



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 20, 2014

TO: Nicholas Rogers, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Jo Ellen Groves, Paralegal *JEG*
Office of the County Attorney

SUBJECT: Affidavit
Application No.: RZ/FDP 2012-DR-019
Applicant: Elm Street Residential LLC
PC Hearing Date: 6/18/14
BOS Hearing Date: 7/1/14

REF.: 118539

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 5/14/14, which bears my initials and is numbered 118539c, 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 14, 2014
(enter date affidavit is notarized)

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

118539c

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

in Application No.(s): RZ/FDP 2012-DR-019
(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)
Elm Street Residential, L.L.C. Agents: Gregory W. Trimmer Bailey B. Hopple Michael J. Glosserman Brian P. Coulter Robert A. Stewart James L. Iker W. Matt Kelly	4445 Willard Avenue, Suite 400 Chevy Chase, Maryland 20815	Applicant/Contract Purchaser

(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 14, 2014
(enter date affidavit is notarized)

118539C

for Application No. (s): RZ/FDP 2012-DR-019
(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)
JBG/Elm Street Office, L.L.C. Agents: Gregory W. Trimmer Bailey B. Hopple Michael J. Glosserman Brian P. Coulter Robert A. Stewart James L. Iker W. Matt Kelly	4445 Willard Avenue, Suite 400 Chevy Chase, Maryland 20815	Owner
M.J. Wells & Associates, Inc. Agents: Robin L. Antonucci Kevin R. Fellin	1420 Spring Hill Road, Suite 610 Tysons, Virginia 22102	Agent/Traffic Engineer/Consultant
Niles Bolton Associates, Inc. Agents: Matthew D. Lee Stephen W. Gresham	300 N Lee Street, Suite 502 Alexandria, VA 22314	Agent/Architect
Bowman Consulting Group, Ltd. Agents: Mathew J. Tauscher Anthony R. Verdi, Jr.	14020 Thunderbolt Place, Suite 300 Chantilly, Virginia 20151	Agent/Engineer
Franck & Lohsen Architects, Inc. Agents: Michael M. Franck Arthur C. Lohsen Marlan (nmi) Ky James W. Martin Susan E. Watkins Erich J. Stanley	2233 Wisconsin Avenue NW, Suite 212 Washington, DC 20007	Agent/Architect

(check if applicable)

There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

Rezoning Attachment to Par. 1(a)

DATE: May 14, 2014
(enter date affidavit is notarized)

118539e

for Application No. (s): RZ/FDP 2012-DR-019
(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)
Cooley LLP Agents: Antonio J. Calabrese Mark C. Looney Colleen P. Gillis Snow Jill S. Parks Shane M. Murphy Brian J. Winterhalter Jeffrey A. Nein Ben I. Wales Molly M. Novotny Katherine P. Humphrey	Reston Town Center, One Freedom Square 11951 Freedom Drive, Suite 1500 Reston, VA 20190	Agent/Attorney

(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 14, 2014
(enter date affidavit is notarized)

118539c

for Application No. (s): RZ/FDP 2012-DR-019
(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)

· Elm Street Residential, L.L.C.
4445 Willard Street, Suite 400
Chevy Chase, Maryland 20815

DESCRIPTION OF CORPORATION: (check one statement)

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

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

· JBG/Company Manager III, LLC
· JBG Investment Fund VI, L.L.C.
· JBG Investment Fund VII, L.L.C.

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

· JBG/Company Manager III, L.L.C. - Managing Member

(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 14, 2014
(enter date affidavit is notarized)

118539c

for Application No. (s): RZ/FDP 2012-DR-019
(enter County-assigned application number (s))

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

JBG/Company Manager III, LLC
4445 Willard Avenue, Suite 400
Chevy Chase, Maryland 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)

Benjamin R. Jacobs	Porter G. Dawson	W. Matt Kelly
Michael J. Glosserman	Brian P. Coulter	James L. Iker
Robert A. Stewart,	Dean M. Cinkala	Kenneth F. Finkelstein

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

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

Benjamin R. Jacobs	Porter G. Dawson	W. Matt Kelly	(Each a Managing Member)
Michael J. Glosserman	Brian P. Coulter, Treasurer	James L. Iker	
Robert A. Stewart, Secretary			

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

JBG/Elm Street 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)

JBG/Company Manager III, L.L.C.
JBG Investment Fund VI, L.L.C.
JBG/Fund VII Trust

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

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

JBG/Company Manager III, L.L.C. - Managing Member

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

Rezoning Attachment to Par. 1(b)

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for Application No. (s): RZ/FDP 2012-DR-019
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

JBG Investment Fund VI, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, Maryland 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)

JIF VI Holdings, LLC

=====

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

JBG/Fund VI Manager, L.L.C. - Managing Member - owns less than 10% of JBG Investment Fund VI, L.L.C.

=====

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

JBG Investment Fund VII, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, Maryland 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/Fund VII Qualified Investor, L.L.C.

=====

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

JBG/Fund VII Manager, L.L.C. - Managing Member owns less than 10% of JBG Investment Fund VII, L.L.C.

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

Rezoning Attachment to Par. 1(b)

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DATE: May 14, 2014
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for Application No. (s): RZ/FDP 2012-DR-019
(enter County-assigned application number (s))

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

JIF VI Holdings, LLC
c/o Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

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)

Fourth Century, LLC

=====

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

David F. Swensen, President	Alexander C. Banker, Treasurer
Robert J. Herr, Vice President	Kenneth R. Miller, Secretary

=====

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

Fourth Century, LLC
c/o Corporation Trust Company
1209 Orange Street, Wilmington, DE 19801

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)

Yale University
3C Corporation - owns less than 10% of Elm Street Residential, L.L.C. and JBG/Elm Street Office, L.L.C.

=====

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

David F. Swensen, President	Dean J. Takahashi, VP
Robert J. Herr, Secretary & Treasurer	Kenneth R. Miller, Assistant Secretary

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

Rezoning Attachment to Par. 1(b)

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for Application No. (s): RZ/FDP 2012-DR-019
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Yale University
c/o Yale Investments Office
55 Whitney Avenue, 5th Floor
New Haven, CT 06510

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)

Yale University has no owners; it is a non-stock corporation.

=====

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

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

Peter (nmi) Salovey, President Benjamin (nmi) Polak, Provost Joan E. O'Neill, Vice President for Development
Bruce D. Alexander, Vice President for New Haven and State Affairs and Campus Development
Kimberly M. Goff-Crews, Secretary and Vice President for Student Life

=====

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

Yale University (continued)
c/o Yale Investments Office, 55 Whitney Avenue, 5th Floor
New Haven, CT 06510

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)

Yale University has no owners; it is a non-stock corporation.

=====

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

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

Shauna Ryan King, Vice President for Finance and Business Operations
Linda K. Lorimer, Vice President for Global and Strategic Initiatives
Michael A. Peel, Vice President for Human Resources and Administration
Doroty K. Robinson, Vice President and General Counsel

(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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(enter County-assigned application number (s))

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

Yale University (continued)
c/o Yale Investments Office
55 Whitney Avenue, 5th Floor
New Haven, CT 06510

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)

Yale University has no owners; it is a non-stock corporation.

=====

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

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

Directors: Joshua (nmi) Bekenstein	Jaffrey L. Bewkes	Maureen C. Chiquet	Francisco G. Cigarroa	Peter B. Dervan
Donna L. Dubinsky	Charles W. Goodyear	Catharine B. Hill	Paul L. Joskow	Neal L. Keny-Guyer
Margaret H. Marshall	Indra (nmi) Nooyi	Emmett J. Rice, Jr.		

=====

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

Yale University (continued)
c/o Yale Investments Office, 55 Whitney Avenue, 5th Floor
New Haven, CT 06510

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)

Yale University has no owners; it is a non-stock corporation.

=====

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

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

Directors (continued): Kevin P. Ryan Peter (nmi) Salovey Douglas A. Warner
 The Honorable Dannel Patrick Malloy, Governor of Connecticut, ex officio
 The Honorable Nancy (nmi) Wyman, Lt. Governor of Connecticut, ex officio

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

Rezoning Attachment to Par. 1(b)

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(enter date affidavit is notarized)

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for Application No. (s): RZ/FDP 2012-DR-019
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
- JBG/Fund VII Qualified Investor, 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)

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)
- JBG/Company Manager III, L.L.C. - Managing Member

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
- Franck & Lohsen Architects, Inc.
2233 Wisconsin Avenue NW, Suite 212
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 SHAREHOLDERS: (enter first name, middle initial, and last name)
- Michael M. Franck
- Arthur C. Lohsen

=====

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

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

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for Application No. (s): RZ/FDP 2012-DR-019
(enter County-assigned application number (s))

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

JBG/Fund VII Trust
4445 Willard Avenue, Suite 400
Chevy Chase, Maryland 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 Investment Fund VII, L.L.C.

=====

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

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

Michael J. Glosserman, President/Trustee	James L. Iker, EVP/Assistant Secretary/Trustee
Robert A. Stewart, EVP/Assistant Secretary/Trustee	W. Matt Kelly, EVP/Assistant Secretary/Trustee
Brian P. Coulter, EVP/Secretary/Treasurer/Trustee	

=====

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

Niles Bolton Associates, Inc.
300 N Lee Street
Suite 502, Alexandria, VA 22314

DESCRIPTION OF CORPORATION: (check one statement)

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

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

G. Niles Bolton
Edwin R. Kimsey
Stephen W. Gresham (former)

=====

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)

118539c

DATE: May 14, 2014
(enter date affidavit is notarized)

for Application No. (s): RZ/FDP 2012-DR-019
(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
Tysons, 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. All employees are eligible plan participants; however, no one employee owns 10% or more of any class of stock

=====

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

=====

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

Bowman Consulting Group, Ltd.
14020 Thunderbolt Place, Suite 300
Chantilly, Virginia 20151

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)

Gary P. Bowman

=====

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 14, 2014
(enter date affidavit is notarized)

118539c

for Application No. (s): RZ/FDP 2012-DR-019
(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)

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

(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)

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

(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 14, 2014
(enter date affidavit is notarized)

118539c

for Application No. (s): RZ/FDP 2012-DR-019
(enter County-assigned application number (s))

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

Cooley LLP
Reston Town Center, One Freedom Square
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)

-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
Benjamin G. Damstedt
Craig E. Dauchy
Renee R. Deming
Darren K. DeStefano
Jennifer Fonner DiNucci
Michelle C. Doolin
Joseph M. Drayton
Christopher (nmi) Durbin
John C. Dwyer
Shannon (nmi) Eagan
Gordon H. Empey
Sonya F. Erickson
Lester J. Fagen
Brent D. Fassett
M. Wainwright Fishburn, 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
Kathleen A. Goodhart
Lawrence C. Gottlieb
Shane L. Goudey
Jonathan G. Graves
Jacqueline I. Grise
Kenneth L. Guernsey
Patrick P. Gunn
Jeffrey M. Gutkin
John B. Hale
Danish (nmi) Hamid
Bernard L. Hatcher
Matthew B. Hemington
David M. Hernand
Cathy Rae Hershcopf
Gordon (nmi) Ho
Lila W. Hope
Mark M. Hrenya
Christopher R. Hutter
Jay R. Indyke
Craig D. Jacoby
Eric C. Jensen
Robert L. Jones
Barclay J. Kamb
Richard S. Kanowitz
Kimberly J. Kaplan-Gross
Jeffrey S. Karr
Sally A. Kay
Heidi M. Keefe
Jason L. Kent
Charles S. Kim
Kevin M. King

- Barbara A. Kosacz
Kenneth J. Krisko
Carol Denise Laherty
Mark F. Lambert
Matthew E. Langer
Samantha M. LaPine
John G. Lavoie
Robin J. Lee
Ronald S. Lemieux (former)
Natasha (nmi) Leskovsek
Shira Nadich Levin
Alan (nmi) Levine
Michael S. Levinson
Stephanie (nmi) Levy
Elizabeth L. Lewis
Michael R. Lincoln
James C. T. Linfield
Samuel M. Livermore
Douglas P. Lobel
J. Patrick Loofbourrow
Mark C. Looney
Robert B. Lovett
Andrew P. Lustig
Thomas O. Mason
Keith A. McDaniels
Michael J. McGrail
John T. McKenna
Bonnie Weiss McLeod
Mark A. Medearis
Laura M. Medina
Beatriz (nmi) Mejia
Craig A. Menden
Erik B. Milch

(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 14, 2014

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118539c

for Application No. (s): RZ/FDP 2012-DR-019

(enter County-assigned application number (s))

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**)

- | | | |
|-------------------------|-------------------------------|-----------------------------|
| - Chadwick L. Mills | - Kenneth J. Rollins | - David A. Walsh |
| Patrick J. Mitchell | Kevin K. Rooney | Mark B. Weeks |
| Ali M.M. Mojdehi | Adam J. Ruttenberg | Mark R. Weinstein |
| Ann M. Mooney | Thomas R. Salley III | Thomas S. Welk |
| Timothy J. Moore | Jessica Valenzuela Santamaria | Peter H. Werner |
| William B. Morrow, III | Glen Y. Sato | Francis R. Wheeler |
| Howard (nmi) Morse | Martin S. Schenker | Geoffrey T. Willard |
| Frederick T. Muto | Joseph A. Scherer | Andrew S. "Drew" Williamson |
| Danielle E. Naftulin | Marc G. Schildkraut | Peter J. Willsey |
| Ryan E. Naftulin | William J. Schwartz | Mark Windfeld-Hansen |
| Jeremy M. Naylor | Audrey K. Scott | Nancy H. Wojtas |
| Stephen C. Neal | John H. Sellers | Amy M. Wood |
| Ian (nmi) O'Donnell | Ian R. Shapiro | Nan (nmi) Wu |
| Kathleen (nmi) Pakenham | Michael N. Sheetz | Babak (nmi) Yaghmaie |
| Timothy G. Patterson | C. Christopher Shoff | David R. Young |
| Anne H. Peck | Jordan A. Silber | Christina (nmi) Zhang |
| D. Bradley Peck | Brent B. Siler | Kevin J. Zimmer |
| David G. Peinsipp | Ian D. Smith | |
| Nicole K. Peppe | Stephen R. Smith | |
| Susan Cooper Philpot | Colleen P. Gillis Snow | |
| Frank V. Pietrantonio | Whitty (nmi) Somvichian | |
| Mark B. Pitchford | Wayne O. Stacy | |
| Michael L. Platt | Anthony M. Steigler | |
| Christian E. Plaza | Steven M. Strauss | |
| Marya A. Postner | C. Scott Talbot | |
| Steve M. Przesmicki | Mark P. Tanoury | |
| Seth A. Rafkin | Gregory C. Tenhoff | |
| Frank F. Rahmani | Joseph (nmi) Teja, Jr. | |
| Marc (nmi) Recht | Michael E. Tenta | |
| Michael G. Rhodes | Timothy S. Teter | |
| Michelle S. Rhyu | Michael (nmi) Tollini | |
| Lyle (nmi) Roberts | Michael S. Tuscan | |
| John W. Robertson | Miguel J. Vega | |
| Ricardo (nmi) Rodriguez | Erich E. Veitenheimer III | |
| | Aaron J. Velli | |

(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 14, 2014

118539c

(enter date affidavit is notarized)

for Application No. (s): RZ/FDP 2012-DR-019

(enter County-assigned application number (s))

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**)

Additions:

~ Michael D. Basile	M. Anne Swanson
Blain B. Butner	Jay (nmi) Vaughan
John T. Byrnes	Emily Woodson Wagner (former)
Reuben H. Chen	David J. Wittenstein
Scott D. Dailard	J. Peyton Worley
Eric W. Doherty	
William P. Donovan, Jr.	~ Additions (3/21/14):
Michael R. Faber	Divakar (nmi) Gupta
Jesse D. Farmer	Michael J. Klisch
John R. Feore, Jr.	Jason M. Koral
Jonathon C. Glass	James (nmi) Strawbridge
Michael B. Goldstein	
Wendy C. Goldstein	Additions:
Sarah J. Guske	~ Ivor R. Elrifi
Walter G. Hanchuk (former)	~ Heidi A. Erlacher
Jonathan D. Hart	
Ray (nmi) Hartman	
C. Thomas Hopkins	
Brendan J. Hughes	
Matthew A. Karlyn	
John (nmi) Kheit (former)	
Mehdi (nmi) Khodadad	
Louis (nmi) Lehot	
Jamie K. Leigh	
Jennifer (nmi) Massey	
Joshua O. Mates	
David E. Mills	
J. Kevin Mills	
Edward J. O'Connell	
Aaron M. Pomeroy	

(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

118539c

DATE: May 14, 2014
(enter date affidavit is notarized)

for Application No. (s): RZ/FDP 2012-DR-019
(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 14, 2014
(enter date affidavit is notarized)

118539c

for Application No. (s): RZ/FDP 2012-DR-019
(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

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

Subscribed and sworn to before me this 14th day of May 2014, in the State/Comm. of Virginia, County/City of Fairfax.

My commission expires: 10/31/2014

