



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: Mary Ann Tsai, 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 85-C-088-10, DPA 85-C-088-08, PRCA 85-C-088-03
Applicant: Block 4 LLC
PC Hearing Date: 9/17/15
BOS Hearing Date: 10/6/15

REF.: 130678

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 9/21/15, which bears my initials and is numbered **130678a**, in the **Supplemental 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 21, 2015
(enter date affidavit is notarized)

130678a

I, Brian J. Winterhalter, 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): PCA 85-C-088-10, DPA 85-C-088-08, PRCA 85-C-088-03
(enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,* and, if any of the foregoing is a **TRUSTEE,**** each **BENEFICIARY** of such trust, and all **ATTORNEYS and REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

(NOTE): All relationships to the application listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
Block 4 LLC Agents: Peter D. Johnston Peter V. Otteni Kenneth F. Simmons Richard H. Ellis Raymond A. Ritchey	2200 Pennsylvania Avenue, N.W. Suite 200W Washington, DC 20037	● Applicant/Property Owner of Tax Map 17-1 ((16)) 1A

(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 21, 2015
 (enter date affidavit is notarized)

130678 a

for Application No. (s): PCA 85-C-088-10, DPA 85-C-088-08, PRCA 85-C-088-03
 (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)
<ul style="list-style-type: none"> ● Urban Engineering & Associates, Inc. t/a Urban, Ltd. Agents: Eric S. Siegel, PE Peter F. Crawford, PE 	7712 Little River Turnpike Annandale, VA 22003	Engineer/Agent
<ul style="list-style-type: none"> Cooley LLP Agents: Antonio J. Calabrese, Esq. Mark C. Looney, Esq. Colleen P. Gillis Snow, Esq. Jill S. Parks, Esq. Brian J. Winterhalter, Esq. Jeffrey A. Nein, Planner Ben I. Wales, Planner Molly M. Novotny, Planner Katherine P. Humphrey, Planner 	One Freedom Square Reston Town Center 11951 Freedom Drive, #1500 Reston, VA 20190	Attorney/Agent
<ul style="list-style-type: none"> Shalom Baranes Associates Agent: Ari (nmi) Blumenthal Shalom S. Baranes Robert M. Sponseller Claudia (nmi) Russell 	1010 Wisconsin Avenue, NW Suite 900 Washington, DC 20007	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 AFFIDAVIT

DATE: September 21, 2015
(enter date affidavit is notarized)

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for Application No. (s): PCA 85-C-088-10, DPA 85-C-088-08, PRCA 85-C-088-03
(enter County-assigned application number(s))

1(b). The following constitutes a listing*** of the SHAREHOLDERS of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

(NOTE: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS herein.)

CORPORATION INFORMATION

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

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

DESCRIPTION OF CORPORATION: (check one statement)

- [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)

BP/DC Properties, Inc.

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

BP/DC Properties, Inc.- Manager

(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.

Rezoning Attachment to Par. 1(b)

DATE: September 21, 2015
(enter date affidavit is notarized)

130678a

for Application No. (s): PCA 85-C-088-10, DPA 85-C-088-08, PRCA 85-C-088-03
(enter County-assigned application number (s))

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

BP/DC Properties, Inc.
200 State Street, 5th Floor
Boston, MA 02109

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Boston Properties Limited Partnership
Boston Properties LLC
Boston Properties, Inc.

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

Peter G. Back, VP Construction	Mark E. Hockenjos, VP Prop Management	John F. Powers, Sen VP, Reg. Man.
Stacey A. Baker, VP Leasing	J. Michael Holland, VP Construction	David C. Provost, Sen VP Leasing
Robert A. Barrasso, VP Property Acctng	Franklin S. Hyre, III, VP Leasing	Jonathan S. Randall, Sen VP Construction
John K. Brandbergh, Sen VP Leasing	Peter D. Johnston, Sen VP, Reg. Manager	Raymond A. Ritchey, Exec VP
Helene R. Bryks, VP, Counsel	Jonathan L. Kaylor, Sen VP Leasing	Michael J. Rowe, VP Financial Reporting
Frank D. Burt, Sen VP, General Counsel, Sec.	Janet (nmi) Kerr, VP Risk Management	Robert A. Schubert, Sen VP Construction
Gregory A. Butler, VP, Regional Controller	Eric G. Kevorkian, Sen VP, Sen Couns, Ass. Sec.	Michael J. Schumacher, VP Construction
Michael A. Cantalupa, Sen VP Development	Joel I. Klein, Director	Peter V. See, Sen VP, Property Mgmt.
Bruce L. Christman, Sen VP, Reg GC & Ass. Sec.	Bryan J. Koop, Sen VP and Reg. Manager	Ivan G. Seidenberg, Director
Keli (nmi) Colby, VP, Counsel, Ass. Sec.	Jonathan B. Kurtis, Sen VP Construction	Kevin T. Sheehan, VP Development
Steven R. Colvin, Sen VP, Prop Manager	Michael E. LaBelle, Sen VP, CFO & Treas	Christine (nmi) Shen, VP Reg Coun Ass. Sec
Lynne P. Coville, VP Const	Andrew D. Levin, Sen VP, Leasing	Barney H. Silver, VP, Construction
Frederick J. DeAngelis, Sen VP, Sen Counsel	Douglas T. Linde, Pres., Dir.	Lori W. Silverstein, VP, Construction
Mark J. Denman, VP Const	Matthew J. Lustig, Dir.	Kenneth F. Simmons, Sen VP Dev.
Mark D. Denny, VP, Regional Controller	Jeanne (nmi) Madden, VP, Reg. Controller	Carl W. Slagle, VP Construction
Rodney C. Diehl, Sen VP Leasing	James J. Magaldi, VP Capital	R. David Stewart, VP Development
Kelli A. DiLuglio, Ass Sec	Matthew W. Mayer, Sen VP, Reg GC & Ass. Sec.	Gregory M. Storrs, VP Leasing
Anne B. DuMont, VP Leasing	Laura D. McNulty, Sen VP Prop	John J. Stroman, VP Development
Carol B. Einiger, Director	David E. Miller, VP Construction	Owen D. Thomas, CEO, Director
Richard H. Ellis, VP Development	Richard T. Monopoli, VP Development	Madeleine C. Timin, Sen VP, Reg. GC & Ass. Sec.
Jacob A. Frenkel, Director	Steven P. Morken, VP Construction	Martin (nmi) Turchin, Vice Chair
Donna (nmi) Garesche, VP, HR	Thomas J. O'Connor, VP Acquisitions	David A. Twardock, Director
Jeffrey (nmi) Garner, VP Engineering	Jonathan (nmi) Olson, VP Construction	Melanie J. Waldron, VP, Regional Prop. Man.
Amy C. Gindel, Sen VP Finance	Peter V. Otteni, VP Development	James J. Whalen, Sen VP and CIO
Robert S. Hamilton, VP, Reg. Controller	Alan J. Patricof, Director	Maura L. Wheat, VP Tax
James A. Hart, VP Development	Edward D. Penn, VP, Reg. Couns, Ass Sec.	Kathleen (nmi) Yuergens, VP Counsel
Thomas L. Hill, Sen VP Prop Management	Robert E. Pester, Sen VP, Reg Man.	Mortimer B. Zuckerman, Exec. Chairman
	Jeffrey S. Phaneuf, VP Finance	
	David (nmi) Pigott, VP	

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

Rezoning Attachment to Par. 1(b)DATE: September 21, 2015
(enter date affidavit is notarized)for Application No. (s): PCA 85-C-088-10, DPA 85-C-088-08, PRCA 85-C-088-03
(enter County-assigned application number (s))

130678a

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)Boston Properties, Inc.
800 Boylston Street, Suite 1900
Boston, MA 02199**DESCRIPTION OF CORPORATION:** (check one statement)

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

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

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

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

Peter G. Back, VP Construction	Mark E. Hockenjos, VP Prop Management	John F. Powers, Sen VP, Reg. Man.
Stacey A. Baker, VP Leasing	J. Michael Holland, VP Construction	David C. Provost, Sen VP Leasing
Robert A. Barrasso, VP Property Acctng	Franklin S. Hyre, III, VP Leasing	Jonathan S. Randall, Sen VP Construction
John K. Brandbergh, Sen VP Leasing	Peter D. Johnston, Sen VP, Reg. Manager	Raymond A. Ritchey, Exec VP
Helene R. Bryks, VP, Counsel	Jonathan L. Kaylor, Sen VP Leasing	Michael J. Rowe, VP Financial Reporting
Frank D. Burt, Sen VP, General Counsel, Sec.	Janet (nmi) Kerr, VP Risk Management	Robert A. Schubert, Sen VP Construction
Gregory A. Butler, VP, Regional Controller	Eric G. Kevorkian, Sen VP, Sen Couns, Ass. Sec.	Michael J. Schumacher, VP Construction
Michael A. Cantalupa, Sen VP Development	Joel I. Klein, Director	Peter V. See, Sen VP, Property Mgmt.
Bruce L. Christman, Sen VP, Reg GC & Ass. Sec.	Bryan J. Koop, Sen VP and Reg. Manager	Ivan G. Seidenberg, Director
Keli (nmi) Colby, VP, Counsel, Ass. Sec.	Jonathan B. Kurtis, Sen VP Construction	Kevin T. Sheehan, VP Development
Steven R. Colvin, Sen VP, Prop Manager	Michael E. LaBelle, Sen VP, CFO & Treas	Christine (nmi) Shen, VP Reg Coun Ass. Sec
Lynne P. Coville, VP Const	Andrew D. Levin, Sen VP, Leasing	Barney H. Silver, VP, Construction
Frederick J. DeAngelis, Sen VP, Sen Counsel	Douglas T. Linde, Pres., Dir.	Lori W. Silverstein, VP, Construction
Mark J. Denman, VP Const	Matthew J. Lustig, Dir.	Kenneth F. Simmons, Sen VP Dev.
Mark D. Denny, VP, Regional Controller	Jeanne (nmi) Madden, VP, Reg. Controller	Carl W. Slagle, VP Construction
Rodney C. Diehl, Sen VP Leasing	James J. Magaldi, VP Capital	R. David Stewart, VP Development
Kelli A. DiLuglio, Ass Sec	Matthew W. Mayer, Sen VP, Reg GC & Ass. Sec.	Gregory M. Storrs, VP Leasing
Anne B. DuMont, VP Leasing	Laura D. McNulty, Sen VP Prop	John J. Stroman, VP Development
Carol B. Einiger, Director	David E. Miller, VP Construction	Owen D. Thomas, CEO, Director
Richard H. Ellis, VP Development	Richard T. Monopoli, VP Development	Madeleine C. Timin, Sen VP, Reg. GC & Ass. Sec.
Jacob A. Frenkel, Director	Steven P. Morken, VP Construction	Martin (nmi) Turchin, Vice Chair
Donna (nmi) Garesche, VP, HR	Thomas J. O'Connor, VP Acquisitions	David A. Twardock, Director
Jeffrey (nmi) Garner, VP Engineering	Jonathan (nmi) Olson, VP Construction	Melanie J. Waldron, VP, Regional Prop. Man.
Amy C. Gindel, Sen VP Finance	Peter V. Otteni, VP Development	James J. Whalen, Sen VP and CIO
Robert S. Hamilton, VP, Reg. Controller	Alan J. Patricof, Director	Maura L. Wheat, VP Tax
James A. Hart, VP Development	Edward D. Penn, VP, Reg. Couns, Ass Sec.	Kathleen (nmi) Yuergens, VP Counsel
Thomas L. Hill, Sen VP Prop Management	Robert E. Pester, Sen VP, Reg Man.	Mortimer B. Zuckerman, Exec. Chairman
	Jeffrey S. Phaneuf, VP Finance	
	David (nmi) Pigott, VP	

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

Rezoning Attachment to Par. 1(b)

DATE: September 21, 2015
(enter date affidavit is notarized)

130678 a

for Application No. (s): PCA 85-C-088-10, DPA 85-C-088-08, PRCA 85-C-088-03
(enter County-assigned application number (s))

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

Boston Properties LLC
200 State Street, 5th Floor
Boston, MA 02109

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Boston Properties Limited Partnership
Boston Properties, Inc.

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)

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

J. Edgar Sears, Jr.
Brian A. Sears

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

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

Information updated since the printing of the 9/3/15 Staff Report.

Rezoning Attachment to Par. 1(b)

DATE: September 21, 2015

(enter date affidavit is notarized)

130678a

for Application No. (s): PCA 85-C-088-10, DPA 85-C-088-08, PRCA 85-C-088-03
(enter County-assigned application number (s))

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

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Shalom S. Baranes

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

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

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 21, 2015
(enter date affidavit is notarized)

130678a

for Application No. (s): PCA 85-C-088-10, DPA 85-C-088-08, PRCA 85-C-088-03
(enter County-assigned application number(s))

1(c). The following constitutes a listing*** of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

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

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

(check if applicable) The above-listed partnership has no limited partners.

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

Boston Properties, Inc. - General Partner

There are over 200 limited partners in this real estate investment fund, none of whom own 10% or more of Block 4 LLC

(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 21, 2015

(enter date affidavit is notarized)

for Application No. (s): PCA 85-C-088-10, DPA 85-C-088-08, PRCA 85-C-088-03

(enter County-assigned application number (s))

130678a

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

Gian-Michele a Marca	Antonio J. Calabrese	Erik (nmi) Edwards
Jane K. Adams	Christopher C. Campbell	Ivor R. Elrifi
Maureen P. Alger	William Lesse Castleberry	Gordon H. Empey
DeAnna D. Allen	Lynda K. Chandler	Sonya F. Erickson
Mazda K. Antia	Reuben H. Chen	Heidi A. Erlacher
Orion (nmi) Armon	Dennis (nmi) Childs	Mark (nmi) Everiss
Gordon C. Atkinson	William T. Christiansen, II	Michael R. Faber
Michael A. Attanasio	Sean M. Clayton	Lester J. Fagen
Jonathan P. Bach	John A. Clendenin	Jesse D. Farmer
Charles J. Bair	Jeffrey L. Cohen	Brent D. Fassett
Celia Goldwag Barenholtz	Thomas A. Coll	John R. Feore, Jr.
Frederick D. Baron	Joseph W. Conroy	Christopher M. Finney
Matthew S. Bartus	Christopher (nmi) Coulter	M. Wainwright Fishburn, Jr.
Michael D. Basile	James (nmi) Crabtree	Thomas J. Friel, Jr.
Keith J. Berets	Carolyn L. Craig	Francis (nmi) Fryscak
Ann (nmi) Bevitt	John W. Crittenden	Koji F. Fukumura
Laura Grossfield Birger	Janet L. Cullum	James F. Fulton, Jr.
Thomas A. Blinka	Nathan K. Cummings	William S. Galliani
Nicholas (nmi) Bolter	John A. Dado	W. Andrew H. Gantt III
Barbara L. Borden	Scott D. Dailard	Jon E. Gavenman
Jodie M. Bourdet	Benjamin G. Damstedt	Colleen P. Gillis
Wendy J. Brenner	Craig E. Dauchy	Jonathan C. Glass
David (nmi) Bresnick	Mark (nmi) Deem	Michael B. Goldstein
Matthew J. Brigham	Renee R. Deming	Wendy C. Goldstein
James P. Brogan	Darren K. DeStefano	Kathleen A. Goodhart
Nicole C. Brookshire	Eric W. Doherty	Lawrence C. Gottlieb
Matthew D. Brown	William P. Donovan, Jr.	Shane L. Goudey
Alfred L. Browne III	Michelle C. Doolin	Jonathan G. Graves
Matthew T. Browne	Joseph M. Drayton	Jacqueline I. Grise
Peter F. Burns	Matthew P. Dubofsky	Kenneth L. Guernsey
Blain B. Butner	Christopher (nmi) Durbin	
John T. Byrnes	John C. Dwyer	
Robert T. Cahill	Shannon (nmi) Eagan	

(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 21, 2015

(enter date affidavit is notarized)

130678a

for Application No. (s): PCA 85-C-088-10, DPA 85-C-088-08, PRCA 85-C-088-03

(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**)

Patrick P. Gunn	Benjamin (nmi) Kleine	Michael J. McGrail
Divakar (nmi) Gupta	Michael J. Klisch	Becket (nmi) McGrath
Sarah J. Guske	Jason M. Korral	John T. McKenna
Jeffrey M. Gutkin	Barbara A. Kosacz	Bonnie Weiss McLeod
John B. Hale	Kenneth J. Krisko	Mark A. Medearis
Danish (nmi) Hamid	Carol Denise Laherty	Laura M. Medina
Laurence (nmi) Harris	Mark F. Lambert	Beatriz (nmi) Mejia
Ray (nmi) Hartman	Matthew E. Langer	Craig A. Menden
Bernard L. Hatcher	Samantha M. LaPine	Erik B. Milch
Matthew B. Hemington	John G. Lavoie	Chadwick L. Mills
Cathy Rae Hershcopf	Pang (nmi) Lee	David E. Mills
Gordon (nmi) Ho	Robin J. Lee	J. Kevin Mills
Nick (nmi) Hobson	Louis (nmi) Lehot (Former)	Patrick J. Mitchell
Lila W. Hope	Jamie K. Leigh	Ali M.M. Mojdehi
C. Thomas Hopkins	Natasha (nmi) Leskovsek	Ann M. Mooney
Richard (nmi) Hopley	Shira Nadich Levin	Timothy J. Moore
Mark M. Hrenya	Alan (nmi) Levine	Howard (nmi) Morse
Brendan J. Hughes	Michael S. Levinson	Phillip (nmi) Morton
Christopher R. Hutter	Stephanie (nmi) Levy	Frederick T. Muto
Jay R. Indyke	Elizabeth L. Lewis	Danielle E. Naftulin
Craig D. Jacoby	Michael R. Lincoln	Ryan E. Naftulin
Eric C. Jensen	James C. T. Linfield	Jeremy M. Naylor
Robert L. Jones	Samuel M. Livermore	Stephen C. Neal
Jeff (nmi) Kaban	Douglas P. Lobel	Edward J. O'Connell
Barclay J. Kamb	J. Patrick Loofbourrow	Ian (nmi) O'Donnell
Richard S. Kanowitz	Mark C. Looney	Rama (nmi) Padmanabhan
Kimberly J. Kaplan-Gross	Robert B. Lovett	Kathleen (nmi) Pakenham
Jeffrey S. Karr	Haibo J. Lu	Timothy G. Patterson
Sally A. Kay	Edward J. Lukins	Sarah (nmi) Pearce
Heidi M. Keefe	Andrew P. Lustig	Anne H. Peck
David R. Kendall	Nicola K. Maguire	D. Bradley Peck
Jason L. Kent	Thomas O. Mason	David G. Peinsipp
Mehdi (nmi) Khodadad	Jennifer (nmi) Massey	Nicole K. Peppe
Charles S. Kim	Joshua O. Mates	Kevin J. Perry
Kevin M. King	James (nmi) Maton	Robert W. Phillips

(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 21, 2015

(enter date affidavit is notarized)

for Application No. (s): PCA 85-C-088-10, DPA 85-C-088-08, PRCA 85-C-088-03

(enter County-assigned application number (s))

130678 a

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**)Susan Cooper Philpot
Frank V. Pietrantonio
Mark B. Pitchford
Michael L. Platt
Christian E. Plaza
Aaron M. Pomeroy
Marya A. Postner
Steve M. Przesmicki
Seth A. Rafkin
Frank F. Rahmani
Marc (nmi) Recht
Michael G. Rhodes
Michelle S. Rhyu
Lyle (nmi) Roberts
John W. Robertson
Ricardo (nmi) Rodriguez
Kenneth J. Rollins
Kevin K. Rooney
Adam J. Ruttenberg
Akash (nmi) Sachdeva
Thomas R. Salley III
Jessica Valenzuela Santamaria
Glen Y. Sato
Martin S. Schenker
Joseph A. Scherer (Former)
Marc G. Schildkraut
William J. Schwartz
Ellen A. Scordino
Audrey K. Scott
John H. Sellers
Ian R. Shapiro
Michael N. Sheetz
C. Christopher Shoff
Jordan A. Silber
Brent B. SilerJan D. Smith
Stephen R. Smith
Whitty (nmi) Somvichian
Wayne O. Stacy
Anthony M. Steigler
Steven M. Strauss
M. Anne Swanson
C. Scott Talbot
Mark P. Tanoury
Joseph (nmi) Teja, Jr.
Gregory C. Tenhoff
Michael E. Tenta
Timothy S. Teter
Michael (nmi) Tollini
Michael S. Tuscan
Joseph J. Vaughn
Miguel J. Vega
Erich E. Veitenheimer III
Aaron J. Velli
David A. Walsh
Mark B. Weeks
Mark R. Weinstein
Thomas S. Welk
Peter H. Werner
Scott B. Weston
Francis R. Wheeler
Geoffrey T. Willard
Andrew S. "Drew" Williamson
Peter J. Willsey
Mark Windfeld-Hansen
David J. Wittenstein
Nancy H. WojtasAmy M. Wood
J. Peyton Worley
Nan (nmi) Wu
Babak (nmi) Yaghmaie
Jonathan (nmi) Yorke
David R. Young
Christina (nmi) Zhang
Kevin J. ZimmerAdditional:
Daniel I. Goldberg
William N. Haddad
Joshua A. Kaufman
Barbara R. Mirza
Garth A. Osterman
Yvan-Claude J. Pierre
● Justin M. Stock
John (nmi) Wilkinson(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 21, 2015
(enter date affidavit is notarized)

130678a

for Application No. (s): PCA 85-C-088-10, DPA 85-C-088-08, PRCA 85-C-088-03
(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 21, 2015
(enter date affidavit is notarized)

130678a

for Application No. (s): PCA 85-C-088-10, DPA 85-C-088-08, PRCA 85-C-088-03
(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

Applicant's Authorized Agent

Brian J. Winterhalter

Brian J. Winterhalter, Esquire

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

Subscribed and sworn to before me this 21st day of September, 2015, in the State/Comm. of Virginia, County/City of Fairfax.

My commission expires: 10/31/2018

