



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, 2016

TO: Casey Gresham, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

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

SUBJECT: Affidavit
Application No.: PCA 82-L-030-13
Applicant: White Horse Four, LLC
PC Hearing Date: 9/22/16
BOS Hearing Date: Not yet scheduled

REF.: 132540

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 8/22/16, which bears my initials and is numbered 132540, 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

REZONING AFFIDAVIT

DATE: 8/22/16
(enter date affidavit is notarized)

132540

I, Luke Vaughn, 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

in Application No.(s): PCA 82-7-030-13
(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)
White Horse Four, LLC Agents: Robert B. Rust John H. Rust, Jr. Robert M. Barlow George E. Barlow James N. Stamer	10555 Main Street, Suite 550 Fairfax, VA 22030	Applicant: Sub-Lessee Parcel TM #91-1-((1))-67 Parcel TM #91-1-((1))-67E
The Aisling Group, LLC Agents: Luke Vaughn Jaon Tipton	203 N. Patrick Street Alexandria, VA 22314	Agent for Applicant
Land Design Consultants, Inc. Agents Matthew Marshall Josh Marshall	4585 Daisy Read Avenue, Suite 201 Woodbridge, VA 22192	Agent for Applicant

(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: 8/22/16
(enter date affidavit is notarized)132540for Application No. (s): PCA82-L-030-13
(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)
Lucy Elizabeth Arrington	309 East Mitchell Ave., State College, PA 16803	Title Owner/Lessor Parcel TM #91-1-((1))-67 Parcel TM #91-1-((1))-67E Lessee: FW VA-Festival at Manchester, LLC Sub-Lessee: White Horse Four, LLC
FW VA-Festival at Manchester, LLC Agents: Argalas, Barry E. Sr. V.P. – Natl. Transactions Bell, Ernst A. V.P. – Assoc. Gen Counsel Booth, Matthew J. V.P. – Investments Brettingen, Anne V.P. – Financial Ser. Chandler, Dan M. Executive V.P. – Dev Clark, Laura E. V.P. – Financial Ser. Conway, Patrick N. V.P. – Market Off Corini, David D. V.P. – Investments Damrath, William J. V.P. – Market Off Delatour, John S. Managing Director Devereaux, Terah L. V.P. – REA and SEC Reporting deVilliers, John H. V.P. – Investments Di Iaconi, Krista C. Sr. V.P. – Sr. Market Off D’Olimpio, Amy L. V.P. – Human Res. Hanak, Jan X. V.P. – Marketing & Com Hayes, John P. V.P. – Project Mgmt. Hendy, Matthew N. V.P. – Investments Hofheimer, Norman A. Sr. V.P. – Retailer Services Hricko, John R. V.P. – Market Off Hussein, Omar H. V.P. – Market Off Johnson, Patrick M. V.P. – Capital Markets/JVs Johnston, Barbara C. Sr. V.P. – General Counsel Johnston, Dale S. Sr. V.P. – CIO Kinsella, Michael R. Sr. V.P. – Sr. Market Off Knoedler, Peter J. Sr. V.P. – Invest Koleszar, Andre N. V.P. – Market Off Krejs, Patrick P. Sr. V.P. – Sr. Market Of	1919 Gallows Road, Suite 1000 Vienna, VA 22182 FW VA-Festival at Manchester, LLC Agents continued: Leavitt, J C. Sr. V.P. – Finance and Treasurer Leftwich, Snowden M. Sr. V.P. – Sr. Market Off Mas, Michael J. Sr. V.P. – Capital Markets Maxwell, Paul C. V.P. – Investments McNulty, David A. V.P. – Financial Services Mehigan, John T. Sr. V.P. – Sr. Market Officer Miller, Kathy D. Sr. V.P. – Financial Ser & Tax Muniz, Rafael R. Sr. V.P. – Mixed-Use Dev Murphy, John W. V.P. – Investments Nahas, John M. V.P. – Investments Neel, Shana R. V.P. – Financial Services Overton, Howard E. V.P. – Transactions Pacetti, David A. V.P. – Investments Palmer, Lisa President/CFO Paul, Thomas C. V.P. – Internal Audit Pault, Celia R. V.P. – Corporate Accounting Pearl, Douglas N. V.P. – Architecture & Placemaking Peternell, Mark A. V.P. – Sustainability Pharr, John H. Sr. V.P. – Sr. Market Officer Prigge, Scott R. Sr. V.P. – Natl. Property Ops Ramey, H C. Managing Director Roth, Alan T. Managing Director Shaffer, Douglas W. Sr. V.P. – Sr. Market Officer Stein, Martin E. Chairman / CEO Sutphin, Richard W. V.P. – Market Officer Thompson, James D. Executive V.P. – Operations Waidner, Stephanie J. V.P. – Assoc. Gen Counsel Wibbenmeyer, Nicholas A. Managing Director Widmayer, Christopher A. V.P. – Investments Wilson, Scott L. V.P. – Project Management	FW VA-Festival at Manchester, LLC Title Owner: Parcel TM #091-1-12N Lessee of: Parcel TM #91-1-((1))-67 Parcel TM #91-1-((1))-67E Sub-Lessor to: White Horse Four, LLC Sub-Lessee

(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

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for Application No. (s): PCA_82-L-030-13
(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)

White Horse Four, LLC
10555 Main Street, Suite 550
Fairfax, VA 22030

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

Iron Ox Development Corporation - Managing Member	Barlow Family, LLC
Iron Ox Consulting, Inc- Members	George E. Barlow
Robert B. Rust	James N. Stamer & Kathleen Stamer, as tenants by the entirety

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

(check if applicable) 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)

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

The Aisling Group, LLC
203 N. Patrick 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)

Luke Vaughn	Managing Member
Jason Tipton	Member

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)

Land Design Consultants, Inc.
4585 Daisy Road Avenue, Suite 201
Woodbridge, VA 22192

DESCRIPTION OF CORPORATION: (check one statement)

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

Matthew Marshall	Managing Member
Josh Marshall	Member

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

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

Barlow Family, LLC
9411 Piscataway Lane
Great Falls, VA 22066

DESCRIPTION OF CORPORATION: (check one statement)

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

Robert M. Barlow	Managing Member
George E. Barlow	Members
Duncan S. Barlow	
Julie B. Cronin	

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)

FW-VA Festival at Manchester, LLC
One Independent Drive, Suite 114
Jacksonville, FL 32202

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Argalas, Barry E. Sr. V.P. – Natl. Transactions
Bell, Ernst A. V.P. – Assoc. General Counsel
Booth, Matthew J. V.P. – Investments
Brettingen, Anne V.P. – Financial Services

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

Continued: Chandler, Dan M. Executive V.P. - Development	Corini, David D. V.P. - Investments
Clark, Laura E. V.P. - Financial Services	Damrath, William J. V.P. - Market Officer
Conway, Patrick N. V.P. - Market Officer	Delatour, John S. Managing Director

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

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

Continued: Devereaux, Terah L. V.P. – REA and SEC Reporting	D'Olimpio, Amy L. V.P. – Human Resources
deVilliers, John H. V.P. – Investments	Hanak, Jan X. V.P. – Marketing & Communications
Di Iaconi, Krista C. Sr. V.P. – Sr. Market Officer	Hayes, John P. V.P. – Project Management

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

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

Continued: Hendy, Matthew N. V.P. – Investments
Hofheimer, Norman A. Sr. V.P. – Retailer Services
Hricko, John R. V.P. – Market Officer

Hussein, Omar H. V.P. – Market Officer
Johnson, Patrick M. V.P. – Capital Markets/JVs
Johnston, Barbara C. Sr. V.P. – General Counsel

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

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

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(enter date affidavit is notarized)

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for Application No. (s): PCA 821-030-13
(enter County-assigned application number (s))

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

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One Independent Drive, Suite 114
Jacksonville, FL 32202

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

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

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

Continued: Johnston, Dale S. Sr. V.P. – CIO	Koleszar, Andre N. V.P. – Market Officer
Kinsella, Michael R. Sr. V.P. – Sr. Market Officer	Krejs, Patrick P. Sr. V.P. – Sr. Market Officer
Knoedler, Peter J. Sr. V.P. – Investments	Leavitt, J.C. Sr. V.P. – Finance and Treasurer

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for Application No. (s): RA 82-L-030-13
(enter County-assigned application number (s))

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

Continued: Leftwich, Snowden M. Sr. V.P. – Sr. Market Officer	McNulty, David A. V.P. – Financial Services
Mas, Michael J. Sr. V.P. – Capital Markets	Mehigan, John T. Sr. V.P. – Sr. Market Officer
Maxwell, Paul C. V.P. – Investments	Miller, Kathy D. Sr. V.P. – Financial Services and Tax

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

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

Continued: Muniz, Rafael R. Sr. V.P. – Mixed-Use Development	Neel, Shana R. V.P. – Financial Services
Murphy, John W. V.P. – Investments	Overton, Howard E. V.P. – Transactions
Nahas, John M. V.P. – Investments	Pacetti, David A. V.P. – Investments

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- 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)

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

Continued: Palmer, Lisa President/CFO	Pearl, Douglas N. V.P. – Architecture & Placemaking
Paul, Thomas C. V.P. – Internal Audit	Peternell, Mark A. V.P. – Sustainability
Paulk, Celia R. V.P. – Corporate Accounting	Pharr, John H. Sr. V.P. – Sr. Market Officer

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

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)

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: 8/12/16
(enter date affidavit is notarized)

132540

for Application No. (s): PCA 82-L-030-13
(enter County-assigned application number (s))

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

FW-VA Festival at Manchester, LLC
One Independent Drive, Suite 114
Jacksonville, FL 32202

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)

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

Continued: Prigge, Scott R. Sr. V.P. – Natl. Property Ops	Shaffer, Douglas W. Sr. V.P. – Sr. Market Officer
Ramey, H C. Managing Director	Stein, Martin E. Chairman / CEO
Roth, Alan T. Managing Director	Sutphin, Richard W. V.P. – Market Officer

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

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)

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: 8/12/16
(enter date affidavit is notarized)

132540

for Application No. (s): PCA 82-L-030-13
(enter County-assigned application number (s))

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

FW-VA Festival at Manchester, LLC
One Independent Drive, Suite 114
Jacksonville, FL 32202

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)

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

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

Continued: Thompson, James D. Executive V.P. – Operations	Widmayer, Christopher A. V.P. – Investments
Waidner, Stephanie J. V.P. – Assoc. General Counsel	Wilson, Scott L. V.P. – Project Management
Wibbenmeyer, Nicholas A. Managing Director	

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

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)

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: 8/22/16
(enter date affidavit is notarized)

132540

for Application No. (s): PCA 82-L-030-13
(enter County-assigned application number (s))

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

USRP I, LLC
One Independent Drive, Suite 114
Jacksonville, FL 32202

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)

USRP I Holding, LLC	Managing Member
USRP I Member, LLC	Member

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)

USRP I Holding, LLC
One Independent Drive, Suite 114
Jacksonville, FL 32202

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)

GRI-Regency, LLC	Managing Member
------------------	-----------------

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: 8/22/16
(enter date affidavit is notarized)

132540

for Application No. (s): PCA 82-L-030-13
(enter County-assigned application number (s))

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

USRP I Member, LLC
One Independent Drive, Suite 114
Jacksonville, FL 32202

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)

GRI-Regency, LLC Managing Member

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)

GRI-Regency, LLC
One Independent Drive, Suite 114
Jacksonville, FL 32202

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)

Regency Centers, LP Managing Member
Gobal Retail Investors, LLC Members

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: 8/22/16
(enter date affidavit is notarized)

132540

for Application No. (s) PCA - 82-L-030-13
(enter County-assigned application number (s))

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

Iron Ox Development Corporation
10555 Main Street, Suite 550
Fairfax, VA 22030

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 H. Rust, Jr.
John W. Rust
Thomas A. Rust
Robert B. Rust

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)

Iron Ox Consulting, Inc.
10555 Main Street, Suite 550
Fairfax, VA 22030

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 H. Rust, Jr.

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: 8/22/16
(enter date affidavit is notarized)

132540

for Application No. (s): PCA 82-L-030-13
(enter County-assigned application number (s))

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

Regency Centers Corporation
One Independent Drive, Suite 114
Jacksonville, FL 32202

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)

Publicly traded real estate investment trust
(NYSE: REG)

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)

California Public Employees Retirement System (CalPERS)
400 Q Street
Sacramento, CA 95811

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)

Public pension fund

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: 8/22/16
(enter date affidavit is notarized)

132540

for Application No. (s): PCA 82-L-030-13
(enter County-assigned application number (s))

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

Global Retail Investors, LLC
4350 East-West Highway, Suite 400
Bethesda, MD 20814

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)

First Washington Realty	Managing Member	approximate 1% owner of FW-VA Festival at Manchester, LLC
California Public Employees Retirement (CalPERS)	Member	approximate 59% owner of FW-VA Festival at Manchester, LLC

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)

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)

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: 8/12/16
(enter date affidavit is notarized)

132540

for Application No. (s): PCA 82-L-030-13
(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)

Regency Centers, LP
One Independent Drive, Suite 114
Jacksonville, FL 32202

(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)

Regency Centers Corporation Publicly traded real estate investment trust
(NYSE: REG)

(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: 8/22/16
(enter date affidavit is notarized)

132540

for Application No. (s): PLA 82-L-030-13
(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: 8/2/16
(enter date affidavit is notarized)

132540

for Application No. (s): FCA 82-L-030+ 13
(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.)

Luke Vaughn, member of The Aisling Group, LLC, provided political consulting services to Chairman Sharon Bulova

(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)

Applicant

Applicant's Authorized Agent

Luke Vaughn

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

Subscribed and sworn to before me this 2nd day of August, 2016, in the State/Comm. of Virginia, County/City of Fairfax.

John K. Youles
Notary Public

My commission expires: 3.31.18

