

# 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:

February 19, 2014

TO:

Nicholas Rogers, Staff Coordinator

Zoning Evaluation Division

Department of Planning and Zoning

FROM:

Jo Ellen Groves, Paralegal

Office of the County Attorney

**SUBJECT:** 

Affidavit

Application No.: PCA B-846-02 / PRC B-846-03 / DPA B-848-04

Applicant: JBG/Reston Retail, L.L.C.

PC Hearing Date: 4/3/14

BOS Hearing Date: Not yet scheduled

**REF.:** 

121899

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 2/12/14, which bears my initials and is numbered 121899, when you prepare the staff report.

Thank you for your cooperation.

Attachment

cc: (w/attach) Jonathan Buono, Planning Technician I (Sent via e-mail)

Zoning Evaluation Division

Department of Planning and Zoning

### REZONING AFFIDAVIT

		DATE: February 12, 2014	
		(enter date affidavit is notarized)	
I, Benjamin F. Ton	npkins	, do hereby state that I am an	
(enter name	of appli	cant or authorized agent) 1218	99
(check one)	[v]	applicant's authorized agent listed in Par. 1(a) below	
in Application No.(s	): <u>PCA</u>	A B-846-02 / PRC B-846-03 / DPA B-848-04  (enter County-assigned application number(s), e.g. RZ 88-V-001)	
and that, to the best	of my k	nowledge 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:

(<u>NOTE</u>: 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)
JBG/Reston Retail, L.L.C. Agents: Greg W. Trimmer Matthew R. Valentini Edward R. Johnson	4445 Willard Avenue Suite 400 Chevy Chase, MD 20815	Title Owner / Applicant TM 17-3-((3)), Parcel 1E3
Reston Square Office, L.L.C. Agents: Greg W. Trimmer Matthew R. Valentini Edward R. Johnson	4445 Willard Avenue Suite 400 Chevy Chase, MD 20815	Title Owner TM 17-4-((31)), Parcel P
JBG/Reston Hotel, L.L.C. Agents: Greg W. Trimmer Matthew R. Valentini Edward R. Johnson	4445 Willard Avenue Suite 400 Chevy Chase, MD 20815	Title Owner TM 17-3-((3)), Parcel 1E2

(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: <u>Name of trustee</u>, Trustee for (<u>name of trust</u>, <u>if applicable</u>), for the benefit of: (<u>state name of each beneficiary</u>).



Page	1	of	1
		-	

DATE: February 12, 2014

121899

(enter date affidavit is notarized)

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04

(enter County-assigned application number (s))

(<u>NOTE</u>: 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)
Reed Smith LLP Agents: Benjamin F. Tompkins, Esq. Grayson P. Hanes, Esq. Robert A. Lawrence, Esq. Linda S. Broyhill, Esq. Michael A. Banzhaf, Esq. David S. Houston, Esq.	3110 Fairview Park Drive Suite 1400 Falls Church, VA 22042	Attorneys / Agent for Applicant
Urban Engineering & Associates, LLC (t/a Urban, Ltd.) Agents: Eric S. Siegel, P.E. Matthew K. Koirtyohann, P.E. Peter F. Crawford, P.E.	7712 Little River Turnpike Annandale, VA 22003	Engineers / Agent for Applicant
M.J. Wells & Associates, Inc. Agents: Michael J. Workosky Robin L. Antonucci	1420 Spring Hill Road Suite 600 McLean, VA 22102	Transportation Consultants / 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.

### **REZONING AFFIDA VIT**

DATE: February 12, 2014

(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04

(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:

(<u>NOTE</u>: 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)
JBG/Reston Retail, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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

- [1] 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)

- JBG/Company Manager IV, L.L.C., Managing Member
- JBG Investment Fund VIII, L.L.C.

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

(check if applicable) [1] 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.

121899 DATE: February 12, 2014 (enter date affidavit is notarized) for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04 (enter County-assigned application number (s)) NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code) JBG/Reston Hotel, 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 SHAREHOLDER: (enter first name, middle initial, and last name) JBG/Company Manager IV, L.L.C., Manager JBG/Fund VIII Trust 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) Reston Square Office, 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) Reston Square Holdings, L.L.C., Managing Member NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

There is more corporation information and Par. 1(b) is continued further on a

"Rezoning Attachment to Par. 1(b)" form.

(check if applicable)

DATE: February 12, 2014	12180
(enter date affidavit is notarized) for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04	
(enter County-assigned application number (s))	
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip co JBG/Company Manager IV, L.L.C. 4445 Willard Avenue, Suite 400 Chevy Chase, MD 20815	de)
<ul> <li>[7] There are 10 or less shareholders, and all of the shareholders are listed below.</li> <li>[ ] There are 10 or less shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.</li> <li>[ ] 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.</li> </ul>	
NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name) Michael J. Glosserman Brian P. Coulter, Managing Member W. Matt Kelly Robert A. Stewart	
President, Vice-President, Secretary, Treasurer, etc.)  NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code JBG/Fund VIII Trust 4445 Willard Avenue, Suite 400  Chang Chang Chang MD 20815	=
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 Investment Fund VIII, L.L.C.	
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 & ADI Indigo 2009, LLC 4445 Willard Ave	C, c/o The JBG Cor enue, Suite 400	======================================		ete name, number,	street, city, state, and zi	p code)
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	OFFICERS & ee-President, Se			ame, middle initia	I, last name, and title, e.	g.
(check if applic	able) [🗸]		re corporation in Attachment to Pa		1(b) is continued further	on a

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JBG/Reston Squar	THE SHAREHO e Manager, L.L.C., I Office/Hotel LLC	Managing Member	e, middle initial, and last nam	ie)
President, Vice	DRESS OF COR The Manager, L.L.C. The Suite 400	etary, Treasurer, etc.)	t name, middle initial, last na	
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President, Vice  NAME & ADI  JBG/Reston Squar  4445 Willard Ave	President, Secondary Secon	retary, Treas			eity, state, and zip code)	<del></del>
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Robert L. Gray, Jr  NAME & ADI JBG Investment F 4445 Willard Ave.	======================================		idt, Vice President enter complete nan	ne, number, stre	eet, city, state, and zip cod	 le)
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		DIRECTORS: (6		niddle initial, la	st name, and title, e.g.	
(check if applica	able) [🗸]		orporation informat		) is continued further on a	

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NAME & AD JIF V Holdings, I 4445 Willard Ave Chevy Chase, MI	LLC enue, Suite 400	ΓΙΟΝ: (enter complete name, number, s	treet, city, state, and zip code)
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NAMES OF T Fourth Century, L		(enter first name, middle initial, and last	name)
NAME & ADI Rockwood VII RE Two Embarcadero	EIT, Inc. Center, Suite 2360	ON: (enter complete name, number, stre	eet, city, state, and zip code)
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NAMES OF OPTICAL PROBLEM OF CONTROL OF CONTR	OFFICERS & DIRECTO e-President, Secretary, Tr bunas, President dt, Vice President , Vice President and Secretary	DRS: (enter first name, middle initial, la reasurer, etc.) Robert L. Gray, Jr., Vice President Peter J. Falco, Vice President and Secretary David A. Streicher, Vice President	Peter Kaye, Vice President David I. Becker, Vice President
(check if applications)		more corporation information and Par. 1(b	) is continued further on a

121899 DATE: February 12, 2014 (enter date affidavit is notarized) for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04 (enter County-assigned application number (s)) NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code) Rockwood Capital Partners VII, LLC Two Embarcadero Center, Suite 2360 San Francisco, CA 94111 **DESCRIPTION OF CORPORATION:** (check <u>one</u> 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) 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 <u>one</u> 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.)

There is more corporation information and Par. 1(b) is continued further on a

"Rezoning Attachment to Par. 1(b)" form.

[1]

(check if applicable)

		Rezoning / Ittue	mment to 1 mi. 1(b)		
		DATE: February 12,	2014		121899
for Application	No (s): PCA I	(enter date a B-846-02 / PRC B-846	affidavit is notarized) 6-03 / DPA B-848-0	4	
тог Аррисаноп		enter County-assigned			
NAME & ADDI Urban Engineering (t/a Urban, Ltd.) 7712 Little River Tu Annandale, VA 220	& Associates, LLC arnpike	PORATION: (enter co	mplete name, number,	street, city, state, and zip cod	e)
[/]	There are <u>10 or le</u> There are <u>more th</u> class of stock issu There are <u>more th</u>	ed by said corporation a	of the shareholders are all of the shareholders re listed below. no shareholder owns 10	owning 10% or more of any % or more of any class of	
NAMES OF TH J. Edgar Sears, Jr. Brian A. Sears	IE SHAREHOI	DER: (enter first name	e, middle initial, and las	t name)	
President, Vice-	President, Secretary  RESS OF CORPlates, Inc. ad, Suite 600	RECTORS: (enter first tary, Treasurer, etc.)  ORATION: (enter com		reet, city, state, and zip code)	
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M.J. Wells & Assoc 10% or more of any	iates, Inc. Employee	Stock Ownership Trust (ES	OT) (All employees are eli	gible Plan participants; however, 1	none owns
President, Vice-	President, Secre resident, Treasurer, under, Secretary, Di	RECTORS: (enter firstary, Treasurer, etc.) Director rector	t name, middle initial, l	ast name, and title, e.g.	
(check if applicab		There is more corporation "Rezoning Attachment to		b) is continued further on a	

Page Three

### **REZONING AFFIDA VIT**

DATE: February 12, 2014

(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04

(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)

Reed Smith LLP 3110 Fairview Park Drive, Suite 1400 Falls Church, VA 22042

(check if applicable) [1] 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)

Abbott, Kevin C. Abdalla, Tarek F. Alexander, Eric L. Allen, Thomas L. Andrews, Alexander T. Arnold, Roy W. Atallah, Ana (NMI) Baker, Scott D. Barber, William James Gresham Barnes, James J. Bartfield, Arnold L. Bastier, Ellen L. Beale, Giles W. Beale, Timothy (NMI) Begley, Sara A. Beilke, Michele J. Bell, Gordon F.

(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.

DATE: February 12, 2014

(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04

(enter County-assigned application number (s))

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

Reed Smith LLP 3110 Fairview Park Drive, Suite 1400 Falls Church, VA 22042

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

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

Bernier, Maria N. (former) Bernstein, Leonard A. Bettino, Diane A. Bhattacharyya, Gautam (NMI) Bickham, J. David Binder, Dr. Justus (NMI) Binis, Barbara R. Birt, Steven James Blasier, Peter C. Boehner, Russell J. Bolden, A. Scott Bonessa, Dennis R. Booker, Daniel I. Borg, Christopher (NMI) Boutcher, David J. Boven, Douglas G. (former) Bovich, John P.

Box, M. Tamara
Bradley, Patrick E.
Brennan, James C.
Broughton, Kenneth E.
Brown, Andrew Kenneth (former)
Brown, Charles A.
Brown, Claude (NMI)
Brown, Jon M.
Brown, Michael K.
Burke, Carol M.

Burroughs, Jr., Benton (former) Cameron, Douglas E. Campos, Lorraine M. Caplan, Gary S. (former) Carder, Elizabeth B. Cardozo, Raymond A.

Casadagli, Emma Francis (former)

Cassidy, Peter J. Charot, Benoit (NMI) Cheung, Janet Bo Chun Clark, II, Peter S. Cobetto, Jack B.
Cody, Daniel A.
Cohen, David R.
Colman, Abraham J.
Conner, W. Thomas
Connoley, Mark F.
Convery, III, J. Ferd
Cooper, Steven (NMI)
Cotler, Alan K.
Couste, Marina (NMI)
Davies, Colleen T.

Davis, James M.

Dentice, Nathan P.W.

Dermody, Debra H.
DiFiore, Gerard S.
Dilling, Robert M.
Dillon, Lee Ann
DiNome, John A.
Doron, Uri (former)
Drew, Jeffery R.
Dubelier, Eric A.
Dumville, S. Miles
Duronio, Carolyn D.
East, Lindsay T. (former)
Ellis, Peter M.

Ellison, John N.
Enochs, Craig R.
Epstein, Bette B. (former)
Eskilson, James R.
Estrada, Edward J.
Evagora, Kyriacos (NMI)
Fagelson, Ian B.
Falkner, Robert P.
Fawcett, David B.
Fogel, Paul D.
Fosh, Michael John J.

Francis, Jr., Ronald L.
Frank, Ronald W.
Freeman, Lynne P.
Frenier, Diane M.
Fritton, Karl A.
Gabbert, Dale (former)
Gallo, Frank J.
Gasparetti, Lorenzo E.
Geist, Melissa A.
Gentile, Jr. Pasquale D.

Gentile, Jr. Pasquale D. Graumlich, Betty S. Greenblatt, Lewis B. Green-Kelly, Diane Greer, Amy J. Greeson, Thomas W. Grellet, Luc J. Grignon, Margaret A. Grimes, David M. Gross, Dodi Walker

Guadagnino, Frank T. (former)

Gunn, Richard M.
Gwynne, Kurt F.
Haag, Edmund Lee
Hackett, Mary J.
Halbreich, David M.
Hammodi, Ziad A.
Hansson, Leigh T.
Hardin, Julie A.
Hardy, Peter A.
Hartley, Simon P.
Hartman, Ronald G.
Hasselman, Scot T.
Hawley, Terence N.
Healy, Christopher W.
Heffler, Curt L.

(check if applicable) [

There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

DATE: February 12, 2014

121899

(enter date affidavit is notarized) for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04

(enter County-assigned application number (s))

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

Reed Smith LLP 3110 Fairview Park Drive, Suite 1400 Falls Church, VA 22042

(check if applicable) [1] The above-listed partnership has no limited partners.

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

Hemming, Seth M. Hewetson, Charles M. Hill, Robert J. Hill, Thomas E. Hirsch, Austin L. Hitt, Leo N. Ho, Delpha (NMI) Hofmeister, Jr., Daniel J. Holloway, Wanda G. Honigberg, Carol C. Hooper, John P. Horrigan, Courtney C. Houston, Marsha A. Hultquist, James T. Husar, Linda S. Iino, John M. Ince. Thomas A. Innamorato, Don A. Jared, Cynthia (former) Jaskot, Paul J. Jeffcott, Robin B. Jenkinson, Andrew P. Jong, Denise (NMI) Jordan, Gregory B. (former)

Karides, Constantine (NMI) Kaufman, Marc S.

Kabnick, Lisa D.

Kaung, Alexander Wai Ming

Kirk, Dusty Elias Kirkpatrick, Stephen A. Kozlov, Herbert F. Kramer, Ann V. Krasik, Carl (former) Krebs-Markrich, Julia Kugler, Stefan L. Kwuon, Janet H. Lai, Ivy (NMI)
Lasher, Lori L.
Leech, Frederick C.
Leiderman, Harvey L.
Li, Lianjun (NMI)
Loepere, Carol C.
LoVallo, Michael A.
Lowenstein, Michael E.
Lyons, III, Stephen M.
Magera, George F. (former)
Maguire, Nicola K.
Mahone, Glenn R.

Maiden, Todd O. Mantell, Nanette W. (former)

Martin, James C. Martini, John D. McAllister, David J. McCarroll, James C. McConnell, Stephen J. McDavid, George E. McGarrigle, Thomas J. McNair, James E. Melodia, Mark S. Mercadante, James A. Metro, Joseph W. Miller, Edward S. Miller, Jesse L. Miller, Steven A. Min, Catharina Y. Moberg, Marilyn A.

Mok, Kar Chung Moller, Charlotte (NMI) Morrison, Alexander David Munsch, Martha Hartle Napolitano, Perry A. Naugle, Louis A.

Nelson, Jack R.

Nicholas, Robert A. O'Brien, Kathyleen A. O'Donoghue, Cynthia (NMI)

O'Neil, Mark T. Paisley, Belinda L. Parker, Roger J. Patterson, Lorin E. Pearman, Scott A. Peck, Jr., Daniel F. Pedretti, Mark G.

Pedretti, Mark G.
Pepper, Michael Ross David
Petersen, Matthew J.
Peterson, Kurt C.
Phillipps, Richard P.
Phillips, Robert D.

Phillips, Robert N. Pierre, Yvan-Claude J. Pike, Jonathan R. Poe, Alexandra (NMI) Pollack, Michael B. Powell, David C. Prvor, Gregor J. Quenby, Georgia M. Radley, Lawrence J. Raju, Ajay K. (former) Rawles, Douglas C. Raymond, Peter D. Reid, Graham M. Reinke, Donald C. Robinson, Richard A. Roche, Brian D. Rosen, Barry S. Rosenbaum, Joseph I.

Rosenberg, Carolyn H.

Roth, Robert A.

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

DATE: February 12, 2014

(enter date affidavit is notarized)

121801

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04

(enter County-assigned application number (s))

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

Reed Smith LLP 3110 Fairview Park Drive, Suite 1400 Falls Church, VA 22042

(check if applicable) [1] The above-listed partnership has no limited partners.

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

Rowan, Vincent B. Rubenstein, Donald P. Ryan, Catherine S. Rydstrom, Kirsten R. Rymer, Philip R. Sanders, James L. Sanders, Michael (NMI) Sauvage, Nicolas C. (former) Schaffer, Eric A. Schatz, Gordon B. Scheve, Stephen E. Schlecker, David M. Schlesinger, Matthew J. Schmarak, Bradley S. Scogin, Hugh T. (former) Scott, Michael T. Seaman, Charles H. Sedlack, Joseph M. Sessa, Stephen E. Shanus, Stuart A. Sharma, Asha Rani Shaw, Nicholas J. Shay-Byrne, Olivia Short, Carolyn P. Shugrue, John D. Siev, Jordan W. Sigelko, Duane F. Simons, Robert P. Singer, Paul M. (former) Skrein, Stephen P. Slater, Phillip B. (former) Smersfelt, Kenneth N.

Smith, Robert M. Snyder Bagnell, Nicolle R.

Sollie, Kyle O.

Smith, John Lynn

Sorensen, Anker (NMI) Spafford, Richard A. Speed, Nicholas P.
Springer, Claudia Z.
Stanley, David E.
Stephenson, Leon (NMI)
Stewart, II, George L.
Stimpson, Barry P.
Suddath, Thomas H.
Suss, Philipp (NMI)
Swinburn, Richard G.
Tandler, James R.

Tashman, Matthew E.
Taylor, Andrew D.
Taylor, Philip M.
Teare, Peter A.
Temple, Mark D.
Terras, Alexander (NMI)
Thallner, Jr., Karl A.
Thomas, Alexander Y.
Thompson, David A.

Thompson, Gary S.
Tocci, Gary M.
Tompkins, Benjamin F.
Toms, Jason (NMI)
Turner, Paul B.
Vishneski, John S.
Vitsas, John L.
von Waldow, Arnd N.
Watt, Christopher B.

Weiss, David E. Weissman, David L. Weissman, Sonja S. Weller, Charles G. Wells, Kristin L.

Wilkinson, James F. Wilkinson, John N. Wolff, Sarah R. Wood, Douglas J.

Yam, Perry (NMI) Yan, Betty (NMI) Yan, Jay J. Yoo, Thomas J. Zaman, Peter O. Zoeller, Lee A. Zurzolo, Tracy L.

Added as of February 12, 2014:

Alfieri, Paul M. Armao, Joseph P.

Berman, Patricia Dondanville

Boranian, Steven J.
Brown, Bryan K.
Dakessian, Mardiros H.
Hagan, John F., Jr.
Hatfield, Jacqueline A.
Hryck, David M.

Katsambas, Panagiotis (NMI)

Klett, Dr. Alexander R., LL.M.

Korenblatt, Jeffrey S. Lackert, Clark W. Lackner, Marc A. MacElhone, Isabelle (NMI) Minniti, Cindy Schmitt Mitchell, Jonah D.

Richthammer, Dr. Etienne (NMI)

Schryber, John W.
Solomon, Jonathan (NMI)
Suleman, Sakil A.
Theodorou, Demitris C.
Watterson, Kim M.
Wong, Patrick Ho Yin

(check if applicable) [

There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

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FCA B-846-02 / PRC B-846-03 / DPA B-848-04

(enter County-assigned application number (s))

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

ZJBG Investment Fund I, L.P. 4445 Willard Avenue, Suite 400 Chevy Chase, MD 20815

(check if applicable) [ ] The above-listed partnership has <u>no limited partners</u>.

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

JBG Investment Fund I, L.P. does not own more than ten percent (10%) of any entity listed on Par. 1(a).

JBG Real Estate Associates XXXIV, L.L.C. is a general partner and owns a 0.1029 interest, JBG Real Estate Associates XXXV, L.L.C. owns a 5.0433 limited partnership interests. Various individual investors comprise the remaining 94.8538 limited partnership interests.

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

	Rezoning Attachmen	11 to 1 al. 1(c)	
	DATE: February 12, 2014		121899
for Application No. (s): PCA	(enter date affida	vit is notarized)	
	(enter County-assigned appl	ication number (s))	
PARTNERSHIP NAME & A Rockwood Capital Real Estate Partners Two Embarcadero Center, Suite 2360 San Francisco, CA 94111	-	name & number, street, cit	y, state & zip code)
(check if applicable) []	The above-listed partnership	has <u>no limited partners</u> .	
NAMES AND TITLES OF T General Partner, Limited Pa Rockwood Capital Partners VII, LLC, General Partner			t name, and title, e.g.,
The remaining 99% partnership interes are all limited partners, however, such limited partners' interest do not equal to owning ten percent (10%) or more of a entity listed on Par.1(a).	0		
		,	
		,	
(check if applicable) []	There is more partnership ir "Rezoning Attachment to Partnership in "Rezoning Attachment to "Rezoning Attachment to "Rezoning Attachment to "Rezoning Attachment to "Rezoning		continued further on a