



County of Fairfax, Virginia

MEMORANDUM

Office of the County Attorney
Suite 549, 12000 Government Center Parkway
Fairfax, Virginia 22035-0064
Phone: (703) 324-2421; Fax: (703) 324-2665
www.fairfaxcounty.gov

DATE: August 22, 2014

TO: Bob H. Katai, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Jo Ellen Groves, Paralegal *JEG*
Office of the County Attorney

SUBJECT: Affidavit
Application No.: RZ 2011-HM-013
Applicant: CARS-DB1, LLC
PC Hearing Date: Not yet scheduled
BOS Hearing Date: Not yet scheduled

REF.: 125966

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 5/2/14, which bears my initials and is numbered 125966, when you prepare the staff report.

Thank you for your cooperation.

Attachment

cc: (w/attach) Jonathan Buono, Planning Technician I (Sent via e-mail)
Zoning Evaluation Division
Department of Planning and Zoning



COUNTY OF FAIRFAX
Department of Planning and Zoning
Zoning Evaluation Division
 12055 Government Center Parkway, Suite 801
 Fairfax, VA 22035 (703) 324-1290, TTY 711
www.fairfaxcounty.gov/dpz/zoning/applications

APPLICATION No: RZ 2011-HM-013

Concurrent with (Assigned by staff)

SE 2014-HM-034 RECEIVED
 Department of Planning & Zoning

JUN 20 2014

Zoning Evaluation Division

Amended
APPLICATION FOR A REZONING
 (PLEASE TYPE or PRINT IN BLACK INK)

PETITION

TO: THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY, VIRGINIA

I (We), CARS-DB1, L.L.C.

, the applicant (s) petition you to adopt an ordinance amending the Zoning Map of Fairfax County, Virginia, by reclassifying from the C-7, R-1, HC, SC District to the PTC, HC, SC District the property described below and outlined in red on the Zoning Section Sheet(s) accompanying and made part of this application.

APPLICATION TYPE(S): PCA () CDP (X) FDP () CDPA () FDPA ()

LEGAL DESCRIPTION:

See attached				
Lot(s)	Block(s)	Subdivision	Deed Book	Page No.

TAX MAP DESCRIPTION:

29-3	1		3B, 5pt.	12.28 acres
Map No.	Double Circle No.	Single Circle No.	Parcel(s)/Lot(s) No.	Total Acreage

POSTAL ADDRESS OF PROPERTY:

8525 Leesburg Pike, Tysons, VA 22182 and N/A

ADVERTISING DISCRPTION: (Example - North side of Lee Highway approx. 1000 feet west of its intersection with Newgate Blvd.)

West side of Leesburg Pike (Rte 7), 100 feet south of its intersection with Spring Hill Road (Rte. 684).

PRESENT USE: Car dealerships **PROPOSED USE:** Office, hotel, retail and residential

MAGISTERIAL DISTRICT: Hunter Mill **OVERLAY DISTRICT (S):** HC, SC

The name(s) and address(s) of owner(s) of record shall provided on the affidavit form attached and made part of this application. The undersigned has the power to authorize and does hereby authorize Fairfax County staff representative on official business to enter on the subject property as necessary to process the application.

Martin D. Walsh, attorney/agent

MD Walsh
 Signature of Applicant or Agent

Type or Print Name
 Walsh, Colucci, Lubeley & Walsh, P.C.

(Work) (703) 528-4700 (Mobile)

Address 2200 Clarendon Boulevard, Suite 1300

Telephone Number

Arlington, VA 22201

Please provide name and telephone number of contact if different from above: Elizabeth D. Baker

RZ 2014-0304

DO NOT WRITE BELOW THIS SPACE

Elizabeth D. Baker

MDC 6/20/14

Date application accepted: June 20, 2014

Fee Paid \$ 5,455.00

REZONING AFFIDAVIT

DATE: May 2, 2014
(enter date affidavit is notarized)

I, Elizabeth D. Baker, agent, do hereby state that I am an
(enter name of applicant or authorized agent)

(check one) applicant
 applicant's authorized agent listed in Par. 1(a) below

125966

in Application No.(s): RZ 2011-HM-013
(enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,* and, if any of the foregoing is a **TRUSTEE**,** each **BENEFICIARY** of such trust, and all **ATTORNEYS and REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

(NOTE: All relationships to the application listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
CARS-DB1, L.L.C. Agents: John M. Weaver Linda T. Nguyen Jay M. Ferriero Catherine L. Potter	8270 Greensboro Drive, Suite 950 McLean, VA 22102	Applicant/Title Owner of Tax Map 29-3 ((1)) 3B
Fairfax County Board of Supervisors County Executive/Agent Edward L. Long Jr.	12000 Government Center Parkway, #533 Fairfax, VA 22035	Title Owner of Tax Map 29-3 ((1)) 5 pt.

(check if applicable) There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.
** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Rezoning Attachment to Par. 1(a)DATE: May 2, 2014
(enter date affidavit is notarized)for Application No. (s): RZ 2011-HM-013
(enter County-assigned application number (s))

125960

(NOTE): All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
VIKA, Incorporated Agents: John F. Amatetti Robert R. Cochran P. Christopher Champagne	8180 Greensboro Drive, Suite 200 McLean, VA 22102	Engineer/Agent
VIKA Virginia, LLC Agents: John F. Amatetti P. Christopher Champagne Robert R. Cochran Michael D. Benton J. Thomas Harding Franklin E. Jenkins Jeffrey A. Kreps Nelson P. Kirchner Anthony C. Morse Joseph D. Amatetti Bryan D. Cichocki Douglas L. Koeser	8180 Greensboro Drive, Suite 200 McLean, VA 22102	Engineer/Agent
WDG Architecture, PLLC Agents: Siti N. Abdul-Rahman C.R. George Dove Eric J. Liebmann Rocio Sanchez Seijas	1025 Connecticut Avenue, NW Washington, DC 20036	Architect/Agent
LandDesign, Inc. Agents: Peter R. Crowley Gabriella (nmi) Canamar Stephanie A. Pankiewicz Khristine F. Giangrandi Ralph Joseph Giangrandi, III	200 S. Peyton Street Alexandria, VA 22314-2813	Landscape Architect/Agent

(check if applicable)

There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

Rezoning Attachment to Par. 1(a)

DATE: May 2, 2014
 (enter date affidavit is notarized)

for Application No. (s): RZ 2011-HM-013
 (enter County-assigned application number (s))

125966

(NOTE): All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
- M.J. Wells & Associates, Inc. Agents: Terence J. Miller Robin L. Antonucci Christopher R. Kabatt Michael R. Pinkoske Samuel W. Beneck Courtney J. Menjivar Justin B. Schor	1420 Spring Hill Road, Suite 610 McLean, Virginia 22102	Transportation/TDM Consultant/ Agent
- Walsh, Colucci, Lubeley & Walsh, P.C. Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson M. Catharine Puskar Sara V. Mariska G. Evan Pritchard Andrew A. Painter Matthew J. Allman Elizabeth D. Baker Inda E. Stagg Elizabeth A. Nicholson	2200 Clarendon Boulevard Suite 1300 Arlington, Virginia 22201	Attorneys/Planners/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Planner/Agent Planner/Agent Planner/Agent

(check if applicable) There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

REZONING AFFIDAVIT

DATE: May 2, 2014
(enter date affidavit is notarized)

125966

for Application No. (s): RZ 2011-HM-013
(enter County-assigned application number(s))

1(b). The following constitutes a listing*** of the SHAREHOLDERS of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

(NOTE: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS herein.)

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
CARS-DB1, L.L.C.
8270 Greensboro Drive, Suite 950
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- [X] There are 10 or less shareholders, and all of the shareholders are listed below.
[] There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
[] There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF SHAREHOLDERS: (enter first name, middle initial, and last name)

- CARS-DBSPE1, Inc., Member
Capital Automotive L.P., Member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. President, Vice President, Secretary, Treasurer, etc.)

- CARS-DBSPE1, Inc., Manager
Capital Automotive L.P., Manager
Capital Automotive Real Estate Services, Inc., Manager

(check if applicable) [X] There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Rezoning Attachment to Par. 1(b)

DATE: May 2, 2014

(enter date affidavit is notarized)

for Application No. (s): RZ 2011-HM-013

(enter County-assigned application number (s))

125966

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

CARS-DBSPE1, Inc.
8270 Greensboro Drive, Suite 950
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Capital Automotive LLC

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

Jay M. Ferriero, President & COO; William J. Beck IV, SVP & Dir of Acquisitions; Catherine L. Potter, VP, Sec & Assist GC; Erica B. Powers, VP & CAO; Michael J. Sodo, SVP, Treas & Dir of Fin Reptg; Christopher J. Sokira, SVP & Dir of Portfolio Mgmt; John M. Weaver, Chief Risk Officer, GC & EVP; David (nmi) Luski, SVP, Director; Jean Marie Apruzzese, SVP; Brian T. Summers, SVP, Director

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Capital Automotive LLC
8270 Greensboro Drive, Suite 950
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Flag Fund V LLC, member

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

Capital Automotive Real Estate Services, Inc., Company Manager
David (nmi) Luski, President; Jean Marie Apruzzese, EVP, CAO & Sec; Paul (nmi) McEvoy, SVP & Asst Sec; Brian T. Summers, VP & Treasurer; Andrew E. Peltz, VP & Asst Sec. Directors: Jean Marie Apruzzese, David Gray, David (nmi) Luski, Paul (nmi) McEvoy, Andrew E. Peltz, Brian T. Summers

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: May 2, 2014
(enter date affidavit is notarized)

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for Application No. (s): RZ 2011-HM-013
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Flag Fund V LLC
8270 Greensboro Drive, Suite 950
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

- ✓ DRA G&I Flag Fund V Real Estate Investment Trust (There are in excess of hundreds of unitholders in this REIT, none of whom own more than 10% of CARS-DB1, L.L.C.)
- ✓ Fund V/Co-Investment Real Estate Investment Trust (There are in excess of hundreds of unitholders in this REIT, none of whom own more than 10% of CARS-DB1, L.L.C.)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Capital Automotive Real Estate Services, Inc.
8270 Greensboro Drive, Suite 950
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

- ✓ Capital Automotive L.P.

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

Jay M. Ferriero, President & COO; William J. Beck IV, SVP & Dir of Acquisitions; Catherine L. Potter, VP, Sec & Assist GC; Erica B. Powers, VP & CAO; Michael J. Sodo, SVP, Treas & Dir of Fin Reptg; Christopher J. Sokira, SVP & Dir of Portfolio Mgmt; John M. Weaver, Chief Risk Officer, GC & EVP; David (nmi) Luski, SVP; Jean Marie Apruzzese, SVP; Brian T. Summers, SVP. Directors: Jean Marie Apruzzese, David Gray, David (nmi) Luski, Paul (nmi) McEvoy, Brian Summers, Andrew E. Peltz, Thomas D. Eckert

- (check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: May 2, 2014
(enter date affidavit is notarized)

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for Application No. (s): RZ 2011-HM-013
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

VIKA, Incorporated
8180 Greensboro Drive, Suite 200
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

John F. Amatetti, Charles A. Irish, Jr., Harry L. Jenkins, Robert R. Cochran, Mark G. Morelock, Jeffrey B. Amateau, Kyle U. Oliver, P. Christopher Champagne

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

VIKA Virginia, LLC
8180 Greensboro Drive, Suite 200
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

John F. Amatetti, Charles A. Irish, Jr., Harry L. Jenkins, Robert R. Cochran, Mark G. Morelock, Jeffrey B. Amateau, Kyle U. Oliver, P. Christopher Champagne

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: May 2, 2014
(enter date affidavit is notarized)

125966

for Application No. (s): RZ 2011-HM-013
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

LandDesign, Inc.
200 S. Peyton Street
Alexandria, VA 22314

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Peter R. Crowley
Dale C. Stewart

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

M.J. Wells & Associates, Inc.
1420 Spring Hill Road, Suite 610
McLean, Virginia 22102

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

M.J. Wells & Associates, Inc. Employee Stock Ownership Trust. All employees are eligible plan participants; however, no one employee owns more than 10% of any class of stock.

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: May 2, 2014
(enter date affidavit is notarized)

125966

for Application No. (s): RZ 2011-HM-013
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Walsh, Colucci, Lubeley & Walsh, P.C.
2200 Clarendon Boulevard, Suite 1300
Arlington, Virginia 22201

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

David J. Bomgardner, E. Andrew Burcher, Thomas J. Colucci, Michael J. Coughlin, Peter M. Dolan, Jr., Jay du Von, William A. Fogarty, John H. Foote, H. Mark Goetzman, Bryan H. Guidash, Michael J. Kalish, Michael D. Lubeley, J. Randall Minchew, G. Evan Pritchard, M. Catharine Puskar, John E. Rinaldi, Kathleen H. Smith, Lynne J. Strobel, Garth M. Wainman, Nan E. Walsh, Martin D. Walsh

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

WDG Architecture, PLLC
1025 Connecticut Avenue, NW
Washington, DC 20036

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Managing Members: C. R. George Dove, Malcolm D. Dixon, Frederick B. Hammann II, Eric J. Liebmann, Marc Nathanson (nmi), Jeffrey A. Morris, Robert C. Keane
Members: Siti N. Abdul-Rahman, Sean M. Stadler

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

REZONING AFFIDAVIT

DATE: May 2, 2014
(enter date affidavit is notarized)

1259666

for Application No. (s): RZ 2011-HM-013
(enter County-assigned application number(s))

1(c). The following constitutes a listing*** of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)

Capital Automotive L.P.
8270 Greensboro Drive, Suite 950
McLean, VA 22102

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. **General Partner, Limited Partner, or General and Limited Partner**)

- OP LP LLC, Limited Partner (owns less than 10% of CARS-DB1, L.L.C.)
- Capital Automotive LLC, General Partner

(check if applicable) There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

REZONING AFFIDAVIT

DATE: May 2, 2014
(enter date affidavit is notarized)

125966

for Application No. (s): RZ 2011-HM-013
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (**NOTE:** If answer is none, enter "NONE" on the line below.)

None

(check if applicable) There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

REZONING AFFIDAVIT

DATE: May 2, 2014
(enter date affidavit is notarized)

125966

for Application No. (s): RZ 2011-HM-013
(enter County-assigned application number(s))

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line below.)

None

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) [] There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)

Elizabeth D. Baker
[] Applicant

[X] Applicant's Authorized Agent

Elizabeth D. Baker, agent

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 2 day of May, 2014, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin
Notary Public

My commission expires: 11/30/2015

