



# 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 10, 2015

**TO:** Bob Katai, Staff Coordinator  
Zoning Evaluation Division  
Department of Planning and Zoning

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

**SUBJECT:** Affidavit  
Application No.: FDP 2010-PR-022  
Applicant: TMG Solutions Plaza Land, L.P.  
PC Hearing Date: 9/24/15  
BOS Hearing Date: 10/20/15

**REF.:** 128858

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 9/10/15, which bears my initials and is numbered **128858a**, 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 10, 2015  
(enter date affidavit is notarized)

128858a

I, Elizabeth D. Baker, agent, 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): FDP 2010-PR-022  
(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)
TMG Solutions Plaza Land, L.P.  Agents: Gary E. Block G. David Cheek David S. Gelfond Thomas P. Boylan Bruce S. Lane	3 Bethesda Metro Center, #1400 Bethesda, MD 20814	Applicant/Contract Purchaser of Tax Map 29-3 ((15)) 7A1, 7B1 pt., 7C1 pt., 7E1 pt.
Leidos Enterprise Properties, LLC  Agents: Robert W. Scott Merrelle Y. Douglas Frederick R. Hazard (former)	11951 Freedom Drive Reston, Virginia 20190	Title Owner of Tax Map 29-3 ((15)) 7A1, 7B1 pt., 7C1 pt., 7E1 pt.

(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 10, 2015  
 (enter date affidavit is notarized)

*128858a*

for Application No. (s): FDP 2010-PR-022  
 (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)
VIKA, Incorporated  Agents: John F. Amatetti Robert R. Cochran P. Christopher Champagne	8180 Greensboro Drive, Suite 200 McLean, VA 22102	Engineer/Agent
VIKA Virginia, LLC  Agents: John F. Amatetti Robert R. Cochran P. Christopher Champagne Michael D. Benton J. Thomas Harding Franklin E. Jenkins Jeffrey A. Kreps Nelson P. Kirchner Joseph D. Amatetti Bryan D. Cichocki Andrea R. Crossett Douglas L. Koeser Joseph D. Amatetti Ryan J. Scott	8180 Greensboro Drive, Suite 200 McLean, VA 22102	Engineer/Agent
LandDesign, Inc.  Agents: Peter R. Crowley Gabriela Canamar Clark Stephanie A. Pankiewicz Christine F. Giangrandi Ralph J. Giangrandi, III Sean C. Haviland Alison H. Peckett	200 S. Peyton Street Alexandria, VA 22314	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 10, 2015  
 (enter date affidavit is notarized)

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for Application No. (s): FDP 2010-PR-022  
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**(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)
Shalom Baranes Associates, P.C.  Agents: Shalom Baranes (nmi) Robert Sponseller Andrew Taylor Hari Priya Rangarajan	3299 K Street, NW Washington, DC 20007	Architect/Agent
M.J. Wells & Associates, Inc.  Agents: Robin L. Antonucci Kevin R. Fellin William F. Johnson Michael R. Pinkoske Christopher L. Kabatt Justin B. Schör Courtney J. Menjivar Brian J. Horan	1420 Spring Hill Road, Suite 610 Tysons, Virginia 22102	Transportation/TDM Consultant/ Agent
JM Zell Partners Ltd  Agents: Jeffrey M. Zell Elizabeth L. Wilcox Louis W. Kluger	2900 K Street, NW Suite 525 Washington, DC 20007	Consultant/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)**

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**(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)
Phoenix Noise & Vibration LLC  Agent: Scott B. Harvey	5216 Chairman's Court, Suite 107 Frederick, MD 21703	Noise Consultant/Agent
Walsh, Colucci, Lubeley & Walsh, P.C.  Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson (former) M. Catharine Puskar Sara V. Mariska G. Evan Pritchard Andrew A. Painter Matthew J. Allman Jeffrey R. Sunderland Elizabeth D. Baker Inda E. Stagg Amy E. Friedlander	2200 Clarendon Boulevard Suite 1300 Arlington, Virginia 22201	Attorneys/Planners/Agent  Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney*/Agent Planner/Agent Planner/Agent Planner/Agent
Street-Works Studio LLC  Agents: Timothy I. Mount Gregg S. Sanzari Mayda C. Horizny	181 Westchester Avenue, Suite 302C Port Chester, NY 10573	Design/Retail Consultant

\*Admitted in New York and California. Admission to Virginia Bar pending.

(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)**

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**(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)
KI Greensboro Phase I LLC  Agents: Robert C. Kettler Asheel P. Shah Graham D. Tyrrell Pamela B. Tyrrell Catherine (nmi) Moy Brian P. Andrews	1751 Pinnacle Drive, #700 McLean, VA 22102	Asset Manager/Consultant/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

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for Application No. (s): FDP 2010-PR-022  
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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)

Leidos Enterprise Properties, LLC  
11951 Freedom Drive  
Reston, Virginia 20190

**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)

Leidos Realty, LLC, Sole Member

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

K. Stuart Shea, Former Chairman; Marc H. Crown, CFO, Treasurer; Robert W. Scott, CEO; Raymond L. Veldman, Secretary;  
Merelle Y. Douglas, Assistant Secretary; Vincent A. Maffeo, EVP, General Counsel  
Directors: Robert W. Scott, Marc H. Crown, Raymond L. Veldman  
Former Director: K. Stuart Shea

(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 10, 2015  
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128858 a

for Application No. (s): FDP 2010-PR-022  
(enter County-assigned application number (s))

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

Leidos Realty, LLC  
11951 Freedom Drive  
Reston, Virginia 20190

**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)

Leidos, Inc.

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

Robert W. Scott, CEO; Vincent A. Maffeo, EVP, General Counsel

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

Leidos, Inc.  
11951 Freedom Drive  
Reston, Virginia 20190

**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)

Leidos, Inc. is the operating company for Leidos Holdings, Inc., a publicly traded corporation

**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): FDP 2010-PR-022  
(enter County-assigned application number (s))

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

Leidos Holdings, Inc.  
11951 Freedom Drive  
Reston, Virginia 20190

**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 with the only shareholder that owns 10% or more being Vanguard Fiduciary Trust Company, as Trustee for the Leidos Retirement Plan. There are in excess of thousands of members in this retirement fund, none of whom own more than 10% of Leidos Holdings, Inc. or Leidos Enterprise Properties, LLC.

**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)

Meridian Realty Partners I GP, L.L.C.  
3 Bethesda Metro Center, #1400  
Bethesda, MD 20814

**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)

Sole Member: Meridian Group Holdings, L.P. (owns less than 10% of TMG Solutions Plaza Land, L.P.)

Former Members: Gary E. Block, G. David Cheek, Bruce S. Lane

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

G. David Cheek, President; Bruce S. Lane, EVP; Gary E. Block, Managing Director

Manager: Meridian Group Holdings GP, L.L.C. (owns less than 10% of TMG Solutions Plaza Land, L.P.)

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

LandDesign, Inc.  
200 S. Peyton Street  
Alexandria, VA 22314

**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)

Peter R. Crowley  
Dale C. Stewart

=====

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

=====

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

VIKA Virginia, LLC  
8180 Greensboro Drive, #200  
McLean, VA 22102

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

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

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

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

=====

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

VIKA, Incorporated  
8180 Greensboro Drive, Suite 200  
McLean, VA 22102

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

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

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

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

=====

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

=====

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

M.J. Wells & Associates, Inc.  
1420 Spring Hill Road, Suite 610  
Tysons, Virginia 22102

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

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

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

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

=====

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

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

JM Zell Partners Ltd  
2900 K Street, NW  
Suite 525  
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)

Jeffrey M. Zell, Samuel (nmi) Zell, Marc A. Sobel

**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)

Walsh, Colucci, Lubeley & Walsh, P.C.  
2200 Clarendon Boulevard, Suite 1300  
Arlington, Virginia 22201

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

- There are 10 or less shareholders, and all of the shareholders are listed below.
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- 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)

Wendy A. Alexander, David J. Bomgardner, E. Andrew Burcher, Thomas J. Colucci, Michael J. Coughlin, Peter M. Dolan, Jr., Jay du Von, William A. Fogarty, John H. Foote, H. Mark Goetzman, Bryan H. Guidash, Michael J. Kalish, J. Randall Minchew, Andrew A. Painter, G. Evan Pritchard, M. Catharine Puskar, John E. Rinaldi, Kathleen H. Smith, Lynne J. Strobel, Garth M. Wainman, Nan E. Walsh

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

Street-Works Studio LLC  
181 Westchester Avenue, Suite 302C  
Port Chester, NY 10573

**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)

Members/Managers:  
Timothy I. Mount  
Gregg S. Sanzari

=====

**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)

Phoenix Noise & Vibration LLC  
5216 Chairman's Court, Suite 107  
Frederick, MD 21703

**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)

Scott B. Harvey, Karen Q. Marble-Hall, Mark W. Heaney, Rhonda E. Cleveland, Joseph G. Harvey, Tommie J. Harvey

=====

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

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

Shalom Baranes Associates, P.C.  
3299 K Street, NW, Suite 400  
Washington, DC 20007

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

- There are 10 or less shareholders, and all of the shareholders are listed below.
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- 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 Baranes (nmi)  
Cheryl L. Mohr (former)

=====

**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)

KI Greensboro Phase I LLC  
1751 Pinnacle Drive, #700  
McLean, VA 22102

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

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

=====

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

Manager: Kettler Asset Management, LLC  
Member: Robert C. Kettler

=====

**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 10, 2015  
(enter date affidavit is notarized)

128858a

for Application No. (s): FDP 2010-PR-022  
(enter County-assigned application number (s))

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

Kettler Asset Management, LLC  
1751 Pinnacle Drive, #700  
McLean, VA 22102

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

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

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

- Kettler, 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)

Kettler, Inc.  
1751 Pinnacle Drive, #700  
McLean, VA 22102

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

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

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

Robert C. Kettler

**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 10, 2015
(enter date affidavit is notarized)

128858a

for Application No. (s): FDP 2010-PR-022
(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)
TMG Solutions Plaza Land, L.P.
3 Bethesda Metro Center, #1400
Bethesda, MD 20814

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

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

General Partner:
Meridian Realty Partners I GP, L.L.C.

Limited Partner:
TMG Solutions Plaza Land Holdings, L.P.

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

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

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

DATE: September 10, 2015  
(enter date affidavit is notarized)

128858a

for Application No. (s): FDP 2010-PR-022  
(enter County-assigned application number (s))

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

Meridian Realty Partners TE I, L.P.  
3 Bethesda Metro Center, #1400  
Bethesda, MD 20814

(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:

Meridian Realty Partners I GP, L.L.C.

Limited Partners:

Thrivent Financial for Lutherans (There are in excess of thousands of members in this pension fund, none of whom own more than 10% of TMG Solutions Plaza 1, L.L.C., TMG Solutions Plaza 2, L.L.C., TMG Solutions Plaza 3, L.L.C. or TMG Solutions Plaza Land, L.P.)

Lane 2006 Dynasty Trust f/b/o F. Leslie Barron, Evan C. Lane and Dana H. Lane

Cheek 2006 Dynasty Trust f/b/o Katherine P. Cheek, Alexander P. Cheek, and Elizabeth K. Cheek

Gary E. Block

(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 10, 2015  
(enter date affidavit is notarized)

128 858 a

for Application No. (s): FDP 2010-PR-022  
(enter County-assigned application number (s))

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

TMG Solutions Plaza Land Holdings, L.P.  
3 Bethesda Metro Center, #1400  
Bethesda, MD 20814

(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:  
Meridian Realty Partners I GP, L.L.C.

Limited Partners:

TMG Solutions Plaza Co-Invest Holdings,  
L.P.

TMG Solutions Plaza Co-Invest A, L.P.  
(owns less than 10% of TMG Solutions  
Plaza Land, L.P.)

Meridian Realty Partners Co-Invest I, L.P.  
(owns less than 10% of TMG Solutions  
Plaza Land, L.P.)

Meridian Realty Partners TE I, L.P.

Meridian Realty Partners H I, L.P.

Meridian Realty Holdings I-C, L.P.

(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 10, 2015  
(enter date affidavit is notarized)

128858a

for Application No. (s): FDP 2010-PR-022  
(enter County-assigned application number (s))

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

TMG Solutions Plaza Co-Invest Holdings, L.P.  
3 Bethesda Metro Center, #1400  
Bethesda, MD 20814

(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:

Meridian Realty Partners I GP, L.L.C.

Limited Partner:

Alberta Investment Management Corporation (a Canadian public sector pension plan with thousands of members, none of whom own more than 10% of TMG Solutions Plaza Land, L.P.)

(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 10, 2015  
(enter date affidavit is notarized)

128858a

for Application No. (s): FDP 2010-PR-022  
(enter County-assigned application number (s))

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

Meridian Realty Partners H I, L.P.  
3 Bethesda Metro Center, #1400  
Bethesda, MD 20814

(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:

Meridian Realty Partners I GP, L.L.C.

Limited Partners:

FLAG Real Estate Partners II, L.P. (owns  
less than 10% of TMG Solutions Plaza  
Land, L.P.)

Healthcare of Ontario Pension Plan Trust  
Fund (There are in excess of thousands of  
members in this pension fund, none of  
whom own more than 10% of TMG  
Solutions Plaza Land, L.P.)

(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 10, 2015  
(enter date affidavit is notarized)

128858a

for Application No. (s): FDP 2010-PR-022  
(enter County-assigned application number (s))

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

Meridian Realty Holdings I-C, L.P.  
3 Bethesda Metro Center, #1400  
Bethesda, MD 20814

(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:

Meridian Realty Partners I GP, L.L.C.

Limited Partners:

Alberta Investment Management  
Corporation (a Canadian public sector  
pension plan with thousands of members,  
none of whom own more than 10% of  
TMG Solutions Plaza Land, L.P.)

Alberta Teachers Retirement Fund (There  
are in excess of thousands of members in  
this pension fund, none of whom own more  
than 10% of TMG Solutions Plaza Land,  
L.P.)

(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 10, 2015  
(enter date affidavit is notarized)

128858 a

for Application No. (s): FDP 2010-PR-022  
(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 10, 2015  
(enter date affidavit is notarized)

128858a

for Application No. (s): FDP 2010-PR-022  
(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:

*Elizabeth D. Baker*

(check one)

[ ] Applicant

[x] Applicant's Authorized Agent

Elizabeth D. Baker, agent

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

Subscribed and sworn to before me this 10 day of September 20 15, in the State/Comm. of Virginia, County/City of Arlington.

*Kimberly K. Follin*  
Notary Public

My commission expires: 11/30/2015

