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 12, 2013

TO: Suzanne Lin, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

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

SUBJECT: Revised Affidavit
PCA 92-P-001-10
Applicant: Cityline Partners LLC
PC Hearing Date: 3/21/13
BOS Hearing Date: 4/9/13

REF.: 119763

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 3/7/13, which bears my initials and is numbered 119763a, in the final Board package. Copies of the revised affidavit will be delivered to the Planning Commission, prior to the scheduled hearing.

Thank you for your cooperation.

Attachment
cc: (w/attach) Amy Moxley, Planning Technician I (sent via email)
Zoning Evaluation Division
Department of Planning and Zoning

\\s17prolaw01\Documents\119763\BRC\Affidavits\496381.doc

REZONING AFFIDAVIT

DATE: March 7, 2013
(enter date affidavit is notarized)

I, Lynne J. Strobel, 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

119763a

in Application No.(s): PCA 92-P-001-10
(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:

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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 must be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	**ADDRESS** (enter number, street, city, state, and zip code)	**RELATIONSHIP(S)** (enter applicable relationships listed in **BOLD** above)
Cityline Partners LLC Agents: Keith S. Turner Tasso N. Flocos Thomas D. Fleury Michael R. Pedulla William C. Helm Donna P. Shafer, Eric R. Maggio	1651 Old Meadow Road, Suite 650 Tysons Corner, Virginia 22102	Applicant/Agent for Title Owner
Taft 1766 Old Meadow Lane LLC Agents: Keith S. Turner Tasso N. Flocos Thomas D. Fleury Michael R. Pedulla William C. Helm Donna P. Shafer, Eric R. Maggio	1651 Old Meadow Road, Suite 650 Tysons Corner, Virginia 22102	Title Owner of Tax Map 29-4 ((6)) 96A, C

(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: March 7, 2013
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119763

for Application No. (s): PCA 92-P-001-10
(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)
VIKA, Incorporated Agents: John F. Amatetti Robert R. Cochran Philip C. Champagne Michael D. Benton	8180 Greensboro Drive, Suite 200 McLean, VA 22102	Engineers/Planners/Agent
VIKA Virginia, LLC Agents: John F. Amatetti, Robert R. Cochran P. Christopher Champagne, Michael D. Benton, J. Thomas Harding, Franklin E. Jenkins, Jeffrey A. Kreps, Nelson P. Kirchner, Anthony C. Morse, Joseph D. Amatetti, Bryan D. Cichocki	8180 Greensboro Drive, #200 McLean, VA 22102	Engineers/Planners/Agent
SmithGroup, Inc. d/b/a SmithGroupJJR Agents: Merrill D. St. Leger-Demian Sven B. Shockey Debra L. Mitchell Yuran (nmi) Shen	1850 K Street, NW, Suite 250 Washington, DC 20006	Architects/Landscape Architect/Agent
M.J. Wells & Associates, Inc. Agents: Terence J. Miller Robin L. Antonucci William F. Johnson Kevin R. Fellin Christopher L. Kabatt Brian J. Horan Jami L. Milanovich John F. Cavan, IV Justin B. Schor Courtney J. Menjivar	1420 Spring Hill Road, Suite 600 McLean, Virginia 22102	Transportation Consultant/ 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)

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(enter date affidavit is notarized)

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(**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)
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 H. Mark Goetzman Elizabeth D. Baker Inda E. Stagg ● Elizabeth A. Nicholson f/k/a Elizabeth A. McKeeby	2200 Clarendon Boulevard 13th Floor Arlington, Virginia 22201	Attorneys/Planners/Agent for the Applicant
Wetland Studies and Solutions, Inc. Agents: Michael S. Rolband Scott R. Petrey	5300 Wellington Branch Drive, #100 Gainesville, Virginia 20155	Environmental Consultant/Agent for VIKA, Incorporated and VIKA Virginia, LLC
F. William Gue, III	PO Box 237 Wicomico Church, VA 22579	Attorney/Agent for Applicant

(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.

● name change

REZONING AFFIDAVIT

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(enter date affidavit is notarized)

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for Application No. (s): PCA 92-P-001-10
(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)
Cityline Partners LLC
1651 Old Meadow Road, Suite 650
Tysons Corner, 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 SHAREHOLDERS: (enter first name, middle initial, and last name)
RECP IV Tysons Cityline Holdco, LLC, Member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. **President**, **Vice President**, **Secretary**, **Treasurer**, etc.)
Michael R. Pedulla, Co-President, William C. Helm, Co-President; Donna P. Shafer, EVP; Thomas D. Fleury, EVP; Eric R. Maggio, SVP & CFO; Keith S. Turner, VP; Tasso N. Flocos, SVP

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

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

Rezoning Attachment to Par. 1(b)

119763a

DATE: March 7, 2013
(enter date affidavit is notarized)

for Application No. (s): PCA 92-P-001-10
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Taft 1766 Old Meadow Lane LLC
1651 Old Meadow Road, Suite 650
Tysons Corner, 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)
Members:
RECP IV WG Land Investors LLC
RECP IV WG Land Co-Investor A LLC
Cityline Executive Investors LLC

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer**, etc.)
Michael R. Pedulla, Executive Vice President; William C. Helm, Executive Vice President, Thomas J. Scott, Secretary

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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
RECP IV WG Land Investors LLC
590 Madison Avenue, 8th 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)
RECP IV Tysons Land Investor Holdco LLC

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer**, etc.)
Michael R. Pedulla, Executive Vice President; William C. Helm, Executive Vice President

(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)

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for Application No. (s): PCA 92-P-001-10
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
RECP IV Tysons Land Investor Holdco LLC
590 Madison Avenue, 8th 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)
Members:
DLJ Real Estate Capital Partners IV, L.P.
RECP IV Co-Investors A, LP (owns less than 10% of Taft 1766 Old Meadow Lane LLC)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer**, etc.)
Michael R. Pedulla, Executive Vice President; William C. Helm, Executive Vice President

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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
VIKA Virginia, LLC
8180 Greensboro Drive, #200
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)
John F. Amatetti, Charles A. Irish, Jr., Jeffrey B. Amateau, P. Christopher Champagne, Robert R. Cochran, Harry L. Jenkins, Kyle U. Oliver, Mark R. Morelock

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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)

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for Application No. (s): PCA 92-P-001-10
(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, Michael J. Coughlin, 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, Kathleen H. Smith, 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.)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
SmithGroup, Inc. d/b/a SmithGroupJJR
1850 K Street, NW, Suite 250
Washington, DC 20006

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 Attachment to Par. 1(b)

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(enter date affidavit is notarized)

for Application No. (s): PCA 92-P-001-10
(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, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

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

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
John F. Amatetti, Charles A. Irish, Jr., Harry L. Jenkins, Robert R. Cochran, Mark G. Morelock, Jeffrey B. Amateau, Kyle U. Oliver, P. Christopher Champagne

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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.)

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, 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)
M.J. Wells & Associates, Inc. Employee Stock Ownership Trust. All employees are eligible plan participants; however, no one employee owns 10% or more 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.

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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
RECP IV WG Land Co-Investor A LLC
590 Madison Avenue, 8th 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)
RECP IV Co-Investors A, LP (owns less than 10% of Taft 1766 Old Meadow Lane LLC)

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)
Credit Suisse Group AG
Paradeplatz 8
Zurich, 8070 Switzerland

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)
Publicly traded in Switzerland (SIX) and as American Depositary Shares (CS) in New York (NYSE)

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.

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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
RECP IV Tysons Cityline Holdco LLC
590 Madison Avenue, 8th 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)
Members:
RECP IV Co-Investors A, LP (owns less than 10% of Cityline Partners LLC)
DLJ Real Estate Capital Partners IV, L.P.

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer**, etc.)
Michael R. Pedulla, Executive Vice President; William C. Helm, Executive Vice President

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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Wetland Studies and Solutions, Inc.
5300 Wellington Branch Drive, #100
Gainesville, Virginia 20155

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)
Michael S. Rolband, Sole Shareholder

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.

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for Application No. (s): PCA 92-P-001-10
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Cityline Executive Investors LLC
590 Madison Avenue, 8th 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)
Members: Thomas D. Fleury, Tasso N. Flocos, Eric R. Maggio, Donna P. Shafer
Manager: RECP IV WG Land Investors LLC

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

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(enter date affidavit is notarized)

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for Application No. (s): PCA 92-P-001-10
(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)
DLJ Real Estate Capital Partners IV, L.P.
590 Madison Avenue, 8th Floor
New York, NY 10022

(check if applicable) [✓] The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. **General Partner, Limited Partner, or General and Limited Partner**)

General Partners:
DLJ Real Estate Capital IV, LLC (owns less than 10% of Cityline Partners LLC and Taft 1766 Old Meadow Lane LLC)

DLJ RECP Management, L.P. (owns less than 10% of Cityline Partners LLC and Taft 1766 Old Meadow Lane LLC)

Limited Partners:
Commonwealth of Pennsylvania Public School Employees' Retirement System
(there are hundreds of thousands of members in this pension fund, none of whom own 10% or more of Cityline Partners LLC and Taft 1766 Old Meadow Lane LLC)

Credit Suisse Group AG

(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: March 7, 2013
(enter date affidavit is notarized)

119763a

for Application No. (s): PCA 92-P-001-10
(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: March 7, 2013
(enter date affidavit is notarized)

119763a

for Application No. (s): PCA 92-P-001-10
(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.)

The Applicant, Cityline Partners, LLC, sponsored a three-part series entitled Evolution of Fairfax, hosted by Chairman Sharon Bulova, the face value of which exceeded $100.

(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 [✓] 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 7 day of March 2013, 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