
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.
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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.
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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 ²		
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
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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 ¹
5% in any one hour period	Plus 10 ¹
1% in any one hour period	Plus 15 ¹

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.



TOWN OF WARRENTON

Community Development Department

PO BOX 341
WARRENTON, VIRGINIA 20188
<http://www.warrentonva.gov>
LandDevelopment@warrentonva.gov
(540) 347-2405

SITE PLAN APPROVAL

April 18, 2024

Project Name	Warrenton Data Center
Project Number	SDP-2023-6
Location	719 Blackwell Road (6984-69-2419-000)
Use	Data Center per Zoning Ordinance Section 3-4.12.3
Zoning	Industrial (I)
Engineer/Applicant Representative	Owner
John Wright, P.E. Bohler Engineering 28 Blackwell Park Lane, Suite 201 Warrenton, VA 20186 jwright@bohlerengineering.com	Michael Gore Amazon Data Services, Inc. 410 Terry Ave., N. Seattle, WA 98109 C/o jonnorg@amazon.com

CONDITIONS OF APPROVAL

1. Development of the subject property shall conform to all notes and design layouts on the approved plan. This approval shall be for this Site Plan only; any change or increase in use or intensity may require the submittal of a new or amended site plan.
2. Development and use of the property is subject to all conditions of approval as associated with the Special Use Permit, case number SUP-22-3, as approved by Town Council on February 14, 2023.
3. Any revisions or changes to the site conditions depicted within this Site Development Plan shall require the submission and approval of a Site Development Plan Amendment. This shall include any necessary modifications to the electrical service to the property, including but not limited to, off-site distribution or service lines.
4. Electrical service lines that serve the data center facility and any other accessory or appurtenant structure or use within the property boundaries must be located underground from the substation that serves the facility to the subject property per Special Use Permit #22-3 approval condition #5. Proof of conformance with this condition shall be provided to the Zoning Administrator for review and concurrence prior to the issuance of any Certificate of Occupancy and/or commencement of the data center use.
5. Public water shall not be used for the general purposes of cooling the data center, but may be used for the initial charging of the cooling system. The property owner and/or site operator shall consult with the Director of Public Works and the Director of Public Utilities to the scheduling of the initial charging of the system per Special Use Permit approval condition #14.
6. A noise study must be provided for each phase of construction to demonstrate compliance with Article 9-14.2 of the Ordinance prior to receiving a conditional certificate of occupancy per Special Use Permit approval condition #17a.
7. An annual sound test shall be required and paid for by the property owner and/or site operator for the life of the data center use per Special Use Permit approval condition #17b. This test must be prepared by a qualified full member of the 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.

8. If at any time the data center use violates Article 9-14.2 of the Town of Warrenton Zoning Ordinance relating to noise, then the property owner shall have 48 hours to mitigate the violation of the use or the certificate(s) of occupancy will be automatically suspended and the data center use shall cease until such time that the property owner can demonstrate the use meets said section of the Zoning Ordinance per Special Use Permit approval condition #17c.
9. All exterior lighting shall conform to Section 9-8 of the Ordinance; all lights shall consist of fully-sheilded, full cut-off fixtures, where no light is emitted above a horizontal plane passing through the lowest point of the light-emitting element. All site lighting shall be turned off at the close of business; or, where business hours extend after 11:00 p.m., site lighting shall be reduced by at least 50% from 11:00 p.m. until dawn.
10. Tree preservation areas shall remain in a wooded condition, where no woody vegetation is removed except for periodic maintenance as necessary to remove dead, dying or diseased trees and the removal of noxious and/or invasive plant species. Should necessary maintenance activities remove vegetation so that the buffering and screening function of the wooded area is impacted, replacement vegetation shall be planted by no later than the next suitable planting season, at a replacement rate equal to or greater than the replacement/restoration rates as detailed in Appendix D – Vegetative Replacement Standards, as published in the Buffer Modification and Mitigation Guidance Manual (DCR, 2003).
11. The proposed sewer gas interceptor structure at the building connection, sheet C511, will function as a solids collection tank, and shall be routinely emptied as needed.
12. The temporary construction entrance shall be removed, and the area permanently stabilized, prior to issuance of any certificate of occupancy.
13. A separate Sign Permit is required for all site signage in conformance with Article 6 of the Ordinance.
14. An Easement Plat and Deed is required for this project, as associated with case number ESMT-23-2; proof of recordation must be provided prior to release of this site plan.
15. A Stormwater Management/BMP Maintenance Agreement is required for this project; The Maintenance Agreement must be recorded, and the recordation information provided to Community Development prior to the release of this site plan to authorize construction.
16. A Right-of-Way permit must be obtained from the Department of Public Works prior to the release of this Site Development Plan to authorize construction activities.
17. A separate Zoning Permit is required prior to the placement of a temporary construction trailer(s). Any temporary trailer or other construction-related support infrastructure must be removed prior to the issuance of any certificate of occupancy for the data center facility.
18. Nutrient credit purchase equivalent to a minimum of **7.50 lb/yr TP** is required for this project; a certified letter of nutrient credit purchase is required prior to release of this Site Development Plan for construction.
19. A Bond in the amount of **\$2,869,834.78** is required for this project in conformance with Section 10-8 of the Ordinance; the Bond must be provided prior to release of this site plan.

20. A Land Disturbance permit is required for this project. A complete application for a Land Disturbance Permit must be submitted for review and approval to include:

- o A Land Disturbance Permit Application
- o A Registration Statement for a State General Permit for Stormwater Management
- o A Stormwater Pollution Prevention Plan (SWPPP)
- o Offsite soil tracking forms
- o Copy of the recorded Stormwater Management Maintenance Agreement.
- o Copy of a certified nutrient credit purchase of no less than 7.50 lb/yr TP.
- o Land Disturbance Permit Fee

21. A registration statement must be provided. The applicant should be aware of timing for the state permit application, if submittal for land disturbance permit is received prior to June 30, 2024, submittal will be required for the 2019 and 2024 registration statement to be covered for the new 2024 permit cycle. The stormwater fee of **\$4,500.00**, based on the total disturbed acreage of 32.90 acres, must be provided with the registration statement.

22. A Pre-Construction meeting is required prior to commencement of any on-site work or land disturbance activity; Please contact Kerry Wharton, Stormwater Administrator, at kwharton@warrentonva.gov or 540-347-1101 extension 135.

23. Any off-site land disturbance requires evidence of agreement by the adjoining property owner(s), to consist of a signed and notarized letter of permission, to include an exhibit that demonstrates the location and extents of any work.

24. An As-Built Plan is required for this project. The As-Built Plan must be submitted within one year of issuance of the first occupancy permit for review and approval. Final approval of the As-Built Plan is required prior to the final release of the Bond per Section 10-9 of the Ordinance.

25. Closed-Circuit TV video of the sanitary sewer system (including laterals and sanitary mains) shall be submitted to and approved by the Utilities Department in a .mpg format compatible with Windows Media Player prior to bond release. The documenting video media shall be recorded in compliance with NASSCO & PACP standards.

26. A final Zoning inspection is required prior to the issuance of any Certificate of Occupancy. Please contact Zoning at 540-347-1101 to schedule the inspection at least two weeks prior to the anticipated commencement of the use.

27. The approval of the subject site plan shall expire five (5) years after the date of approval unless building permits have been obtained for construction, per 10-7.8 of the Zoning Ordinance.

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ZONING ADMINISTRATOR APPROVAL:

This Site Development Plan is approved subject to all conditions and requirements noted above.

ZONING ADMINISTRATOR SIGNATURE:**DATE:**

4-18-2024

CONDITIONS OF RELEASE:

NOTE: Site work/construction cannot commence until the site plan has been released!

- The Easement Plat (ESMT-23-2) must be recorded.
- The Stormwater Management/BMP Maintenance Agreement must be recorded.
- Nutrient Credit Purchase letter must be provided.
- The Bond must be provided.
- The Right-of-Way Permit must be issued.
- The Land Disturbance Permit must be issued.

THIS SITE DEVELOPMENT PLAN HAS BEEN RELEASED:**STAFF SIGNATURE:****DATE:**

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5% in any one hour period	Plus 10 ¹
1% in any one hour period	Plus 15 ¹

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.



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Dylan M. Phillips

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Janice M. Jang^+

October 24, 2025

VIA EMAIL

John H. Foote
Walsh Colucci Lubeley & Walsh PC
4310 Prince William Pkwy
Suite 300
Prince William, VA 22192
jfoote@thelandlawyers.com

Re: Vesting Determination

Dear John:

Our office is in receipt of the letter dated July 25, 2025 requesting a “vested rights” determination from the Town Zoning Administrator.

Enclosed is the response. I would appreciate if you would contact me directly with any follow-up matters, as there is litigation involved and this is a disputed matter.

Many thanks as always,

Sincerely,

CP

J. Chapman Petersen

JCP

Cc: Frank Cassidy



TOWN OF WARRENTON
Community Development Department

PO BOX 341
WARRENTON, VIRGINIA 20188
<http://www.warrentonva.gov>
LandDevelopment@warrentonva.gov
(540) 347-2405

October 24, 2025

Applicant:

John H. Foote
Walsh Colucci Lubeley & Walsh P.C.
4310 Prince William Parkway, Suite 300
Woodbridge, VA 22192-5199
jfoote@thelandlawyers.com

Property Owner:

Amazon Data Services, Inc.
Attn: Real Estate Manager (AWS) DCA62
PO Box 80416
Seattle, WA 98108-0416
marninac@amazon.com

Registered Agent:

Corporation Service Company
100 Shockoe Slip, FL 2
Richmond, VA 23219-4100

Registered Agent – Principal Office:

Kerry Person, President
Corporation Service Company
410 Terry Ave. N.
Seattle, WA 98109-5210

RE: Zoning Determination Letter – ZNG-25-31 – Amazon Vested Rights Determination – 719 Blackwell Road (PIN 6984-69-2419-000)

All,

On July 31, 2025, the Town received a written request from Amazon Data Services, Inc. ("Amazon" or "Landowner") and accompanying payment of \$375.00 for a determination of vested rights under Code of Virginia §15.2-2307, to wit:

[...] we respectfully request that the Town of Warrenton recognize the development activities, financial commitments, and sustained pursuit of project implementation... and confirm that vested rights have accrued for the AWS data center project pursuant to the SUP and Site Plan.

Background for the Request:

- On August 10, 2021, Town Council adopted a Zoning Ordinance Text Amendment ("ZOTA") to Articles 3, 9, and 12 to allow data centers within the Industrial District with the approval of a Special Use Permit, case number ZNG 2021-0321;
- On February 14, 2023, upon an application duly filed by Amazon, the Town Council approved a Special Use Permit ("SUP") for a data center on the 41-acre subject property located at 719 Blackwell Road (PIN 6984-69-2419-000), within the Industrial District, case number SUP-22-3;
- On March 16, 2023, a civil action, Case No. CL23000128-00 ("the Rezoning Circuit Court Action"), was filed in Fauquier County Circuit Court by citizens of the Town to enjoin the development of the data center based *inter alia* upon the invalid adoption of the ZOTA and SUP;

Amazon Vested Rights Determination – 719 Blackwell Road
Zoning Determination – ZNG-25-31
October 24, 2025

- On February 24, 2024, the Circuit Court overruled the Demurrer and Plea In Bar filed by the Defendants in the Rezoning Circuit Court Action and agreed that the matter should proceed to trial for a determination on the merits;
- On April 18, 2024, the Town staff approved a Site Development Plan filed by Amazon for the Warrenton Data Center project on the subject property, subject to Conditions of Approval, case number SDP-23-6;
- On June 14, 2024, a second civil action, Case No. CL24000303 ("the Site Plan Circuit Court Action"), was filed in the Circuit Court of Fauquier County by citizens of the Town seeking a Writ of Mandamus to require the Board of Zoning Appeals' intervention in regard to the Site Plan adoption;
- On January 14, 2025, the parties in the Rezoning Circuit Court Action entered a "Consent Order," whereby Amazon agreed generally to "maintain the status quo" and specifically to "not pursue further approvals, to seek development permits related to construction or to further construction of the data center on the Property until a Final Order has been entered":
- On July 8, 2025, Town Council adopted a Zoning Ordinance Text Amendment to Articles 3, 9, and 12 to remove data centers as a permissible use within the Industrial District, case number ZOTA-25-1;
- The Rezoning Circuit Court Action is scheduled to be heard for a two-week trial beginning on March 9, 2026;
- The Site Plan Circuit Court action is not yet set for trial.

State Code Considerations:

Vesting of a Landowner's Rights

Code of Virginia §15.2-2307(A), states that ...*a landowner's rights shall be deemed vested in a land use and such vesting shall not be affected by a subsequent amendment to a zoning ordinance when the landowner*

- (i) *obtains or is the beneficiary of a significant affirmative governmental act which remains in effect allowing development of a specific project,*
- (ii) *relies in good faith on the significant affirmative governmental act, and*
- (iii) *incurs extensive obligations or substantial expenses in diligent pursuit of the specific project in reliance on the significant affirmative governmental act.*

In determining what constitutes a significant affirmative governmental act, Code of Virginia §15.2-2307(B), lists seven (7) actions:

- (i) *the governing body has accepted proffers or proffered conditions which specify use related to a zoning amendment;*
- (ii) *the governing body has approved an application for a rezoning for a specific use or density;*
- (iii) *the governing body or board of zoning appeals has granted a special exception or use permit with conditions;*
- (iv) *the board of zoning appeals has approved a variance;*
- (v) *the designated agent has approved a preliminary subdivision plat, site plan or plan of development for the landowner's property and the applicant diligently pursues approval of the final plat or plan within a reasonable period of time under the circumstances;*

- (vi) *the designated agent has approved a final subdivision plat, site plan or plan of development for the landowner's property; or*
- (vii) *the zoning administrator or other administrative officer has issued a written order, requirement, decision or determination regarding the permissibility of a specific use or density of the landowner's property that is no longer subject to appeal and no longer subject to change, modification or reversal under subsection C of § 15.2-2311.*

Validity of an Approved Final Site Plan

Code of Virginia §15.2-2261(A) states that:

[...] an approved final site plan... shall be valid for a period of not less than five years from the date of approval thereof...

Code of Virginia §15.2-2261(C) allows for an approved final site plan to remain valid even if the regulations of a local jurisdiction are amended subsequent to that approval, stating:

For so long as the final site plan remains valid in accordance with the provisions of this section, or in the case of a recorded plat for five years after approval, no change or amendment to any local ordinance, map, resolution, rule, regulation, policy or plan adopted subsequent to the date of approval of the recorded plat or final site plan shall adversely affect the right of the subdivider or developer or his successor in interest to commence and complete an approved development in accordance with the lawful terms of the recorded plat or site plan unless the change or amendment is required to comply with state law or there has been a mistake, fraud or a change in circumstances substantially affecting the public health, safety or welfare.

Appeals of Decisions

Code of Virginia §15.2-2285(F) allows for appeals of decisions made by local governing bodies for those persons that are *aggrieved**, to include appeals of zoning ordinance amendments and special use permits, where subsection (F) states:

Every action contesting a decision of the local governing body adopting or failing to adopt a proposed zoning ordinance or amendment thereto or granting or failing to grant a special exception shall be filed within thirty days of the decision with the circuit court having jurisdiction of the land affected by the decision. However, nothing in this subsection shall be construed to create any new right to contest the action of a local governing body

*Note – A determination of whether a person challenging a decision of the local body is *aggrieved*, and therefore has standing to bring forward an appeal, is a legal matter subject to judicial review and thus cannot be determined by this opinion.

Determination:

Per Section 11-1.1.3 of the Town of Warrenton Zoning Ordinance I hereby determine that:

WHEREAS the Property has on its face received a significant affirmative governmental act through the approval of Special Use Permit SUP-22-3 by the Town Council of the Town of Warrenton on February 14, 2023, as regulated by the Town of Warrenton Zoning Ordinance Section 11-3.10 *Special Use Permits and Waivers* and as authorized by Code of Virginia §15.2-2286(A)(3), in conformance with Code of Virginia §15.2-2307(B)(iii); and

WHEREAS the Property owner subsequently obtained the approval of a Site Development Plan SDP-23-6 by the Town of Warrenton Zoning Administrator on April 14, 2024, as regulated by the Town of Warrenton Zoning Ordinance Section 11-3.7 *Site Development Plan* and as authorized by Code of Virginia §15.2-2286(A)(8), in conformance with Code of Virginia §15.2-2307(B) subsections (v) and/or (vi); and

WHEREAS the foregoing approvals were granted under (and subject to the legality of) both the ZOTA and the SUP per Town of Warrenton Zoning Ordinance Section 11-3.9 *Zoning Amendments* as well as Code of Virginia §15.2-2286(A)(7), *inter alia*; and

WHEREAS the underlying rezoning has been subject to the Rezoning Circuit Court Action which was filed within thirty (30) days of the date of the SUP approval; and

WHEREAS the underlying site plan approval has been subject to the Site Plan Circuit Court action which was filed within sixty (60) days of the date of the Site Plan approval; and

WHEREAS any actions taken by the Landowner, pursuant to the Rezoning and Site Plan approval, have been done with knowledge of the above-referenced Circuit Court Actions and, indeed, Landowner has entered a "Consent Order" to not pursue further development until the Rezoning Circuit Court Action is finalized, all of which militates against its "good faith reliance" on the above approvals by the Landowner as required by the Code of Virginia §15.2-2307(A); and

WHEREAS the Zoning Administrator cannot rule affirmatively on the Landowner's request as described in the July 25, 2025, letter requesting a vesting determination for the subject property, as required by Code of Virginia §15.2-2307(A), **until the Circuit Court actions referenced herein have been fully and definitively resolved, as the legality of the above approvals are wholly dependent on those determinations;** therefore

With the concurrence of the Town Attorney per the Town of Warrenton Zoning Ordinance Section 11-1.1.3 and Code of Virginia §15.2-2286(A)(4)(iii), as copied herein; therefore it is determined that

The property owner does not currently possess a vested right per Code of Virginia §15.2-2307, et seq., to develop and use the subject property (PIN 6984-69-2419-000) as a Data Center, notwithstanding the approvals associated with the Special Use Permit (SUP-22-3) and the Site Development Plan (SDP-23-6).

Amazon Vested Rights Determination – 719 Blackwell Road
Zoning Determination – ZNG-25-31
October 24, 2025

This is a formal decision by the Zoning Administrator of the Town of Warrenton, Virginia. Any person aggrieved by any decision of the Zoning Administrator may take an appeal to the Board of Zoning Appeals. Such appeal shall be taken within thirty (30) days of the date of this letter by filing with the Zoning Administrator a notice of such appeal specifying the grounds thereof. The decision shall be final and unappealable if not appealed within thirty (30) days. The fees for filing an appeal are \$400.00 plus the cost of advertising and property notice mailings. Classified advertising is placed in the local paper for two consecutive weeks prior to the meeting with costs averaging around \$800.00. The cost for property notice mailings varies and depends on the number of adjacent owners. The adjacent property notices are sent via first class mail at the current first-class postage rate. The Zoning Office is located at 21 Main Street within Town Hall. Hours of operation are from 8:30 AM until 4:30 PM Monday through Friday. If you have any questions regarding this notice or would like additional information about the appeal process, please contact me at (540) 347-2405. I would also advise that you contact our Town Attorney, Chap Petersen, at (571) 459-2510.

Thank you.

Sincerely,



Heather E. Jenkins, Zoning Administrator

Copy: Town Manager
Town Attorney



**WALSH COLUCCI
LUBELEY & WALSH PC**

John H. Foote
(703) 680-4664 Ext. 5114
jfoote@thelandlawyers.com
Fax: (703) 680-2161

July 25, 2025

Via E-Mail & First Class Mail

Heather Jenkins, Zoning Administrator
Town of Warrenton
21 Main Street
Warrenton, Virginia 20186

Re: Vesting Determination

Dear Ms. Jenkins:

On behalf of Amazon Web Services (“AWS”), and in accordance with Sec. 11-1.1 (3) of the Town of Warrenton Zoning Ordinance (the “Zoning Ordinance”), we respectfully submit this letter requesting a determination of vested rights for the data center development project located on Blackwell Road (Parcel Number 6984-69-2419-000) in the Town of Warrenton (the “Project”) and approved under Special Use Permit SUP 22-03 (the “SUP”) and Site Development Plan SDP-23-6 (the “Site Plan”). The Project has advanced significantly since the Town Council’s approval of the SUP on February 14, 2023. AWS has performed substantial steps in reliance on the SUP and Site Plan, and we submit that vested rights have accrued consistently with Virginia Code § 15.2-2307.

In 2021, the Town initiated and approved a Zoning Ordinance Text Amendment to allow data centers in the Industrial District by Special Use Permit. Following this amendment, AWS submitted its SUP application in May 2022. Over the course of that year, the application underwent a full public process, including multiple work sessions, several submissions, and multiple public hearings before both the Planning Commission and Town Council. On February 14, 2023, the Town Council voted 4–3 to approve the SUP subject to specific plans, elevations, and conditions of approval.

In reliance on the SUP approval by the Town Council, AWS implemented steps to advance the Project. These efforts have included environmental due diligence, site design, agency coordination, and contractual commitments, among others. Additionally, and in accordance with Sec. 11-3.7.1 of the Zoning Ordinance, AWS submitted the Site Plan in March 2023. After receiving staff comments, AWS submitted a revised Site Plan in October 2023. The

ATTORNEYS AT LAW

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4310 PRINCE WILLIAM PARKWAY ■ SUITE 300 ■ WOODBRIDGE, VA 22192-5199

ARLINGTON 703 528 4700 ■ LOUDOUN 703 737 3633

Site Plan was reviewed and ultimately approved by the Zoning Administrator on April 18, 2024. Pursuant to Virginia Code § 15.2-2261 and 15.2-2209.1, and as referenced in Sec. 10-7.8 of the Zoning Ordinance, the Site Plan remains valid for a period of five years from the date of approval.

Since the approval of the Site Plan, AWS has undertaken the following actions consistent with, and in furtherance of, both the SUP and Site Plan:

- Completed environmental soil sampling and early-stage physical work.
- Tree felling on-site (no land disturbance permit is required at this stage).
- Design and procurement planning for long-lead time equipment.
- Contracts with a general contractor.
- Property management activities.
- Design engineering.
- Execution of Letter of Authorization (LOA) with Dominion Energy.
- Significant coordination with Town staff through biweekly meetings related to Site Plan approval, community engagement efforts, and FOIA procedures.

All of these activities have resulted in AWS incurring costs in excess of \$3,500,000. These activities demonstrate continuous project engagement and diligent pursuit of the data center development in material reliance on the approved SUP and Site Plan.

Under Virginia Code § 15.2-2307, a party obtains vested rights when a significant affirmative governmental act has occurred (such as approval of a Special Use Permit or Site Plan), the owner has materially and substantially changed position in good faith reliance on that act, and has incurred significant obligations and expenses pursuing the project in reliance on such governmental act. Approval of the SUP and the Site Plan, combined with the substantial post-approval development activity, investment, and planning undertaken by AWS meet this standard. As noted previously, Sec. 11-1.1 (3) of the Zoning Ordinance authorizes the Zoning Administrator to make findings of facts and, with the concurrence of the Town attorney, conclusions of law regarding determinations of rights accruing under Virginia Code § 15.2-2307.

Accordingly, we respectfully request that the Town of Warrenton recognize the development activities, financial commitments, and sustained pursuit of project implementation as described herein, and confirm that vested rights have accrued for the AWS data center project pursuant to the SUP and Site Plan. If you request any additional information in furtherance of this determination, please do not hesitate to contact us. We look forward to continuing to coordinate with the Town and to provide ongoing updates as the project advances toward construction.

Very truly yours,

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

John H. Foote

John H. Foote

cc: Rob Walton, Director of Community Development
Frank Cassidy, Town Manager
Marnina Cherkin, Esq.

JHF/jf