



PRELIMINARY APPLICATION FOR PROFFER AMENDMENT
APPLICATION & CHECKLIST OF REQUIRED INFORMATION

Application No. _____-PMAC

PRESENT ZONING DISTRICT: MAC District
ADDRESS OF PROPERTY: 374-380 Maple Avenue West
LEGAL DESCRIPTION OF PROPERTY: See Enclosed Plans
IF PLATTED LOT/PARCELS: _____ BLOCK: _____ SECTION: _____
PRESENT USE OF PROPERTY: Office
REQUESTED USE OF PROPERTY: Assisted Living and Commercial
PREVIOUS APPLICATIONS SUBMITTED WITHIN THE LAST TWELVE (12) MONTHS ON THE SAME PROPERTY
(IN ACCORDANCE WITH SECTIONS 18-245 OF THE TOWN CODE):
PF-58-18-MAC DATE: Amendment
NAME OF OWNER (S) : Red Investment, LLC and MJW Maple Avenue, LLC Approved 8/19/19
ADDRESS:
P.O. Box 1208, Vienna, VA 22183 and 1004 Fox Court, Oakton, VA 22124
NAME OF AGENT (S) :
Sunrise Development, Inc., By: Sara V. Mariska, Attorney/Agent
ADDRESS:
8350 Broad Street, Suite 1500, Tysons, VA 22102
E-MAIL ADDRESS (FOR CONTACT PERSONS) : sara.mariska@wbd-us.com


SIGNATURE OF OWNER OR AGENT

The following is a list of information, or items, to be furnished along with the application for an amendment to the zoning ordinance or change in zoning in conformance with Article 13.1 of the Town Code of the Town of Vienna, Virginia. Applications will not be considered complete an eligible for review, and placement upon an agenda, until the information listed below has been received not less than twenty-eight (28) days prior to the next available plan review. All applications shall also be accompanied by the following information:

1. Four (4) copies of a certificate of survey, or plat, showing the legal description and boundaries of the tract which is subject to the proposed change, per Section 18-244 of the Town Code. In addition, a detailed written description of the proposed development should be provided.
2. Four (4) sets of submittal materials for initial plan review. These items shall include an existing conditions plan and concept plan in accordance with Section 18-95.3 or site plans prepared in accordance with Article 25, Section 18-250:255 of the Town Code. Additionally, items shall include color elevations depicting the development's appearance from each of the four cardinal directions, isometric, 3D renderings of the development and surrounding buildings from each of the four cardinal directions, a multi-modal transportation impact analysis (unless waived by the Director of Public Works), a narrative explaining each modification request, completion of Incentives table (see attached) as specified under 18-95.19 of the Town Code, any parking studies, Transportation Demand Management Plan, and Proffers.

3. Electronic copy of all submittal materials
4. A vicinity map, clearly indicating the location of the applicant's property, along with owners, addresses, and zoning classification of all abutting and adjacent parcels, and all lands lying on the opposite sides of all streets and alleys abutting the subject tract. This information can be found on the Fairfax County Real Estate site at:

county.gov/ffxcare/search/commonsearch.aspx?mode=address

5. After assignment of a Project File Number by Town of Vienna Staff, the applicant shall then submit three (3) folded copies of proposed plans to the Fairfax County Fire Marshall's Office for review. After approval, said plans shall be returned to the Town Department of Planning & Zoning.

After initial Plan Review the applicant will be provided with staff comments and necessary revisions.

Once all comments have been addressed the applicant can submit for review by the Board of Architectural Review or BAR. Agenda dates will be assigned by the reviewing staff member.

6. BAR – provide seven (7) sets of revised submittal materials as listed above. This should also include photographs of the surrounding neighborhood and landscape plan.
7. PC – after review and recommendation by the BAR the applicant will provide four (4) sets of revised submittal materials along with an electronic copy of all submittal materials for placement on the Planning Commission meeting agenda. Agenda assignment will be at staff's discretion.

(OFFICE USE ONLY)

FILING FEE PAID: \$ _____ DATE: _____ RECEIVED BY: _____

LETTERS OF NOTIFICATION-DATE SENT: _____ SITE POSTING DATE: _____

ACTION TAKEN ON APPLICATION:

DATE: _____ STATUS: _____ BY: _____ NOTES: _____

DATE: _____ STATUS: _____ BY: _____ NOTES: _____

DATE: _____ STATUS: _____ BY: _____ NOTES: _____

DATE: _____ STATUS: _____ BY: _____ NOTES: _____



Town of Vienna
Planning Commission &
Board of Zoning Appeals
Conditional Use Permit Application

Application Number: _____-CUP

(Office Use Only)

Name of Project: Sunrise of Vienna Zoning: MAC

Address of Subject Property: 374-380 Maple Avenue West

Legal Description: See Enclosed Plans

Lot: _____ Block: _____ Section: _____

Subdivision: N/A

Square Footage: Approximately 36,842 square feet

Present Use of Property: Office

Reason for Requesting a Conditional Use Permit (Provide additional pages as necessary):

Sunrise Development, Inc. (the "Applicant") seeks a conditional use permit to allow an assisted living facility as described in more detail in the enclosed letter.

Signature (Owner or Agent): *Sara V. Mariska*

Name of Owner(s): Red Investment, LLC and MJW Maple Avenue, LLC

Address: P.O. Box 1208, Vienna, VA 22183 and 1004 Fox Court, Oakton, VA 22124 Phone: _____

E-mail Address: _____

Name of Agent(s): Sunrise Development, Inc., By: Sara V. Mariska, Attorney/Agent

Address: 8350 Broad Street, Suite 1500, Tysons, VA 22102 Phone: 703-394-2261

E-mail Address (for "Contact Person"): sara.mariska@wbd-us.com

The following is a list of information, or items, to be furnished along with the application for a conditional use permit in conformance with Sections 18-209:216 and Articles 5:15 of Chapter 18 of the Code of the Town of Vienna, Virginia. Applications will not be considered complete and eligible for review, and placement upon an agenda, until the information listed below has been received at least twenty-eight (28) days prior to the next available Planning Commission meeting, and thirty-five (35) days prior to the next meeting of the Board of Zoning Appeals. All such requests shall be accompanied by the following information:

1. **Complete Application** with all requested information provided in this application.
2. **Eleven (4) copies** of all supporting documentation (all documents larger than 8.5"x11" must be folded).
3. **Eleven (4) Folded Copies of approved site plans**, when applicable, and all supporting information in conformance with all of the requirements of 18-250:255 of Town Code. To be included along with the approved site plans is the following information:
 - a. A certificate of survey, or plat, showing the legal description and boundary lines of the subject tract for which the conditional use permit is requested and owner(s), present zoning and use of all properties contiguous to the subject tract. Also required is a vicinity map clearly indicating the location of the applicant's property in relation to other major features in the Town of Vienna.
 - b. A detailed written description of all proposed improvements, along with all additional information as required by other regulatory agencies, including floor plans, interior structure information, required inspection reports, etc.
4. **One (1) Copy** of a listing of the names and addresses of the owners of all properties adjoining and all lands lying on the opposite sides of all streets and alleys abutting the subject tract for which the variance or appeal is being requested. (This information may be easily obtained online at the following address: <http://icare.fairfaxcounty.gov/ffxcare/Main/Home.aspx>).
5. **Electronic Copy** of application and plans submitted via email or flash drive.

Note: Section 18-216 of the Town Code specifies that any conditional use permit authorized by the Board shall be valid only for six (6) months unless construction or the related operation has commenced.

THE TOWN OF VIENNA IS COMMITTED TO FULL COMPLIANCE WITH THE AMERICANS WITH DISABILITIES ACT STANDARDS. TRANSLATION SERVICES, ASSISTANCE OR ACCOMMODATION REQUESTS FROM PERSONS WITH DISABILITIES ARE TO BE REQUESTED NOT LESS THAN 3 WORKING DAYS BEFORE THE DAY OF THE EVENT. PLEASE CALL (703) 255-6300 (Voice) OR TTY 711.

REZONING AFFIDAVIT

DATE: November 15, 2019
(enter date affidavit is notarized)

I, Sara V. Mariska, 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): _____
(enter Town-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)
Sunrise Development, Inc. Agent: Jerry (nmi) Liang	7902 Westpark Drive McLean, VA 20148	Applicant; Contract Purchaser of Tax Map 38-3((2)) 147
Red Investment, LLC Agent: Dennis Rice	P.O. Box 1208 Vienna, VA 22183	Owner of Tax Map 38-3 ((2)) 147
MJW Maple Avenue, LLC Agent: Jack Wilkenfeld	10004 Fox Court Oakton, VA 22214	Owner of Tax Map 38-3 ((2)) 147

(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: November 15, 2019
(enter date affidavit is notarized)

for Application No. (s): _____
(enter Town-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)
Walter L. Phillips, Incorporated	207 Park Avenue Falls Church, VA 22046	Engineer/Agent
Agents: Travis P. Brown Aaron M. Vinson Monica R. Hawkins		
Rust Orling Architecture, Inc.	1215 Cameron Street, Alexandria, VA 22314	Architect/Agent
Agents: John W. Rust Scott J. Fleming		
M. J. Wells and Associates, Inc.	1420 Spring Hill Road, #610 Tysons, VA 22102	Transportation Consultant/Agent
Agents: William F. Johnson Brian J. Horan Lester E. Adkins III Kevin R. Fellin		
Womble Bond Dickinson (US) LLP	8350 Broad Street, Suite 1500 Tysons, VA 22102	Attorneys/Agents for Applicant
Agents: Sara V. Mariska Julia (NMI) Kreyskop Whitney L. Smith Daniel R. Mackesey Aaron M. Frank		

(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.

REZONING AFFIDAVIT

DATE: November 15, 2019
(enter date affidavit is notarized)

for Application No. (s): _____
(enter Town-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)
Sunrise Development, Inc.
7902 Westpark Drive
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 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)
Sunrise Senior Living, LLC (2)

NAMES OF OFFICERS AND DIRECTORS: (enter first name, middle initial, last name & title, e.g. **President, Vice President, Secretary, Treasurer**, etc.)
Andrew Coelho, President/Director; Wendy Sekel, VP; Philip Kroskin, VP; Jerry Liang, VP; Benjamin Adams, VP; David Painter, VP/Treasurer; Edward A. Frantz, VP/Secretary; Marc Roder, Director

(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)

DATE: November 15, 2019
(enter date affidavit is notarized)

for Application No. (s): _____
(enter Town-assigned application number (s))

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

Walter L. Phillips, Incorporated
207 Park Avenue
Falls Church, VA 22046

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all the shareholders are listed below.
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class 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)

Jeffrey J. Stuchel, Aaron M. Vinson, Karen L. White

NAMES OF OFFICERS AND 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)

Sunrise Senior Living, LLC (2)
7902 Westpark Drive
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 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)

Red Fox Holding Corp., Sole member (3)

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

Chris Winkle, CEO; Edward Burnett, CFO; David Painter, Treasurer; Vanessa Forsythe, General Counsel/Secretary; Felipe Mestre, CAO; Michael Stein, SVP/Assoc. General Counsel; Nancy Voisin, SVP/Assoc. General Counsel; Edward A. Frantz, Assoc. General Counsel. Managers: Jeff Lozon, Chairman; Chris Winkle; Chris Hollister; Mercedes T. Kerr; Jim Hardy

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

Rezoning Attachment to Par. 1(b)

DATE: November 15, 2019
(enter date affidavit is notarized)

for Application No. (s): _____
(enter Town-assigned application number (s))

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

Red Fox Holding Corporation (3)
7902 Westpark Drive
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 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)

HCRI Red Fox ManCo, LLC (4); Red Fox Acquisition Company, Inc. (5)

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

Jim Hardy, President; Frank Cerrone, Secretary/Treasurer; Edward Burnett, VP. Directors: Jeff Hardy, Jeff Lozon, Chris Winkle, Chris Hollister, Mercedes T. Kerr

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 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)

M. J. Wells & Associates, Inc. is an Employee Stock Ownership Plan (ESOP). All employees are eligible Plan participants; however, no one employee owns 10% or more of any class of stock.

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

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

Rezoning Attachment to Par. 1(b)

DATE: November 15, 2019
(enter date affidavit is notarized)

for Application No. (s): _____
(enter Town-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
HCRI Red Fox ManCo, LLC (4)
4500 Door Street
Toledo, OH 43615

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 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)
Welltower TRS Holdco, LLC

NAMES OF OFFICERS AND 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)
Red Fox Acquisition Company, Inc. (5)
7902 Westpark Drive
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 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)
Revera Health Services, Inc. (6)
HCRI Red Fox ManCo, LLC (4)

NAMES OF OFFICERS AND DIRECTORS: (enter first name, middle initial, last name & title, e.g. **President, Vice President, Secretary, Treasurer, etc.**)
Jim Hardy, President; Frank Cerrone, Secretary/Treasurer
Directors: Jim Hardy, Jeff Lozon, Chris Winkle, Chris Hollister, Mercedes T. Kerr

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

Rezoning Attachment to Par. 1(b)

DATE: November 15, 2019
(enter date affidavit is notarized)

for Application No. (s): _____
(enter Town-assigned application number (s))

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

Revera Health Services, Inc. (6)
5015 Spectrum Way
Mississauga, ON L4W 0E4

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 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)

Revera Inc. (7)

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

Thomas G. Wellner, President/CEO; Frank Cerrone, SVP/General Counsel/Secretary; Jim Hardy, CFO
Directors: Frank Cerrone, Patricia Barbato, Christopher Mitchell, Thomas G. Wellner

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

Revera Inc. (7)
5015 Spectrum Way
Mississauga, ON L4W 0E4

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 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)

The Public Sector Pension Investment Board is a publicly traded Canadian pension with thousands of members.

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

Thomas G. Wellner, President/CEO; Frank Cerrone, SVP/General Counsel/Secretary; Jim Hardy, CFO
Directors: Neil P. Cunningham, Gary F. Colter, Barbara Hill, Pat Jacobsen, Charles Jones, Calvin R. Stiller, Marie-Josée Turmel, John Valentini, Thomas G. Wellner

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

Rezoning Attachment to Par. 1(b)

DATE: November 15, 2019
(enter date affidavit is notarized)

for Application No. (s): _____
(enter Town-assigned application number (s))

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

Welltower Inc. (1)
4500 Dorr Street
Toledo, OH 43615

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 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)
Publicly traded on the New York Stock Exchange

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

Directors: Kenneth Bacon, Thomas J. DeRosa, Jeffrey H. Donahue, Fred S. Klipsch, Geoffrey G. Meyers, Timothy J. Naughton, Sharon M. Oster, Judith C. Pelham, Sergio D. Rivera, R. Scott Trumbull, Gary Whitelaw

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

Welltower TRS Holdco, LLC
4500 Dorr Street
Toledo, OH 43015

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 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)
Welltower, Inc.

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

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

Rezoning Attachment to Par. 1(b)

DATE: November 15, 2019
 (enter date affidavit is notarized)

for Application No. (s): _____
 (enter Town-assigned application number (s))

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

Rust Orling Architecture, Inc.
 1215 Cameron 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 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 W. Rust, Mark S. Orling, Frederick M. Ernst, Scott J. Fleming

NAMES OF OFFICERS AND 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)

Red Investment, LLC
 P.O. Box 1208
 Vienna, VA 22183

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 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)

Dennis Rice

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

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

Rezoning Attachment to Par. 1(b)

DATE: November 15, 2019
(enter date affidavit is notarized)

for Application No. (s): _____
(enter Town-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
MJW Maple Avenue, LLC
10004 Fox Court
Oakton, VA 22124

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 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)
Jack Wilkenfeld, MD

NAMES OF OFFICERS AND DIRECTORS: (enter first name, middle initial, last name & title, e.g. **President, Vice President, Secretary, Treasurer**, etc.)
Arthur A. Rubin, MD, Elizabeth S. York, Joel Z. Silver, Leslie C. Silver

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

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

REZONING AFFIDAVIT

DATE: November 15, 2019
(enter date affidavit is notarized)

for Application No. (s): _____
(enter Town-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)
Womble Bond Dickinson (US) LLP
8350 Broad Street, Suite 1500
Tysons, 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**)

Reid C. Adams, Jr.	Francis C. Ford	Christopher A. Kreiner	Philip S. Runkel
Robert R. Ambler, Jr.	Newton B. Fowler	Shelton S. Laney, III	Lisa K. Rushton
Farzad (NMI) Amini	Jamile J. Francis	William E. Latham	Dean W. Rutley
David S. Anderson	William S. Fultz	Jeffrey T. Lawyer	Thomas J. Sawyer
Elizabeth K. Arias	John S. Gambaccini	Elizabeth C. Lee	Scott A. Schaaf
Brenton R. Babcock	John F. Garziglia	G. Thomas Lee	Mark E. Schamel
Charles J. Baker	Michael L. Gencarella	Christopher E. Leon	James C. Scheller
Randal S. Baringer	C. Allen Gibson	R. Michael Leonard	Kevin G. Shao
G. Michael Barnhill	Eric K. Glidewell	Kurt E. Lindquist, II	Kenneth N. Shelton
Geoffrey K. Beach	W. Clark Goodman	James S. Livermon	Sudhir N. Shenoy
Merrick J. Benn	Ellen M. Gregg	Johnny M. Loper	Hayden J. Silver
Caressa D. Bennet	Edward W. Griggs	Kevin R. Lyn	Jeffrey K. Simpson
Paul H. Billow	Henry E. Grimbail	Daniel R. Mackesey	Gregory L. Smith
M. Christopher Bolen	Anthony M. Guerino	Michael J. Mallie	W. Lindsay Smith
Elizabeth J. Bondurant	Christopher J. Gyves	Christian E. Mammen	Henry B. Smythe
Mary W. Bourke	Kevin A. Hall	Kevin J. Mangan	Susan M. Smythe
Robert G. Brinkley	David B. Hamilton	Kimberly Kelly Mann	Andrew T. Spence
David P. Broughton	Randall A. Hanson	William C. Matthews, Jr.	Theresa M. Sprain
Charles A. Burke	Debbie W. Harden	David J. Mazza	Randel S. Springer
R. Dal Burton	Thomas L. Harper	Julie B. Meigs	Martin L. Stern
Ryan W. Cagle	Todd W. Harris	Pressly M. Millen	Kimberly H. Stogner
G. David Carter	Jeffrey S. Hay	Sandra L. Miller	Sarah M. Stone
B. Taber Cathcart	Brian A. Hayles	Jonathan T. Mize	Thomas S. Stukes

(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: November 15, 2019
(enter date affidavit is notarized)

for Application No. (s): _____
(enter Town-assigned application number(s))

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

Womble Bond Dickinson (US) LLP
8065 Leesburg Pike, Fourth Floor
Tysons Corner, VA 22182

(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**)

Theodore F. Claypoole	Mark P. Henriques	Philip J. Mohr	D. Scott Sudderth
Jeffrey A.D. Cohen	Barry J. Herman	Michael (NMI) Montecalvo	Michael J. Sullivan
Todd M. Conley	Danielle L. Herritt	James R. Morgan, Jr.	Nellie S. Sullivan
James E. Connelly	Jack B. Hicks	John F. Morrow, Jr.	Stacie J. Sundquist
John C. Cooke	Jason C. Hicks	Richard E. Morton	Jeffrey L. Tarkenton
James P. Cooney, III	Cathy A. Hinger	James D. Myrick	Elizabeth O. Temple
Cristin H. Cowles	Mark J. Horoschak	Gary H. Nunes	Michael C. Thelen
David H. Crawford	L. Gregory Horton	Elizabeth O'Neill	Joseph G. Tirone
Melinda (NMI) Davis Lux	Sean D. Houseal	Daniel Q. Orvin	Michael A. Tobin
Ronald R. Davis	Christopher M. Humphrey	Daniel E. Ovanezian	Paul B. Turner
Bradford A. De Vore	John N. Hunter	Mark J. Palchick	James F. Vaughan
Lisa J. Dixon	Eric S. Hyman	Gordon R. Penman	Deborah M. Vernon
Christina U. Douglas	Deborah J. Israel	Morgan E. Persinger	Lester J. Vincent
Michael F. Dow	Trent E. Jernigan	James K. Phillips	Kristin L. Walker-Probst
Peter J. Duffley	Cyrus M. Johnson	Graeme F. Philp	Matthew P. Ward
L. Neill Edwards	G. Donald Johnson	Joel G. Pieper	William R. Warnock
Morris A. Ellison	Sharon McBrayer Johnson	Brent F. Powell	James E. Weatherholtz
Jonathan M. Engram	Beth Tyner Jones	James M. Powell	Kurt D. Weaver
Stephanie (NMI) Few	Christopher W. Jones	John E. Puschel	Jeffrey Scott Whittle
Shawn M. Flanagan	Jane Jeffries Jones	Richard L. Rainey	Charles Mark Wiley
Jonathon A. Fligg	Sarah A. Keefe	Frederick W. Rom	James M. Wilson
Joseph B. Foltz	Rachel E. Keen	Pamela V. Rothenberg	Stanley J. Wrobel
	Eric T. King	Louis J. Rouleau	Belton T. Zeigler

(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

DATE: November 15, 2019
(enter date affidavit is notarized)

for Application No. (s): _____
(enter Town-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 Town of Vienna Town Council, Board of Zoning Appeals, 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 “Rezoning Attachment to Par. 2” form.

REZONING AFFIDAVIT

DATE: November 15, 2019
(enter date affidavit is notarized)

for Application No. (s): _____
(enter Town-assigned application number(s))

3. That within the twelve-month period prior to the public hearing of this application, no member of the Town of Vienna Town Council, Board of Zoning Appeals, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership to 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 re-examine 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

Sara V. Mariska, attorney/agent

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

Subscribed and sworn to before me this 15TH day of NOVEMBER 2019, in the State/Comm. of Virginia, County/City of Fairfax.

Susan J. Hora
Notary Public

My commission expires: 9/30/22

