



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: October 1, 2015

TO: Joseph Gorney, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

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

SUBJECT: Affidavit
Application No.: PCA 2006-SU-025-02; FDPA 2006-025-02
Applicant: Regency Centers Acquisition, LLC
PC Hearing Date: 10/14/15
BOS Hearing Date: 10/20/15

REF.: 128891

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 9/30/15, which bears my initials and is numbered 128891b, when you prepare the staff report.

Thank you for your cooperation.

Attachment

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

REZONING AFFIDAVIT

DATE: September 30, 2015
(enter date affidavit is notarized)

1288916

I, D. Devin Corini, 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 2006-SU-025-02; FDPA 2006-SU-025-02
(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.)

Table with 3 columns: NAME, ADDRESS, RELATIONSHIP(S). Includes entries for Regency Centers Acquisition, LLC(1), Commonwealth Centre Investors, LLC(7), and Wegmans Food Markets, Inc.(10).

(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 30, 2015
(enter date affidavit is notarized)

1788916

for Application No. (s): PCA 2006-SU-025-02; FDPA 2006-SU-025-02
(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)
Hunton & Williams LLP(11) Francis A. McDermott John C. McGranahan, Jr.	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Attorneys/Agents for Applicant
Susan K. Yantis Elaine O'Flaherty Cox	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Planners/Agents for Applicant
Jeannie A. Mathews	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Paralegal/Agent for Applicant
Bohler Engineering VA, LLC(12) Agents: David B. Logan, P.E. Brian J. Clifford Robert A. Munse, P.E.	22636 Davis Drive, Suite 250 Sterling, VA 20164	Engineers/Agents for Applicant
M. J. Wells and Associates, Inc.(14) Agents: Robin L. Antonucci Kevin R. Fellin John F. Cavan Chun Kin Lam Brian J. Horan William F. Johnson Lester E. Adkins	1420 Spring Hill Road, Suite 610 Tysons, VA 22102	Traffic Engineers/Agents for Applicant
Bignell Watkins Hasser Architects, P.C.(15) Agent: Francis X. Watkins David H. O'Dell	One Park Place, Suite 250 Annapolis, MD 21401	Architects/Agents for Applicant
TWS Design, Inc.(16) Agent: Tina Woods-Smith	1835 Clovermeadow Drive Vienna, VA 22182	Landscape Architect/Agent for Applicant

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

REZONING AFFIDAVIT

DATE: September 30, 2015
(enter date affidavit is notarized)

128891 b

for Application No. (s): PCA 2006-SU-025-02; FDPA 2006-SU-025-02
(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)

- (1) Regency Centers Acquisition, LLC
1919 Gallows Road, Suite 1000
Vienna, VA 22182

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)

Regency Centers, L.P.,(2) Manager and Member

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

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

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Rezoning Attachment to Par. 1(b)

DATE: September 30, 2015
(enter date affidavit is notarized)

1288916

for Application No. (s): PCA 2006-SU-025-02; FDPA 2006-SU-025-02
(enter County-assigned application number (s))

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

(3) Regency Centers Corporation
One Independent Drive, Suite 114
Jacksonville, FL 32202

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)

- Publicly Traded REIT; three shareholders own more than 10% of any class of stock:
 - Cohen & Steers, Inc.(4)
 - The Vanguard Group, Inc.(5)
 - BlackRock, Inc.(6)

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

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

Brian M. Smith, President/Director	DIRECTORS:	Alvin R. Carpenter
D. Devin Corini, Vice President	Martin E. Stein, Jr.	J. Dix Druce, Jr.
Alan T. Roth, Senior Vice President	John C. Schweitzer	Mary Lou Fiala
Kathy D. Miller, Senior VP/Asst Sec	Raymond L. Bank	David P. O'Connor
Barbara C. Johnston, Secretary	Bryce Blair (nmi)	Thomas G. Wattles
J. Christian Leavitt, Treasurer	C. Ronald Blankenship	

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

(4) Cohen & Steers, Inc.
280 Park Avenue, Suite 10W
New York, NY 10017

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)

Publicly Traded

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 30, 2015
(enter date affidavit is notarized)

128891 b

for Application No. (s): PCA 2006-SU-025-02; FDPA 2006-SU-025-02
(enter County-assigned application number (s))

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

(5) The Vanguard Group, Inc.
100 Vanguard Boulevard
Malvern, PA 19355

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.)

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

(6) Black Rock, Inc.
40 East 52nd Street
New York, NY 10022

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)

Publicly Traded

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 30, 2015
(enter date affidavit is notarized)

1288916

for Application No. (s): PCA 2006-SU-025-02; FDPA 2006-SU-025-02
(enter County-assigned application number (s))

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

(7) Commonwealth Centre Investors, LLC
770 Township Line Road, Suite 150
Yardley, PA 19607

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)

BPG Investment Partnership VII, L.P.(8), a Pennsylvania limited partnership
BPG Private Real Estate Investment Trust(9), a Maryland real estate investment trust

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

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

Daniel M. DiLella, Pres/Asst Sec/Director	Joseph F. Mullen, SVP/Asst Sec	Scott A. Williams, SVP/Asst Sec
Barry Howard (nmi), Chair/VP/Asst Sec/Director	Joseph I. Neverauskas, SVP/Asst Sec	Loretta M. Kelly, VP/Secretary
Arthur P. Pasquarella, EVP/Asst Sec/Director	Roy C. Perry, SVP/Asst Sec	Christopher J. Locatell, SVP/Asst Sec
Robert K. Maloney, SVP/Treas/Asst Sec	Stephen M. Spaeder, SVP/Asst Sec	(CONTINUED)

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

(7) Commonwealth Centre Investors, LLC (Continued)
770 Township Line Road, Suite 150
Yardley, PA 19607

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)

BPG Investment Partnership VII, L.P.(8), a Pennsylvania limited partnership
BPG Private Real Estate Investment Trust(9), a Maryland real estate investment trust

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

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

Joseph G. Nahas, Jr., SVP/Asst Sec	Laura J. Brestelli, VP/Dir of Capital Markets	Greg Curci, VP/Asst Sec
Brian J. Fitzgerald, VP/Asst Sec	Michael D. Brower, VP/Asst Sec	Kelly C. Gibbel, VP/Asst Sec
David K. Barnhardt, VP/Asst Sec	David Carroll, VP/Asst Sec	Brant G. Glomb, VP/Asst Sec
John Braithwaite (NMI), VP/Asst Sec	Robert T. Cook, VP/Asst Sec	(CONTINUED)

(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 30, 2015
(enter date affidavit is notarized)

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for Application No. (s): PCA 2006-SU-025-02; FDPA 2006-SU-025-02
(enter County-assigned application number (s))

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

(4) Commonwealth Centre Investors, LLC (Continued)
770 Township Line Road, Suite 150
Yardley, PA 19607

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)

BPG Investment Partnership VII, L.P.(8), a Pennsylvania limited partnership
BPG Private Real Estate Investment Trust(9), a Maryland real estate investment trust

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

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

George E. Haines, VP/Asst Sec	Steve Pogarsky (nmi), VP/Asst Sec	Kevin Weimer, VP/Controller
John Knott, VP/Asst Sec	Kathleen Lynch Powell, VP/Asst Sec	Lynn A. McDowell, Asst Secretary
Matthew Latimer, VP/Asst Sec	Jonathan Praw, VP/Asst Sec	
Howard L. Patent, VP/Asst Sec	Holly Reynolds (nmi), VP, Strategic Development	

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

(10) Wegmans Food Markets, Inc.
1500 Brooks Avenue
Box 30844
Rochester, NY 14603-0844

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)

Daniel R. Wegman
Colleen J. Wegman

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

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

Daniel R. Wegman, Chairman/CEO	John A. DePeters, Senior VP
Colleen J. Wegman, President/Director	James J. Leo, Senior VP/CFO/Treasurer
Paul S. Speranza, Jr., VP/Secretary/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.

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for Application No. (s): PCA 2006-SU-025-02; FDPA 2006-SU-025-02
(enter County-assigned application number (s))

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

(12) Bohler Engineering VA, LLC
22636 Davis Drive, Suite 250
Sterling, VA 20164

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)

· Bohler Engineering, P.C.(13)	Mark R. Joyce
· Adam J. Volanth	· David B. Logan
· Daniel M. Duke	

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)

(13) Bohler Engineering, P.C.
22636 Davis Drive, Suite 250
Sterling, VA 20164

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)

· Adam S. Benosky	· Robert D. Irons	· Adam J. Volanth
· Joseph A. Deal	· Mark R. Joyce	· Brian R. Zappala
· Daniel M. Duke	· David B. Logan	
· William D. Goebel	· Matthew D. Smith	

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

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

Rezoning Attachment to Par. 1(b)

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for Application No. (s): PCA 2006-SU-025-02; FDPA 2006-SU-025-02
(enter County-assigned application number (s))

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

(14) 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 (ESOT) (all employees are eligible Plan participants; however, none owns 10% or more of any class of stock.)

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

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

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

(15) Bignell Watkins Hasser Architects, P.C.
One Park Place, Suite 250
Annapolis, MD 21401

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)

Francis X. Watkins	Adil A. Noir
George L. Hasser	Adeniyi A. Paul
Richard J. Loeschke	

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

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

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

Rezoning Attachment to Par. 1(b)

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

(16) TWS Design, Inc.
1835 Clovermeadow Drive
Vienna, VA 22182

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)

Tina Woods-Smith

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.

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

PARTNERSHIP INFORMATION

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

- (2) Regency Centers, L.P.
One Independent Drive, Suite 114
Jacksonville, FL 32202

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

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

GENERAL AND LIMITED PARTNER:

- Regency Centers Corporation(3)

- There are numerous non-voting, passive limited partners of Regency Centers, L.P., who in the aggregate own less than 1% of the partnership. None of these limited partners owns 10% or more of Regency Centers Acquisition, 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 30, 2015
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(enter County-assigned application number (s))

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

(8) BPG Investment Partnership VII, LP
770 Township Line Road, Suite 150
Yardley, PA 19067

(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:

Bergen GP7 Limited Partnership Does not own 10% of Commonwealth Centre Investors, LLC

LIMITED PARTNERS OWNING 10% OR MORE OF
BPG INVESTMENT PARTNERSHIP VII, LP:

BPG Real Estate Investors Fund VII, L.P. Does not own 10% of Commonwealth Centre Investors, LLC
Real Estate Alternatives Portfolio 3, L.L.C. Does not own 10% of Commonwealth Centre Investors, LLC
Landmark Real Estate Partners VIII PV III, L.P. Does not own 10% of Commonwealth Centre Investors, LLC

There are more than 50 additional limited partners of BPG Investment Partnership VII, LP, none of whom owns 10% or more of BPG Investment Partnership VII, LP or of Commonwealth Centre Investors, LLC.

(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 30, 2015
(enter date affidavit is notarized)

128891b

for Application No. (s): PCA 2006-SU-025-02; FDPA 2006-SU-025-02
(enter County-assigned application number (s))

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

(9) BPG Private Real Estate Investment Trust, a Maryland real estate investment trust (REIT)
770 Township Line Road, Suite 150
Yardley, PA 19067

(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)

All common shares of the REIT are owned by BPG Investment Partnership VIIA, L.P.

Does not own 10% of Commonwealth Centre Investors, LLC

All preferred shares of this REIT are owned by over 110 shareholders or unitholders, none of whom owns 10% or more of Commonwealth Centre Investors, LLC

(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 30, 2015
(enter date affidavit is notarized)

128891b

for Application No. (s): PCA 2006-SU-025-02; FDPA 2006-SU-025-02
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)(11) Hunton & Williams LLP
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Robert A. Acosta-Lewis	Ferdinand A. Calice	Eric H. Feiler
Lawrence C. Adams	Matthew J. Calvert	Kevin C. Felz
Syed S. Ahmad	Daniel M. Campbell	Lindsay H. Ferguson
Michael F. Albers	Thomas H. Cantrill	Edward F. Fernandes
Kenneth J. Alcott	Curtis G. Carlson	Norman W. Fichthorn
Fernando C. Alonso	Jean Gordon Carter	Andrea Bear Field
Walter J. Andrews	Charles D. Case	Kevin J. Finto
Chinawat Assavapokee (nmi)	J. C. Chenault, V	Melanie Fitzgerald (nmi)
L. Scott Austin	Whittington W. Clement	Michael F. Fitzpatrick, Jr.
Ian Phillip Band	Herve' Cogels (nmi)	Robert N. Flowers
John J. Beardsworth, Jr.	Cassandra C. Collins	Aaron M. Flynn
Ryan A. Becker	S. Gregory Cope	William M. Flynn
Steven H. Becker	Ashley Cummings (nmi)	David S. Freed
Stephen John Bennett	Alexandra B. Cunningham	Lauren E. Freeman
Melinda R. Beres	Samuel A. Danon	Steven C. Friend
Lucas Bergkamp (nmi)	John J. Delionado	Edward J. Fuhr
Lon A. Berk	Stephen P. Demm	Charles A. Gall
Mark B. Bierbower	Dee Ann Dorsey	Daniel C. Garner
Stephen R. Blacklocks	Edward L. Douma	Douglas M. Garrou
Jeffrey M. Blair	Colleen P. Doyle	Richard D. Gary
Andrew J. Blanchard	Alison M. Dreizen	Kevin M. Georgian
Matthew P. Bosher	Sean P. Ducharme	John T. Gerhart, Jr.
James W. Bowen	Deidre G. Duncan	Andrew G. Geyer
Lawrence J. Bracken, II	Roger Dyer (nmi)	Jeffrey W. Giese
James P. Bradley	Frederick R. Eames	Neil K. Gilman
Sheldon T. Bradshaw	Heather Archer Eastep	C. Christopher Giragosian
David F. Brandley, Jr.	Maya M. Eckstein	Douglas S. Granger
Benjamin P. Browder	W. Jeffery Edwards	Laurie A. Grasso
A. Todd Brown, Sr.	John C. Eichman	J. William Gray, Jr.
Tyler P. Brown	Tara L. Elgie	Christopher C. Green
F. William Brownell	Emmett N. Ellis	Robert J. Grey, Jr.
Kevin J. Buckley	Edward W. Elmore, Jr.	Greta T. Griffith
Kristy A. Niehaus Bulleit	Frank E. Emory, Jr.	Brett L. Gross
Joseph B. Buonanno	Juan C. Enjamio	Steven M. Haas
Nadia S. Burgard	John D. Epps	Brian L. Hager
Eric R. Burner	Phillip J. Eskenazi	Robert J. Hahn
M. Brett Burns	Joseph P. Esposito	Jarrett L. Hale
P. Scott Burton	Kelly L. Faglioni	Leslie S. Hansen
Ellis M. Butler	Susan S. Failla	Eric J. Hanson

(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 30, 2015
(enter date affidavit is notarized)

1288916

for Application No. (s): PCA 2006-SU-025-02; FDPA 2006-SU-025-02
(enter County-assigned application number (s))

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

(11) Hunton & Williams LLP (Continued)
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102

(check if applicable) [X] 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)

- Ronald M. Hanson
Jason W. Harbour
Jeffrey L. Harvey
John D. Hawkins
Rudene Mercer Haynes
Timothy J. Heaphy
Mark S. Hedberg
Gregory G. Hesse
E. Perry Hicks
David A. Higbee
Thomas Y. Hiner
D. Bruce Hoffman
Robert E. Hogfoss
John R. Holzgraefe
Cecelia Philipps Horner
George C. Howell, III
Kevin F. Hull
Jamie Zysk Isani
Judith H. Itkin
Makram B. Jaber
Timothy L. Jacobs
Lori Elliott Jarvis
Matthew D. Jenkins
Harry M. Johnson, III
Robert M. Johnson
James A. Jones, III
Kevin W. Jones
Laura Ellen Jones
Dan J. Jordanger
Roland Juarez (nmi)
Thomas R. Julin
Andrew Kamensky (nmi)
David A. Kelly
Douglas W. Kenyon
Michael C. Kerrigan
Ryan T. Ketchum
Scott H. Kimpel
Robert A. King
Edward B. Koehler
Torsten M. Kracht
Christopher G. Kulp
David Craig Landin
Gregory F. Lang
Kurt G. Larkin
Andrew W. Lawrence
Daniel M. LeBey
Corey A. Lee
Bradley T. Lennie
L. Steven Leshin
Brent A. Lewis
Catherine D. Little
David C. Lonergan
Nash E. Long, III
Kirk A. Lovric
David S. Lowman, Jr.
Kimberly C. MacLeod
Michael J. Madden, Jr.
Tyler Maddry (nmi)
Manuel E. Maisog
Rori H. Malech
Christopher Mangin, Jr. (nmi)
Alan J. Marcuis
Brian R. Marek
Fernando Margarit (nmi)
Laura C. Marshall
Jeffrey N. Martin
John S. Martin
J. Michael Martinez de Andino
Walfrido J. Martinez
Laurie Uustal Mathews
John Gary Maynard, III
William H. McBride
Michael C. McCann
T. Allen McConnell
Alexander G. McGeoch
John C. McGranahan, Jr.
Gustavo J. Membiela
Uriel A. Mendieta
Mark W. Menezes
Gary C. Messplay
Peter J. Mignone
Patrick E. Mitchell
Jack A. Molenkamp
T. Justin Moore, III
Thurston R. Moore
Ann Marie Mortimer
Jay B. Mower
Michael J. Mueller
Eric J. Murdock
Ted J. Murphy
Thomas P. Murphy
David A. Mustone
James P. Naughton
Wim Nauwelaerts (nmi)
Eric J. Nedell
Michael Nedzbala (nmi)
William L. Newton
Lonnie D. Nunley, III
Michael A. Oakes
Peter K. O'Brien
John T. O'Connor
Leslie A. Okinaka
John D. O'Neill, Jr.
Michael A. O'Shea
Brian V. Otero
Raj Pande (nmi)
Randall S. Parks
Peter S. Partee, Sr.
J. Steven Patterson
Djordje Petkoski (nmi)
Ryan P. Phair
James M. Pinna
Eric R. Pogue
Robert Dean Pope
Laurence H. Posorske
Kurtis A. Powell
Lewis F. Powell, III

(check if applicable) [X] 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 30, 2015
(enter date affidavit is notarized)

128891b

for Application No. (s): PCA 2006-SU-025-02; FDPA 2006-SU-025-02
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)(11) Hunton & Williams LLP (Continued)
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Robert T. Quackenboss	Aaron P. Simpson	Mitchell G. Williams
Katherine E. Ramsey	Jo Anne E. Sirgado	Holly H. Williamson
John Jay Range	Laurence E. Skinner	Susan F. Wiltsie
Robert S. Rausch	Caryl Greenberg Smith	Allison D. Wood
Belynda B. Reck	John R. ("J. R.") Smith	David C. Wright
Baker R. Rector	Yisun Song (nmi)	Richard L. Wyatt, Jr.
Shawn Patrick Regan	Lisa J. Sotto	David R. Yates
Sona Rewari (nmi)	Joseph C. Stanko, Jr.	Manida Zimmerman (nmi)
Thomas A. Rice	Todd M. Stenerson	
Michael P. Richman	John J. Stenger	
Jennings G. ("J. G.") Ritter, II	Gregory N. Stillman	
Kathy E. B. Robb	Yeongyo Anna Suh	FORMER PARTNERS:
Daryl B. Robertson	Brian J. Tanenbaum	Charles E. G. Ashton
Gregory B. Robertson	Andrew J. Tapscott	James N. Christman
Patrick L. Robson	Robert M. Tata	John A. Decker
Robert M. Rolfe	Eric Jon Taylor	Charles E. Greef
Ronald D. Rosener	W. Lake Taylor, Jr.	Bradley W. Grout
Brent A. Rosser	Wendell L. Taylor	Stuart Hills (nmi)
William L. S. Rowe	Andrew S. V. Thomas	Donald P. Irwin
Marguerite R. ("Rita") Ruby	John Charles Thomas	Karolyn E. ("Kerry") Johnson
D. Alan Rudlin	Gary E. Thompson	G. Roth Kehoe, II
Mary Nash K. Rusher	Paul M. Tiao	John T. Konther
D. Kyle Sampson	B. Cary Tolley, III	Robert J. Morrow
Stephen M. Sayers	John R. R. Tormey	William S. Patterson
Arthur E. Schmalz	Bridget C. Treacy	Dionne C. Rainey
Gregory J. Schmitt	Andrew J. Turner	Trevor K. Ross
John R. Schneider	Julie I. Ungerman	Ronald L. Rubin
Howard E. Schreiber	Daniel E. Uyesato	Rita A. Sheffey
Jeffrey P. Schroeder	Mark C. Van Deusen	Lee B. Zeugin
Carl F. Schwartz	Emily Burkhardt Vicente	
Matthew A. Scoville	Daniel G. Vivarelli, Jr.	
P. Watson Seaman	Mark R. Vowell	
James S. SeEVERS, Jr.	Amanda L. Wait	
Douglass P. Selby	Linda L. Walsh	
Joel R. Sharp	William L. Wehrum	
Michael R. Shebelskie	Peter G. Weinstock	
Ryan A. Shores	Malcolm C. Weiss	
George P. Sibley, III	Kevin J. White	
Donald F. Simone	Amy McDaniel Williams	

(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 30, 2015
(enter date affidavit is notarized)

128891 b

for Application No. (s): PCA 2006-SU-025-02; FDPA 2006-SU-025-02
(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 30, 2015
(enter date affidavit is notarized)

128891 b

for Application No. (s): PCA 2006-SU-025-02; FDPA 2006-SU-025-02
(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.)

- Francis A. McDermott of Hunton & Williams LLP, Attorney for Appliant, has contributed in excess of \$100 to Supervisor Cook.
- John C. McGranahan, Jr. of Hunton & Williams LLP, Attorney for Applicant, has contributed in excess of \$100 to Supervisor Cook.
- Thomas P. Murphy, a partner at Hunton & Williams LLP, has contributed in excess of \$100 to Supervisor Cook.

(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

D. Devin Corini, Vice President/Agent for Applicant
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 30th day of SEPTEMBER 2015, in the State/Comm. of VIRGINIA, County/City of FAIRFAX.

My commission expires: OCTOBER 31, 2017

Daniel Lee Watson
 DANIEL LEE WATSON
 Notary Public
 NOTARY PUBLIC
 REG. #7063524
 COMMONWEALTH OF VIRGINIA
 MY COMMISSION EXPIRES OCTOBER 31, 2017