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December 9, 2022

Supervisor Peter K. Candland
Gainesville District
Prince William County Board of Supervisors
7001 Heritage Village Plaza, Suite 210
Gainesville, Virginia 20155

**Re: Request for a written opinion under the State and Local Government
Conflict of Interests Act**

Dear Supervisor Candland:

I have reviewed your request for a written opinion under the State and Local Government Conflict of Interests Act. I have also reviewed the applicable Virginia laws on the subject. Accordingly, here is my written opinion.

Question 1(a): Given the exceptions in Virginia Code § 2.2-3112(B), can I participate in the discussion, consideration, and vote on the Pathway to 2040: Comprehensive Plan update if it includes the PW Digital Gateway CPA which was already approved by the Board on November 1, 2022?

Opinion 1(a): Even taking into account the exceptions listed in Virginia Code Section 2.2-3112 (B), it is my opinion that you may not participate in the discussion, consideration or vote on the Pathway to 2040: Comprehensive Plan update if it includes the PW Digital Gateway CPA area. This opinion is based upon the same grounds that caused you to previously disqualify yourself from PW Digital Gateway CPA area. Specifically, any involvement in a discussion, consideration or vote on a Plan update that could affect in any way the valuation of your property creates an improper conflict of interest.

Question 1(b): Given the exceptions in Virginia Code § 2.2-3112(B), can I participate in the discussion, consideration, and vote on the Pathway to 2040: Comprehensive Plan update if it does not include the PW Digital Gateway CPA which was already approved by the Board on November 1, 2022?

Opinion 1(b): It is my opinion that you may not participate in the discussion, consideration and/or vote on the Pathway to 2040: Comprehensive Plan update even if it does not include the PW Digital Gateway CPA. This opinion is based upon the likelihood that a major topic to be discussed in the Plan is data centers, including those outside the PW Digital Gateway CPA. As I have previously stated, any discussion or commentary by you regarding any data centers in any location that in any way could affect the value of your property creates an improper conflict of interest.

Question 1(c): If I can participate in the discussion, consideration, and vote on the Pathway to 2040: Comprehensive Plan update under question 1(a) or 1(b), am I required to make any additional declaration under Virginia Code §§ 2.2-3112 and 2.2-3115 prior to participating in such a matter?

Opinion 1(c): Not applicable based on Opinions 1(a) and 1(b).

Question 2: Can I hold a town hall(s) or similar event on the Pathway to 2040: Comprehensive Plan update, including the various chapters in that Plan, where I, as the Gainesville District Supervisor, provide information to, and address questions from, residents and businesses in the Gainesville Magisterial District?

Opinion 2: It is my opinion that you may not participate in any town hall or similar event on the Pathway to 2040: Comprehensive Plan update. This opinion is based on the potential conflict involved in your discussion or commentary on the data center aspects of the Plan update and your ownership of property in the PW Digital Gateway CPA.

Question 3: Given the exceptions in Virginia Code Section 2.2-3112 (B), can I participate in the discussion, consideration, and vote on a comprehensive plan amendment (separate from the PW Digital Gateway CPA) involving a data center(s) in the Gainesville Magisterial District that is outside of PW Digital Gateway CPA area? If yes, am I required to make a declaration under Virginia Code § 2.2-3112 and 2.2-3115 prior to participating?

Opinion 3: It is my opinion that you may not participate in the discussion, consideration and vote on a comprehensive plan amendment (separate from the PW Digital Gateway CPA) involving a data center in the Gainesville Magisterial District that is outside the PW Digital Gateway CPA area. This opinion is similar to other opinions in which I have found a potential conflict based on your personal interest in the PW Digital Gateway CPA area and any involvement by you involving any data centers in the Gainesville Magisterial District.

Question 4: Given the exceptions in Virginia Code Section 2.2-3112 (B), can I participate in the discussion, consideration, and vote on a comprehensive plan amendment involving a data center(s) in the Brentsville Magisterial District? If yes, am I required to make a declaration under Virginia Code § 2.2-3112 and 2.2-3115 prior to participating?

Opinion 4: It is my opinion that you may not participate in the discussion, consideration, and vote on any comprehensive plan amendment involving a data center in the Brentsville Magisterial District. This opinion is similar to other opinions in which I have found a potential conflict based on your personal interest in the PW Digital Gateway CPA area and any involvement by you involving any data centers in any Magisterial District.

Question 5: Given the exceptions in Virginia Code Section 2.2-3112 (B), can I participate in the discussion, consideration, and vote on a rezoning application(s) involving a data center(s) in the Gainesville Magisterial District that is outside of the PW Digital Gateway CPA area? If yes, am I required to make a declaration under Virginia Code § 2.2-3112 and 2.2-3115 prior to participating?

Opinion 5: It is my opinion that you may not participate in the discussion, consideration or vote on any rezoning application involving any data center in any Magisterial District. This opinion is similar to other opinions in which I have found a potential conflict based on your personal interest in the PW Digital Gateway CPA area and any involvement by you involving any data centers in any Magisterial District.

Question 6: Given the exceptions in Virginia Code Section 2.2-3112 (B), can I participate in the discussion, consideration, and vote on a rezoning application(s) involving a data center(s) in the Brentsville Magisterial District? If yes, am I required to make a declaration under Virginia Code § 2.2-3112 and 2.2-3115 prior to participating?

Opinion 6: It is my opinion that you may not participate in the discussion, consideration or vote on any rezoning application involving any data center in any Magisterial District. This opinion is similar to other opinions in which I have found a potential conflict based on your personal interest in the PW Digital Gateway CPA area and any involvement by you involving any data centers in any Magisterial District.

Question 7: Given the exceptions in Virginia Code Section 2.2-3112 (B), can I participate in the discussion, consideration, and vote on a comprehensive plan amendment involving a data center(s) in the Coles, Neabsco, Occoquan, Potomac and/or Woodbridge Magisterial Districts, which are not in the vicinity of my property? If yes, am I required to make a declaration under Virginia Code § 2.2-3112 and 2.2-3115 prior to participating?

Opinion 7: It is my opinion that you may not participate in the discussion, consideration or vote on any comprehensive plan amendment involving any data center in any Magisterial District. This opinion is similar to other opinions in which I have found a potential conflict based on your personal interest in the PW Digital Gateway CPA area and any involvement by you involving any data centers in any Magisterial District.

Question 8: Given the exceptions in Virginia Code Section 2.2-3112 (B), can I participate in the discussion, consideration, and vote on a rezoning application involving a data center(s) in the Coles, Neabsco, Occoquan, Potomac and/or Woodbridge Magisterial Districts, which are not in the vicinity of my property? If yes, am I required to make a declaration under Virginia Code § 2.2-3112 and 2.2-3115 prior to participating?

Opinion 8: It is my opinion that you may not participate in the discussion, consideration or vote on any rezoning application involving any data center in any Magisterial District. This opinion is similar to other opinions in which I have found a potential conflict based on your personal interest in the PW Digital Gateway CPA area and any involvement by you involving any data centers in any Magisterial District.

Question 9: Can I discuss the PW Digital Gateway CPA, which was already approved by the Board on November 1, 2022, in my newsletter(s), emails, and/or other written or verbal communications with residents and businesses in the Gainesville Magisterial District?

Opinion 9: This is a more difficult question. However, any commentary by you that could in any way affect the value of your property would be improper. Therefore, out of an abundance of caution, I would not discuss the PW Digital Gateway CPA in any forum.

Question 10: Please confirm that I am not required under COIA to file any additional disclosure of my disqualification regarding rezoning REZ2022-00036, H&H Capital Acquisitions, other than Attachment 5.

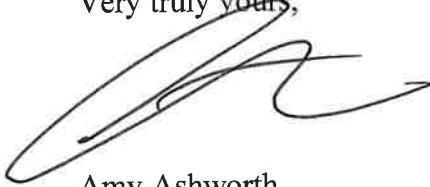
Opinion 10: I am not aware of any additional disclosures of your disqualification that you are required to file under COIA; however, I suggest you consult with your attorney regarding disclosures that must be made.

Question 11: Please confirm that I am not required under COIA to file any additional disclosure of my disqualification regarding rezoning REZ2022-00032, Digital Gateway North, and rezoning REZ2022-0033, Digital Gateway South, other than Attachment 6 and Attachment 7.

Opinion 11: I am not aware of any additional disclosures of your disqualification that you are required to file under COIA; however, I suggest you consult with your attorney regarding disclosures that must be made.

In summary, it is once again my opinion that the closer your discussions, considerations and/or votes are to affecting the value of your property, the greater the risk of an improper conflict of interest. Bearing this in mind, I have again deliberately taken a cautious approach in my opinions. Please feel free to contact me should you have any questions or concerns. I remain,

Very truly yours,

A handwritten signature in black ink, appearing to be 'Amy Ashworth', written in a cursive style.

Amy Ashworth