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 6, 2010

TO: William O'Donnell, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Bette R. Crane, Paralegal
Office of the County Attorney

SUBJECT: Revised Affidavit
PCA/FDPA 2005-PR-041
Applicant: Eskridge (E & A) LLC
PC Hearing Date: 1/13/11
BOS Hearing Date: 1/25/11

REF.: 109302

Attached is an affidavit which has been approved by the Office of the County Attorney for the above-referenced case. Please include this affidavit dated 11/30/10, which bears my initials and is numbered 109302c, when you prepare the staff report.

Thank you for your cooperation.

Attachment
cc: (w/attach) Laura Gumkowski, Planning Technician
Zoning Evaluation Division
Department of Planning and Zoning

REZONING AFFIDAVIT

DATE: November 30, 2010
(enter date affidavit is notarized)

I, Mark A. Drogalis, 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 109302 c

in Application No.(s): PCA/FDPA 2005-PR-041
(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)
(1) Eskridge (E&A), LLC	1221 Main Street, Suite 1000, Columbia, SC 29201	Applicant/Title Owner of TM 049-3 ((1)) Parcels 80E, 80F, 81A, 82A and 82B.
Agents: Terry S. Brown	1221 Main Street, Suite 1000, Columbia, SC 29201	
Jodie W. McLean	1221 Main Street, Suite 1000, Columbia, SC 29201	
W. Ray Weston, Jr.	1221 Main Street, Suite 1000, Columbia, SC 29201	
Steven C. Boyle	7200 Wisconsin Ave., Ste 400, Bethesda, MD 20814	
Steven F. Teets, L.E.	7200 Wisconsin Ave., Ste 400, Bethesda, MD 20814	
Thomas B. Kiler	7200 Wisconsin Ave., Ste 400, Bethesda, MD 20814	
William C. Caldwell	7200 Wisconsin Ave., Ste 400, Bethesda, MD 20814	
Mark A. Drogalis, Esq.	1221 Main Street, Suite 1000, Columbia, SC 29201	Attorney/Agent for Applicant/Title Owner

(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 30, 2010
(enter date affidavit is notarized)

1093020

for Application No. (s): PCA/FDPA 2005-PR-041
(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)
(2) M.J. Wells & Associates, Inc. Agents: Robin Antonucci Kevin Fellin	1420 Spring Hill Rd., Ste 600, McLean, VA 22102	Agents for Applicant/Title Owner

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

REZONING AFFIDAVIT

DATE: November 30, 2010
(enter date affidavit is notarized)

109302 C

for Application No. (s): PCA/FDPA 2005-PR-041
(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)
(1) Eskridge (E&A), LLC
1221 Main Street, Suite 1000
Columbia, SC 29201

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)
(3) Edens & Avant Investments Limited Partnership

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. **President, Vice President, Secretary, Treasurer,** etc.)
Terry S. Brown, CEO
Jodie W. McLean, President/CIO
Jason W. Tompkins, Chief Financial Officer
W. Ray Weston, Jr., Vice President
Steven C. Boyle, Managing Director
William C. Caldwell, Managing 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 30, 2010
(enter date affidavit is notarized)

109302C

for Application No. (s): PCA/FDPA 2005-PR-041
(enter County-assigned application number (s))

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

(2) M.J. Wells & Associates, Inc.
1420 Spring Hill Road, Suite 600
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

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

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: November 30, 2010
(enter date affidavit is notarized)

1093020

for Application No. (s): PCA/FDPA 2005-PR-041
(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)
(3) Edens & Avant Investments Limited Partnership
1221 Main Street, Suite 1000
Columbia, SC 29201

(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)**

GENERAL PARTNER:	Edens & Avant Administrative LLC	This LLC does not own 10% or more of the Applicant/Title Owner
LIMITED PARTNERS:	There are more than ten (10) limited partners, only one of which has a 10% ownership interest in Applicant/Title Owner, namely: Edens & Avant Properties Trust (4)	

(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: November 30, 2010
(enter date affidavit is notarized)

109302c

for Application No. (s): PCA/FDPA 2005-PR-041
(enter County-assigned application number (s))

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

(4) Edens & Avant Properties Trust
c/o Edens & Avant Investments Limited Partnership
1221 Main Street, Suite 1000
Columbia, SC 29201

(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**)

Trustees:	There are eight (8) named individuals who are trustees of the Trust, none of whom hold a 10% or greater interest in Applicant/Title Owner	
Beneficiaries:	State Treasurer of the State of Michigan Retirement System, State Employees' Retirement System, Michigan Judges' Retirement System ("SMRS")	SMRS holds a 33.274% interest in Applicant/Title Owner; however, no one individual pension beneficiary has greater than a 10% interest in Applicant/Title Owner
	New York State Teachers Retirement System ("NYSTRS")	NYSTRS holds a 32.783% interest in Applicant/Title Onwer; however, no one individual pension beneficiary has greater than a 10% interest in Applicant/Title Owner
	E&A Retail Investments LLC ("Retail"). The sole member of Retail is JP Morgan Chase Bank, as trustee under Amended & Restated Trust dated November 13, 2001, as amended, for its Commingled Pension Trust Fund (Strategic Property) (the "JP Morgan Trust")	Retail holds a 33.942% interest in Applicant/Title Owner; however, no individual beneficiary of the JP Morgan Trust has a greater than 10% interest in Applicant/Title Owner

(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 AFFIDAVIT

DATE: November 30, 2010
(enter date affidavit is notarized)

109 302c

for Application No. (s): PCA/FDPA 2005-PR-041
(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: November 30, 2010
(enter date affidavit is notarized)

10930 2c

for Application No. (s): PCA/FDPA 2005-PR-041
(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.)

Providence District Supervisor Linda Q. Smyth, Dranesville District Supervisor John W. Foust, and Providence District Planning Commissioner Kenneth A. Lawrence, are members of the Board of Directors of the Mosaic District Community Development Authority (the "Mosaic District CDA"). The Mosaic District CDA encompasses several parcels of land, a portion of which is identified in paragraph 1(a) of the affidavit as the application property.

(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: Mark A Drogalis

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

Mark A. Drogalis, Esq., Attorney/Agent for Applicant/Title Owner
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 30th day of November 2010, in the State/Comm. of South Carolina, County/City of Richland/Columbia.

Jacquelyn L. McClanahan
Notary Public

My commission expires: 1/28/14

FORM RZA-1 Updated (7/1/06)