



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: December 30, 2016

TO: Bob Katai, 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 2011-HM-012
Applicant: CARS-DB1, LLC
PC Hearing Date: 1/18/17
BOS Hearing Date: 2/14/17

REF.: 112201

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 12/29/16, which bears my initials and is numbered 112201b, 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: December 29, 2016
(enter date affidavit is notarized)

112201b

I, Lynne J. Strobel, attorney/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

in Application No.(s): RZ 2011-HM-012
(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.)

Table with 3 columns: NAME, ADDRESS, RELATIONSHIP(S). Row 1: CARS-DB1, L.L.C., 8270 Greensboro Drive, Suite 950 McLean, VA 22102, Applicant/Title Owner of Tax Map 29-3 ((1)) 2C1, 2C2, 2D. Agents: John M. Weaver (FORMER), Linda T. Nguyen, Jay M. Ferriero, Catherine L. Potter, Amy K. Dorrian, Christopher J. Sokira, Erica B. Powers.

(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).

Information updated.

Rezoning Attachment to Par. 1(a)DATE: December 29, 2016
(enter date affidavit is notarized)

112201b

for Application No. (s): RZ 2011-HM-012
(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)
VIKA, Incorporated Agents: John F. Amatetti Robert R. Cochran P. Christopher Champagne	8180 Greensboro Drive, #200 Tysons, 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 (FORMER) Joseph D. Amatetti Bryan D. Cichocki Douglas L. Koeser Andrea R. Crossett Stephen E. Crowell John A. Walsh	8180 Greensboro Drive, #200 Tysons, VA 22102	Engineer/Agent
WDG Architecture, PLLC Agents: Siti N. Abdul-Rahman C.R. George Dove Eric J. Liebmann Rocio Sanchez Seijas (FORMER)	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)

112201b

DATE: December 29, 2016
(enter date affidavit is notarized)

for Application No. (s): RZ 2011-HM-012
(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 and Associates, Inc. Agents: Terence J. Miller Robin L. Antonucci Christopher R. Kabatt Michael R. Pinkoske Samuel W. Beneck (FORMER) Courtney J. Menjivar Justin B. Schor Grady P. Vaughan John F. Cavan	1420 Spring Hill Road, Suite 610 Tysons, VA 22102	Transportation Consultant/Agent
Walsh, Colucci, Lubeley & Walsh, P.C. Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson (FORMER) M. Catharine Puskar Sara V. Mariska ● G. Evan Pritchard (FORMER) Andrew A. Painter Matthew J. Allman Robert D. Brant Elizabeth D. Baker Inda E. Stagg Elizabeth A. Nicholson (FORMER) Amy E. Friedlander	2200 Clarendon Boulevard, Suite 1300 Arlington, VA 22201	Attorneys/Planners/Agents Attorney/Agent Attorney/Agent FORMER Attorney/Agent Attorney/Agent Attorney/Agent FORMER Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Planner/Agent Planner/Agent FORMER Planner/Agent Planner/Agent
LPC Commercial Services, Inc. Agents: Bari S. Nichols Donald E. Bowers, Jr.	101 Constitution Avenue, NW Suite 325 East Washington, D.C. 20001	Consultant/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.

• Information updated.

Rezoning Attachment to Par. 1(a)

DATE: December 29, 2016
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112201b

for Application No. (s): RZ 2011-HM-012
(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)
Cooley LLP	11951 Freedom Drive, Suite 1500 Reston, VA 20190	Attorney/Agent
Agents: Antonio J. Calabrese, Esq. Mark C. Looney, Esq. Colleen P. Gillis, Esq. Jill S. Parks, Esq. Brian J. Winterhalter, Esq. Amanda R. Williams, Esq. Ben I. Wales, Planner Molly M. Novotny, Planner Matthew S. Diana, Planner Jason L. Beske, Planner Samantha R. Steketee, Planner		

(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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(enter date affidavit is notarized)

112201b

for Application No. (s): RZ 2011-HM-012
(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 THE SHAREHOLDERS: (enter first name, middle initial, and last name)

- (1) CARS-DBSPE1, Inc., Member
(2) Capital Automotive L.P., Member

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

- (1) CARS-DBSPE1, Inc., Manager
(2) Capital Automotive L.P., Manager
(3) 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)

112201b

DATE: December 29, 2016
(enter date affidavit is notarized)

for Application No. (s): RZ 2011-HM-012
(enter County-assigned application number (s))

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

(1) CARS-DBSPEI, 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 SHAREHOLDERS: (enter first name, middle initial, and last name)

(4) Capital Automotive LLC

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & 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, SVP, Sec & GC; Erica B. Powers, SVP & CAO; Michael J. Sodo, FORMER SVP, Treas & Dir of Fin Reptg; Christopher J. Sokira, SVP & Dir of Portfolio Mgmt; John M. Weaver, FORMER Chief Risk Officer, GC & EVP; David (nmi) Luski, FORMER SVP, Director; Jean Marie Apruzzese, FORMER SVP; Brian T. Summers, FORMER SVP, Director; Amy K. Dorrian, VP

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

(4) 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)

(5) Flag Fund V LLC, member
(6) BSREP CARS Sub-Pooling, 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 (owns less 10% of Capital Automotive LLC)
Jay M. Ferriero, President & COO; William J. Beck IV, SVP & Dir of Acquisitions; Catherine L. Potter, SVP, Sec & GC; Erica B. Powers, SVP & CAO; Christopher J. Sokira, SVP & Dir of Portfolio Mgmt; Amy K. Dorrian, VP

FORMER OFFICERS/DIRECTORS: 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: December 29, 2016
(enter date affidavit is notarized)

VZ2016

for Application No. (s): RZ 2011-HM-012
(enter County-assigned application number (s))

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

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

Member: BSREP CARS Sub-Pooling LLC (6)

FORMER MEMBERS: DRA G&I Flag Fund V Real Estate Investment Trust and Fund V/Co-Investment Real Estate Investment Trust

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

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

(3) 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)

(2) 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 & CEO; William J. Beck IV, SVP & Dir of Acquisitions; Catherine L. Potter, SVP, Sec & GC; Erica B. Powers, SVP, Treasurer & CAO; Christopher J. Sokira, SVP & Dir of Portfolio Mgmt; Amy K. Dorrian, VP; Roger Stattel, VP

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

Information is updated.

Rezoning Attachment to Par. 1(b)

DATE: December 29, 2016
(enter date affidavit is notarized)

112201b

for Application No. (s): RZ 2011-HM-012
(enter County-assigned application number (s))

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

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

(6) BSREP CARS Sub-Pooling LLC

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

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

(6) BSREP CARS Sub-Pooling LLC
250 Vesey Street, 15th Floor
New York, NY 10281

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)

BSREP CARS Co-Invest REIT LLC (There are more than 100 unitholders in this REIT, none of whom own more than 10% of CARS-DB1, L.L.C.)
BSREP CARS Borrower LLC (owns less 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.)

(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)

112201b

DATE: December 29, 2016
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for Application No. (s): RZ 2011-HM-012
(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
Tysons, 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, Michael D. Benton, Edmund J. Ignacio

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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.)

=====
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
VIKA Virginia, LLC
8180 Greensboro Drive, #200
Tysons, 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, Michael D. Benton, Edmund J. Ignacio

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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.)

(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)

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for Application No. (s): RZ 2011-HM-012
(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 SHAREHOLDERS: (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
Tysons, 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)
M. J. Wells & Associates, Inc. Employee Stock Ownership Trust (ESOT). 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 Attachment to Par. 1(b)

1122016

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for Application No. (s): RZ 2011-HM-012
(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, VA 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 SHAREHOLDERS: (enter first name, middle initial, and last name)

Wendy A. Alexander	Jay du Von	J. Randall Minchew	Lynne J. Strobel
David J. Bomgardner	William A. Fogarty	Andrew A. Painter	Garth M. Wainman
E. Andrew Burcher	John H. Foote	● G. Evan Pritchard (FORMER)	Nan E. Walsh
Thomas J. Colucci	H. Mark Goetzman	M. Catharine Puskar	<i>Effective 1/1/17, additional</i>
Michael J. Coughlin	Bryan H. Guidash	John E. Rinaldi	<i>shareholders:</i>
Peter M. Dolan, Jr.	Michael J. Kalish	Kathleen H. Smith	<i>Sara V. Mariska</i>
			<i>Charles E. McWilliams</i>

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

• Information updated.

Rezoning Attachment to Par. 1(b)

1122016

DATE: December 29, 2016
(enter date affidavit is notarized)

for Application No. (s): RZ 2011-HM-012
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
LPC Commercial Services, Inc.
101 Constitution Avenue, NW
Suite 325 East
Washington, D.C. 20001

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)

A. Mack Pogue
William C. Duvall
William H. Hickey, Jr.

=====

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: December 29, 2016
(enter date affidavit is notarized)

112201b

for Application No. (s): RZ 2011-HM-012
(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)

(2) 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)

(4) Capital Automotive LLC, General Partner

Limited Partners:

(7) OP LP LLC
(6) BSREP CARS Sub-Pooling LLC
John M. Weaver
Jay M. Ferriero

(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 Attachment to Par. 1(c)DATE: December 29, 2016
(enter date affidavit is notarized)

1122016

for Application No. (s): RZ 2011-HM-012
(enter County-assigned application number(s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Cooley LLP
11951 Freedom Drive, Suite 1500
Reston, VA 20190(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Gian-Michele a Marca	Peter F. Burns	Darren K. DeStefano
Jane K. Adams	Blain B. Butner	Eric W. Doherty
Peter M. Adams	John T. Byrnes	William P. Donovan Jr.
Maureen P. Alger	Robert T. Cahill	Michelle C. Doolin
DeAnna D. Allen	Antonio J. Calabrese	Joseph M. Drayton
Mazda K. Antia	Christopher C. Campbell	Matthew P. Dubofsky
Orion (nmi) Armon	William L. Castleberry	Christopher B. Durbin
Gordon C. Atkinson	Lynda K. Chandler	John C. Dwyer
Michael A. Attanasio	Adam C. Chase	Shannon M. Eagan
Jonathan P. Bach	Reuben H. Chen	Erik S. Edwards
Charles J. Bair	Dennis (nmi) Childs	Ivor R. Elrifi
Celia Goldwag Barenholtz	William T. Christiansen II	Gordon H. Empey
Frederick D. Baron	John A. Clark	Sonya F. Erickson
Matthew S. Bartus	Sean M. Clayton	Heidi A. Erlacher
Michael D. Basile	John A. Clendenin	Mark C. Everiss
Keith J. Berets	Jeffrey L. Cohen	Michael R. Faber
Ann (nmi) Bevitt	Thomas A. Coll	Lester J. Fagen
Laura Grossfield Birger	Joseph W. Conroy	Jesse D. Farmer
Ryan E. Blair	Christopher (nmi) Coulter	Brent D. Fassett
Thomas A. Blinka	James R. Crabtree	John R. Feore
Nicholas (nmi) Bolter	Carolyn L. Craig	Christopher M. Finney
Barbara L. Borden	John W. Crittenden	M. W. Fishburn Jr.
Jodie M. Bourdet	Janet L. Cullum	Thomas J. Friel
Wendy J. Brenner	Nathan K. Cummings	Francis M. Fryscak
David (nmi) Bresnick	John A. Dado	Koji F. Fukumura
Matthew J. Brigham	Scott D. Dailard	James F. Fulton Jr.
James P. Brogan	Benjamin G. Damstedt	William S. Galliani
Nicole C. Brookshire	Craig E. Dauchy	W. Andrew H. Gantt III
Matthew D. Brown	Mark J. Deem	Eamonn J. Gardner
Alfred L. Browne	Louise M. Delahunty	
Matthew T. Browne	Renee R. Deming	
	Karen E. Deschaine	

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

Rezoning Attachment to Par. 1(c)DATE: December 29, 2016
(enter date affidavit is notarized)

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for Application No. (s): RZ 2011-HM-012
(enter County-assigned application number(s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Cooley LLP (continued)
11951 Freedom Drive, Suite 1500
Reston, VA 20190(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)Jon E. Gavenman
Bobby A. Ghajar
Patrick E. Gibbs
Colleen P. Gillis
Jonathon C. Glass
Todd J. Gluth
Daniel I. Goldberg
Wendy C. Goldstein
Kathleen H. Goodhart
Shane L. Goudey
Jonathan G. Graves
Jacqueline I. Grise
Kenneth L. Guernsey
Patrick P. Gunn
Divakar (nmi) Gupta
Sarah J. Guske
Jeffrey M. Gutkin
William N. Haddad
John B. Hale
Danish (nmi) Hamid
Laurence M. Harris
M. R. Hartman III
Bernard L. Hatcher
Matthew B. Hemington
Cathy Rae Herscopf
Gordon K. Ho
Nicholas A. Hobson
Paula E. Holland
Lila W. Hope
C. Thomas Hopkins
Reginald Ronald Hopkinson
Richard M. Hopley
Mark M. Hrenya
Brendan J. Hughes
Christopher R. HutterJay R. Indyke
Craig D. Jacoby
Eric C. Jensen
Robert L. Jones
Jeffrey M. Kaban
Barclay J. Kamb
Richard S. Kanowitz
Kimberley J. Kaplan-Gross
Jeffrey S. Karr
Joshua A. Kaufman
Sally A. Kay
Natasha E. Kaye
Heidi L. Keefe
David R. Kendall
Jason L. Kent
Mehdi (nmi) Khodadad
Charles S. Kim
Kevin M. King
Benjamin H. Kleine
Michael J. Klisch
Jason M. Korall
Barbara A. Kosacz
Kenneth J. Krisko
Carol D. Laherty
Mark F. Lambert
Matthew E. Langer
Samantha M. LaPine
John G. Lavoie
Brian F. Leaf
Pang (nmi) Lee
Robin J. Lee
Jamie K. Leigh
Natasha V. Leskovsek
Shira N. Levin
Alan (nmi) LevineMichael S. Levinson
Stephane (nmi) Levy
Elizabeth L. Lewis
Michael R. Lincoln
James C. Linfield
Samuel M. Livermore
Douglas P. Lobel
J. Patrick Loofbourrow
Mark C. Looney
Robert B. Lovett
Haibo J. Lu
Edward J. Lukins
Andrew P. Lustig
Nicola K. Maguire
Thomas O. Mason
Joshua O. Mates
James J. Maton
Mika Reiner Mayer
Michael J. McGrail
Becket (nmi) McGrath
John T. McKenna
Bonnie W. McLeod
Mark A. Medearis
Laura M. Medina
Beatriz (nmi) Mejia
Craig A. Menden
Erik B. Milch
Chadwick L. Mills
David E. Mills
J. Kevin Mills
Barbara R. Mirza
Patrick J. Mitchell
Ali M. Mojdehi
Ann M. Mooney
Timothy J. Moore(check if applicable) There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)DATE: December 29, 2016
(enter date affidavit is notarized)

112201b

for Application No. (s): RZ 2011-HM-012
(enter County-assigned application number(s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Cooley LLP (continued)
11951 Freedom Drive, Suite 1500
Reston, VA 20190(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

M. Howard Morse	John W. Robertson	Timothy S. Teter
Phillip E. Morton	Ricardo (nmi) Rodriguez	Michael R. Tollini
Colm (nmi) Murphy	Kenneth J. Rollins	Steven J. Tonsfeldt
Frederick T. Muto	Kevin K. Rooney	Michael S. Tuscan
Danielle E. Naftulin	Stephen (nmi) Rosen	Jessica I. Valenzuela Santamaria
Ryan E. Naftulin	Andrew E. Roth	Seth (nmi) Van Aalten
Jeremy M. Naylor	Adam J. Ruttenberg	Joseph J. Vaughan
Stephen C. Neal	Akash (nmi) Sachdeva	Miguel J. Vega
Ian (nmi) O'Donnell	Thomas R. Salley	Erich E. Veitenheimer
Garth A. Osterman	Glen Y. Sato	Aaron J. Velli
Rama (nmi) Padmanabhan	Martin S. Schenker	David A. Walsh
Kathleen M. Pakenham	Marc G. Schildkraut	Mark B. Weeks
Timothy G. Patterson	Michelle G. Schulman	Mark R. Weinstein
Matthew (nmi) Pavao	William J. Schwartz	Thomas S. Welk
Sarah E. Pearce	Ellen A. Scordino	Peter H. Werner
Anne H. Peck	Audrey K. Scott	Scott B. Weston
David G. Peinsipp	Tene (nmi) Sealman	Francis R. Wheeler
Nicole K. Peppe	John H. Sellers	John (nmi) Wilkinson
Kevin J. Perry	Ian R. Shapiro	Geoffrey T. Willard
Robert W. Phillips	Michael N. Sheetz	Andrew S. Williamson
Susan C. Philpot	Carl C. Shoff (FORMER)	Peter J. Willsey
Yvan-Claude J. Pierre	Jordan A. Silber	Mark Windfeld-Hansen
Frank V. Pietrantonio	Brent B. Siler	David J. Wittenstein
Mark B. Pitchford	Ian D. Smith	Nancy H. Wojtas
Michael L. Platt	Stephen R. Smith	Amy M. Wood
Christian E. Plaza	Whitty Somvichian	Jeffery P. Worley
Aaron M. Pomeroy	Wayne O. Stacy	Nan (nmi) Wu
Marya A. Postner	Anthony M. Stiegler	Walter (nmi) Wu
Steven M. Przesmicki	Justin M. Stock	Summer J. Wynn
Seth A. Rafkin (FORMER)	Steven M. Strauss	Babak (nmi) Yaghmaie
Frank F. Rahmani	M. Anne Swanson	Jonathan (nmi) Yorke
Marc A. Recht	C. Scott Talbot	David R. Young
Michael G. Rhodes	Mark P. Tanoury	Christina (nmi) Zhang
Michelle S. Rhyu	Joseph Teja Jr.	Kevin J. Zimmer
Lyle D. Roberts	Gregory C. Tenhoff	
	Michael E. Tenta	

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

Rezoning Attachment to Par. 1(c)

DATE: December 29, 2016
(enter date affidavit is notarized)

112201b

for Application No. (s): RZ 2011-HM-012
(enter County-assigned application number(s))

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

Cooley LLP (continued)
11951 Freedom Drive, Suite 1500
Reston, VA 20190

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

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

Robert M. McDowell
Paul A. Roberts
Marco A. Santori
Avital Sealman Tene

*Effective January 1, 2017, additional
partners:*

Ben (nmi) Beerle
Matthew (nmi) Caplan
Sarah (nmi) diFrancesca
Carlton (nmi) Fleming
Seth (nmi) Gottlieb
Charles (nmi) Haley
Alan (nmi) Hambelton
Jonie (nmi) Kondracki
Siana (nmi) Lowrey
Lowell (nmi) Mead
Phil (nmi) Mitchell
Noah (nmi) Pittard
Adam (nmi) Pivovar

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

REZONING AFFIDAVIT

1122016

DATE: December 29, 2016
(enter date affidavit is notarized)

for Application No. (s): RZ 2011-HM-012
(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: December 29, 2016
(enter date affidavit is notarized)

1122016

for Application No. (s): RZ 2011-HM-012
(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)

[] Applicant [x] Applicant's Authorized Agent

Lynne J. Strobel, attorney/agent
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 29 day of December 2016, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin
Notary Public

My commission expires: 11/30/2019

