. The proposed use of open space.	All open space on the property will be used for security fencing, or left as open space following construction.
21. The location of any major floodplain and steep slopes.	There is no floodplain, but there is a small area of steep slope that has been identified by the engineers on the eastern end of the site, and that will require a retaining wall.
22. The location and use of any existing non-conforming uses and structures.	There are no existing nonconforming structures.
23. The location and type of any fuel and fuel storage.	<p>There will be 10 diesel fuel storage tanks on site as shown on the SUP Plan. AWS Data Centers (DC) adhere to the Federal Spill Prevention and Control Countermeasure Plan (SPCC) Regulations, as well as State and County rules for oil spill prevention, preparedness, and response to prevent oil discharges to navigable waters and adjoining shorelines. <i>See</i> 40 CFR Part 112. AWS DC's SPCC Plans are certified by a professional engineer, who assures that all passive and active control measures for oil containment, storage, and discharge comply with Local, State and Federal regulations.</p> <p>AWS DC's SPCC Plans list a combination of active and passive containment measures needed to meet the requirements of 40 CFR 112.7(c). All affected AWS employees are trained annually on the SPCC mitigation</p>

	<p>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.</p>
<p>24. The location and use of any anticipated accessory uses and structures.</p>	<p>The only accessory structure is the guardhouse shown on the SUP Plan.</p>
<p>25. The area of each proposed use.</p>	<p>This is shown on the SUP Plan.</p>
<p>26. The proposed days/hours of operation.</p>	<p>The facility will operate twenty-four hours a day, each day of the year.</p>
<p>27. The location and screening of parking and loading spaces and/or areas.</p>	<p>All parking is shown on the SUP Plan.</p>
<p>28. The location and nature of any proposed security features and provisions.</p>	<p>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.</p>
<p>29. The number of employees.</p>	<p>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 are comprised of engineering technicians, data center operators, security personnel, and</p>

	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.
31. 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.

Enclosures

cc: Jay Reinke  
Taylor Hicks  
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