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: June 3, 2015

TO: Sharon Williams, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

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

SUBJECT: Affidavit
Application No.: RZ 2015-BR-001
Applicant: AREC 2018, LLC
PC Hearing Date: 5/21/15
BOS Hearing Date: 6/23/15

REF.: 128057

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 6/3/15, which bears my initials and is numbered 128057a, when you prepare the staff report.

Thank you for your cooperation.

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

\\s17PROLAWPGC01\Documents\128057\JEG\Affidavits\700829.doc

REZONING AFFIDAVIT

DATE: June 3, 2015
(enter date affidavit is notarized)

I, Sarah E. Hall, do hereby state that I am an
(enter name of applicant or authorized agent)

128057a

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

in Application No.(s): RZ 2015-BR-001
(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)
AREC 2018, LLC	**2727 North Central Avenue Phoenix, Arizona 85004**	**Applicant/Title Owner**
Walter L. Phillips, Inc	**207 Park Avenue Falls Church, Virginia 22046**	**Engineers/Agents**
Aaron M. Vinson		**Agent**
Monica R. Westgate		**Agent**
Blankingship & Keith, P.C.	**4020 University Drive, Suite 300 Fairfax, Virginia 22030**	**Attorneys/Agents**
Sarah E. Hall		**Attorney/Agent**
Jeremy B. Root		**Attorney/Agent**
Gifford R. Hampshire		**Attorney/Agent**

(check if applicable) [x] 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: June 3, 2015
(enter date affidavit is notarized)

for Application No. (s): 128057a
(enter County-assigned application number (s))

(**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.	1420 Spring Hill Road, Suite 600 McLean, Virginia 22102	Transportation Engineer/ Agents
William F. Johnson		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: June 3, 2015
(enter date affidavit is notarized)

128057a

for Application No. (s): RZ-2015-BR-001
(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)

AREC 2018 LLC
2727 North Central Avenue
Phoenix, Arizona 85004

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)

AREC Holdings, LLC

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

President:	Carlos Vizcarra
Secretary:	Jennifer M. Settles
Asst. Secretary:	Stephen R. Winkelman
Treasurer:	Gary B. Horton
Asst. Treasurer:	Rocky D. Wardrip
Managers:	Gary B. Horton
	Carlos Vizcarra

(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)

128057a

DATE: June 3, 2015
(enter date affidavit is notarized)

for Application No. (s): RZ 2015-BR-001
(enter County-assigned application number (s))

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

AREC Holdings, LLC
2727 North Central Avenue
Phoenix, Arizona 85004

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

Amerco Real Estate Company

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

Directors	
Edward J. Shoen	President: Carlos Vizcarra
Carlos Vizcarra	Secretary: Jennifer M. Settles
Gary B. Horton	Asst. Secretary: Stephen R. Winkelman
Victor Duva	Treasurer: Gary B. Horton
	Asst. Treasurer: Rocky D. Wardrip

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

Amerco Real Estate Company
2727 North Central Avenue
Phoenix, Arizona 85004

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

AMERCO

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

Directors		
		President: Carlos Vizcarra
Edward J. Shoen	Dan Mullen	Secretary: Jennifer M. Settles
Gary B. Horton	Jason A. Berg	Asst. Secretary: Stephen R. Winkelman
John M. Dodds	Samuel J. Shoen	Treasurer: Gary B. Horton
Carlos Vizcarra	Richard J. Herrera	Asst. Treasurer: Rocky D. Wardrip

(check if applicable) [x] 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)

128057a

DATE: June 3, 2015
(enter date affidavit is notarized)

for Application No. (s): RZ 2015-BR-001
(enter County-assigned application number (s))

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

AMERCO 1325 Airmotive Way, Suite 100, Reno, Nevada 89502

DESCRIPTION OF CORPORATION: (check one statement)

[ ] There are 10 or less shareholders, and all of the shareholders are listed below.
• [x] 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)

• Edward J. Shoen and Mark V. Shoen

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

Directors: James Acridge, Charles J. Bayer, John P. Brogan, John M. Dodds, Michael L. Gallagher, Daniel R. Mullen, Edward J. Shoen, James P. Shoen (formerly), Samuel J. Shoen

Officers: Edward J. Shoen-President; Jennifer M. Settles-Secretary; Gary B. Horton-Treasurer; Rocky D. Wardrip-Asst. Treasurer; Stephen R. Winkelman-Asst. Secretary

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

Walter L. Phillips, Inc.
207 Park Avenue
Falls Church, Virginia 22046

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

Jeffrey J. Stuchel — Aaron M. Vinson
Brian G. Baillargeon — Karen L. S. White

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

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

- Information updated since the printing of the 05/05/15 Staff Report

Rezoning Attachment to Par. 1(b)

DATE: June 3, 2015
(enter date affidavit is notarized)

128057a

for Application No. (s): RZ 2015 - BR - 001
(enter County-assigned application number (s))

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

Blankingship & Keith, P.C.
4020 University Drive, Suite 300
Fairfax, Virginia 22030

DESCRIPTION OF CORPORATION: (check one statement)

[ ] There are 10 or less shareholders, and all of the shareholders are listed below.
[x] 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 A. C. Keith	Peter S. Everett	Robert J. Stoney	Gifford B. Hampshire	Jeremy B. Root
William H. Casterline, Jr.	David Rust Clarke	Wm. Quinton Robinson	William L. Carey	Chidi I. James
Sarah E. Hall	David J. Gogal	John F. Cafferky	Mary McGowan	
Paul B. Terpak	Elizabeth C. Morrogh	William B. Porter	Mark A. Towery	

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 600
McLean, Virginia 22102

DESCRIPTION OF CORPORATION: (check one statement)

[ ] There are 10 or less shareholders, and all of the shareholders are listed below.
[x] 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 Employee Stock Ownership Trust. All employees are eligible plan participants; however, no one employee owns 10% or more 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 AFFIDAVIT

DATE: June 3, 2015
(enter date affidavit is notarized)

128057a

for Application No. (s): RZ 2015-BR-001
(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)

(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)**

(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: June 3, 2015
(enter date affidavit is notarized)

128057a

for Application No. (s): _____
(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:

[x] 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: June 3, 2015
(enter date affidavit is notarized)

128057a

for Application No. (s): _____
(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:

Sarah E Hall

(check one) [ ] Applicant [x] Applicant's Authorized Agent

Sarah E. Hall, Attorney/ Agent
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 3rd day of June, 2015, in the State/Comm. of Virginia, County/City of Fairfax.

Jacklyn R. Johnston
Notary Public

NOTARY PUBLIC JACKLYN R. JOHNSTON 135582

My commission expires: 4/30/2019

Registration No. 135582