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: October 16, 2012

TO: William Mayland, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

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

SUBJECT: Revised Affidavit
SE 2012-HM-006
Applicant: Tysons West Residential, LLC
BOS Hearing Date: 10/30/12

REF.: 115807

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 10/15/12, which bears my initials and is numbered 115807a, **in the supplemental Board package.**

Thank you for your cooperation.

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

\\s17prolaw01\Documents\115807\BRC\Affidavits\458674.doc

SPECIAL EXCEPTION AFFIDAVIT

DATE: October 15, 2012
(enter date affidavit is notarized)

I, Jonathan D. Puvak, 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

115807a

in Application No.(s): SE 2012-HM-006
(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:

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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)
Tysons West Residential, L.L.C. Agents: Jason ("Jay") W. Klug Grant M. Ehat Robert J.T. Rosenfeld James J. Garibaldi, Jr. Robin S. Mosle Andrew K. Brown Steve Van Dorpe Michael B. Majestic James L. Iker	4445 Willard Avenue, Suite 400 Chevy Chase, MD 20815	Applicant/Title Owner of Tax Map 29-3 ((1)) 1B and 29-3 ((20)) C1

(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).

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Special Exception Attachment to Par. 1(a)

DATE: October 15, 2012
(enter date affidavit is notarized)

for Application No. (s): SE 2012-HM-006
(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)
William H. Gordon Associates, Inc. Agents: Robert W. Walker Oomer Syed J. Scott Peterson James P. Williams	4501 Daly Drive, Brookfield Corporate Center Chantilly, Virginia 22021	Engineers/Agent
Mushinsky Voelzke & Associates, CHTD. t/a MUSHINSKY VOELZKE ASSOCIATES/MV+A Agents: Jack W. Hollon Anthony M. Dihle	7910 Woodmont Avenue, Suite 1250 Bethesda, MD 20814	Sign Consultant/Agent
Walsh, Colucci, Lubeley, Emrich & Walsh, P.C. Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson M. Catharine Puskar Sara V. Mariska G. Evan Pritchard Jonathan D. Puvak Elizabeth D. Baker Inda E. Stagg 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 "Special Exception Attachment to Par. 1(a)" form.

SPECIAL EXCEPTION AFFIDAVIT

DATE: October 15, 2012
(enter date affidavit is notarized)

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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) Tysons West Residential, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)
Tysons West Holdings, L.L.C., Sole Member

(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.

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Special Exception Attachment to Par. 1(b)

DATE: October 15, 2012
(enter date affidavit is notarized)

for Application No. (s): SE 2012-HM-006
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Tysons West Holdings, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)
JBG/Company Manager IV, L.L.C., Managing Member (owns less than 10% of Tysons West Residential, L.L.C.)
JBG/Tysons West Member, L.L.C., Member
The Calais Corporation, Member

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
JBG/Tysons West Member, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)
JBG/Company Manager III, L.L.C., Managing Member (owns less than 10% of Tysons West Residential, L.L.C.)
JBG Investment Fund VI, L.L.C., Member
Tysons Gateway Investors 2007, L.L.C., Member (owns less than 10% of Tysons West Residential, L.L.C.)
1111 Property Associates (2007-3), LLC, Member (owns less than 10% of Tysons West Residential, L.L.C.)

(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: October 15, 2012
(enter date affidavit is notarized)

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for Application No. (s): SE 2012-HM-006
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
The Calais Corporation
25450 Pleasant Valley Road
Chantilly, VA 20152

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)
Moore Family Trust, Estate of Jacques J.
Moore, Sr. f/b/o Blanche H. Moore, Jacques
J. Moore III, Charles H. Moore, Blanche H.
Moore, Blanche A. Milligan, Nathaniel
(nmi) Risteen, Nicholas (nmi) Risteen

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
JBG Investment Fund VI, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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 Attachment to Par. 1(b)

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DATE: October 15, 2012
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for Application No. (s): SE 2012-HM-006
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
William H. Gordon Associates, Inc.
4501 Daly Drive
Chantilly, Virginia 22021

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)
William H. Gordon
Joseph W. McClellan
R. Steven Hulsey

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Mushinsky Voelzke & Associates, CHTD. t/a MUSHINSKY VOELZKE ASSOCIATES/MV+A
7910 Woodmont Avenue, Suite 1250
Bethesda, MD 20814

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)
Allen H. Mushinsky
James F. Voelzke

(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: October 15, 2012
(enter date affidavit is notarized)

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(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 SHAREHOLDERS: (enter first name, middle initial, and last name)
David J. Bomgardner, E. Andrew Burcher, Thomas J. Colucci, Peter M. Dolan, Jr., Jay du Von, 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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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

DATE: October 15, 2012
(enter date affidavit is notarized)

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for Application No. (s): SE 2012-HM-006
(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)
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 "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 AFFIDAVIT

DATE: October 15, 2012
(enter date affidavit is notarized)

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for Application No. (s): SE 2012-HM-006
(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 2012-HM-006
(county-assigned application number(s), to be entered by County Staff)

SPECIAL EXCEPTION AFFIDAVIT

DATE: October 15, 2012 115807a
(enter date affidavit is notarized)

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.)

• 4501 Daly L.P. contributed in excess of $100 to Frey for Fairfax County Board of Supervisors. Although 4501 Daly L.P. is not associated with this application, its General Partner, William H. Gordon, is also a shareholder of William H. Gordon Associates, Inc., which corporation is an agent of the applicant listed in Paragraph 1(a).

+• Grant M. Ehat, an agent for the applicant, Tysons West Residential, L.L.C., donated in excess of $100 to Foust for Fairfax County Board of Supervisors.

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

Jonathan D. Puvak, attorney/agent
(type or print first name, middle initial, last name, and & title of signee)

Subscribed and sworn to before me this 15 day of October 20 12, in the State/Comm. of Virginia, County/City of Arlington.

Notary Public

My commission expires: 11/30/2015

KIMBERLY K. FOLLIN
Registration # 283945
Notary Public
COMMONWEALTH OF VIRGINIA

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

• Correction in disclosure zip.
+• new since 8/13/12 affidavit.