



June 29, 2022

Michelle R. Robl, Prince William County Attorney  
1 County Complex Court, Suite 240  
Prince William, Virginia 22192

Re: PW Digital Gateway/ Comprehensive Plan Amendment No. 2021-00004  
Financial Disclosure and Potential Conflict of Interest

Ms. Robl:

We are writing to you, on behalf of our client, Gainesville Citizens for Smart Growth (GCSG), to request further review of Chair Wheeler's financial records as they pertain to holdings related to the Digital Gateway project. This request is based on the disclosures contained in the Virginia Conflict of Interest and Ethics Advisory Council State and Local Statement of Economic Interest (the "Statement").

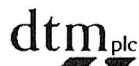
GCSG believes there are financial matters that need further investigation before Chair Wheeler is permitted to engage in and lead the hearing on the proposed data centers. This investigation has already been initiated at the federal level. Attached to this letter is a timeline and detailed summary of Chair Wheeler's investment activity in Blackstone Group, the parent company of the data center developer QTS and a series of other data center-related stocks. This document has also been provided to the Federal Bureau of Investigation and meetings with FBI representatives have occurred and more are scheduled.

While discussions are ongoing regarding the potential federal law violations, we are asking your office to vet the potential Virginia Code infractions as set forth below.

Virginia Code Section 15.2-852 provides the requirements for disclosure and recusal should a Member of the Board of Supervisors meet certain delineated criteria for threshold financial relationships. Chair Wheeler disclosed two specific investments that warrant further investigation. The Chair has holdings of between \$50,001 and \$250,000 in each of Amazon and Blackstone, two companies that stand to reap significant financial gain from approval of the Digital Gateway project.

While the Code has specific limits for corporations (10% ownership of any class of stock) that must be met to require recusal, we are uncertain at this time and without further information if these limits have been met.

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The State and Local Government Conflicts of Interests Act codified in Section 2.2-3100 through 3131 contains additional language that we believe also warrants further consideration into this matter. These sections reference the Statement required to be submitted by Chair Wheeler; they also, however, specifically prohibit the following:

- **§ 2.2-3103. Prohibited conduct**

No officer or employee of a state or local governmental or advisory agency shall:

4. Use for his own economic benefit or that of another party confidential information that he has acquired by reason of his public position and which is not available to the public

- **§ 2.2-3107. Prohibited contracts by members of county boards of supervisors, city councils and town councils**

A. No person elected or appointed as a member of the governing body of a county, city or town shall have a personal interest in (i) any contract with his governing body

- **§ 2.2-3112. Prohibited conduct concerning personal interest in a transaction; exceptions**

A. Each officer and employee of any state or local governmental or advisory agency who has a personal interest in a transaction shall disqualify himself from participating in the transaction if (i) the transaction has application solely to property or a business or governmental agency in which he has a personal interest or a business that has a parent-subsidary or affiliated business entity relationship with the business in which he has a personal interest

Section 2.2-3101 defines the terms ‘personal interest,’ ‘personal interest in a contract,’ and ‘personal interest in a transaction’ as follows:

- "Personal interest" means a financial benefit or liability accruing to an officer or employee or to a member of his immediate family. Such interest shall exist by reason of (i) ownership in a business if the ownership interest exceeds three percent of the total equity of the business; (ii) annual income that exceeds, or may reasonably be anticipated to exceed, \$5,000 from ownership in real or personal property or a business; (iii) salary, other compensation, fringe benefits, or benefits from the use of property, or any combination thereof, paid or provided by a business or governmental agency that exceeds, or may reasonably be anticipated to exceed, \$5,000 annually; (iv) ownership of real or personal property if the interest exceeds \$5,000 in value and excluding ownership in a business, income, or salary, other compensation, fringe benefits or benefits from the use of property; (v) personal liability incurred or assumed on behalf of a business if the liability exceeds three percent of the asset value of the business; or (vi) an option for ownership of a business or real or personal property if the ownership interest will consist of clause (i) or (iv).

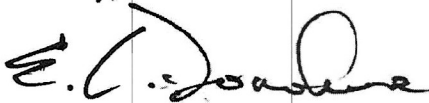
- "Personal interest in a contract" means a personal interest that an officer or employee has in a contract with a governmental agency, whether due to his being a party to the contract or due to a personal interest in a business that is a party to the contract.
- "Personal interest in a transaction" means a personal interest of an officer or employee in any matter considered by his agency. Such personal interest exists when an officer or employee or a member of his immediate family has a personal interest in property or a business or governmental agency, or represents or provides services to any individual or business and such property, business or represented or served individual or business (i) is the subject of the transaction or (ii) may realize a reasonably foreseeable direct or indirect benefit or detriment as a result of the action of the agency considering the transaction.

The Virginia Code sections referenced above do not have the high thresholds listed in § 15.2-852 and certainly warrant closer scrutiny.

It must also be noted that this is an unusual case where the Chair is not only acting as the head of the Board, but also in a representative capacity for the residents of the Gainesville District whose own Supervisor, Pete Candland, has recused himself. The Gainesville District residents are the citizens most directly impacted by the proposed data centers. Given that their elected voice has been removed from the process, any member of the Board tasked with representing them should be vetted to insure complete lack of bias. We believe that there is enough contained in the Statement to warrant further review and ask that your office lead that effort.

We appreciate your attention to this and look forward to hearing from you.

Sincerely,

A handwritten signature in black ink, appearing to read "E. L. Donohue". The signature is fluid and cursive, with a large loop at the end.

Edward L. Donohue for Gainesville Citizens for Smart Growth

**Enclosure**

Based on documented evidence, Prince William County (Virginia) Board of County Supervisors Chair Ann Wheeler is complicit in Government fraud, corruption, and illicit stock trading. As noted in her February 2021 Statement of Economic Interest, Chair Wheeler owns \$50,000-\$250,000 of stock in Blackstone Group. Blackstone Group is the parent company for QTS, a data center developer with multiple locations in Prince William County. On February 8, 2022, QTS was publicly announced by county officials to be the driving developer behind the Prince William Digital Gateway comprehensive plan amendment (initiated in May 2021), which would allow 2100 acres of agricultural land next to Manassas National Battlefield to be changed to data center uses. This project has been widely denounced by the general public, state/local conservation groups, and both local and state Government officials. This land use change request and potential rezoning is larger than all of the data centers currently developed in Loudoun County, the data center capital of the world, and thus would cause quite the windfall for all QTS & Blackstone shareholders- to include Chair Wheeler. **Chair Wheeler has not recused herself from any votes on this project, despite her financial investment, and has initiated/pushed/supported it at every turn, even in the face of massive public opposition.** Additional facts and timeline to document Chair Wheeler's fraud and corruption are below:

Situated in Northern Virginia, Prince William County, VA is the second largest populous County in Virginia. The Board of County Supervisors (BOCS), which governs the County, consists of eight members, to include an at-large Chair; on November 5, 2019, Ann Wheeler was elected as BOCS Chair. Chair Wheeler assumed office on January 1, 2020. In her first submitted Statement of Economic Interest, signed February 2, 2020, Chair Wheeler cited 21 stock/funds between \$5k - \$50k, and 5 stock/funds between \$50k - \$250k. In the next year, Chair Wheeler's Statement of Economic Interest cited 46 stock/funds between \$5k - \$50k, 18 stock/funds between \$50k - \$250k, and 2 stock/funds greater than \$250k; **this represents at least a 300% increase of her year over year holdings.** While this in itself can be explainable based on investing additional savings or gains, it's the other actions that took place in 2020 that lend credence to the fact that Chair Wheeler acted both unethically and against the law, choosing to invest in data center specific stocks and technology focused mutual funds all the while pushing data center projects throughout the County.

Between February 2020 – February 2021, Chair Wheeler invested in at least seven stocks specifically in the data center industry (Statement of Economic Interest stock ranges in parenthesis):

- Advanced Micro Devices, Data Center processors and accelerators (\$5k - \$50k)
- CrowdStrike Holdings, Data Center cloud security solutions (\$5k - \$50k)
- Generac Holdings Inc, Data Center modular power systems (\$5k - \$50k)
- Honeywell International Inc, Data Center operations & performance analytics products (\$5k - \$50k)
- Keysight Technologies Inc, Data Center infrastructure provider (\$5k - \$50k)
- Plug Power, Data Center fuel cells and power solutions (\$50k - \$250k)
- Twilio Inc, Data Center cloud based contact center (\$50k - \$250k)

These purchases don't even include several other stocks that have active data centers in the Prince William County market, to include Amazon (\$50k - \$250k), JP Morgan Chase (\$5k - \$50k), and Microsoft (\$50k - \$250k). Chair Wheeler also purchased five technology focused mutual funds, ranging from 20% - 93% of technology stock holdings. Along with all of these, the important stock purchase to notice during this time was Blackstone Group (\$50k - \$250k). **In late 2020 and early 2021, Blackstone Group closed several deals on data center properties with data center developer COPT, to include a property in Prince William County; Chair Wheeler did not recuse herself from any votes or topics concerning**

**COPT. Likewise, in Summer 2021 Blackstone Group bought data center developer QTS. QTS also has several data center properties in Prince William County, and is the data center developer behind the Prince William Digital Gateway project. Chair Wheeler has not recused herself from any votes on the PW Digital Gateway project, despite vested financial interests.**

Likewise, in 2020 (at the same time Chair Wheeler heavily invested in data center and technology stocks), Chair Wheeler made it her priority to update the Prince William County Targeted Industry list, to specifically cite data centers; being part of this "targeted industry list" allows any data center proposal in the County to be fast-tracked. In early 2021, Chair Wheeler instructed staff to bring forward recommendations on how to expand the Prince William County Data Center Opportunity Zone Overlay District; this Overlay Zone identifies industrial land that is compatible for data center uses. In May 2021, the Board of County Supervisors (led by Chair Wheeler) formally initiated a Data Center Overlay review to expand the Data Center Overlay Zone. The next day, the PW Digital Gateway Comprehensive Plan Amendment change request to change 2100 acres of agricultural rural land to heavy industrial data center uses was submitted. In February 2022, it was publicly announced that QTS, a Blackstone Group company, was the data center developer behind the PW Digital Gateway application. **It is a reasonable question to consider how Chair Wheeler's financial interests played a role in her voting and initiation of the PW Digital Gateway, and why she has never recused herself; Chair Wheeler has not recused herself from any data center votes, despite her vast personal financial interest in Blackstone Group/QTS, and other data center and technology interests.** The Board of County Supervisors, led by Chair Wheeler, approved at least four data center applications in 2021 outside the Data Center Overlay Zone; three other applications (besides the PW Digital Gateway) are submitted and slated for Board review. Chair Wheeler has not deferred any of these votes to allow the Overlay Zone review to be completed, instead leading approval of every data center project put forth.

While this timeline and actions clearly show unethical behavior, I am requesting an investigation be conducted to review the actions of Chair Wheeler owning stock of the data center developer behind the PW Digital Gateway to determine the legality of her actions; her data center and technology investment actions, coupled with her legislative focus on easing data center development restrictions and approvals, should also be reviewed to ensure all investments, Board actions, and data center approvals are legal and above board.

A very basic timeline is outlined below, for reference.

November 5, 2019 – BOCS Chair Ann Wheeler elected

January 1, 2020 – BOCS Chair Ann Wheeler assumes office

February 2, 2020 – BOCS Chair Ann Wheeler submits Statement of Economic Interest, citing 21 items (5k – 50k) and 5 items (50k – 250k)

August 4, 2020 – Targeted Industries list revised to specifically cite "Data Centers"

October 2020 – PW Digital Gateway Engineer Christopher Consultants completes eighth project with QTS Data Centers

February 1, 2021 - BOCS Chair Ann Wheeler submits Statement of Economic Interest, citing 46 items (5k – 50k) and 18 items (50k – 250k), & 2 items (250k +)

March 2, 2021 – the BOCS, via Directive 21-20, requested staff to bring forward recommendations to expand the DCOZOD

May 18, 2021 – the BOCS, via Res 21-327, initiated a DCOZOD review, allocating \$120,000 from the Economic Development Opportunity Fund to the Planning Office

May 19, 2021 – Comprehensive Plan Amendment submitted for the PW Digital Gateway (800 acres)