



County of Fairfax, Virginia

MEMORANDUM

Office of the County Attorney
Suite 549, 12000 Government Center Parkway
Fairfax, Virginia 22035-0064
Phone: (703) 324-2421; Fax: (703) 324-2665
www.fairfaxcounty.gov

DATE: March 23, 2015

TO: William O'Donnell, 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.: PCA/FDPA 2005-PR-041-4
Applicant: Eskridge (E&A), LLC
PC Hearing Date: 4/22/15
BOS Hearing Date: 5/12/15

REF.: 127686

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 3/19/15, which bears my initials and is numbered 127686, when you prepare the staff report.

Thank you for your cooperation.

Attachment

cc: (w/attach) Domenic Scavuzzo, Planning Technician I (Sent via e-mail)
Zoning Evaluation Division
Department of Planning and Zoning

REZONING AFFIDAVIT

DATE: March 19, 2015
(enter date affidavit is notarized)

I, Mark A. Drogalis, do hereby state that I am an
(enter name of applicant or authorized agent)

127686

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

in Application No.(s): PCA-2005-PR-041-4
(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)
Eskridge (E&A), LLC	1221 Main Street, Suite 1000, Columbia, SC 29201	Applicant/Title Owner of 49-3 ((37)) J, K and N (Title Owner "A")
Agents: Terry S. Brown	1221 Main Street, Suite 1000, Columbia, SC 29201	Agent for Applicant/Title Owner "A"
Jodie W. McLean	1221 Main Street, Suite 1000, Columbia, SC 29201	Agent for Applicant/Title Owner "A"
Steven C. Boyle	7200 Wisconsin Ave., #400, Bethesda, MD 20814	Agent for Applicant/Title Owner "A"
William C. Caldwell	7200 Wisconsin Ave., #400, Bethesda, MD 20814	Agent for Applicant/Title Owner "A"
Steven F. Teets, L.C.	7200 Wisconsin Ave., #400, Bethesda, MD 20814	Agent for Applicant/Title Owner "A"
Robert W. Griffin	7200 Wisconsin Ave., #400, Bethesda, MD 20814	Agent for Applicant/Title Owner "A"
Reed Kracke	7200 Wisconsin Ave., #400, Bethesda, MD 20814	Agent for Applicant/Title Owner "A"
Mark A. Drogalis, Esq.	1221 Main Street, Suite 1000, Columbia, SC 29201	Agent/Attorney for Applicant/Title Owner "A"
Edens Limited Partnership (formerly known as Edens & Avant Investments Limited Partnership (see agents on continuation page)	1221 Main Street, Suite 1000, Columbia, SC 29201	Agent for Applicant/Title Owner "A"

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

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Rezoning Attachment to Par. 1(a)

DATE: March 19, 2015
 (enter date affidavit is notarized)

127686

for Application No. (s): PCA-2005-PR-041-4
 (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	ADDRESS	RELATIONSHIP(S)
(enter first name, middle initial, and last name)	(enter number, street, city, state, and zip code)	(enter applicable relationships listed in BOLD above)
\ Edens Limited Partnership (continued)		
Agents: Terry S. Brown Jodie W. McLean Steven C. Boyle William C. Caldwell Steven F. Teets, L.S. Robert W. Griffin Reed Kracke Mark A. Drogalis, Esq.	1221 Main Street, Suite 1000, Columbia, SC 29201 1221 Main Street, Suite 1000, Columbia, SC 29201 7200 Wisconsin Ave., #400, Bethesda, MD 20814 7200 Wisconsin Ave., #400, Bethesda, MD 20814 1221 Main Street, Suite 1000, Columbia, SC 29201	Agent for Applicant/Title Owner "A" Agent for Applicant/Title Owner "A" Agent/Attorney for Applicant/Title Owner "A"
\ Urban Engineering & Associates, Inc., t/a Urban, Ltd. Agents: Robert W. Brown Eric S. Siegel	7712 Little River Turnpike Annandale, VA 22203	Engineer/Agent Engineer/Agent
- M.J. Wells & Associates, Inc. Agents: Robin L. Antonucci Kevin R. Fellin	1420 Spring Hill Road, Suite 610 Tysons, VA 22102	Agent/Traffic Engineer Consultant
\ MCREF Mosaic F LLC Agents: Peter Melmed Patrick Sean Caldwell	6110 Executive Boulevard, Suite 315 Rockville, MD 20852	Title Owner of 049-3((37))-F (Title Owner "B")
\ Cooley LLP Agents: Antonio J. Calabrese Mark C. Looney Colleen P. Gillis Jill S. Parks Brian J. Winterhalter Jeffrey A. Nein Ben I. Wales Molly M. Novotny Katherine P. Humphrey	One Freedom Square, Reston Town Center 11951 Freedom Drive, Suite 1500 Reston, Virginia 20190	Agent/Attorney for Title Owner "B"

(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: March 19, 2015
(enter date affidavit is notarized)

127686

for Application No. (s): PCA-2005-PR-041-4
(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)
Eskridge (E&A), LLC
1221 Main Street, Suite 1000
Columbia, SC 29201

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)

- Edens Limited Partnership (formerly known as Edens & Avant Investments Limited Partnership), sole member of Applicant/Title Owner "A".

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

(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 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: March 19, 2015
(enter date affidavit is notarized)

127686

for Application No. (s): PCA-2005-PR-041-4
(enter County-assigned application number (s))

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

Urban Engineering and Associates, Inc., t/b Urban, Ltd.
7712 Little River Turnpike
Annandale, Virginia 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 SHAREHOLDER: (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.)

=====

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, Virginia 22102

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

=====

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

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

Rezoning Attachment to Par. 1(b)

DATE: March 19, 2015
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for Application No. (s): PCA-2005-PR-041-4
(enter County-assigned application number (s))

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

MCREF Mosaic F LLC
6110 Executive Boulevard, Suite 315
Rockville, MD 20852

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)

Mill Creek Mosaic Phase II LLC

=====

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

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

Charles R. Brindell, Jr., Chair & CEO William C. MacDonald, CIO Michael (nmi) Hefley, COO Shari L. Steinhardt, CAO
Sheryl A. Brown, CFO & Treas. Alan E. Kolar, Exec. Man. Dir. Charles N. Bay, Exec. Man. Dir.
Peter (nmi) Porraro, Exec. Man. Dir. Peter (nmi) Melmed, VP Patrick Sean Caldwell, Sen. Man. Dir. (NAME CONTINUED)

=====

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 Attachment to Par. 1(b)

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for Application No. (s): PCA-2005-PR-041-4
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

MCREF Mosaic F LLC (CONTINUED)
6110 Executive Boulevard, Suite 315
Rockville, MD 20852

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)

Mill Creek Mosaic Phase II LLC

=====

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

CONTINUED:

Amirali (nmi) Nasserian, VP	Kelly B. Peacon, VP	Andrew (nmi) Tush, VP
Rachel L. Purcell, CAO & Sec.	Diane (nmi) Hunter, Ass. Sec.	Vanessa I. Pacheco, Ass. Sec.

=====

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 Attachment to Par. 1(b)

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

Mill Creek Mosaic Phase II LLC
6110 Executive Boulevard, Suite 315
Rockville, MD 20852

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)

Mill Creek Fund I, LLC

=====

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

Charles R. Brindell, Jr., Chair & CEO	William C. MacDonald, CIO	Michael (nmi) Hefley, COO	Shari L. Steinhardt, CAO
Sheryl A. Brown, CFO & Treas.	Alan E. Kolar, Exec. Man. Dir.	Charles N. Bay, Exec. Man. Dir.	
Peter (nmi) Porraro, Exec. Man. Dir.	Peter (nmi) Melmed, VP	Patrick Sean Caldwell, Sen. Man. Dir.	
Amirali (nmi) Nasserian, VP	Kelly B. Peacon, VP	Andrew (nmi) Tush, VP	
Rachel L. Purcell, CAO & Sec.	Diane (nmi) Hunter, Ass. Sec.	Vanessa I. Pacheco, Ass. Sec.	

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

Mill Creek Fund I, LLC
6110 Executive Boulevard, Suite 315
Rockville, MD 20852

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)

NorthRock II MC Investor, LLC
MCRT Fund I Manager, LLC - owns less than 10% of MCREF Mosaic F LLC

=====

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

MCRT Fund I Manager, LLC - 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)

DATE: March 19, 2015
(enter date affidavit is notarized)

171686

for Application No. (s): PCA-2005-PR-041-4
(enter County-assigned application number (s))

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

NorthRock II MC Investor, LLC
c/o Rockwood Capital, LLC
Two Embarcadero Center, Suite 2360
San Francisco, CA 94111

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)

NorthRock Fund II, L.P.

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

N/A

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

NorthRock General Partner, LLC
c/o Rockwood Capital, LLC
Two Embarcadero Center, Suite 2360
San Francisco, CA 94111

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.

NorthRock General Partner, LLC owns less than 10% of MCREF Mosaic F LLC

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

NorthRock General Partner, LLC owns less than 10% of MCREF Mosaic F LLC

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

N/A – NorthRock General Partner, LLC owns less than 10% of MCREF Mosaic F LLC

(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: March 19, 2015
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127686

for Application No. (s): _____
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
The Treasurer of the State of North Carolina, the duly authorized fiduciary of the Retirement Systems (as defined in North Carolina General Statutes Section 147-69.2(b)(8))
325 North Salisbury Street
Raleigh, NC 27603

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)
The Treasurer of the State of North Carolina is an individual person. There are no shareholders.

=====

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 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.)

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

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for Application No. (s): PCA-2005-PR-041-4
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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)

(2) Edens Limited Partnership (formerly known as Edens & Avant Investments Limited Partnership)
1221 Main Street, Suite 1000
Columbia, South Carolina 29201(check if applicable) The above-listed partnership has no limited partners.

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

GENERAL PARTNER:	Edens GP, LLC (formerly known as Edens & Avant Administrative LLC)	This LLC does not own 10% or more of Applicant/Title Owner.
LIMITED PARTNERS:	E&A Affiliates, LP ("Affiliates") (former) Founders Holdings, LP ("Holdings")	Neither Holdings nor any individual, partner, or member having a beneficial interest in Holdings holds a 10% or greater interest in Applicant/Title Owner.
	Edens Investment Trust (formerly known as Edens & Avant Properties Trust) ("Investment Trust")	
	Named Individuals: John R. Allen Herbert F. Ames, Jr. Keith A. Angely Richard S. Black Steven C. Boyle Richard T. Brandenburg, Jr.	None of these named individuals who are limited partners hold a 10% or greater interest in Applicant/Title Owner

(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: March 19, 2015
(enter date affidavit is notarized)

127686

for Application No. (s): PCA-2005-PR-041-4
(enter County-assigned application number (s))

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

(2) Edens Limited Partnership (formerly known as Edens & Avant Investments Limited Partnership) (CONTINUED)
1221 Main Street, Suite 1000
Columbia, South Carolina 29201

(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)

- Limited Partners (CONTINUED).
- Terry S. Brown
 - Jessica A. Bruner
 - Kathryn E. Bucklew
 - William C. Caldwell
 - Gregory Carbone
 - John C. Cocker
 - Matthew R. Crosland
 - Lyle E.T. Darnall
 - B. Keith Davidson
 - Mark A. Drogalis
 - Carol M. Dooney
 - Bradford A. Dumont
 - DeAnne C. Dunn
 - Gregg M. Edlstein
 - Joe A. Edens, III
 - Jason C. Edwards
 - Sara S. Fawcett
 - Elizabeth A. Furnelli
 - Mark P. Garside
 - David G. Germakian
 - Brooke L. Gonce
 - Keith A. Hague
 - Christopher J. Haine (former)
 - Carol H. Hall
 - Albert L. James IV
 - Samuel E. Judd (former)
 - Jeffrey S. Kaufman
 - Michael D. Kenny
 - Christopher J. Kopecky
 - Jennifer A. Maguire
 - Brian J. Maloney
 - Thomas O. McKay (former)
 - Jodie W. McLean
 - Van B. Monroe
 - Jami R. Passer
 - Senthikumar Sankaran
 - Edward B. Seneman (former)

(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: March 19, 2015
(enter date affidavit is notarized)

127686

for Application No. (s): PCA 2005-PR-041-4
(enter County-assigned application number (s))

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

Edens Limited Partnership (formerly known as Edens & Avant Investments Limited Partnership [CONTINUED])
1221 Main Street, Suite 1000
Columbia, South Carolina 29201

(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)

Limited Partners (CONTINUED)

- Geoffrey H. Sharpe
- Maria A. Smith
- Jason K. Tompkins
- Dan Avant
- Robert W. Griffin
- Copeland Kapp
- John Lumpkin
- Joyce L. Vonada
- Marguerite Westbook
- Ray Weston

(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: March 19, 2015
(enter date affidavit is notarized)

177686

for Application No. (s): PCA-2005-PR-041-4
(enter County-assigned application number (s))

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

Edens Investment Trust
1221 Main Street, Suite 1000
Columbia, South Carolina 29201

(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**)

Trustees

\ There are nine (9) named individuals who are trustees of the Trust, none of whom hold a 10% or greater interest in Applicant/Title Owner.

Beneficiaries:

\ Edens Retail Investments LLC ("Retail"). The sole member of Retail is JP Morgan Chase Bank, as trustee under Amended & Restated Trust dated November 13, 2001, as amended, for its Commingled Pension Trust Fund ("Strategic Property") (the "JP Morgan Trust")

Retail holds a 34.178% interest (as of 12/31/14) in Title Owner; however, no individual beneficiary of the JP Morgan Trust has greater than a 10% interest in Title Owner.

\ Knickerbocker Edens LLC ("NYSTRS").

NYSTRS holds a 30.973% interest (as of 12/31/14) in Title Owner; however, no one individual pension beneficiary has greater than a 10% interest in Title Owner.

\ BREP Edens Investment Partners L.P. ("Blackstone")

Blackstone holds a 29.079% interest (as of 12/31/14) in Title Owner; however, no partner or holder of any beneficial interest therein has greater than a 10% interest in Title Owner.

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

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DATE: March 19, 2015
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for Application No. (s): PCA 2005-PR-041-4
(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, Virginia 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
Ann (nmi) Bevitt
Laura Grossfield Birger
Thomas A. Blinka
Nicholas (nmi) Bolter
Barbara L. Borden
Jodie M. Bourdet
Wendy J. Brenner
David (nmi) Bresnick
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

[CONTINUED]

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

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for Application No. (s): PCA 2005-PR-041-4
(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)

William T. Christiansen, II	Michael R. Faber	Ray (nmi) Hartman
Sean M. Clayton	Lester J. Fagen	Bernard L. Hatcher
John A. Clendenin	Jesse D. Farmer	Matthew B. Hemington
Samuel S. Coates	Brent D. Fassett	Cathy Rae Hershcopf
Jeffrey L. Cohen	John R. Feore, Jr.	Gordon (nmi) Ho
Thomas A. Coll	Chris (nmi) Finney	Nick (nmi) Hobson
Joseph W. Conroy	M. Wainwright Fishburn, Jr.	Lila W. Hope
Christopher (nmi) Coulter	Jennifer Fonner Fitchen	C. Thomas Hopkins
James (nmi) Crabtree	Thomas J. Friel, Jr.	Richard (nmi) Hopley
Carolyn L. Craig	Francis (nmi) Fryscak	Mark M. Hrenya
John W. Crittenden	Koji F. Fukumura	Brendan J. Hughes
Janet L. Cullum	James F. Fulton, Jr.	Christopher R. Hutter
Nathan K. Cummings	William S. Galliani	Jay R. Indyke
John A. Dado	W. Andrew H. Gantt III	Craig D. Jacoby
Scott D. Dailard	Jon E. Gavenman	Eric C. Jensen
Benjamin G. Damstedt	Jonathan C. Glass	Robert L. Jones
Craig E. Dauchy	Michael B. Goldstein	Jeff (nmi) Kaban
Mark (nmi) Deem	Wendy C. Goldstein	Barclay J. Kamb
Renee R. Deming	Kathleen A. Goodhart	Richard S. Kanowitz
Darren K. DeStefano	Lawrence C. Gottlieb	Kimberly J. Kaplan-Gross
Eric W. Doherty	Shane L. Goudey	Matthew A. Karlyn
William P. Donovan, Jr.	Jonathan G. Graves	Jeffrey S. Karr
Michelle C. Doolin	Jacqueline I. Grise	Sally A. Kay
Joseph M. Drayton	Kenneth L. Guernsey	Heidi M. Keefe
Matthew P. Dubofsky	Patrick P. Gunn	David R. Kendall
Christopher (nmi) Durbin	Divakar (nmi) Gupta	Jason L. Kent
John C. Dwyer	Sarah J. Guske	Mehdi (nmi) Khodadad
Shannon (nmi) Eagan	Jeffrey M. Gutkin	Charles S. Kim
Erik S. Edwards	John B. Hale	Kevin M. King
Ivor R. Elrifi	Danish (nmi) Hamid	Benjamin (nmi) Kleine
Heidi A. Erlacher	Laurence (nmi) Harris	Michael J. Klisch
Gordon H. Empey	Jonathan D. Hart	Jason M. Koral
Sonya F. Erickson		Barbara A. Kosacz
Mark (nmi) Everiss		Kenneth J. Krisko
		Carol Denise Laherty
		Mark F. Lambert

(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: March 19, 2015
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for Application No. (s): PCA 2005-PR-041-4
(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**)

Matthew E. Langer	Bonnie Weiss McLeod	Mark B. Pitchford
Samantha M. LaPine	Mark A. Medearis	Michael L. Platt
John G. Lavoie	Laura M. Medina	Christian E. Plaza
Pang (nmi) Lee	Beatriz (nmi) Mejia	Aaron M. Pomeroy
Robin J. Lee	Craig A. Menden	Marya A. Postner
Louis (nmi) Lehot	Erik B. Milch	Steve M. Przesmicki
Jamie K. Leigh	Chadwick L. Mills	Seth A. Rafkin
Natasha (nmi) Leskovsek	David E. Mills	Frank F. Rahmani
Shira Nadich Levin	J. Kevin Mills	Marc (nmi) Recht
Alan (nmi) Levine	Patrick J. Mitchell	Michael G. Rhodes
Michael S. Levinson	Ali M.M. Mojdehi	Michelle S. Rhyu
Stephanie (nmi) Levy	Ann M. Mooney	Lyle (nmi) Roberts
Elizabeth L. Lewis	Timothy J. Moore	John W. Robertson
Michael R. Lincoln	Howard (nmi) Morse	Ricardo (nmi) Rodriguez
James C. T. Linfield	Phillip (nmi) Morton	Kenneth J. Rollins
Samuel M. Livenmore	Frederick T. Muto	Kevin K. Rooney
Douglas P. Lobel	Danielle E. Naftulin	Adam J. Ruttenberg
J. Patrick Loofbourrow	Ryan E. Naftulin	Akash (nmi) Sachdeva
Mark C. Looney	Jeremy M. Naylor	Thomas R. Salley III
Robert B. Lovett	Stephen C. Neal	Jessica Valenzuela Santamaria
James (nmi) Lu	Edward J. O'Connell	Glen Y. Sato
Edward J. Lukins	Ian (nmi) O'Donnell	Martin S. Schenker
Andrew P. Lustig	Rama (nmi) Padmanabhan	Joseph A. Scherer
Thomas O. Mason	Kathleen (nmi) Pakenham	Marc G. Schildkraut
Jennifer (nmi) Massey	Timothy G. Patterson	William J. Schwartz
Joshua O. Mates	Sarah (nmi) Pearce	Ellen A. Scordino
James (nmi) Maton	Anne H. Peck	Audrey K. Scott
Michael J. McGrail	D. Bradley Peck	John H. Sellers
Becket (nmi) McGrath	David G. Peinsipp	
John T. McKenna	Nicole K. Peppe	
	Kevin (nmi) Perry	
	Robert W. Phillips	
	Susan Cooper Philpot	
	Frank V. Pietrantonio	

(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)

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for Application No. (s): PCA 2005-PR-041-4
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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**)

Ian R. Shapiro	Steven M. Strauss	Thomas S. Welk
Michael N. Sheetz	James N. Strawbridge	Peter H. Werner
C. Christopher Shoff	M. Anne Swanson	Scott (nmi) Weston
Jordan A. Silber	C. Scott Talbot	Francis R. Wheeler
Brent B. Siler	Mark P. Tanoury	Geoffrey T. Willard
Ian D. Smith	Joseph (nmi) Teja, Jr.	Andrew S. "Drew" Williamson
Stephen R. Smith	Gregory C. Tenhoff	Peter J. Willsey
Colleen P. Gillis	Michael E. Tenta	Mark Windfeld-Hansen
Whitty (nmi) Somvichian	Timothy S. Teter	David J. Wittenstein
Wayne O. Stacy	Michael (nmi) Tollini	Nancy H. Wojtas
Anthony M. Steigler	Michael S. Tuscan	Amy M. Wood
Justin M. Stock	Jay (nmi) Vaughn	J. Peyton Worley
	Miguel J. Vega	Nan (nmi) Wu
	Erich E. Veitenheimer III	Babak (nmi) Yaghmaie
	Aaron J. Velli	Jonathan (nmi) Yorke
	David A. Walsh	David R. Young
	Mark B. Weeks	Christina (nmi) Zhang
	Mark R. Weinstein	Kevin J. Zimmer

(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: March 19, 2015
(enter date affidavit is notarized)

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for Application No. (s): _____
(enter County-assigned application number (s))

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

NorthRock Fund II, L.P.
c/o Rockwood Capital, LLC
Two Embarcadero Center, Suite 2360
San Francisco, CA 94111

(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**)

NorthRock General Partner, LLC – General Partner
The Treasurer of the State of North Carolina, the duly authorized fiduciary of the Retirement Systems (as defined in North Carolina General Statutes Section 147-69.2(b)(8)) – Limited Partner

(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: March 19, 2015
(enter date affidavit is notarized)

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for Application No. (s): PCA-2005-PR-041-4
(enter County-assigned application number(s))

1(d). One of the following boxes must be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on the line below.)

NONE

(check if applicable) There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

REZONING AFFIDAVIT

DATE: March 19, 2015
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127686

for Application No. (s): PCA-2005-PR-041-4
(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.)

Providence District Supervisor Linda Q. Smyth and Dranesville District Supervisor John W. Foust are members of the Board of Directors of the Mosaic District Community Development Authority (the "Mosaic District CDA"). The Mosaic District CDA encompasses several parcels of land, a portion of which is identified in paragraph 1(a) of the Affidavit as the application property.

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)

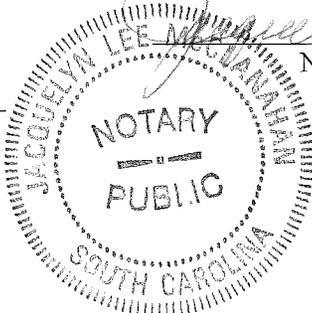
Applicant

Applicant's Authorized Agent

Mark A. Drogalis, Esq., Atty/Agent for Applicant/Title Owner "A"
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 19th day of March, 2015, in the State/Comm. of South Carolina, County/City of Richland/Columbia

My commission expires: 12/3/23



Jacquelyn L. McCowan
Notary Public