



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: June 26, 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: **Revised Affidavit**
Application No.: RZ/FDP 2014-SU-016, PCA78-S-063-07
Applicant: Westfields Venture, LP
PC Hearing Date: 7/8/15
BOS Hearing Date: 7/28/15

REF.: 126822

Attached is an affidavit which has been approved by the Office of the County Attorney for the above-referenced case. Please include this affidavit dated 6/25/15, which bears my initials and is numbered **126822a**, in the **Final Board package**. Copies of the revised affidavit will be delivered to the Planning Commission prior to the public hearing.

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: JUN 25 2015
(enter date affidavit is notarized)

126822a

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

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

in Application No.(s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(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)
Westfields Venture, LP Agent: Joseph G. Svatos Sarah A. Knutson ● Bryan H. Dold (former) Matthew J. Klein	c/o Akridge 601 Thirteenth Street, NW, Suite 300 North Washington, DC 20005	Applicant/Title Owner of Tax Map 44-3 ((1)) 15
Elm Street Communities, Inc. Agent: James L. Perry	1355 Beverly Road, Suite 240 McLean, VA 22101	Agent for Westfields Venture, LP, the Title Owner of Tax Map 44-3 ((1)) 15
VIKA, Inc. Agent: John F. Amatetti ● Robert R. Cochran (former) ● Douglas L. Koeser (former)	8180 Greensboro Drive, Suite 200 ● Tysons, VA 22102	Engineer/Agent for Applicant

(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)

JUN 25 2015

126822a

DATE: _____
(enter date affidavit is notarized)

for Application No. (s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(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)
VIKA Virginia, LLC Agent: John F. Amatetti ♦ Robert R. Cochran ♦ Douglas L. Koeser	8180 Greensboro Drive, Suite 200 McLean, VA 22102	Engineer/Agent for Applicant
Gorove/Slade Associates, Inc. Agent: Christopher M. Tacinelli Felice B. Brychta ♦ Maria C. Lashingier	3914 Centreville Road, Suite 330 Chantilly, VA 20151	Traffic Engineer/Agent for Applicant
Davis, Carter, Scott Ltd. Agent: Hiro Mirmalani Douglas N. Carter Jan Makovnik	1676 International Drive, Suite 500 McLean, VA 22102	Architect/Agent for Applicant
McGuireWoods LLP Agents: Scott E. Adams David R. Gill Jonathan P. Rak Gregory A. Riegle Kenneth W. Wire Sheri L. Akin Lori R. Greenlief	1750 Tysons Boulevard, Suite 1800 Tysons Corner, VA 22102	Attorney/Agent for Applicant Attorney/Agent Attorney/Agent Attorney/Agent Planner/Agent Planner/Agent
♦ LandDesign, Inc. Agent: Stephanie A. Pankiewicz Theodore A. Willger	P.O. Box 36959 Charlotte, NC 28236	Landscape Architect/Agent for Applicant

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

Information updated since the printing of the 6/23/15 Staff Report.

REZONING AFFIDAVIT

DATE: JUN 25 2015
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for Application No. (s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(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)

VIKA, Inc.
8180 Greensboro Drive, Suite 200
Tysons, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

- [X] 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)

John F. Amatetti Robert R. Cochran Kyle U. Oliver
Charles A. Irish, Jr. Mark G. Morelock P. Christopher Champagne
Harry L. Jenkins Jeffrey B. Amateau

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

(check if applicable) [X] 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.

Information updated since the printing of the 6/23/15 Staff Report.

Rezoning Attachment to Par. 1(b)

DATE: JUN 25 2015
(enter date affidavit is notarized)

126822a

for Application No. (s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
VIKA Virginia, LLC
8180 Greensboro Drive, Suite 200
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)

John F. Amatetti	Mark G. Morelock
Charles A. Irish, Jr.	Jeffrey B. Amateau
Harry L. Jenkins	Kyle U. Oliver
Robert R. Cochran	P. Christopher Champagne

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)
Gorove/Slade Associates, Inc.
3914 Centreville Road, Suite 330
Chantilly, VA 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)

Christopher M. Tacinelli	Erwin N. Andres
Chad A. Baird	
Daniel B. VanPelt	

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.

Information updated since the printing of the Staff Report.

Rezoning Attachment to Par. 1(b)

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for Application No. (s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Davis, Carter, Scott Ltd.
1676 International Drive, Suite 500
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)
Douglas N. Carter Marcia K. Calhoun
Lena I. Scott Christine C. Garrity
Patricia A. Appleton Christopher L. Garwood
Claude Robert Atkinson Alan K. Houde

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)
(1) Alcion Westfields Investors, LLC
One Post Office Square, Suite 3120
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)

(2) Alcion Real Estate Partners Master 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.**)

(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 2014-SU-016, PCA 78-S-063-07
(enter County-assigned application number (s))

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

Elm Street Communities, Inc.
1355 Beverly Road, Suite 240
McLean, VA 22101

DESCRIPTION OF CORPORATION: (check one statement)

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

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

David D. Flanagan

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)

JACo Manager, Inc.
601 - 13th Street, NW, Suite 300N
Washington, DC 20005

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)

- Brian A. Cass (former)
- John E. Akridge, III
- Joseph G. Svatos (former)
- Matthew J. Klein (former)
- Thomas W. Wilbur (former)

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

- John E. Akridge, III, Chairman/Director; Sarah B. Akridge, Vice-Chairman; Matthew J. Klein, President; Thomas W. Wilbur, Executive VP;
- Joseph G. Svatos, Sr.VP/Asst. Secy; Stephanie F. Brown, Sr.VP/Asst. Secy; Kathryn L. Barnes, Sr.VP/Asst. Secy; Brian A. Cass, Sr.VP/
- Treasurer; Andrew Pace, Sr.VP/General Counsel/Secy; Robert Kohn, Sr.VP; Adam M. Gooch, Sr.VP; Michael G. Gill, Sr.VP; Mark
- Robertson, VP/Asst. Treasurer; Michele L. Slaney, Asst. Treasurer/Asst. Secy; Benjamin Meisel, VP; Robert E. Scofield, Jr., VP [CONT'D]

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

Information updated since the printing of the 12/3/15 Staff Report.

Rezoning Attachment to Par. 1(b)

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for Application No. (s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
JACo Manager, Inc. [CONT'D]
601 - 13th Street, NW, Suite 300N
Washington, DC 20005

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.**)

• Wilbur Pace, VP; Mary L. Lynch, VP; David Tuchmann, VP

=====

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

• LandDesign, Inc.
P.O. Box 36959
Charlotte, NC 28236

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)

• Peter R. Crowley
Dale C. Stewart

=====

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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(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)

McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
Tysons Corner, VA 22102

(check if applicable) [X] 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)

Equity Partners of McGuireWoods LLP

- | | | |
|-------------------------|-----------------------|------------------------|
| Adams, John D. | Boland, J. W. | Chapman, Jeffrey J. |
| Anderson, Arthur E., II | Brenner, Irving M. | Clark, Jeffrey C. |
| Anderson, Mark E. | Brooks, Edwin E. | Cockrell, Geoffrey C. |
| Andre-Dumont, Hubert | Brose, R. C. | Collins, Darren W. |
| Bagley, Terrence M. | Burk, Eric L. | Covington, Peter J. |
| Barger, Brian D. | Busch, Stephen D. | Cramer, Robert W. |
| Becker, Scott L. | Cabaniss, Thomas E. | Cromwell, Richard J. |
| Belcher, Dennis I. | Cacheris, Kimberly Q. | Culbertson, Craig R. |
| Bell, Craig D. | Cairns, Scott S. | Cullen, Richard (nmi) |
| Bilik, R. E. | Capwell, Jeffrey R. | Daglio, Michael R. |
| Blank, Jonathan T. | Cason, Alan C. | De Ridder, Patrick A. |
| Boardman, J. K. | Chaffin, Rebecca S. | Dickerman, Dorothea W. |

(check if applicable) [X] 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: JUN 25 2015
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126822a

for Application No. (s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(enter County-assigned application number (s))

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

McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
Tysons Corner, VA 22102

(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**)

DiMattia, Michael J.
Dooley, Kathleen H.
Downing, Scott P.
Edwards, Elizabeth F.
Ensing, Donald A.
Evans, Jason D.
Ey, Douglas W., Jr.
Farrell, Thomas M.
Feller, Howard (nmi)
Finger, Jon W.
Finkelson, David E.
Foley, Douglas M.
Fox, Charles D., IV
Franklin, Ronald G.
Fratkin, Bryan A.
Freedlander, Mark E.
Freeman, Jeremy D.
Fuhr, Joy C.
Gambill, Michael A.
Glassman, Margaret M.
Glickson, Scott L.
Gold, Stephen (nmi)
Goldstein, Philip (nmi)
Grant, Richard S.
Greenberg, Richard T.
Greene, Christopher K.
Greenspan, David L.
Gresham, A. B.

Grieb, John T.
Harmon, Jonathan P.
Harmon, T. C.
Hartsell, David L.
Hatcher, J. K.
Hayden, Patrick L.
Hayes, Dion W.
Hedrick, James T., Jr.
Hilton, Robert C.
Horne, Patrick T.
Hornyak, David J.
Hosmer, Patricia F.
Hutson, Benne C.
Isaf, Fred T.
Jackson, J. B.
Jewett, Bryce D., III
Jordan, Hilary P.
Justus, J. B.
Kahn, Brian A.
Kanazawa, Sidney K.
Kane, Matthew C.
Kang, Franklin D.
Kannensohn, Kimberly J.
Katsantonis, Joanne (nmi)
Keeler, Steven J.
Kilpatrick, Gregory R.
King, Donald E.
Kobayashi, Naho (nmi)

Konia, Charles A.
Kratz, Timothy H.
Kromkowski, Mark A.
Krueger, Kurt J.
Kutrow, Bradley R.
La Fratta, Mark J.
Lamb, Douglas E.
Lapp, David R.
Lias-Booker, Ava E.
Link, Vishwa B.
Little, Nancy R.
Long, William M.
Lukitsch, Bethany G.
Mandel, Michael D.
Manning, Amy B.
Marianes, William B.
Marshall, Gary S.
Marshall, Harrison L., Jr.
Marsico, Leonard J.
Martin, Cecil E., III
Martin, George K.
Martinez, Peter W.
Mason, Richard J.
Mathews, Eugene E., III
Mayberry, William C.
McDonald, John G.
McFarland, Robert W.
McGinnis, Kevin A.

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

Rezoning Attachment to Par. 1(c)DATE: JUN 25 2015
(enter date affidavit is notarized)

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for Application No. (s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
Tysons Corner, VA 22102(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)

McIntyre, Charles W.	Rak, Jonathan P.	Stallings, Thomas J.
McKinnon, Michele A.	Reid, Joseph K., III	Steen, Bruce M.
McLean, David P.	Richardson, David L.	Stein, Marta A.
McLean, J. D.	Riegle, Gregory A.	Stone, Jacquelyn E.
McNab, S. K.	Riley, James B., Jr.	Swan, David I.
McRill, Emery B.	Riopelle, Brian C.	Symons, Noel H.
Michalik, Christopher M.	Roberts, Manley W.	Tackley, Michael O.
Milianti, Peter A.	Robinson, Stephen W.	Tarry, Samuel L., Jr.
Miller, Amy E.	Roesenthaler, Michael J.	Taylor, R. T.
Moldovan, Victor L.	Rogers, Marvin L.	Thanner, Christopher J.
Muckenfuss, Robert A.	Rohman, Thomas P.	Thornhill, James A.
Mullins, P. T.	Ronn, David L.	Van Horn, James E.
Murphy, Sean F.	Rosen, Gregg M.	Vance, Robin C.
Nahal, Hardeep S.	Russo, Angelo M.	Vaughn, Scott P.
Natarajan, Rajsekhar (nmi)	Rust, Dana L.	Vick, Howard C., Jr.
Neale, James F.	Satterwhite, Rodney A.	Viola, Richard W.
Nesbit, Christopher S.	Scheurer, Philip C.	Wade, H. L., Jr.
Newhouse, Philip J.	Schewel, Michael J.	Walker, John T., IV
O'Grady, John B.	Schmidt, Gordon W.	Walker, Thomas R.
Oakey, David N.	Sellers, Jane W.	Walker, W. K., Jr.
Older, Stephen E.	Sethi, Akash D.	Walsh, Amber M.
Oostdyk, Scott C.	Shelley, Patrick M.	Westwood, Scott E.
Padgett, John D.	Simmons, L. D., II	Whelpley, David B., Jr.
Parker, Brian K.	Simmons, Robert W.	White, H. R., III
Perzek, Philip J.	Slaughter, D. F.	White, Walter H., Jr.
Phillips, Michael R.	Slone, Daniel K.	Wilburn, John D.
Pryor, Robert H.	Spahn, Thomas E.	Williams, Steven R.
Pumphrey, Brian E.	Spitz, Joel H.	Woodward, Michael B.
Pusateri, David P.	Spivey, Angela M.	Wren, Elizabeth G.

(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: JUN 25 2015
(enter date affidavit is notarized)

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for Application No. (s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(enter County-assigned application number (s))

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

Westfields Venture, LP
c/o Akridge
601 Thirteenth Street, NW, Suite 300 North
Washington, DC 20005

(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:

Alcion Westfields GP, LLC*

Limited Partner:

- Alcion Westfields Holdings, LLC*
- (1) Alcion Westfields Investors, LLC
- Alcion Real Estate Partners Strategic Parallel Fund II, L.P.*
- Akridge Administrative Partner, LLC*
- JACo Westfields Investors, LLC*

*Does not own 10% or more of the Westfields Venture, LP, the Title Owner of Tax Map 44-3 ((1)) 15

(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: JUN 25 2015
(enter date affidavit is notarized)

126822a

for Application No. (s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(enter County-assigned application number (s))

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

(2) Alcion Real Estate Partners Master Fund II, L.P.
One Post Office Square
Suite 3120
Boston MA 02109

(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:

Alcion Capital II, LP*

Limited Partner:

- (3) Alcion Real Estate Partners
Tax-Exempt Parallel Fund II, LP
- (4) Alcion Real Estate Partners Taxable
Parallel Fund II, LP
- (5) Alcion Real Estate Partners II, LP

*Does not own 10% or more of the
Westfields Venture, LP, the Title Owner of
Tax Map 44-3 ((1)) 15

(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: JUN 25 2015
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126822a

for Application No. (s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(enter County-assigned application number (s))

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

(3) Alcion Real Estate Partners Tax-Exempt Parallel Fund II, LP
One Post Office Square
Suite 3120
Boston MA 02109

(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: Alcion Capital II, LP*
* Does not own 10% or more of Westfieldd
Venture, LP, the Title Owner of Tax Map
44-3 ((1)) 15

Limited Partner:

- Board of Regents of The University of Texas System*
- Arizona State Retirement System*
- Arizona PSPRS Trust*
- The University of Chicago*
- Casey Family Programs*
- TIFF Realty and Resources 2008, LLC*
- Trustees of Tufts College*
- University of Oregon Foundation*
- Salvation Army - A New York Corporation*
- Smithsonian Institution*
- The Salvation Army, an Illinois Corporation*
- LICR Fund, Inc.*
- Harvard Private Capital (Secondary)*
- Soka University of America*
- The Seattle Foundation*
- University of Louisville Foundation, Inc.*
- Sidley Austin Master Pension Trust*
- Silicon Valley Community Foundation Long Term Pool*
- Virginia G. Piper Charitable Trust*
- Wenner-Gren Foundation for Anthropological Research, Inc.*
- Kessler Foundation*
- Alcion Capital Parallel II, LP*
- Highland Street Connection*
- Silicon Valley Community Foundation Endowment Pool*

(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: JUN 25 2015
(enter date affidavit is notarized)

126822a

for Application No. (s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(enter County-assigned application number (s))

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

(4) Alcion Real Estate Partners Taxable Parallel Fund II, LP
One Post Office Square
Suite 3120
Boston MA 02109

(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:

Alcion Capital II, LP*

Limited Partner:

Gresham Real Estate Partners III, LP*
SFT Real Estate LLC (2011)*
IGXG Management LLC-Series E*
MF Realty Investmentes LLC*
BBR Real Estate (II), LP*
Ronald Family Trust C*
Frances C. Searle Charitable Trusts
Partnership*
John G. Searle Charitable Trust
Partnership*
Tower Hill Non Marketable LLC*
Verdis Real Estate Master Fund, LLC*
Nelson A. Rockefeller, Jr. c/o The Ayco
Company*
Valley Spring Mutual Trust LLC*
Thomas J. Mizo Trust*

*Does not own 10% or more of Westfields
Venture, LP, the Title Owner of Tax Map
44-3 ((1)) 15

(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: JUN 25 2015
(enter date affidavit is notarized)

126822a

for Application No. (s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(enter County-assigned application number (s))

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

(S) Alcion Real Estate Partners II, LP
One Post Office Square
Suite 3120
Boston MA 02109

(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:

Alcion Capital II, LP*

Limited Partner:

Harvard Private Capital*

*Does not own 10% or more of the
Westfields Venture, LP, the Title Owner of
Tax Map 44-3 ((1)) 15.

(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: JUN 25 2015
(enter date affidavit is notarized)

126822a

for Application No. (s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(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: JUN 25 2015
(enter date affidavit is notarized)

126822a

for Application No. (s): RZ/FDP 2014-SU-016, PCA 78-S-063-07
(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)

[] Applicant

[x] Applicant's Authorized Agent

Gregory A. Riegle, Esquire

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

Subscribed and sworn to before me this 25th day of June 20 15, in the State/Comm. of Virginia, County/City of Fairfax.

Grace E. Chae
Notary Public

My commission expires: 5/31/2016

