



# 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:** September 23, 2015

**TO:** Suzanne Wright, 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.: PCA 2004-PR-044-02/CDPA/FDPA 2004-PR-044-02  
Applicant: Tysons Corner Property Holdings LLC, Tysons Corner Holdings, LLC, Tysons Corner Residential I LLC, Tysons Corner Office I LLC, Tysons Corner Hotel Plaza LLC  
PC Hearing Date: 9/17/15  
BOS Hearing Date: 10/6/15

**REF.:** 128139

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 9/22/15 which bears my initials and is numbered **128139e**, in the **Final Board package**.

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: September 22, 2015  
(enter date affidavit is notarized)

I, Jill S. Parks, 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

128139 e

in Application No.(s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(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.)

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
Tysons Corner Property Holdings LLC Agents: John E. Harrison Hillary K. Zahm Charles W. Krueger Robert R. Jones Ron C. Lorch	c/o The Macerich Company 401 Wilshire Boulevard, Suite 700 Santa Monica, CA 90401	Applicant/Title Owner of 29-4 ((1)) 35A and 35C (Former Title Owner of 29-4 ((1)) 35D, 35E, and 35F)
Tysons Corner Holdings LLC Agents: John E. Harrison Hillary K. Zahm Charles W. Krueger Robert R. Jones Ron C. Lorch	c/o The Macerich Company 401 Wilshire Boulevard, Suite 700 Santa Monica, CA 90401	Applicant/Title Owner of 39-2 ((1)) 2, 5, and 4

(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: September 22, 2015  
 (enter date affidavit is notarized)

128139 e

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
 (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 <b>BOLD</b> above)
· Tysons Corner Residential I LLC Agents: John E. Harrison Hillary K. Zahm Charles W. Krueger Robert R. Jones · Ron C. Lorch	c/o The Macerich Company 401 Wilshire Boulevard, Suite 700 Santa Monica, CA 90401	Applicant/Title Owner of 29-4 ((1)) 35D
· Tysons Corner Office I LLC Agents: John E. Harrison Hillary K. Zahm Charles W. Krueger Robert R. Jones · Ron C. Lorch	c/o The Macerich Company 401 Wilshire Boulevard, Suite 700 Santa Monica, CA 90401	Applicant/Title Owner of 29-4 ((1)) 35E
· Tysons Corner Hotel Plaza LLC Agents: John E. Harrison Hillary K. Zahm Charles W. Krueger Robert R. Jones · Ron C. Lorch	c/o The Macerich Company 401 Wilshire Boulevard, Suite 700 Santa Monica, CA 90401	Applicant/Title Owner of 29-4 ((1)) 35F
· Sasaki Associates, Inc. Agents: Neil J. Dean Alan L. Ward Joel A. Smith · George A. Koumoutsos	64 Pleasant Street Watertown, MA 02472	Landscape Architect/Agent

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

**Rezoning Attachment to Par. 1(a)**

DATE: September 22, 2015  
 (enter date affidavit is notarized)

128139e

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
 (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.

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
M.J. Wells & Associates, Inc. Agents: Robin L. Antonucci Kevin R. Fellin William F. Johnson Jami L. Milanovich John F. Cavan, IV Justin B. Schor ● Lester E. Adkins, III	1420 Spring Hill Road, Suite 610 Tysons, VA 22102	Traffic Engineer/Agent
Walker Parking Consultants Agents: Michael P. Albers	565 East Swedesford Road, Suite 300 Wayne, PA 19087	Parking Consultant/Agent
Stantec Consulting Services Inc. Agents: Jeffrey T. Lohr Stacie L. Kurzhals Joshua E. Orndorff Matthew S. Martin (Former) Matthew B. Hogan Jeffery L. Miller (Former) Dennis A. Vazquez-Cancel William D. Beisch George D. Gibson III	4500 Daly Drive, Suite 100 Chantilly, VA 20151	Civil Engineer/Agent

(check if applicable)

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

• Information updated since the printing of the 9/2/15 Staff Report.

**Rezoning Attachment to Par. 1(a)**

DATE: September 22, 2015  
(enter date affidavit is notarized)

128139e

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(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.

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
RTKL Associates Inc. Agents: Marcus W. Fairbrother John J. Becker Nicholas J. Corcoran Antonio A. D'Agostino Peter M. Kulebs Christine E. Aiken (Former) Tyler T. Brown Michael T. Steinmetz Jeffrey J. Gunning Dallas W. Branch Phillip W. Blase Honorio R. Villanueva David L. McMillin Kathleen M. Callaghan Claire M. Tranter	901 South Bond Street Baltimore, MD 21231	<b>Architect/Agent</b>
Cooley LLP Agents: Antonio J. Calabrese, Esq. Mark C. Looney, Esq. Colleen P. Gillis, Esq. Jill S. Parks, Esq. Brian J. Winterhalter, Esq. Shane M. Murphy, Esq.(Former) Jeffrey A. Nein, Planner Ben I. Wales, Planner Molly M. Novotny, Planner Katherine P. Humphrey, Planner	11951 Freedom Drive Reston, VA 20190	<b>Attorney/Agent</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: September 22, 2015
(enter date affidavit is notarized)

128139e

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044
(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)
Tysons Corner Property Holdings LLC
c/o The Macerich Company
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)
Tysons Corner Property LLC

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. President, Vice President, Secretary, Treasurer, etc.)
Officers - none (a member-managed limited liability company)
Directors - none

(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: September 22, 2015  
(enter date affidavit is notarized)

128139e

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

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

Tyson's Corner Property LLC  
c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**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)

Alaska Permanent Fund Corporation  
MACW Tysons, LLC

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

Officers - none (a member-managed limited liability company)  
Directors - none

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

Alaska Permanent Fund Corporation  
801 West 10th Street, Suite 302  
Juneau, AK 99801

**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)

Alaska Permanent Fund Corporation is owned by the State of Alaska

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

William G. Moran, Jr., Chair	Larry (nmi) Cash, Trustee	Lawrence L. Hartig, Trustee
Carl F. Brady, Jr., Vice Chair	Gary J. Dalton, Trustee	
Michael J. Burns, CEO, Exec. Dir., Secretary & Treasurer (Former)	Additional: Randall (nmi) Hoffbeck	
Angela (nmi) Rodell, Trustee (Former)	Valerie (nmi) Mertz, Acting Executive Director	

(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 9/2/15 Staff Report.

**Rezoning Attachment to Par. 1(b)**

DATE: September 22, 2015  
(enter date affidavit is notarized)

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for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

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

Tysons Corner Holdings LLC  
c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**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)

Tysons Corner LLC

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

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

Officers - none (a member-managed limited liability company)

Directors - none

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

Tysons Corner LLC, c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**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)

Alaska Permanent Fund Corporation  
MACW Tysons, LLC

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

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

Officers - none (a member-managed limited liability company)

Directors - none

(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: September 22, 2015  
(enter date affidavit is notarized)

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for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

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

Tyson's Corner Residential I LLC  
c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**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)

Tyson's Corner Property LLC

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

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

Officers - none (a member-managed limited liability company)  
Directors - none

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

Tyson's Corner Office I LLC  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**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)

Tyson's Corner Property LLC

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

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

Officers - none (a member-managed limited liability company)  
Directors - none

(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 2004-PR-044-2, CDPA/FDPA 2004-PR-044

(enter County-assigned application number (s))

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

Tysons Corner Hotel Plaza LLC  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**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)

Tysons Corner Property LLC

=====

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

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

Officers - none (a member-managed limited liability company)

Directors - none

(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: September 22, 2015

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for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044

(enter County-assigned application number (s))

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

MACW Tysons LLC, c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**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)

MACWH, LP

=====

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

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

Thomas J. Leanse, SEVP, CLO & Sec.  
Eric V. Salo, EVP  
Tim J. Steffan, SVP (Former)

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

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for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044

(enter County-assigned application number (s))

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

Walleye Retail Investments LLC, c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**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)

Macerich Walleye LLC  
Walleye LLC

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

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

- |                                       |                                     |
|---------------------------------------|-------------------------------------|
| Arthur M. Coppola, Chair & CEO        | Mark A. Jacoby, SVP                 |
| Edward C. Coppola, President          | John P. Jones, SVP                  |
| Thomas J. Leanse, SEVP, CLO & Sec.    | Scott W. Kingsmore, SVP             |
| Dana K. Anderson, Vice Chair (Former) | Gene M. Kruger, SVP                 |
| Thomas E. O'Hern, SEVP, CFO & Treas.  | Olivia B. Leigh, SVP                |
| Randy L. Brant, EVP                   | Tom J. Pendergrast, SVP             |
| Robert D. Perlmutter, EVP             | John (nmi) Perry, SVP               |
| Eric V. Salo, EVP                     | Madonna R. Shannon, SVP & Ass. Sec. |
| Robert F. Beffa, SVP                  | David M. Short, SVP                 |
| Jamie (nmi) Bourbeau, SVP             | Michael (nmi) Slavin, SVP           |
| Chet A. Cramin, SVP                   | Stephen L. Spector, SVP             |
| Christopher J. Facas, SVP             | Tim J. Steffan, SVP (Former)        |
| Don M. Foster, SVP                    | Thomas C. Unis, SVP                 |
| Doug J. Healey, SVP                   | Kenneth (nmi) Volk, SVP             |
|                                       | Christopher J. Zecchini, SVP        |

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for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

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

Macerich Walleye LLC, c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**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 Macerich Partnership, L.P.

=====

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

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

- |                                       |                                     |
|---------------------------------------|-------------------------------------|
| Arthur M. Coppola, Chair & CEO        | Mark A. Jacoby, SVP                 |
| Edward C. Coppola, President          | John P. Jones, SVP                  |
| Thomas J. Leanse, SEVP, CLO & Sec.    | Scott W. Kingsmore, SVP             |
| Dana K. Anderson, Vice Chair (Former) | Gene M. Kruger, SVP                 |
| Thomas E. O'Hern, SEVP, CFO & Treas.  | Olivia B. Leigh, SVP                |
| Randy L. Brant, EVP                   | Tom J. Pendergrast, SVP             |
| Robert D. Perlmutter, EVP             | John (nmi) Perry, SVP               |
| Eric V. Salo, EVP                     | Madonna R. Shannon, SVP & Ass. Sec. |
| Robert F. Beffa, SVP                  | David M. Short, SVP                 |
| Jamie (nmi) Bourbeau, SVP             | Michael (nmi) Slavin, SVP           |
| Chet A. Cramin, SVP                   | Stephen L. Spector, SVP             |
| Christopher J. Facas, SVP             | Tim J. Steffan, SVP (Former)        |
| Don M. Foster, SVP                    | Thomas C. Unis, SVP                 |
| Doug J. Healey, SVP                   | Kenneth (nmi) Volk, SVP             |
|                                       | Christopher J. Zecchini, SVP        |

(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 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

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

Walleye LLC, c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**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 Macerich Partnership, L.P.

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

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

- |                                       |                                     |
|---------------------------------------|-------------------------------------|
| Arthur M. Coppola, Chair & CEO        | Mark A. Jacoby, SVP                 |
| Edward C. Coppola, President          | John P. Jones, SVP                  |
| Thomas J. Leanse, SEVP, CLO & Sec.    | Scott W. Kingsmore, SVP             |
| Dana K. Anderson, Vice Chair (Former) | Gene M. Kruger, SVP                 |
| Thomas E. O'Hern, SEVP, CFO & Treas.  | Olivia B. Leigh, SVP                |
| Randy L. Brant, EVP                   | Tom J. Pendergrast, SVP             |
| Robert D. Perlmutter, EVP             | John (nmi) Perry, SVP               |
| Eric V. Salo, EVP                     | Madonna R. Shannon, SVP & Ass. Sec. |
| Robert F. Beffa, SVP                  | David M. Short, SVP                 |
| Jamie (nmi) Bourbeau, SVP             | Michael (nmi) Slavin, SVP           |
| Chet A. Cramin, SVP                   | Stephen L. Spector, SVP             |
| Christopher J. Facas, SVP             | Tim J. Steffan, SVP (Former)        |
| Don M. Foster, SVP                    | Thomas C. Unis, SVP                 |
| Doug J. Healey, SVP                   | Kenneth (nmi) Volk, SVP             |
|                                       | Christopher J. Zecchini, SVP        |

(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: September 22, 2015

128139e

(enter date affidavit is notarized)

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044

(enter County-assigned application number (s))

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

The Macerich Company, c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

**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)

Publicly traded as MAC on the NYSE, and no shareholder owns more than 10% of Tysons Corner Property Holdings LLC or Tysons Corner Holdings LLC

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

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

Arthur M. Coppola, Chair, CEO, & Dir.	Robert F. Beffa, SVP	Douglas D. Abbey, Dir. (Former)
Edward C. Coppola, President & Dir.	Jamie (nmi) Bourbeau, SVP	Fred S. Hubbell, Dir.
Dana K. Anderson, Vice Chair & Dir. (Former)	Chet A. Cramin, SVP	Diana M. Laing, Dir.
Thomas J. Leanse, SEVP, CLO & Sec.	Christopher J. Facas, SVP	Stanley A. Moore, Dir. (Former)
Thomas E. O'Hern, SEVP, CFO & Treas.	Don M. Foster, SVP	Mason G. Ross, Dir.
Randy L. Brant, EVP	Doug J. Healey, SVP	William P. Sexton, Dir. (Former)
Robert D. Perlmutter, EVP	Mark A. Jacoby, SVP	Steven L. Soboroff, Dir.
Eric V. Salo, EVP	John P. Jones, SVP	Andrea M. Stephen, Dir.
	Scott W. Kingsmore, SVP	John M. Sullivan, Dir.
	Genene M. Kruger, SVP	
	Olivia B. Leigh, SVP	Additional:
	Tom J. Pendergrast, SVP	John H. Alschuler, Dir.
	John (nmi) Perry, SVP	Steven R. Hash, Dir.
	Madonna R. Shannon, SVP & Ass. Sec.	
	David M. Short, SVP	
	Michael (nmi) Slavin, SVP	
	Stephen L. Spector, SVP	
	Tim J. Steffan, SVP (Former)	
	Thomas C. Unis, SVP	
	Kenneth (nmi) Volk, SVP	
	Christopher J. Zecchini, SVP	

(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 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

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

Sasaki Associates, Inc.  
64 Pleasant Street  
Watertown, MA 02472

**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.)

=====

**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 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: September 22, 2015  
(enter date affidavit is notarized)

128139e

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

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

Walker Parking Consultants  
565 East Swedesford Road, Suite 300  
Wayne, PA 19087

**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.)

---

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

Stantec Consulting Services Inc.  
4500 Daly Drive, Suite 100  
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)

---

**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: September 22, 2015  
(enter date affidavit is notarized)

128139e

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

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

RTKL Associates Inc.  
901 South Bond Street  
Baltimore MD 21231

**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)

ARCADIS North America

=====

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

=====

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

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

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

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

=====

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

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

REZONING AFFIDAVIT

DATE: September 22, 2015  
(enter date affidavit is notarized)

128139e

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(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  
11951 Freedom Drive  
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
- Jane K. Adams
- Maureen P. Alger
- DeAnna D. Allen
- Mazda K. Antia
- Orion (nmi) Armon
- Gordon C. Atkinson
- Michael A. Attanasio
- Jonathan P. Bach
- Charles J. Bair
- Celia Goldwag Barenholtz
- Frederick D. Baron
- Matthew S. Bartus
- Michael D. Basile
- Keith J. Berets
- Laura Grossfield Birger

(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: September 22, 2015  
(enter date affidavit is notarized)

128139e

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Cooley LLP (continued)  
11951 Freedom Drive  
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**)

Thomas A. Blinka	Eric W. Doherty	Patrick P. Gunn
Barbara L. Borden	William P. Donovan, Jr.	Divakar (nmi) Gupta
Jodie M. Bourdet	Michelle C. Doolin	Sarah J. Guske
Wendy J. Brenner	Joseph M. Drayton	Jeffrey M. Gutkin
Matthew J. Brigham	Christopher (nmi) Durbin	John B. Hale
James P. Brogan	John C. Dwyer	Danish (nmi) Hamid
Nicole C. Brookshire	Shannon (nmi) Eagan	Ray (nmi) Hartman
Matthew D. Brown	Erik (nmi) Edwards	Bernard L. Hatcher
Alfred L. Browne III	Ivor R. Elrifi	Matthew B. Hemington
Matthew T. Browne	Gordon H. Empey	Cathy Rae Hershcopf
Peter F. Burns	Sonya F. Erickson	Gordon K. Ho
Blain B. Butner	Heidi A. Erlacher	Lila W. Hope
John T. Byrnes	Michael R. Faber	C. Thomas Hopkins
Robert T. Cahill	Lester J. Fagen	Mark M. Hrenya
Antonio J. Calabrese	Jesse D. Farmer	Brendan J. Hughes
Christopher C. Campbell	Brent D. Fasset	Christopher R. Hutter
William Lesse Castleberry	John R. Feore, Jr.	Jay R. Indyke
Lynda K. Chandler	M. Wainwright Fishburn, Jr.	Craig D. Jacoby
Reuben H. Chen	Jennifer Fonner Fitchen (Former)	Eric C. Jensen
Dennis (nmi) Childs	Thomas J. Friel, Jr.	Robert L. Jones
William T. Christiansen, II	Francis (nmi) Fryscak	Barclay J. Kamb
Sean M. Clayton	Koji F. Fukumura	Richard S. Kanowitz
Samuel S. Coates (Former)	James F. Fulton, Jr.	Kimberly J. Kaplan-Gross
Jeffrey L. Cohen	William S. Galliani	Matthew A. Karlyn (Former)
Thomas A. Coll	W. Andrew H. Gantt III	Jeffrey S. Karr
Joseph W. Conroy	Stephen D. Gardner (Former)	Sally A. Kay
Carolyn L. Craig	Jon E. Gavenman	Heidi M. Keefe
John W. Crittenden	Colleen P. Gillis	Jason L. Kent
Janet L. Cullum	Jonathan C. Glass	Mehdi (nmi) Khodadad
Nathan K. Cummings	Michael B. Goldstein	Charles S. Kim
John A. Dado	Wendy C. Goldstein	Kevin M. King
Scott D. Dailard	Kathleen A. Goodhart	Michael J. Klisch
Benjamin G. Damstedt	Lawrence C. Gottlieb	Jason M. Koral
Craig E. Dauchy	Shane L. Goudey	Barbara A. Kosacz
Renee R. Deming	William E. Grauer (Former)	Kenneth J. Krisko
Darren K. DeStefano	Jonathan G. Graves	Carol Denise Laherty
	Jacqueline I. Grise	
	Kenneth L. Guernsey	

(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: September 22, 2015  
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for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Cooley LLP (continued)  
11951 Freedom Drive  
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**)

Mark F. Lambert	Patrick J. Mitchell	Kevin K. Rooney
Matthew E. Langer	Ali M.M. Mojdehi	Adam J. Ruttenberg
Samantha M. LaPine	Ann M. Mooney	Thomas R. Salley III
John G. Lavoie	Timothy J. Moore	Jessica Valenzuela Santamaria
Pang (nmi) Lee	William B. Morrow, III (Former)	Glen Y. Sato
Robin J. Lee	Howard (nmi) Morse	Martin S. Schenker
Louis (nmi) Lehot (Former)	Frederick T. Muto	Joseph A. Scherer (Former)
Jamie K. Leigh	Danielle E. Naftulin	Marc G. Schildkraut
Shira Nadich Levin	Ryan E. Naftulin	William J. Schwartz
Alan (nmi) Levine	Jeremy M. Naylor	Ellen A. Scordino
Michael S. Levinson	Stephen C. Neal	Audrey K. Scott
Stephanie (nmi) Levy	Edward J. O'Connell	John H. Sellers
Elizabeth L. Lewis	Ian (nmi) O'Donnell	Ian R. Shapiro
Michael R. Lincoln	Kathleen (nmi) Pakenham	Michael N. Sheetz
James C. T. Linfield	Timothy G. Patterson	C. Christopher Shoff
Samuel M. Livermore	Anne H. Peck	Jordan A. Silber
Douglas P. Lobel	D. Bradley Peck	Brent B. Siler
J. Patrick Loofbourrow	David G. Peinsipp	Ian D. Smith
Mark C. Looney	Nicole K. Peppe	Stephen R. Smith
Robert B. Lovett	Robert W. Phillips	Whitty (nmi) Somvichian
Andrew P. Lustig	Susan Cooper Philpot	Wayne O. Stacy
Thomas O. Mason	Frank V. Pietrantonio	Anthony M. Steigler
Jennifer (nmi) Massey	Mark B. Pitchford	Steven M. Strauss
Joshua O. Mates	Michael L. Platt	James N. Strawbridge (Former)
Michael J. McGrail	Christian E. Plaza	M. Anne Swanson
John T. McKenna	Aaron M. Pomeroy	C. Scott Talbot
Bonnie Weiss McLeod	Marya A. Postner	Mark P. Tanoury
Mark A. Medearis	Steve M. Przesmicki	Joseph (nmi) Teja, Jr.
Laura M. Medina	Seth A. Raffkin	Gregory C. Tenhoff
Beatriz (nmi) Mejia	Frank F. Rahmani	Michael E. Tenta
Craig A. Menden	Marc (nmi) Recht	Timothy S. Teter
Erik B. Milch	Michael G. Rhodes	Michael (nmi) Tollini
Chadwick L. Mills	Michelle S. Rhyu	Michael S. Tuscan
David E. Mills	Lyle D. Roberts	Joseph J. Vaughn
J. Kevin Mills	John W. Robertson	Miguel J. Vega
	Ricardo (nmi) Rodriguez	Erich E. Veitenheimer III
	Kenneth J. Rollins	

(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: September 22, 2015  
(enter date affidavit is notarized)

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for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

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

Cooley LLP (continued)  
11951 Freedom Drive  
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**)

- |                               |                           |
|-------------------------------|---------------------------|
| - Aaron J. Velli              | Additional:               |
| David A. Walsh                | Ann (nmi) Bevit           |
| Mark B. Weeks                 | Nicholas (nmi) Bolter     |
| Mark R. Weinstein             | David (nmi) Bresnick      |
| Thomas S. Welk                | John A. Clenendin         |
| Peter H. Werner               | Christopher (nmi) Coulter |
| Francis R. Wheeler            | James R. Crabtree         |
| Geoffrey T. Willard           | Mark J. Deem              |
| - Andrew S. "Drew" Williamson | Matthew P. Dubofsky       |
| Peter J. Willsey              | Mark C. Everiss           |
| Mark Windfeld-Hansen          | Christopher M. Finney     |
| David J. Wittenstein          | Daniel I. Goldberg        |
| Nancy H. Wojtas               | William N. Haddad         |
| Amy M. Wood                   | Laurence M. Harris        |
| J. Peyton Worley              | Nicholas A. Hobson        |
| Nan (nmi) Wu                  | Richard M. Hopley         |
| - Babak (nmi) Yaghmaie        | Jeffrey M. Kaban          |
| David R. Young                | Joshua A. Kaufman         |
| Christina (nmi) Zhang         | David R. Kendall          |
| Kevin J. Zimmer               | Benjamin H. Kleine        |
|                               | Natasha V. Leskovsek      |
|                               | Haibo J. Lu               |
|                               | Edward J. Lukins          |
|                               | Nicola K. Maguire         |
|                               | James J. Maton            |
|                               | Becket (nmi) McGrath      |
|                               | Barbara R. Mirza          |
|                               | Phillip E. Morton         |
|                               | Garth A. Osterman         |
|                               | Rama (nmi) Padmanabhan    |
|                               | Sarah E. Pearce           |
|                               | Kevin J. Perry            |
|                               | Yvan-Claude J. Pierre     |
|                               | Akash (nmi) Sachdeva      |
|                               | Justin M. Stock           |
|                               | Scott B. Weston           |
|                               | John (nmi) Wilkinson      |
|                               | Jonathan (nmi) Yorke      |

(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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for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044

(enter County-assigned application number (s))

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

MACWH, LP  
 c/o The Macerich Company  
 401 Wilshire Boulevard, Suite 700  
 Santa Monica, CA 90401

(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:	Hudwil Properties, Inc.*	General Partner:
	Wilride Property, Inc.*	
Walleye Retail Investments LLC	Wilsar Property, Inc.*	Walleye Retail Investments LLC
DB Holdings LLC*	John W. Anderson (Former)	
Judy W. Linehan	John W. and Colleen M. Anderson Family	
M. Colleen Wilmot	Foundation Inc.* (Former)	
Daniel H. Wilmot	James L. Backus	
Dennis A. Wilmot	Kenneth A. Caschette (Former)	
James R. Wilmot	Ronald A. Cocquyt	
Kevin R. Wilmot	Alfred W. Friedrich	
Michael T. Wilmot	John E. Kelly	
Patrick W. Wilmot	John R. Kraus	
Sallie A. Wilmot	Robert (nmi) Coleman	
Thomas C. Wilmot		
William B. Wilmot (Former)		
Jamie L. Cesere	*Does not own more than 10% of Tysons	
Michael P. Linehan	Corner Property Holdings LLC or Tysons	
Thomas C. Wilmot Trust fbo James Albert	Corner Holdings LLC	
Wilmot*		
Loretta W. Conroy		
Paul J. Wilmot		
Thomas C. Wilmot, Jr.		
Great Northern Holdings, LP*		
LGW Holdings, LP*		
Maywil Associates, L.P.*		
Rotterdam Holdings, L.P.*		
Syracuse Venture Assoc.*		
Danmall Property, Inc.*		
GEM, Inc.*		
GMT, LLC*		
Wilmorite, Inc.*		
Freecorp Property, Inc.*		
Freehold Raceway Mall, Inc.*		

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**Rezoning Attachment to Par. 1(c)**DATE: September 22, 2015

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for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044

(enter County-assigned application number (s))

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

The Macerich Partnership, L.P.  
 c/o The Macerich Company  
 401 Wilshire Boulevard, Suite 700  
 Santa Monica, CA 90401

(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:

The Macerich Company (public REIT)	Stephen D. Rausch, Trustee of the Rausch Family Trust of 2003 Dated February 8, 2003 *	Lawrence R. Lanctot and Jane J. Lanctot as Co-Trustees of the Robert E. and Jane Lanctot Survivors Trust u/t/a 10/18/2002 *
Dana K. Anderson and Nancy Sue Anderson, as Trustees of the Anderson Family Trust *	The Siegel Survivors Trust * (Former)	Lawrence R. Lanctot and Jane J. Lanctot as Co-Trustees of the Robert E. and Jane Lanctot Marital Trust u/t/a 10/18/2002 *
Richard A. Bayer and Shelley A. Bayer, Trustees, the Bayer Trust dated March 25, 1999*	The Siegel Family Trust * (Former)	Lawrence R. Lanctot and Jane J. Lanctot as Co-Trustees of the Robert E. and Jane Lanctot Exemption Trust u/t/a 10/18/2002*
William P. Beatson	Samantha Siegel Revocable Trust, effective December 5, 2013*	Stephen T. Lanctot
Randy Brant	Article Fourth Trust u/a/d 2/27/07 f/b/o Evan Siegel *	Teresa M. When
Scott W. Burchard and Amy H. Burchard, as Co-Trustees of the S. W. Burchard Family Trust (as restated) dated March 25, 2015	Michael F. Siegel	Lawrence R. Lanctot and Lelia A. Lanctot, Co-Trustees of the Lawrence R. and Lelia A. Lanctot 1996 Family Trust u/a June 13, 1996, as amended *
Michael Busenhardt	Mikki Siegel	Morshead Family Trust *
Claude Keyzers Trust UTA 9/30/83 *	Nathan Sims	S.R. & Patricia T. Stofle
Coppola Investments LLC*	Dane Smith	Catherine Wyler Trust *
Arthur Coppola	Abraham H. Taff Revocable Trust of 2007*	Judy Wyler Trust *
Coppola Portfolio LLC*	TR U/W/O Samuel Nassi, Albert Nassi & David Licht, Trustees *	Melanie Wyler Trust *
Edward Coppola	Charles Waldron	David Wyler Trust *
Edward C. Coppola, Jr. and Nancy E. Coppola 2012 Grantor Trust*	Arthur W. Forte	Richard H. Gould Living Trust *
Eleanor P. Coppola	Salisbury-Springhill Limited Partnership *	John Gatto
Michael Coppola	Timothy G. Sheehan	
Elizabeth Ann DeMartin	Silvia Breiholz, Trustee, Sylvia Breiholz Declaration of Trust dated March 25, 1987*	
Anthony Grossi	Michael Franchetti	
Keith & Florence Smith TR 8/7/90 *	Sherry Franchetti	
Thomas Leanse	Irene S. Kivitz Living Trust *	
Albert Thomas Nassi	Seaport Ventures L.P.*	
Northwestern Mutual Life *		
Thomas O'Hern		
Tom Pendergrast		
Robert D. Perlmutter, as Trustee of the Robert D. Perlmutter Revocable Trust dated October 1, 1983, as amended		
Eric Salo		

(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: September 22, 2015  
(enter date affidavit is notarized)

128139e

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

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

The Macerich Partnership, L.P. (continued)  
c/o The Macerich Company  
401 Wilshire Boulevard, Suite 700  
Santa Monica, CA 90401

(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**)

Constance B. Sheehan, Trustee of the  
Constance B. Sheehan Trust dated 9/22/03\*  
John & Carmen Aitken Trust \*  
Linda Lee Boyd, as Trustee of the Linda  
Lee Boyd Survivor's Trust\*  
Kevin B. Clahan  
Eugenia K. Clahan  
James & Wera Clough Trust \*  
Jacobs Group Partnership \*  
Henry Jacobson  
Mary Lou Fisher Jacobsen as Trustee under  
Trust Agreement dated 9/2/94 \*  
Carol Ann Rosenberg Revocable Trust \*  
Daniel Spiegelman  
Robert G. and Betty A. Spiegelman  
Consolidated Living Trust \*  
Wilkinson Revocable Trust \*  
Newman Marital QTIP Trust \*  
Leroy H. Brettin, as Trustee of the Brettin  
Family Trust \*  
Macerich SCG GP Corp. \*  
Macerich Great Falls GP Corp. \*  
Southwest Associates Investments, LLC \*  
El Camino Associates \*  
Charles Carlise  
MACDAN Corp. \*

General Partner:  
The Macerich Company (public REIT)

\* Does not own 10% or more of Tysons  
Corner Property Holdings LLC or Tysons  
Corner Holdings LLC

Additional:  
Article Seventh Trust u/a/d 6/3/98 f/b/o  
Evan Siegel  
Evan Siegel Revocable Trust

(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: September 22, 2015  
(enter date affidavit is notarized)

128139 e

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(enter County-assigned application number (s))

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

·ARCADIS North America  
630 Plaza Drive, Suite 100  
Highlands Ranch CO

(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: ARCADIS N.V., owns 99% of ARCADIS North America, is publicly traded, and no one shareholder owns 10% or more of RTKL Associates Inc.

·General Partner: ARCADIS USA B.V., owns 1% of ARCADIS North America, and is wholly owned by ARCADIS N.V., however, no one shareholder owns 10% or more of RTKL Associates Inc.

(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: September 22, 2015  
(enter date affidavit is notarized)

128139e

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(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: September 22, 2015  
(enter date affidavit is notarized)

128139e

for Application No. (s): PCA 2004-PR-044-2, CDPA/FDPA 2004-PR-044  
(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

*Jill S Parks*

Jill S. Parks, Esq.

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

Subscribed and sworn to before me this 22<sup>nd</sup> day of Sept 2015, in the State/Comm. of Virginia, County/City of Fairfax.

*Betty C. Leyshion*

Notary Public

My commission expires: 10/31/2018

