



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: May 6, 2014

TO: Mary Ann Tsai, 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 85-C-088-09/DPA 85-C-07
Applicant: Block 4 LLC
PC Hearing Date: 6/11/14
BOS Hearing Date: Not yet scheduled

REF.: 123000

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 5/6/14, which bears my initials and is numbered 123000a, 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: May 6, 2014
(enter date affidavit is notarized)

I, Brian J. Winterhalter, do hereby state that I am an
(enter name of applicant or authorized agent)

123000a

(check one) applicant
 applicant's authorized agent listed in Par. 1(a) below

in Application No.(s): PCA 85-C-088-09/ DPA 85-C-088-07
(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.)

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)
Block 4 LLC Agents: Peter D. Johnston Peter V. Otteni Kenneth F. Simmons Richard (nmi) Ellis	2200 Pennsylvania Avenue, N.W. Suite 200W Washington, DC 20037	Applicant/Property Owner of Tax Map 17-1 ((16)) 1 and 4
Reston Town Center Property LLC Agents: Peter D. Johnston Peter V. Otteni Kenneth F. Simmons Richard (nmi) Ellis	2200 Pennsylvania Avenue, N.W. Suite 200W Washington, DC 20037	Applicant/Property Owner of Tax Map 17-1 ((16)) 5A

(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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(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)
Urban Engineering & Associates, LLC t/a Urban, Ltd.) Agents: Eric S. Siegel, PE Matthew K. Koirtyohann, PE Peter F. Crawford, PE	7712 Little River Turnpike Annandale, VA 22003	Engineer/Agent
Cooley LLP Agents: Antonio J. Calabrese, Esq. Mark C. Looney, Esq. Colleen P. Gillis Snow, Esq. Jill S. Parks, Esq. Brian J. Winterhalter, Esq. Shane M. Murphy, Esq. Jeffrey A. Nein, Planner Ben I. Wales, Planner Molly M. Novotny, Planner Katherine P. Humphrey, Planner	One Freedom Square Reston Town Center 11951 Freedom Drive, #1500 Reston, VA 20190	Attorney/Agent
Shalom Baranes Associates Agent: Ari (nmi) Blumenthal Shalom S. Baranes Hanna L. Chang Annabel C. Farrales Filipa T. Powell Robert M. Sponseller	1010 Wisconsin Avenue, NW Suite 900 Washington, DC 20007	Architect/Agent
LSG Landscape Architecture Inc. Agent: Connie Yunhui Fan Daniel (nmi) Park	1919 Gallows Road Suite 110 Vienna, VA 22182	Landscape Architect/Agent
M.J. Wells & Associates, Inc. Agents: Robin L. Antonucci Kevin R. Fellin, PE	1420 Spring Hill Road, Suite 610 Tysons, VA 22102	Traffic Engineer/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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(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)

- Block 4 LLC
2200 Pennsylvania Avenue, NW, Suite 200W
Washington, DC 20037

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)

Boston Properties Limited Partnership

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

- Boston Properties Limited Partnership - Manager

(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)

DATE: May 6, 2014

(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

Reston Town Center Property LLC
2200 Pennsylvania Avenue, N.W., Suite 200W
Washington, DC 20037

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)

Reston Town Center JV LLC

=====

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

Reston Town Center JV LLC - Manager
Suzanne M. Hay - Independent Manager
John W. Farnkopf - Independent Manager

=====

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

Reston Town Center JV LLC
800 Boylston Street, Suite 1900
Boston, MA 02199

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)

BP RTC Member LLC
Reston Town Center Holding LLC

=====

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

BP RTC Member LLC - Manager

(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: May 6, 2014

123000a

(enter date affidavit is notarized)

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

BP RTC Member LLC
800 Boylston Street, Suite 1900
Boston, MA 02199

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)

Boston Properties Limited Partnership

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

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

Boston Properties Limited Partnership - Manager

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

Reston Town Center Holding LLC
200 State Street, 5th Floor
Boston, MA 02109

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)

VA/WA Portfolio CF First Mezz LLC

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

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

Elicia A. Hauschild, VP	Brian P. Lambert, VP	Efie (nmi) Papaioannou, VP	Kathleen M. Polvay, VP
Anthony T. Pozzuto, VP	Jason C. Rascoe, VP	Kathleen M. Spinale, VP	Nancy J. Broderick, Man. Dir. & Treas.
Kathleen M. Laubenthal, Sec.	Stephen A. Stanley, SVP	Douglas E. Cornelius, CCO	
Conan C. Cottrell, SVP	Brigitte C. Esau, VP	Andy (nmi) Wattula, 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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

Reston Town Center Holding LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

VA/WA Portfolio CF First Mezz LLC

=====

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

Alan M. Leventhal, CEO	Fred A. Seigel, Pres & COO	Jeremy B. Fletcher, Sen. Man. Dir.	Philip J. Brannigan, Jr., Man. Dir.
Jeffrey D. Brown, Man. Dir.	Michael A. Bruckner, Man. Dir.	Robert C. Healey, Man. Dir.	Jeffrey L. Kovach, Man. Dir.
Andrew J. Moore, Man. Dir.	Kevin M. Whelan, Man. Dir.	Michael J. Bowler, SVP	Joseph B. Donovan, SVP

=====

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

Reston Town Center Holding LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

VA/WA Portfolio CF First Mezz LLC

=====

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

Karen S. Gentry, SVP	McClure (nmi) Kelly, SVP	John H. Lawrence, SVP	Lisa A. Meomartino, SVP
Stuart M. Milstein, SVP	Dane B. Rasmussen, SVP	Michael W. McMahon, SVP	Christopher A. Gulden, SVP
Brigitte C. Esau, VP	Andy (nmi) Wattula, VP	Rodrido R. Abenza, VP	Catherine G. Mossman, 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: May 6, 2014

1230009

(enter date affidavit is notarized)

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

Reston Town Center Holding LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

VA/WA Portfolio CF First Mezz LLC

=====

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

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

Albert B. Scaramelli, SVP	Christine R. Stokes, SVP	Christopher Y. Okumura, SVP & Ass. GC	Sara S. Shank, SVP
Peter T. Abcunas, VP	Nathan J. Adams, VP	Kirsten L. Hoffman, SVP & Ass. GC	Robert B. Albro, Jr., VP
Yvonne (nmi) Apodaca, VP	Thomas J. Flinn, VP	Matthew T. Golden, GC, Man. Dir. & Ass. Sec.	

=====

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

VA/WA Portfolio CF First Mezz LLC
200 State Street, 5th Floor
Boston, MA 02109

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)

VA/WA Portfolio CF Second Mezz LLC

=====

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

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

Elicia A. Hauschild, VP	Brian P. Lambert, VP	Efie (nmi) Papaioannou, VP	Kathleen M. Polvay, VP
Anthony T. Pozzuto, VP	Jason C. Rascoe, VP	Kathleen M. Spinale, VP	Nancy J. Broderick, Man. Dir. & Treas.
Kathleen M. Laubenthal, Sec.	Stephen A. Stanley, SVP	Douglas E. Cornelius, CCO	
Conan C. Cottrell, SVP	Brigitte C. Esau, VP	Andy (nmi) Wattula, 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: May 6, 2014

123000a

(enter date affidavit is notarized)

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

VA/WA Portfolio CF First Mezz LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

VA/WA Portfolio CF Second Mezz LLC

=====

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

Alan M. Leventhal, CEO	Fred A. Seigel, Pres & COO	Jeremy B. Fletcher, Sen. Man. Dir.	Philip J. Brannigan, Jr., Man. Dir.
Jeffrey D. Brown, Man. Dir.	Michael A. Bruckner, Man. Dir.	Robert C. Healey, Man. Dir.	Jeffrey L. Kovach, Man. Dir.
Andrew J. Moore, Man. Dir.	Kevin M. Whelan, Man. Dir.	Michael J. Bowler, SVP	Joseph B. Donovan, SVP

=====

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

VA/WA Portfolio CF First Mezz LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

VA/WA Portfolio CF Second Mezz LLC

=====

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

Karen S. Gentry, SVP	McClure (nmi) Kelly, SVP	John H. Lawrence, SVP	Lisa A. Meomartino, SVP
Stuart M. Milstein, SVP	Dane B. Rasmussen, SVP	Michael W. McMahon, SVP	Christopher A. Gulden, SVP
Brigitte C. Esau, VP	Andy (nmi) Wattula, VP	Rodrigo R. Abenza, VP	Catherine G. Mossman, 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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

VA/WA Portfolio CF First Mezz LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

VA/WA Portfolio CF Second Mezz LLC

=====

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

Albert B. Scaramelli, SVP	Christine R. Stokes, SVP	Christopher Y. Okumura, SVP & Ass. GC	Sara S. Shank, SVP
Peter T. Abcunas, VP	Nathan J. Adams, VP	Kirsten L. Hoffman, SVP & Ass. GC	Robert B. Albro, Jr., VP
Yvonne (nmi) Apodaca, VP	Thomas J. Flinn, VP	Matthew T. Golden, GC, Man. Dir. & Ass. Sec.	

=====

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

VA/WA Portfolio CF Second Mezz LLC
200 State Street, 5th Floor
Boston, MA 02109

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)

VA/WA Portfolio CF Third Mezz LLC

=====

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

Elicia A. Hauschild, VP	Brian P. Lambert, VP	Efie (nmi) Papaioannou, VP	Kathleen M. Polvay, VP
Anthony T. Pozzuto, VP	Jason C. Rascoe, VP	Kathleen M. Spinale, VP	Nancy J. Broderick, Man. Dir. & Treas.
Kathleen M. Laubenthal, Sec.	Stephen A. Stanley, SVP	Douglas E. Cornelius, CCO	
Conan C. Cottrell, SVP	Brigitte C. Esau, VP	Andy (nmi) Wattula, 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: May 6, 2014

(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

VA/WA Portfolio CF Second Mezz LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

VA/WA Portfolio CF Third Mezz LLC

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

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

Alan M. Leventhal, CEO	Fred A. Seigel, Pres & COO	Jeremy B. Fletcher, Sen. Man. Dir.	Philip J. Brannigan, Jr., Man. Dir.
Jeffrey D. Brown, Man. Dir.	Michael A. Bruckner, Man. Dir.	Robert C. Healey, Man. Dir.	Jeffrey L. Kovach, Man. Dir.
Andrew J. Moore, Man. Dir.	Kevin M. Whelan, Man. Dir.	Michael J. Bowler, SVP	Joseph B. Donovan, SVP

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

VA/WA Portfolio CF Second Mezz LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

VA/WA Portfolio CF Third Mezz LLC

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

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

Karen S. Gentry, SVP	McClure (nmi) Kelly, SVP	John H. Lawrence, SVP	Lisa A. Meomartino, SVP
Stuart M. Milstein, SVP	Dane B. Rasmussen, SVP	Michael W. McMahon, SVP	Christopher A. Gulden, SVP
Brigitte C. Esau, VP	Andy (nmi) Wattula, VP	Rodrigo R. Abenza, VP	Catherine G. Mossman, 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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
VA/WA Portfolio CF Second Mezz LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)
VA/WA Portfolio CF Third Mezz LLC

=====

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

Albert B. Scaramelli, SVP	Christine R. Stokes, SVP	Christopher Y. Okumura, SVP & Ass. GC	Sara S. Shank, SVP
Peter T. Abcunas, VP	Nathan J. Adams, VP	Kirsten L. Hoffman, SVP & Ass. GC	Robert B. Albro, Jr., VP
Yvonne (nmi) Apodaca, VP	Thomas J. Flinn, VP	Matthew T. Golden, GC, Man. Dir. & Ass. Sec.	

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
VA/WA Portfolio CF Third Mezz LLC
200 State Street, 5th Floor
Boston, MA 02109

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)
VA/WA Portfolio CF Fourth Mezz LLC

=====

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

Elicia A. Hauschild, VP	Brian P. Lambert, VP	Efie (nmi) Papaioannou, VP	Kathleen M. Polvay, VP
Anthony T. Pozzuto, VP	Jason C. Rascoe, VP	Kathleen M. Spinale, VP	Nancy J. Broderick, Man. Dir. & Treas.
Kathleen M. Laubenthal, Sec.	Stephen A. Stanley, SVP	Douglas E. Cornelius, CCO	
Conan C. Cottrell, SVP	Brigitte C. Esau, VP	Andy (nmi) Wattula, 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: May 6, 2014

(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

VA/WA Portfolio CF Third Mezz LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

VA/WA Portfolio CF Fourth Mezz LLC

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

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

Alan M. Leventhal, CEO	Fred A. Seigel, Pres & COO	Jeremy B. Fletcher, Sen. Man. Dir.	Philip J. Brannigan, Jr., Man. Dir.
Jeffrey D. Brown, Man. Dir.	Michael A. Bruckner, Man. Dir.	Robert C. Healey, Man. Dir.	Jeffrey L. Kovach, Man. Dir.
Andrew J. Moore, Man. Dir.	Kevin M. Whelan, Man. Dir.	Michael J. Bowler, SVP	Joseph B. Donovan, SVP

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

VA/WA Portfolio CF Third Mezz LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

VA/WA Portfolio CF Fourth Mezz LLC

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

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

Karen S. Gentry, SVP	McClure (nmi) Kelly, SVP	John H. Lawrence, SVP	Lisa A. Meomartino, SVP
Stuart M. Milstein, SVP	Dane B. Rasmussen, SVP	Michael W. McMahon, SVP	Christopher A. Gulden, SVP
Brigitte C. Esau, VP	Andy (nmi) Wattula, VP	Rodrido R. Abenza, VP	Catherine G. Mossman, 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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

VA/WA Portfolio CF Third Mezz LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

VA/WA Portfolio CF Fourth Mezz LLC

=====

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

Albert B. Scaramelli, SVP	Christine R. Stokes, SVP	Christopher Y. Okumura, SVP & Ass. GC	Sara S. Shank, SVP
Peter T. Abcunas, VP	Nathan J. Adams, VP	Kirsten L. Hoffman, SVP & Ass. GC	Robert B. Albro, Jr., VP
Yvonne (nmi) Apodaca, VP	Thomas J. Flinn, VP	Matthew T. Golden, GC, Man. Dir. & Ass. Sec.	

=====

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

VA/WA Portfolio CF Fourth Mezz LLC
200 State Street, 5th Floor
Boston, MA 02109

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)

B&B Portfolio JV LLC

=====

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

Elicia A. Hauschild, VP	Brian P. Lambert, VP	Efie (nmi) Papaioannou, VP	Kathleen M. Polvay, VP
Anthony T. Pozzuto, VP	Jason C. Rascoe, VP	Kathleen M. Spinale, VP	Nancy J. Broderick, Man. Dir. & Treas.
Kathleen M. Laubenthal, Sec.	Stephen A. Stanley, SVP	Douglas E. Cornelius, CCO	
Conan C. Cottrell, SVP	Brigitte C. Esau, VP	Andy (nmi) Wattula, 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: May 6, 2014

(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

VA/WA Portfolio CF Fourth Mezz LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

B&B Portfolio JV LLC

=====

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

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

Alan M. Leventhal, CEO	Fred A. Seigel, Pres & COO	Jeremy B. Fletcher, Sen. Man. Dir.	Philip J. Brannigan, Jr., Man. Dir.
Jeffrey D. Brown, Man. Dir.	Michael A. Bruckner, Man. Dir.	Robert C. Healey, Man. Dir.	Jeffrey L. Kovach, Man. Dir.
Andrew J. Moore, Man. Dir.	Kevin M. Whelan, Man. Dir.	Michael J. Bowler, SVP	Joseph B. Donovan, SVP

=====

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

VA/WA Portfolio CF Fourth Mezz LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

B&B Portfolio JV LLC

=====

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

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

Karen S. Gentry, SVP	McClure (nmi) Kelly, SVP	John H. Lawrence, SVP	Lisa A. Meomartino, SVP
Stuart M. Milstein, SVP	Dane B. Rasmussen, SVP	Michael W. McMahon, SVP	Christopher A. Gulden, SVP
Brigitte C. Esau, VP	Andy (nmi) Wattula, VP	Rodrido R. Abenza, VP	Catherine G. Mossman, 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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

VA/WA Portfolio CF Fourth Mezz LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

B&B Portfolio JV LLC

=====

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

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

Albert B. Scaramelli, SVP	Christine R. Stokes, SVP	Christopher Y. Okumura, SVP & Ass. GC	Sara S. Shank, SVP
Peter T. Abcunas, VP	Nathan J. Adams, VP	Kirsten L. Hoffman, SVP & Ass. GC	Robert B. Albro, Jr., VP
Yvonne (nmi) Apodaca, VP	Thomas J. Flinn, VP	Matthew T. Golden, GC, Man. Dir. & Ass. Sec.	

=====

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

B&B Portfolio JV LLC
200 State Street, 5th Floor
Boston, MA 02109

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)

BCSP V U.S. JV LLC

=====

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

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

Elicia A. Hauschild, VP	Brian P. Lambert, VP	Effe (nmi) Papaioannou, VP	Kathleen M. Polvay, VP
Anthony T. Pozzuto, VP	Jason C. Rascoe, VP	Kathleen M. Spinale, VP	Nancy J. Broderick, Man. Dir. & Treas.
Kathleen M. Laubenthal, Sec.	Stephen A. Stanley, SVP	Douglas E. Cornelius, CCO	
Conan C. Cottrell, SVP	Brigitte C. Esau, VP	Andy (nmi) Wattula, 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: May 6, 2014
(enter date affidavit is notarized)

1230009

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

B&B Portfolio JV LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

BCSP V U.S. JV LLC

=====

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

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

Alan M. Leventhal, CEO	Fred A. Seigel, Pres & COO	Jeremy B. Fletcher, Sen. Man. Dir.	Philip J. Brannigan, Jr., Man. Dir.
Jeffrey D. Brown, Man. Dir.	Michael A. Bruckner, Man. Dir.	Robert C. Healey, Man. Dir.	Jeffrey L. Kovach, Man. Dir.
Andrew J. Moore, Man. Dir.	Kevin M. Whelan, Man. Dir.	Michael J. Bowler, SVP	Joseph B. Donovan, SVP

=====

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

B&B Portfolio JV LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

BCSP V U.S. JV LLC

=====

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

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

Karen S. Gentry, SVP	McClure (nmi) Kelly, SVP	John H. Lawrence, SVP	Lisa A. Meomartino, SVP
Stuart M. Milstein, SVP	Dane B. Rasmussen, SVP	Michael W. McMahon, SVP	Christopher A. Gulden, SVP
Brigitte C. Esau, VP	Andy (nmi) Wattula, VP	Rodrigo R. Abenza, VP	Catherine G. Mossman, 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: May 6, 2014
(enter date affidavit is notarized)

1230009

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

B&B Portfolio JV LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

BCSP V U.S. JV LLC

=====

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

Albert B. Scaramelli, SVP	Christine R. Stokes, SVP	Christopher Y. Okumura, SVP & Ass. GC	Sara S. Shank, SVP
Peter T. Abcunas, VP	Nathan J. Adams, VP	Kirsten L. Hoffman, SVP & Ass. GC	Robert B. Albro, Jr., VP
Yvonne (nmi) Apodaca, VP	Thomas J. Flinn, VP	Matthew T. Golden, GC, Man. Dir. & Ass. Sec.	

=====

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

BCSP V U.S. JV LLC
200 State Street, 5th Floor
Boston, MA 02109

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)

BCSP V U.S. Investments, L.P.

=====

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

Elicia A. Hauschild, VP	Brian P. Lambert, VP	Effie (nmi) Papaioannou, VP	Kathleen M. Polvay, VP
Anthony T. Pozzuto, VP	Jason C. Rascoe, VP	Kathleen M. Spinale, VP	Nancy J. Broderick, Man. Dir. & Treas.
Kathleen M. Laubenthal, Sec.	Stephen A. Stanley, SVP	Douglas E. Cornelius, CCO	
Conan C. Cottrell, SVP	Brigitte C. Esau, VP	Andy (nmi) Wattula, 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: May 6, 2014

(enter date affidavit is notarized)

1230009

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

BCSP V U.S. JV LLC (CONTINUED)

200 State Street, 5th Floor
Boston, MA 02109

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)

BCSP V U.S. Investments, L.P.

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

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

Alan M. Leventhal, CEO	Fred A. Seigel, Pres & COO	Jeremy B. Fletcher, Sen. Man. Dir.	Philip J. Brannigan, Jr., Man. Dir.
Jeffrey D. Brown, Man. Dir.	Michael A. Bruckner, Man. Dir.	Robert C. Healey, Man. Dir.	Jeffrey L. Kovach, Man. Dir.
Andrew J. Moore, Man. Dir.	Kevin M. Whelan, Man. Dir.	Michael J. Bowler, SVP	Joseph B. Donovan, SVP

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

BCSP V U.S. JV LLC (CONTINUED)

200 State Street, 5th Floor
Boston, MA 02109

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)

BCSP V U.S. Investments, L.P.

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

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

Karen S. Gentry, SVP	McClure (nmi) Kelly, SVP	John H. Lawrence, SVP	Lisa A. Meomartino, SVP
Stuart M. Milstein, SVP	Dane B. Rasmussen, SVP	Michael W. McMahon, SVP	Christopher A. Gulden, SVP
Brigitte C. Esau, VP	Andy (nmi) Wattula, VP	Rodrido R. Abenza, VP	Catherine G. Mossman, 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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
BCSP V U.S. JV LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)
BCSP V U.S. Investments, L.P.

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)
Albert B. Scaramelli, SVP Christine R. Stokes, SVP Christopher Y. Okumura, SVP & Ass. GC Sara S. Shank, SVP
Peter T. Abcunas, VP Nathan J. Adams, VP Kirsten L. Hoffman, SVP & Ass. GC Robert B. Albro, Jr., VP
Yvonne (nmi) Apodaca, VP Thomas J. Flinn, VP Matthew T. Golden, GC, Man. Dir. & Ass. Sec.

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
BCSP REIT V, Inc., a Maryland Corporation
200 State Street, 5th Floor
Boston, MA 02109

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)
Beacon Capital Strategic Partners V, L.P.

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)
Elicia A. Hauschild, VP Brian P. Lambert, VP Effe (nmi) Papaioannou, VP Kathleen M. Polvay, VP
Anthony T. Pozzuto, VP Jason C. Rascoe, VP Kathleen M. Spinale, VP Nancy J. Broderick, Man. Dir. & Treas.
Kathleen M. Laubenthal, Sec. Stephen A. Stanley, SVP Douglas E. Cornelius, CCO
Conan C. Cottrell, SVP Brigitte C. Esau, VP Andy (nmi) Wattula, 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: May 6, 2014

(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

BCSP REIT V, Inc., a Maryland Corporation (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

Beacon Capital Strategic Partners V, L.P.

=====

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

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

Alan M. Leventhal, CEO	Fred A. Seigel, Pres & COO	Jeremy B. Fletcher, Sen. Man. Dir.	Philip J. Brannigan, Jr., Man. Dir.
Jeffrey D. Brown, Man. Dir.	Michael A. Bruckner, Man. Dir.	Robert C. Healey, Man. Dir.	Jeffrey L. Kovach, Man. Dir.
Andrew J. Moore, Man. Dir.	Kevin M. Whelan, Man. Dir.	Michael J. Bowler, SVP	Joseph B. Donovan, SVP

=====

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

BCSP REIT V, Inc., a Maryland Corporation (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

Beacon Capital Strategic Partners V, L.P.

=====

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

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

Karen S. Gentry, SVP	McClure (nmi) Kelly, SVP	John H. Lawrence, SVP	Lisa A. Meomartino, SVP
Stuart M. Milstein, SVP	Dane B. Rasmussen, SVP	Michael W. McMahon, SVP	Christopher A. Gulden, SVP
Brigitte C. Esau, VP	Andy (nmi) Wattula, VP	Rodrido R. Abenza, VP	Catherine G. Mossman, 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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

BCSP REIT V, Inc., a Maryland Corporation (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

Beacon Capital Strategic Partners V, L.P.

=====

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

Albert B. Scaramelli, SVP	Christine R. Stokes, SVP	Christopher Y. Okumura, SVP & Ass. GC	Sara S. Shank, SVP
Peter T. Abcunas, VP	Nathan J. Adams, VP	Kirsten L. Hoffman, SVP & Ass. GC	Robert B. Albro, Jr., VP
Yvonne (nmi) Apodaca, VP	Thomas J. Flinn, VP	Matthew T. Golden, GC, Man. Dir. & Ass. Sec.	

=====

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

Urban Engineering & Associates, LLC (t/a Urban, Ltd.)
7712 Little River Turnpike
Annandale, VA 22003

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)

J. Edgar Sears, Jr.
Brian A. Sears

=====

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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

- Boston Properties, Inc., General Partner
800 Boylston Street, Suite 1900
Boston, MA 02199

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)

- Boston Properties, Inc. is a publicly traded company listed as BXP on the NYSE.

=====

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

- Peter G. Back, VP Construction	- Robert A. Barrasso, VP Property Acctng	- Jack W. Burkart, VP Develop
- Zoe Baird Budinger, Dir.	- John K. Brandbergh, Sen VP Leasing	- Frank D. Burt, Sen VP, General Counsel, Sec.
- Stacey A. Baker, VP Leasing	- Helene R. Bryks, VP, Counsel	- Gregory A. Butler, VP, Regional Controller

=====

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

- Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

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)

- Boston Properties, Inc. is a publicly traded company listed as BXP on the NYSE.

=====

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

- Michael A. Cantalupa, Sen VP Development	- Lynne P. Coville, VP Const	- Rodney C. Diehl, Sen VP Leasing
- Bruce L. Christman, Sen VP, Regional Gen Counsel	- Frederick J. DeAngelis, Sen VP, Sen Counsel	- Kelli A. DiLuglio, Ass Sec
- Keli (nmi) Colby, VP, Counsel, Ass. Sec.	- Mark J. Denman, VP Const	- Philip F. Dorman, VP Leasing
- Steven R. Colvin, Sen VP, Prop Manager	- Mark D. Denny, VP, Regional Controller	- Anne B. DuMont, VP Leasing

(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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

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)

Boston Properties, Inc. is a publicly traded company listed as BXP on the NYSE.

=====

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

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

Kelly E. Egli, VP, Reg. Controller	Arthur S. Flashman, VP, Controller (former)	Robert S. Hamilton, VP, Reg. Controller
Carol B. Einiger, Dir.	Donna (nmi) Garesche, VP, HR	James A. Hart, VP, Dev
Jason (nmi) Fivek, VP Leasing (former)	Amy C. Gindel, Sen VP Finance	Thomas L. Hill, Sen VP Prop Management

=====

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

Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

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)

Boston Properties, Inc. is a publicly traded company listed as BXP on the NYSE.

=====

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

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

Mark E. Hockenjos, VP Prop Management	Jonathan L. Kaylor, Sen VP Leasing	Bryan J. Koop, Sen VP and Reg. Manager
Michael J. Holland, VP Construction	Janet (nmi) Kerr, VP Risk Management	Jonathan B. Kurtis, Sen VP Construction
Franklin (nmi) Hyre, III, VP Leasing	Eric G. Kevorkian, Sen VP, Sen Counsel	Michael E. LaBelle, Sen VP, CFO & Treasurer
Peter D. Johnston, Sen VP and Reg. Manager	Joel I. Klein, Dir.	Mitchell S. Landis, Sen VP and Reg. Manager (former)

(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: May 6, 2014

(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

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)

Boston Properties, Inc. is a publicly traded company listed as BXP on the NYSE.

=====

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

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

Andrew D. Levin, Sen VP, Leasing	James J. Magaldi, VP Capital	David E. Miller, VP Const.	Thomas J. O'Connor, VP Acq.
Douglas T. Linde, Pres.	Matthew W. Mayer, Sen VP, Reg GC & Ass. Sec.	Richard (nmi) Monopoli, VP Dev	Peter V. Otteni, VP Const.
Matthew J. Lustig, Dir.	Steven P. Morken, VP Const	Alan J. Patricof, Dir.	Laura D. McNulty, Sen VP Prop

=====

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

Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

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)

Boston Properties, Inc. is a publicly traded company listed as BXP on the NYSE.

=====

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

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

Edward D. Penn, VP, Reg. Counsel	Jonathan S. Randall, Sen VP Const	Michae J. Schumacher, VP Const	Robert A. Silpe, Sen VP
Robert E. Pester, Sen VP, Reg Man.	Raymond A. Ritchey, Exec VP	Peter V. See, Sen VP, Prop Man.	Barney H. Silver, VP
Jeffrey S. Phaneuf, VP Finance	Michael J. Rowe, VP Finance	Robert E. Selsam, Sen VP (former)	Lori W. Silverstein, VP, IA
David C. Provost, Sen VP Leasing	Robert A. Schubert, Sen VP Const	David (nmi) Pigott, VP	Christine (nmi) Shen, VP Reg Couns

(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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

~ Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

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)

~ Boston Properties, Inc. is a publicly traded company listed as BXP on the NYSE.

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

~ Kenneth F. Simmons, Sen VP Dev.	~ Jake (nmi) Stroman, VP Dev.	~ David A. Twardock, Dir.
~ Carl W. Slagle, VP Const.	~ Owen (nmi) Thomas, CEO	~ Melanie J. Waldron, VP, Regional Prop. Man.
~ Damona Smith Strautmanis, VP Dev. (former)	~ Madeleine C. Timin, Sen VP	~ Michael R. Walsh, Sen VP Finance

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

~ Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

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)

~ Boston Properties, Inc. is a publicly traded company listed as BXP on the NYSE.

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

~ Gregory M. Storrs, VP Leasing	~ Martin (nmi) Turchin, Dir.	~ James J. Whalen, Sen VP and CIO
~ Maura L. Wheat, VP Tax	~ Mortimer B. Zuckerman, Executive Chairman	

(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: May 6, 2014

(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

\ Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

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)

\ Boston Properties, Inc. is a publicly traded company listed as BXP on the NYSE.

=====

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

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

\ Jacob A. Frenkel, Dir. \ John F. Powers, Sen VP, Reg. Man. \ Richard (nmi) Ellis, VP Dev.

=====

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

\ Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

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)

\ Boston Properties, Inc. is a publicly traded company listed as BXP on the NYSE.

=====

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

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

\ Kevin (nmi) Sheehan, VP Dev. \ David (nmi) Stewart, VP Dev. \ Adam (nmi) Frazier, VP Leasing

(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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

\ Shalom Baranes Associates
1010 Wisconsin Avenue, NW
Washington, DC 20007

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)

\ Shalom S. Baranes

=====

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)

\ LSG Landscape Architecture Inc.
1919 Gallows Road, Suite 110
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 SHAREHOLDERS: (enter first name, middle initial, and last name)

\ Mark R. Lewis Robert K. Esselburn
Mark C. Gionet \ Connie Yunhui Fan

=====

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: May 6, 2014

(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

- M.J. Wells & Associates, Inc.
- 1420 Spring Hill Road, Suite 610
- 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)

- M.J. Wells & Associates, Inc. Employee Stock Ownership Trust (ESOT)
- (All employees are eligible Plan participants; however, none 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.)

=====

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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(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)

- Boston Properties Limited Partnership
- Prudential Center
- 800 Boylston Street
- Suite 1900
- Boston, MA 02199

(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**)

- Boston Properties, Inc. - General Partner
- There are over 200 limited partners in this real estate investment fund, none of whom own 10% or more of Block 4 LLC or Reston Town Center Property LLC

(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 Attachment to Par. 1(c)

DATE: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

\ BCSP V U.S. Investments, L.P.
800 Boylston Street
Suite 1900
Boston, MA 02199

(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**)

\ General Partner:

\ BCSP REIT V, Inc., a Maryland Corporation

Limited Partners:

\ BCP Strategic Partners V, L.P. - owns less than 10% of Reston Town Center Property LLC.

\ Beacon Capital Strategic Partners V-A, L.P. - owns less than 10% of Reston Town Center Property LLC

(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 Attachment to Par. 1(c)

DATE: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

Beacon Capital Strategic Partners V, L.P.
800 Boylston Street
Suite 1900
Boston, MA 02199

(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)

General Partner:

BCP Strategic Partners V, L.P. - owns less
than 10% of Reston Town Center Property
LLC

Limited Partners:

None of the limited partners owns 10% or
more of Reston Town Center Property LLC

(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 Attachment to Par. 1(c)

DATE: May 6, 2014

123000a

(enter date affidavit is notarized)

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

Cooley LLP
 One Freedom Square, Reston Town Center
 11951 Freedom Drive, Suite 1500
 Reston, VA 20190

(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)

Gian-Michele a Marca
 Jane K. Adams
 Maureen P. Alger
 DeAnna D. Allen
 Mazda K. Antia
 Orion (nmi) Armon
 Gordon C. Atkinson
 Michael A. Attanasio
 Jonathan P. Bach
 Charles J. Bair
 Celia Goldwag Barenholtz
 Frederick D. Baron
 Matthew S. Bartus
 Michael D. Basile
 Keith J. Berets
 Laura Grossfield Birger
 Thomas A. Blinka
 Barbara L. Borden
 Jodie M. Bourdet
 Wendy J. Brenner
 Matthew J. Brigham
 James P. Brogan
 Nicole C. Brookshire
 Matthew D. Brown
 Alfred L. Browne III
 Matthew T. Browne
 Peter F. Burns
 Blain B. Butner
 John T. Byrnes
 Robert T. Cahill
 Antonio J. Calabrese
 Christopher C. Campbell
 William Lesse Castleberry
 Lynda K. Chandler
 Reuben H. Chen
 Dennis (nmi) Childs

William T. Christiansen, II
 Sean M. Clayton
 Samuel S. Coates
 Jeffrey L. Cohen
 Thomas A. Coll
 Joseph W. Conroy
 Carolyn L. Craig
 John W. Crittenden
 Janet L. Cullum
 Nathan K. Cummings
 John A. Dado
 Scott D. Dailard
 Benjamin G. Damstedt
 Craig E. Dauchy
 Renee R. Deming
 Darren K. DeStefano
 Jennifer Fonner DiNucci
 Eric W. Doherty
 William P. Donovan, Jr.
 Michelle C. Doolin
 Joseph M. Drayton
 Christopher (nmi) Durbin
 John C. Dwyer
 Shannon (nmi) Eagan
 Gordon H. Empey
 Sonya F. Erickson
 Michael R. Faber
 Lester J. Fagen
 Jesse D. Farmer
 Brent D. Fassett
 M. Wainwright Fishburn, Jr.
 John R. Feore, Jr.
 Thomas J. Friel, Jr.
 Francis (nmi) Fryscak
 Koji F. Fukumura

James F. Fulton, Jr.
 William S. Galliani
 W. Andrew H. Gantt III
 Stephen D. Gardner
 Jon E. Gavenman
 Jonathan C. Glass
 Michael B. Goldstein
 Wendy C. Goldstein
 Kathleen A. Goodhart
 Lawrence C. Gottlieb
 Shane L. Goudey
 Jonathan G. Graves
 Jacqueline I. Grise
 Kenneth L. Guernsey
 Patrick P. Gunn
 Divakar (nmi) Gupta
 Sarah J. Guske
 Jeffrey M. Gutkin
 John B. Hale
 Danish (nmi) Hamid
 Jonathan D. Hart
 Ray (nmi) Hartman
 Bernard L. Hatcher
 Matthew B. Hemington
 David M. Hernand
 Cathy Rae Herschopf
 Gordon (nmi) Ho
 Lila W. Hope
 C. Thomas Hopkins
 Mark M. Hrenya
 Brendan J. Hughes
 Christopher R. Hutter
 Jay R. Indyke
 Craig D. Jacoby
 Eric C. Jensen

(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 Attachment to Par. 1(c)DATE: May 6, 2014

(enter date affidavit is notarized)

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

123000a

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

Cooley LLP (continued)
 One Freedom Square, Reston Town Center
 11951 Freedom Drive, Suite 1500
 Reston, VA 20190

(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)**

Robert L. Jones	Robert B. Lovett	Susan Cooper Philpot
Barclay J. Kamb	Andrew P. Lustig	Frank V. Pietrantonio
Richard S. Kanowitz	Thomas O. Mason	Mark B. Pitchford
Kimberly J. Kaplan-Gross	Jennifer (nmi) Massey	Michael L. Platt
Matthew A. Karlyn	Joshua O. Mates	Christian E. Plaza
Jeffrey S. Karr	Keith A. McDaniels	Aaron M. Pomeroy
Sally A. Kay	Michael J. McGrail	Marya A. Postner
Heidi M. Keefe	John T. McKenna	Steve M. Przesmicki
Jason L. Kent	Bonnie Weiss McLeod	Seth A. Raffkin
Mehdi (nmi) Khodadad	Mark A. Medearis	Frank F. Rahmani
Charles S. Kim	Laura M. Medina	Marc (nmi) Recht
Kevin M. King	Beatriz (nmi) Mejia	Michael G. Rhodes
Michael J. Klisch	Craig A. Menden	Michelle S. Rhyu
Jason M. Koral	Erik B. Milch	Lyle (nmi) Roberts
Barbara A. Kosacz	Chadwick L. Mills	John W. Robertson
Kenneth J. Krisko	David E. Mills	Ricardo (nmi) Rodriguez
Carol Denise Laherty	J. Kevin Mills	Kenneth J. Rollins
Mark F. Lambert	Patrick J. Mitchell	Kevin K. Rooney
Matthew E. Langer	Ali M.M. Mojdehi	Adam J. Rutenberg
Samantha M. LaPine	Ann M. Mooney	Thomas R. Salley III
John G. Lavoie	Timothy J. Moore	Jessica Valenzuela Santamaria
Robin J. Lee	William B. Morrow, III	Glen Y. Sato
Louis (nmi) Lehot	Howard (nmi) Morse	Martin S. Schenker
Jamie K. Leigh	Frederick T. Muto	Joseph A. Scherer
Natasha (nmi) Leskovsek	Danielle E. Naftulin	Marc G. Schildkraut
Shira Nadich Levin	Ryan E. Naftulin	William J. Schwartz
Alan (nmi) Levine	Jeremy M. Naylor	Audrey K. Scott
Michael S. Levinson	Stephen C. Neal	John H. Sellers
Stephanie (nmi) Levy	Edward J. O'Connell	Ian R. Shapiro
Elizabeth L. Lewis	Ian (nmi) O'Donnell	Michael N. Sheetz
Michael R. Lincoln	Kathleen (nmi) Pakenham	C. Christopher Shoff
James C. T. Linfield	Timothy G. Patterson	Jordan A. Silber
Samuel M. Livermore	Anne H. Peck	Brent B. Siler
Douglas P. Lobel	D. Bradley Peck	Ian D. Smith
J. Patrick Loofbourrow	David G. Peinsipp	Stephen R. Smith
Mark C. Looney	Nicole K. Peppe	Colleen P. Gillis Snow

(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 Attachment to Par. 1(c)

DATE: May 6, 2014

(enter date affidavit is notarized)

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

123000a

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

Cooley LLP (continued)
One Freedom Square, Reston Town Center
11951 Freedom Drive, Suite 1500
Reston, VA 20190

(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**)

Whitty (nmi) Somvichian
Wayne O. Stacy
Anthony M. Steigler
Steven M. Strauss
James (nmi) Strawbridge
M. Anne Swanson
C. Scott Talbot
Mark P. Tanoury
Gregory C. Tenhoff
Joseph (nmi) Teja, Jr.
Michael E. Tenta
Timothy S. Teter
Michael (nmi) Tollini
Michael S. Tuscan
Jay (nmi) Vaughn
Miguel J. Vega
Erich E. Veitenheimer III
Aaron J. Velli

David A. Walsh
Mark B. Weeks
Mark R. Weinstein
Thomas S. Welk
Peter H. Werner
Francis R. Wheeler
Geoffrey T. Willard
Andrew S. "Drew" Williamson
Peter J. Willsey
Mark Windfeld-Hansen
David J. Wittenstein
Nancy H. Wojtas
Amy M. Wood
J. Peyton Worley
Nan (nmi) Wu
Babak (nmi) Yaghmaie
David R. Young
Christina (nmi) Zhang
Kevin J. Zimmer

Additions:
Ivor R. Elrifi
Heidi A. Erlacher

(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 AFFIDAVIT

DATE: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(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: May 6, 2014
(enter date affidavit is notarized)

123000a

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(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)

Brian J. Winterhalter

[] Applicant

[x] Applicant's Authorized Agent

Brian J. Winterhalter, Esquire

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 6th day of May 20 14, in the State/Comm. of Virginia, County/City of Fairfax.

My commission expires: 10/31/14

