



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: March 25, 2011

TO: Kelli Goddard-Sobers, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

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

SUBJECT: Revised Affidavit
SE 2010-LE-025
Applicant: Costco Wholesale Corporation
PC Hearing Date: 4/20/11
BOS Hearing Date: 4/26/11

REF.: 110056

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 3/21/11, which bears my initials and is numbered 110056c, 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

SPECIAL EXCEPTION AFFIDAVIT

DATE: MAR 21 2011
(enter date affidavit is notarized)

I, David R. Gill, 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 110056c

in Application No.(s): SE 2010-LE-025
(enter County-assigned application number(s), e.g. SE 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 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)
Costco Wholesale Corporation Agent: Jeffrey R. Rutter Jeffrey Z. Ishida Margaret C. McCulla	999 Lake Drive Issaquah, WA 98027	Applicant/Contract Purchaser of Tax Map No. 101-2 ((6)) A
National Amusements, Inc. Agent: Patricia P. Reeser	P.O. Box 9126 Dedham, MA 02027-9126	Title Owner of Tax Map No. 101-2 ((6)) A
Bohler VA, LLC Agent: David B. Logan	22630 Davis Drive, Suite 200 Sterling, VA 20164	Engineer/Agent
M.J. Wells & Associates, Inc. Agent: Robin L. Antonucci Kevin R. Fellin	1420 Spring Hill Road, Suite 600 McLean, VA 22102	Traffic Consultant/Agent

(check if applicable) There are more relationships to be listed and Par. 1(a) is continued on a "Special Exception 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).

Special Exception Attachment to Par. 1(a)

DATE: MAR 21 2011
(enter date affidavit is notarized)

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for Application No. (s): SE 2010-LE-025
(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)
McGuireWoods LLP Agents: Scott E. Adams Carson Lee Fifer, Jr. David R. Gill Jonathan P. Rak Gregory A. Riegler Mark M. Viani Kenneth W. Wire Sheri L. Akin Lisa M. Chiblow Lori R. Greenlief	1750 Tysons Boulevard, Suite 1800 McLean, VA 22102	Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Planner/Agent Planner/Agent Planner/Agent

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

SPECIAL EXCEPTION AFFIDAVIT

DATE: MAR 21 2011
(enter date affidavit is notarized)

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for Application No. (s): SE 2010-LE-025
(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:

(NOTE: Include **SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS** herein.)

CORPORATION INFORMATION

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

Costco Wholesale Corporation
999 Lake Drive
Issaquah, WA 98027

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)

Publicly traded on the New York Stock Exchange

(check if applicable) There is more corporation information and Par. 1(b) is continued on a "Special Exception Affidavit 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.

Special Exception Attachment to Par. 1(b)

DATE: MAR 21 2011
(enter date affidavit is notarized)

110056c

for Application No. (s): SE 2010-LE-025
(enter County-assigned application number (s))

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

National Amusements, Inc.
P.O. Box 9126
Dedham, MA 02027-9126

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)

The Sumner M. Redstone National Amusements Trust f/b/o Sumner M. Redstone	The Shari Ellin Redstone Trust f/b/o Shari E. Redstone
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Bohler VA, LLC
22630 Davis Drive, Suite 200
Sterling, VA 20164

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)

Ludwig H. Bohler
Adam J. Volanth
Mark R. Joyce
Daniel M. Duke

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

Special Exception Attachment to Par. 1(b)

DATE: MAR 21 2011
(enter date affidavit is notarized)

110056c

for Application No. (s): SE 2010-LE-025
(enter County-assigned application number (s))

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

M.J. Wells & Associates, Inc.
1420 Spring Hill Road, Suite 600
McLean, 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 more than
10% of any class of stock.

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)

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

SPECIAL EXCEPTION AFFIDAVIT

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for Application No. (s): SE 2010-LE-025
(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, and number, street, city, state, and zip code)
McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
McLean, VA 22102

(check if applicable) [X] 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)

Equity Partners of McGuireWoods LLP

- Adams, John D. Becket, Thomas L. Brown, Thomas C., Jr.
Alphonso, Gordon R. Beil, Marshall H. Buchan, Jonathan E.
Anderson, Arthur E., II Belcher, Dennis I. Busch, Stephen D.
Anderson, Mark E. Bell, Craig D. Cabaniss, Thomas E.
Andre-Dumont, Hubert Beresford, Richard A. Cacheris, Kimberly Q.
Bagley, Terrence M. Bilik, R. E. Cairns, Scott S.
Barger, Brian D. Blank, Jonathan T. Capwell, Jeffrey R.
Barnum, John W. Boland, J. W. Cason, Alan C.
Barr, John S. Brenner, Irving M. Chaffin, Rebecca S.
Becker, Scott L. Brooks, Edwin E. Cobb, John H.

(check if applicable) [X] There is more partnership information and Par. 1(c) is continued on a "Special Exception Affidavit 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.

Special Exception Attachment to Par. 1(c)

DATE: MAR 21 2011
(enter date affidavit is notarized)110056cfor Application No. (s): SE 2010-LE-025
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
McLean, VA 22102(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)

Cogbill, John V., III	Gibson, Donald J., Jr.	King, Donald E.
Covington, Peter J.	Glassman, Margaret M.	King, Sally D.
Cramer, Robert W.	Glickson, Scott L.	Kittrell, Steven D.
Cromwell, Richard J.	Gold, Stephen (nmi)	Kobayashi, Naho (nmi)
Culbertson, Craig R.	Goldstein, Philip (nmi)	Kratz, Timothy H.
Cullen, Richard (nmi)	Grant, Richard S.	Krueger, Kurt J.
de Cannart d'Hamale, Emmanuel	Greenberg, Richard T.	Kutrow, Bradley R.
De Ridder, Patrick A.	Grieb, John T.	La Fratta, Mark J.
Dickerman, Dorothea W.	Harmon, Jonathan P.	Lias-Booker, Ava E.
DiMattia, Michael J.	Harmon, T. C.	Lieberman, Richard E.
Dooley, Kathleen H.	Hartsell, David L.	Little, Nancy R.
Dorman, Keith A.	Hayden, Patrick L.	Long, William M.
Downing, Scott P.	Hayes, Dion W.	Manning, Amy B.
Edwards, Elizabeth F.	Heberton, George H.	Marianes, William B.
Ensing, Donald A.	Horne, Patrick T.	Marks, Robert G.
Ey, Douglas W., Jr.	Hosmer, Patricia F.	Marshall, Gary S.
Farrell, Thomas M.	Hutson, Benne C.	Marshall, Harrison L., Jr.
Feller, Howard (nmi)	Isaf, Fred T.	Marsico, Leonard J.
Fennebresque, John C.	Jackson, J. B.	Martin, Cecil E., III
Foley, Douglas M.	Jarashow, Richard L.	Martin, George K.
Fox, Charles D., IV	Jordan, Hilary P.	Martinez, Peter W.
France, Bonnie M.	Kanazawa, Sidney K.	Mason, Richard J.
Franklin, Ronald G.	Kannensohn, Kimberly J.	Mathews, Eugene E., III
Freedlander, Mark E.	Katsantonis, Joanne (nmi)	Mayberry, William C.
Freeman, Jeremy D.	Keenan, Mark L.	McCallum, Steven C.
Fuhr, Joy C.	Kennedy, Wade M.	McDonald, John G.
Gambill, Michael A.	Kilpatrick, Gregory R.	McElligott, James P.

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

Special Exception Attachment to Par. 1(c)

DATE: MAR 21 2011

(enter date affidavit is notarized)

110050c

for Application No. (s): SE 2010-LE-025

(enter County-assigned application number (s))

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

McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
McLean, VA 22102

(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)

McFarland, Robert W.
McIntyre, Charles W.
McLean, J. D.
McRill, Emery B.
Muckenfuss, Robert A.
Muir, Arthur B.
Murphy, Sean F.
Natarajan, Rajsekhar (nmi)
Neale, James F.
Nesbit, Christopher S.
Nickens, Jacks C.
O'Grady, Clive R.
O'Grady, John B.
O'Hare, James P.
Oakey, David N.
Oostdyk, Scott C.
Padgett, John D.
Pankey, David H.
Parker, Brian K.
Phears, H. W.
Plotkin, Robert S.
Potts, William F., Jr.
Pryor, Robert H.
Pusateri, David P.
Rak, Jonathan P.
Rakison, Robert B.

Reid, Joseph K., III
Richardson, David L.
Riegle, Gregory A.
Riley, James B., Jr.
Riopelle, Brian C.
Roberts, Manley W.
Robinson, Stephen W.
Rogers, Marvin L.
Rohman, Thomas P.
Rosen, Gregg M.
Rust, Dana L.
Satterwhite, Rodney A.
Scheurer, P. C.
Schewel, Michael J.
Schill, Gilbert E., Jr.
Schmidt, Gordon W.
Sellers, Jane W.
Shelley, Patrick M.
Simmons, L. D., II
Simmons, Robert W.
Skinner, Halcyon E.
Slone, Daniel K.
Spahn, Thomas E.
Spitz, Joel H.
Stallings, Thomas J.
Steen, Bruce M.

Stein, Marta A.
Stone, Jacquelyn E.
Swan, David I.
Tackley, Michael O.
Tarry, Samuel L., Jr.
Thornhill, James A.
Van der Mersch, Xavier G.
Vaughn, Scott P.
Vick, Howard C., Jr.
Viola, Richard W.
Wade, H. L., Jr.
Walker, John T., IV
Walsh, James H.
Watts, Stephen H., II
Werlin, Leslie M.
Westwood, Scott E.
Whelpley, David B., Jr.
White, H. R., III
White, Walter H., Jr.
Wilburn, John D.
Williams, Steven R.
Wilson, James M.
Wren, Elizabeth G.
Young, Kevin J.
Younger, W. C.

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

Special Exception Attachment to Par. 1(c)

DATE: MAR 21 2011
(enter date affidavit is notarized)

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for Application No. (s): SE 2010-LE-025
(enter County-assigned application number (s))

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

McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
McLean, VA 22102

(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**)

(Former Equity Partner List)

Johnston, Barbara C.
Wilson, Ernest G.

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

SPECIAL EXCEPTION AFFIDAVIT

DATE: MAR 21 2011
(enter date affidavit is notarized)

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for Application No. (s): SE 2010-LE-025
(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 "Special Exception Attachment to Par. 2" form.

Application No.(s): SE 2010-LE-025
(county-assigned application number(s), to be entered by County Staff)

SPECIAL EXCEPTION AFFIDAVIT

DATE: MAR 21 2011
(enter date affidavit is notarized)

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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.)

Carson Lee Fifer, Jr. of McGuireWoods LLP donated in excess of \$100 to Sharon Bulova.
Jonathan P. Rak of McGuireWoods LLP donated in excess of \$100 to Sharon Bulova.
Gregory A. Riegle of McGuireWoods LLP donated in excess of \$100 to Sharon Bulova.
Stephen W. Robinson of McGuireWoods LLP donated in excess of \$100 to John Cook.

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 "Special Exception Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one) Applicant Applicant's Authorized Agent

David R. Gill, Esquire
(type or print first name, middle initial, last name, and & title of signee)

Subscribed and sworn to before me this 21st day of March 20 11, in the State/Comm. of Virginia, County/City of Fairfax.

Grace E. Chae
Notary Public

My commission expires: 5/31/2012

