



# 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](http://www.fairfaxcounty.gov)

**DATE:** August 22, 2011

**TO:** Tracy Strunk, Staff Coordinator  
Zoning Evaluation Division  
Department of Planning and Zoning

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

**SUBJECT:** Revised Affidavit  
RZ/FDP 2006-PR-027  
Applicant: TCR Mid Atlantic Properties, Inc.  
PC Hearing Date: 9/15/11  
BOS Hearing Date: Not yet scheduled

**REF.:** 92704.002

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 8/17/11, which bears my initials and is numbered 92704i, in any addendum to the staff report.

Thank you for your cooperation.

Attachment

cc: (w/attach) Laura Gumkowski, Planning Technician (sent via scan to e-mail)  
Zoning Evaluation Division  
Department of Planning and Zoning

**REZONING AFFIDAVIT**

DATE: August 17, 2011  
(enter date affidavit is notarized)

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

92704i

in Application No.(s): RZ/FDP 2006-PR-027  
(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.)

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
TCR Mid Atlantic Properties, Inc. Agents: P. Sean Caldwell (former) Charles N. Bay (former) Chad W. DuBeau (former) Alice S. Tanchel	6110 Executive Boulevard, Suite 315 Rockville, Maryland 20852	Co-Applicant / Agent for Title Owner of Tax Map 56-2 ((1)) 18A
Mill Creek Residential Trust Mid-Atlantic LLC Agents: P. Sean Caldwell, Charles N. Bay, Chad W. DuBeau	6110 Executive Boulevard, Suite 315 Rockville, Maryland 20852	Developer Consultant / Agent for Co-Applicant - TCR Mid Atlantic Properites, Inc.
Fairfax Ridge Development, LLC Agent: Cindy A. Fancher	c/o Crescent Heights of America, Inc. 2930 Biscayne Boulevard, Suite 1800 Miami, Florida 33137	Former Co-Applicant/Former Declarant (Control has been turned over to the Unit Owners Association)

(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: August 17, 2011  
 (enter date affidavit is notarized)

927042

for Application No. (s): RZ/FDP 2006-PR-027  
 (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 <b>BOLD</b> above)
Fairfax Ridge Condominium Unit Owners Association Former Agent: Cindy A. Fancher Former Board of Directors: Anita J. Patankar (a/k/a Anita J. Patankar-Stoll), Lana S. Hartmann, Matthew J. Carullo, Cheryl J. Trent, Jonathan Isner (nmi), Melissa L. Choate, Courtney A. McBride, Aqil A. Khan, Jonathan Isner (nmi)	11305 Aristotle Drive Fairfax, VA 22030	Co-Applicant/Agent for Title Owners of Tax Map 56-2 ((27)) (5) 101-413, (6) 101-413, (7) 101-410, (8) 101-413, (9) 101-413, (10) 101-410, (11) 101-410 and 46-4 ((19)) (1) 101-421, (2) 101-306, (3) 101-413, (4) 101-410
Current Board of Directors: Cheryl J. Stokes f/k/a Cheryl J. Trent, Joseph C. Stephens, Michael N. Clements, Margaret H. Stephens, Richard A. Stoll, Christopher S. Grisafe		
OAC Fairfax LLC, Agent and Attorney-in-Fact for Fairfax Ridge Condominium Unit Owners Association		
OAC Fairfax LLC f/k/a Fairfax Ridge LP Agents: P. Sean Caldwell Charles N. Bay Anthony S. Fusco Nazeeh S. Habachy Hutham S. Olayan John O. Wolcott Camile G. Saba Frank J. Amato James (nmi) Sfiroudis	c/o Olayan America Corporation 505 Park Avenue New York, NY 10022	Title Owner of Tax Map 56-2 ((1)) 18A
VIKA, Incorporated Agents: John F. Amatetti Robert J. Bosco Robert R. Cochran Philip C. Champagne, Edmund J. Ignacio	8180 Greensboro Drive, Suite 200 McLean, Virginia 22102	Engineers/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)**

DATE: August 17, 2011  
 (enter date affidavit is notarized)

92704i

for Application No. (s): RZ/FDP 2006-PR-027  
 (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 <b>BOLD</b> above)
M.J. Wells & Associates, Inc. f/k/a M.J. Wells & Associates, LLC Agents: Robin L. Antonucci Jami L. Milanovich Jorjean M. Rice Terence J. Miller, Robert T. Kohler	1420 Spring Hill Road, Suite 600 McLean, Virginia 22102	Transportation Consultant/ Agent
LandDesign, Inc. Agents: Matthew V. Clark Marci E. Bonner f/k/a Marci E. Drury Kevin J. Tankersley (former) Robert D. Anderson (former) Stephen M. Jordan (former)	200 S. Peyton Street Alexandria, Virginia 22314-2813	Architects/Agent
Cubellis DCA f/k/a Design Concepts Architects P.C Agent: Rohit Anand (nmi)	8614 Westwood Center Drive, #340 Vienna, Virginia 22182	Former Architects/Agent
Walsh, Colucci, Lubeley, Emrich & Walsh, P.C. Agents: Martin D. Walsh, Lynne J. Strobel M. Catharine Puskar Sara V. Mariska G. Evan Pritchard Jason B. Heinberg (former) Tara E. Wiedeman (former) Abby C. Denham (former) Blair A. Lonergan (former) Inda E. Stagg Elizabeth D. Baker Kara M.W. Bowyer f/k/a Kara M. Whisler Susan K. Yantis (former) Megan C. Rappolt f/k/a Megan C. Shilling Elizabeth A. McKeeby	2200 Clarendon Boulevard 13th Floor Arlington, Virginia 22201	Attorneys/Planners/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 AFFIDAVIT

DATE: August 17, 2011
(enter date affidavit is notarized)

92704i

for Application No. (s): RZ/FDP 2006-PR-027
(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)
TCR Mid Atlantic Properties, Inc.
6110 Executive Boulevard, Suite 315
Rockville, Maryland 20852

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

Harlan R. Crow
J. Ronald Terwilliger
William C. MacDonald

[OFFICERS CONTINUED ON NEXT PAGE]

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

Directors: Anne L. Raymond, Kenneth J. Valach
Officers: Kenneth J. Valach, President, Former VP; Alice S. Tanchel, VP; Clifford A. Breining, VP; John E. Lippincott, VP; Sue O'Bannon (nmi), VP; Timothy J. Hogan, VP/Treasurer/Secretary; Cheryl Christy, Asst Secretary; Faye Thetford, Asst Secretary; Laura Hopkins, Asst Secretary; Lee Ann Shamblin, Asst Secretary; Marcia L. Moody, Asst Secretary

(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)**

DATE: August 17, 2011  
(enter date affidavit is notarized)

927042

for Application No. (s): RZ/FDP 2006-PR-027  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
TCR Mid Atlantic Properties, Inc. [OFFICERS CONTINUED]  
6110 Executive Boulevard, Suite 315  
Rockville, Maryland 20852

**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)

Former Directors: William C. MacDonald, Charles R. Brindell Jr., Robert A. McClain, Harlan R. Crow, J. Ronald Terwilliger

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

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

Former Officers: William C. MacDonald, President; Ashvani K. Chuchra, VP; Chad W. DuBeau, VP; Charles N. Bay, VP; P. Sean Caldwell, VP; Samuel P. Simone, VP; Charles R. Brindell, Jr., VP; Kelly B. Peacon, VP/Asst Sec; Mark R. Dempsey, VP/Treasurer; Sheryl A. Brown, VP; Shari Steinhardt, Asst Secretary; Harlan R. Crow, VP; J. Ronald Terwilliger, VP; Rachel Purcell (nmi), VP/Treasurer; Sherry A. Brown, VP; Thomas J. Patterson, VP/Asst Treasurer/Secretary

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

CREL/OAC L.L.C.  
505 Park Avenue, 11th Floor  
New York, NY 10022

**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)

CREL Investments Limited, Sole Member

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

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

Hutham S. Olayan, President/CEO; John O. Wolcott, EVP; Camile G. Saba, SVP, Investment; Anthony S. Fusco, VP, Real Estate; James Sfiroudis, VP, Private Equity; Nazeeh S. Habachy, Secretary; Frank J. Amato, Manager, Administration & Operations

(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: August 17, 2011  
(enter date affidavit is notarized)

92704i

for Application No. (s): RZ/FDP 2006-PR-027  
(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  
McLean, Virginia 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)

Charles A. Irish, Jr.	Mark G. Morelock
John F. Amatetti	Jeffrey B. Amateau
Harry L. Jenkins	Kyle U. Oliver
Robert R. Cochran	Philip C. Champagne

**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. f/k/a M.J. Wells & Associates, LLC  
1420 Spring Hill Road, Suite 600  
McLean, Virginia 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)

Martin J. Wells & Associates, Inc., Former Member, Terence J. Miller & Associates, Inc., Former Member, M.J. Wells & Associates, Inc., Former Member  
M.J. Wells & Associates, Inc. Employee Stock Ownership Trust. All employees are eligible plan participants; 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.**)

(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: August 17, 2011  
(enter date affidavit is notarized)

92704i

for Application No. (s): RZ/FDP 2006-PR-027  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Martin J. Wells & Associates, Inc. [FORMER]  
1420 Spring Hill Road, Suite 600  
McLean, Virginia 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)  
Martin J. Wells

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

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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Terence J. Miller & Associates, Inc. [FORMER]  
1420 Spring Hill Road, Suite 600  
McLean, Virginia 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)  
Terence J. Miller

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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)**

DATE: August 17, 2011  
(enter date affidavit is notarized)

927042

for Application No. (s): RZ/FDP 2006-PR-027  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.  
2200 Clarendon Boulevard, 13th Floor  
Arlington, Virginia 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 SHAREHOLDER:** (enter first name, middle initial, and last name)  
David J. Bomgardner, E. Andrew Burcher, Thomas J. Colucci, Peter M. Dolan, Jr., James P. Downey (former), Jay du Von, Jerry K. Emrich, William A. Fogarty, John H. Foote, H. Mark Goetzman, Bryan H. Guidash, Michael D. Lubeley, J. Randall Minchew, M. Catharine Puskar, John E. Rinaldi, Lynne J. Strobel, Garth M. Wainman, Nan E. Walsh, Martin D. Walsh

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

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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
LandDesign, Inc.  
1414 Prince Street, Suite 400  
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)  
Bradley W. Davis (former)  
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.)

(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: August 17, 2011  
(enter date affidavit is notarized)

927042

for Application No. (s): RZ/FDP 2006-PR-027  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Cubellis DCA f/k/a Design Concepts Architects P.C. [FORMER]  
8614 Westwood Center Drive, #340  
Vienna, VA 22182

**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)

Rohit Anand (nmi) (former)  
Lenord G. Cubellis  
Susan M. Packard  
Richard W. Rankin

**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)  
Fairfax Ridge Development, LLC c/o Crescent Heights of America, Inc. [FORMER]  
2930 Biscayne Boulevard, Suite 1800  
Miami, Florida 33137

**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)

Fairfax Ridge Holdings, LLC, Sole Member and Managing Member

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

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

**Rezoning Attachment to Par. 1(b)**

DATE: August 17, 2011  
(enter date affidavit is notarized)

92704i

for Application No. (s): RZ/FDP 2006-PR-027  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Fairfax Ridge Holdings, LLC [FORMER]  
2930 Biscayne Boulevard, Suite 1800  
Miami, Florida 33137

**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)  
Fairfax Ridge Holdings II, LLC

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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.**)  
Efy Bashary (nmi), President; Cindy A. Fancher, VP; Terry Tallant, VP (former); Kevin S. Price, VP; Shlomo Dachoh (nmi), Secretary; Joseph P. Zdon, Jr., Treasurer; Pablo de Almagro (nmi), Assistant Treasurer; Sharon Christenbury, VP

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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Fairfax Ridge Holdings II, LLC [FORMER]  
2930 Biscayne Boulevard, Suite 1800  
Miami, Florida 33137

**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)  
Fairfax Ridge Holdings III, LLC

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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.**)  
Efy Bashary (nmi), President; Cindy A. Fancher, VP; Terry Tallant, VP (former); Kevin S. Price, VP; Shlomo Dachoh (nmi), Secretary; Joseph P. Zdon, Jr., Treasurer; Pablo de Almagro (nmi), Assistant Treasurer; Sharon Christenbury, 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.

**Rezoning Attachment to Par. 1(b)**

DATE: August 17, 2011  
(enter date affidavit is notarized)

927042

for Application No. (s): RZ/FDP 2006-PR-027  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Fairfax Ridge Holdings III, LLC [FORMER]  
2930 Biscayne Boulevard, Suite 1800  
Miami, Florida 33137

**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)  
SK Business Trust for the benefit of Sonny Kahn (nmi)  
RF Business Trust for the benefit of Russell W. Galbut  
Menin 1998 Family Trust for the benefit of Bruce A. Menin

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)  
Efy Bashary (nmi), President; Cindy A. Fancher, VP; Terry Tallant, VP (former); Kevin S. Price, VP; Shlomo Dachoh (nmi), Secretary; Joseph P. Zdon, Jr., Treasurer; Pablo de Almagro (nmi), Assistant Treasurer; Sharon Christenbury, VP

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
OAC Fairfax LLC f/k/a Fairfax Ridge LP  
c/o Olayan America Corporation  
505 Park Avenue, New York, NY 10022

**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)  
Olayan America Corporation, Former Sole Member  
CREL/OAC L.L.C., Sole Member

=====

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

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

**Rezoning Attachment to Par. 1(b)**

DATE: August 17, 2011  
(enter date affidavit is notarized)

92704i

for Application No. (s): RZ/FDP 2006-PR-027  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Olayan America Corporation  
505 Park Avenue  
New York, New York 10022

**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)  
Olayan Investments Company Establishment

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)  
Hutham S. Olayan, President; John O. Wolcott, EVP; Anthony S. Fusco, VP; Nazeeh S. Habachy, Secretary

=====

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Olayan Investments Company Establishment  
111 Poseidonos Avenue P.O. Box 70228  
Athens, Greece 16610

**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)  
Suliman S. Olayan

=====

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)  
Suliman S. Olayan, Chairman; Aziz D. Syrani, President; Nazeeh S. Habachy, Secretary; Gabriel N. Salia, Comptroller; Frank J. Parrotta, Executive 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.

**Rezoning Attachment to Par. 1(b)**

DATE: February 23, 2011  
(enter date affidavit is notarized)

92704i

for Application No. (s): RZ/FDP 2006-PR-027  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Fairfax Ridge Condominium Unit Owners Association  
11305 Aristotle Drive  
Fairfax, VA 22030

**DESCRIPTION OF CORPORATION:** (check one statement)

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

**NAMES OF THE SHAREHOLDER:** (enter first name, middle initial, and last name)  
A non-shareholder, not-for-profit association.

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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.**)

Former Officers/Directors: Kevin S. Price, President, Director; Bruce S. Hester, Vice President, Director; Cindy A. Fancher, Secretary/Treasurer, Director; Anita J. Patankar (a/k/a Anita J. Patankar-Stoll), President; Lana S. Hartmann, Vice President; Matthew J. Carullo, Treasurer; Courtney A. McBride, Director, Melissa L. Choate, Director; Aqil A. Khan, Secretary/Director; Jonathan Isner (nmi), Director

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**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Fairfax Ridge Condominium Unit Owners Association [officers & directors, continued]  
11305 Aristotle Drive  
Fairfax, VA 22030

**DESCRIPTION OF CORPORATION:** (check one statement)

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

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

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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.**)

Current Officers/Directors:  
Cheryl J. Stokes f/k/a Cheryl J. Trent, President/Director; Christopher S. Grisafe, VP/Director; Joseph C. Stephens, Treasurer/Director; Michael N. Clements, Director; Margaret H. Stephens, Director; Richard A. Stoll, Director

(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)**

92704i

DATE: August 17, 2011  
(enter date affidavit is notarized)

for Application No. (s): RZ/FDP 2006-PR-027  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
CREL Investments Limited (a corporation)  
505 Park Avenue, 11th Floor  
New York, NY 10022

**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)  
Olayan America Corporation, Sole Shareholder

**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)  
Aziz D. Syriani, President, Director; Frank J. Parrotta, EVP, Director

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Mill Creek Residential Trust Mid-Atlantic LLC  
6110 Executive Boulevard, Suite 315  
Rockville, Maryland 20852

**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)  
Mill Creek Residential Trust LLC, Sole Member

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

Charles R. Brindell, Jr., Chairman & CEO; William C. MacDonald, Exec. Managing Director; Mark R. Dempsey, Exec. Managing Director & Secretary; Sheryl A. Brown, CFO & Treasurer; Shari L. Steinhardt, Chief Accounting Officer; Charles N. Bay, Sr Managing Director; Ashvani K. Chuchra, Sr. Managing Director; P. Sean Caldwell, Managing Director; Chad W. DuBeau, Managing Director; Samuel P. Simone, Managing Director; Kelly B. Peacon, VP-Finance; Rebecca J. Olmstead, Asst. Secretary; Vanessa I. Pacheco, Asst. Secretary

(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: August 17, 2011  
(enter date affidavit is notarized)

92704i

for Application No. (s): RZ/FDP 2006-PR-027  
(enter County-assigned application number (s))

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)  
Mill Creek Residential Trust LLC  
6110 Executive Boulevard, Suite 315  
Rockville, Maryland 20852

**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)  
Members: Charles R. Brindell, Jr., William C. MacDonald, Mark R. Dempsey, Michael A. Collins

=====

**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: August 17, 2011
(enter date affidavit is notarized)

92704 i

for Application No. (s): RZ/FDP 2006-PR-027
(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)
None

(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)

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

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

REZONING AFFIDAVIT

DATE: August 17, 2011  
(enter date affidavit is notarized)

92704i

for Application No. (s): RZ/FDP 2006-PR-027  
(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: August 17, 2011
(enter date affidavit is notarized)

92704i

for Application No. (s): RZ/FDP 2006-PR-027
(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 17 day of August 20 11, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin
Notary Public

My commission expires: 11/30/2011

