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: March 25, 2016

TO: Suzanne Wright, 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/CDPA 2011-PR-023
Applicant: Cityline Partners, LLC
PC Hearing Date: 3/16/16
BOS Hearing Date: 4/5/16

REF.: 129472

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 3/17/16, which bears my initials and is numbered **129472e**, when you prepare the staff report for 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

\\s17PROLAWPGC01\Documents\129472\JEG\Affidavits\780745.doc

REZONING AFFIDAVIT

DATE: March 17, 2016 12947Ze
(enter date affidavit is notarized)

I, John C. McGranahan, Jr., 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 2011-PR-023
(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:

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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)
Cityline Partners LLC(1) Agents: Tasso N. Flocos Thomas D. Fleury, *(former agent, effective 3/3/16)* Michael R. Pedulla William C. Helm Donna P. Shafer Eric R. Maggio *(former)*	1651 Old Meadow Road, Suite 650 McLean, VA 22102	Applicant/Managing Agent for Title Owners, Parcel 29-4-((7))-2A
Grayson 7913 Westpark LLC(5) Agents: Tasso N. Flocos Thomas D. Fleury, *(former agent, effective 3/3/16)* Michael R. Pedulla William C. Helm Donna P. Shafer Eric R. Maggio *(former)*	1651 Old Meadow Road, Suite 650 McLean, VA 22102	Title Owner, portion of Parcel 29-4-((7))-2A

(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)

129472e

DATE: March 17, 2016
(enter date affidavit is notarized)

for Application No. (s): PCA 2011-PR-023
(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)
Campbell-Scott Westpark LLC(10) Agents: Tasso N. Flocos Thomas D. Fleury, *(former agent, effective 3/3/16)* Michael R. Pedulla William C. Helm Donna P. Shafer Eric R. Maggio *(former)*	1651 Old Meadow Road, Suite 650 McLean, VA 22102	Title Owner, portion of Parcel 29-4-((7))-2A
Renaissance Centro Tysons, LLC(11) Agents: Ilan A. Scharfstein Albert H. Small, Jr. Douglas F. Erdman Mark E. Hendrickson	7501 Wisconsin Avenue, Suite 1103E Bethesda, MD 20814	Contract Purchaser of Parcel 29-4-((7))-2A
Hunton & Williams LLP(12) Agents: John C. McGranahan, Jr. Francis A. McDermott Jessica N. Vara	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Attorneys/Agents for Applicant
Elaine O. Cox Susan K. Yantis	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
Walsh, Colucci, Lubeley & Walsh, P.C.(13) Agents: Martin D. Walsh Lynne J. Strobel M. Catharine Puskar Sara V. Mariska G. Evan Pritchard Andrew A. Painter Matthew J. Allman Jeffrey R. Sunderland* Robert D. Brant	2200 Clarendon Boulevard, Suite 1300 Arlington, VA 22201	Attorneys/Agents for Contract Purchaser *Admitted in New York and California. Admission to Virginia Bar pending.
Elizabeth D. Baker Inda E. Stagg Amy E. Friedlander	2200 Clarendon Boulevard, Suite 1300 Arlington, VA 22201	Planners/Agents for Contract Purchaser

(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: March 17, 2016
(enter date affidavit is notarized)

129472e

for Application No. (s): PCA 2011-PR-023
(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)
Bowman Consulting Group, Ltd.(14) Agents: Matthew J. Tauscher Brad D. Glatfelter Ronald M. Robison Gregg D. Eberly Sarah A. Hess Matthew K. Koirtyohann Thomas D. Fleury (*effective 3/3/16*)	14020 Thunderbolt Place, Suite 300 Chantilly, VA 20151	Engineers/Planners/Agents for Applicant
M. J. Wells and Associates, Inc.(15) Agents: Robin L. Antonucci Kevin R. Fellin William F. Johnson Lester E. Adkins, III Justin B. Schor Brian J. Horan	1420 Spring Hill Road, Suite 610 Tysons, VA 22102	Transportation Consultants/Agents for Applicant
WDG Architecture, PLLC(16) Agents: Frederick B. Hammann III David L. Banta Sungjin Cho (nmi)	1025 Connecticut Avenue, NW, Suite 300 Washington, DC 20036	Architects/Agents for Applicant
ParkerRodriguez, Inc.(17) Agents: Trini M. Rodriguez Brian T. Bolen	101 North Union Street, Suite 320 Alexandria, VA 22314-3231	Landscape Architects/Agents for Applicant

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

REZONING AFFIDAVIT

DATE: March 17, 2016 129472e
(enter date affidavit is notarized)

for Application No. (s): PCA 2011-PR-023
(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) Cityline Partners LLC
1651 Old Meadow Road, Suite 650
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 SHAREHOLDERS: (enter first name, middle initial, and last name)

RECP IV Tysons Cityline Holdco, LLC,(2) Member

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

Michael R. Pedulla, Co-President
William C. Helm, Co-President
Donna P. Shafer, EVP
Thomas D. Fleury, EVP *(former, effective 3/3/16)*
Eric R. Maggio, SVP/CFO *(former)*
Tasso N. Flocos, SVP

(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: March 17, 2016
(enter date affidavit is notarized)

129472e

for Application No. (s): PCA 2011-PR-023
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(2) RECP IV Tysons Cityline Holdco LLC
• 1123 Broadway, Floor 2
New York, NY 10010

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)
Members:
RECP IV Co-Investors A, L.P. (owns less than 10% of Cityline Partners LLC)
DLJ Real Estate Capital Partners IV, L.P.(3)

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

Michael R. Pedulla, EVP
William C. Helm, EVP

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(4) Credit Suisse Group AG
Paradeplatz 8
Zurich, 8070 Switzerland

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 in Switzerland (SIX) and as American Depositary Shares (CS) in New York (NYSE)

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.

Rezoning Attachment to Par. 1(b)

DATE: March 17, 2016
(enter date affidavit is notarized)

129472e

for Application No. (s): PCA 2011-PR-023
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(5) Grayson 7913 Westpark LLC
1651 Old Meadow Road, Suite 650
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)
Members: RECP IV WG Land Investors LLC(6)
RECP IV WG Land Co-Investor A LLC(8)
Cityline Executive Investors LLC(9)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer**, etc.)
Michael R. Pedulla, EVP
William C. Helm, EVP
Thomas J. Scott, Secretary

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(6) RECP IV WG Land Investors LLC
- 1123 Broadway, Floor 2
New York, NY 10010

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)

RECP IV Tysons Land Investor Holdco LLC(7)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer**, etc.)
Michael R. Pedulla, EVP
William C. Helm, EVP

(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.

Rezoning Attachment to Par. 1(b)

DATE: March 17, 2016
(enter date affidavit is notarized)

1294726

for Application No. (s): PCA 2011-PR-023
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(7) RECP IV Tysons Land Investor Holdco LLC
- 1123 Broadway, Floor 2
New York, NY 10010

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:
DLJ Real Estate Capital Partners IV, L.P.(3)

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

Michael R. Pedulla, EVP
William C. Helm, EVP

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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(8) RECP IV WG Land Co-Investor A LLC
- 1123 Broadway, Floor 2
New York, NY 10010

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)

RECP IV Co-Investors A, L.P. (owns less than 10% of Grayson 7913 Westpark LLC and Campbell-Scott Westpark LLC)

==========

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

Michael R. Pedulla, EVP
William C. Helm, EVP

(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.

Rezoning Attachment to Par. 1(b)

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129472e

for Application No. (s): PCA 2011-PR-023
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(9) Cityline Executive Investors LLC
• 1123 Broadway, Floor 2
New York, NY 10010

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)
Members: Thomas D. Fleury
Tasso N. Flocos
Eric R. Maggio
Donna P. Shafer
Manager: RECP IV WG Land Investors LLC(6)

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)
(10) Campbell-Scott Westpark LLC
1651 Old Meadow Road, Suite 650
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)
Members: RECP IV WG Land Investors LLC(6)
RECP IV WG Land Co-Investor A LLC(8)
Cityline Executive Investors LLC(9)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer**, etc.)
Michael R. Pedulla, EVP
William C. Helm, EVP
Thomas J. Scott, Secretary

(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.

Rezoning Attachment to Par. 1(b)

129472e

DATE: March 17, 2016
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for Application No. (s): PCA 2011-PR-023
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(11) Renaissance Centro Tysons, LLC
7501 Wisconsin Avenue, Suite 1103E
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)

Albert H. Small, Jr., Member
Douglas F. Erdman, Member

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

Albert H. Small, Jr., Managing Member

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(13) Walsh, Colucci, Lubeley & Walsh, P.C.
2200 Clarendon Boulevard, Suite 1300
Arlington, VA 22201

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)

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

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for Application No. (s): PCA 2011-PR-023
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
(14) Bowman Consulting Group, Ltd.
14020 Thunderbolt Place, Suite 300
Chantilly, VA 20151

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Gary P. Bowman

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) 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, no one employee owns 10% or more of any class of stock.)

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

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

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for Application No. (s): PCA 2011-PR-023
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(16) WDG Architecture, PLLC
1025 Connecticut Avenue, NW, Suite 300
Washington, DC 20036

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)

Managing Members:	C. R. George Dove	Marc Nathanson (nmi)	Members:	Siti N. Abdul-Rahman
	Malcolm D. Dixon	Jeffrey A. Morris		Sean M. Stadler
	Frederick B. Hammann III	Robert C. Keane		
	Eric J. Liebmann			

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)

(17) ParkerRodriguez, Inc.
101 N. Union Street, Suite 320
Alexandria, VA 22314-3231

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)

Trini M. Rodriguez
James E. Parker

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: March 17, 2016
(enter date affidavit is notarized)

129472e

for Application No. (s): PCA 2011-PR-023
(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)

(3) DLJ Real Estate Capital Partners IV, L.P.
- 1123 Broadway, Floor 2
  New York, NY 10010

(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 PARTNERS:

DLJ Real Estate Capital IV, LLC	Owns less than 10% of Cityline Partners LLC, Grayson 7913 Westpark LLC. and Campbell-Scott Westpark LLC
DLJ RECP Management, L.P.	Owns less than 10% of Cityline Partners LLC, Grayson 7913 Westpark LLC. and Campbell-Scott Westpark LLC

LIMITED PARTNERS:

Commonwealth of Pennsylvania Public School Employees' Retirement System	There are hundreds of thousands of members in this pension fund, none of whom owns 10% or more of Cityline Partners LLC, Grayson 7913 Westpark LLC or Campbell-Scott Westpark LLC
Credit Suisse Group AG(4)	

(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.

• Information updated

Rezoning Attachment to Par. 1(c)

DATE: March 17, 2016
(enter date affidavit is notarized)

129472e

for Application No. (s): PCA 2011-PR-023
(enter County-assigned application number (s))

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

(12) 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
Lawrence C. Adams
Syed S. Ahmad
Michael F. Albers
Kenneth J. Alcott
Fernando C. Alonso
Walter J. Andrews
Chinawat Assavapokee (nmi)
L. Scott Austin
Ian Phillip Band
John J. Beardsworth, Jr.
Ryan A. Becker
Steven H. Becker
Stephen John Bennett
Melinda R. Beres
Lucas Bergkamp (nmi)
Lon A. Berk
Mark B. Bierbower
Stephen R. Blacklocks
Jeffry M. Blair
Andrew J. Blanchard
J. Tom Boer
Matthew P. Bosher
James W. Bowen
Lawrence J. Bracken, II
James P. Bradley
Sheldon T. Bradshaw
David F. Brandley, Jr.
Benjamin P. Browder
A. Todd Brown, Sr.
Tyler P. Brown
F. William Brownell
Kevin J. Buckley
Kristy A. Niehaus Bulleit
Joseph B. Buonanno
Nadia S. Burgard
Eric R. Burner
M. Brett Burns
P. Scott Burton
Ellis M. Butler
Ferdinand A. Calice
Matthew J. Calvert
Daniel M. Campbell
Thomas H. Cantrill
Curtis G. Carlson
Jean Gordon Carter
Charles D. Case
J. C. Chenault, V
Whittington W. Clement
Herve' Cogels (nmi)
Cassandra C. Collins
S. Gregory Cope
Ashley Cummings (nmi)
Alexandra B. Cunningham
Samuel A. Danon
John J. Delionado
Stephen P. Demm
Dee Ann Dorsey
Edward L. Douma
Colleen P. Doyle
Alison M. Dreizen
Sean P. Ducharme
Deidre G. Duncan
Roger Dyer (nmi)
Frederick R. Eames
Heather Archer Eastep
Maya M. Eckstein
W. Jeffery Edwards
Marvin W. Ehrlich
John C. Eichman
Tara L. Elgie
Emmett N. Ellis
Edward W. Elmore, Jr.
Frank E. Emory, Jr.
Juan C. Enjamio
John D. Epps
Phillip J. Eskenazi
Joseph P. Esposito
Kelly L. Faglioni
Susan S. Failla
Eric H. Feiler
Kevin C. Felz
Lindsay H. Ferguson
Edward F. Fernandes
Norman W. Fichthorn
Andrea Bear Field
Kevin J. Finto
Melanie Fitzgerald (nmi)
Michael F. Fitzpatrick, Jr.
Robert N. Flowers
Aaron M. Flynn
William M. Flynn
David S. Freed
Lauren E. Freeman
Steven C. Friend
Edward J. Fuhr
Charles A. Gall
Daniel C. Garner
Douglas M. Garrou
Richard D. Gary
Kevin M. Georgerian
John T. Gerhart, Jr.
Andrew G. Geyer
Jeffrey W. Giese
Neil K. Gilman
C. Christopher Giragosian
Douglas S. Granger
Laurie A. Grasso
J. William Gray, Jr.
Christopher C. Green
Robert J. Grey, Jr.
Greta T. Griffith
Brett L. Gross
Steven M. Haas
Brian L. Hager
Robert J. Hahn
Jarrett L. Hale

(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)

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for Application No. (s): PCA 2011-PR-023
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PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

(12) 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**)

Leslie S. Hansen
Eric J. Hanson
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
David B. 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
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.
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

(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: March 17, 2016
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for Application No. (s): PCA 2011-PR-023
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PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

(12) 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**)

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

FORMER PARTNERS:

John A. Decker
Bradley W. Grout
Stuart Hills (nmi)
Donald P. Irwin
Karolyn E. ("Kerry") Johnson
G. Roth Kehoe, II
John T. Konther
• Bradley T. Lennie
Robert J. Morrow
Michael A. O'Shea
William S. Patterson
Dionne C. Rainey
Katherine E. Ramsey
Belynda B. Reck
Trevor K. Ross
Ronald L. Rubin
• Julie I. Ungerman
Linda L. Walsh
• Mitchell G. 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.

Information updated.

REZONING AFFIDAVIT

DATE: March 17, 2016
(enter date affidavit is notarized)

129472e

for Application No. (s): PCA 2011-PR-023
(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: March 17, 2016
(enter date affidavit is notarized)

129472e

for Application No. (s): PCA 2011-PR-023
(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.)

Thomas D. Fleury, formerly of Cityline Partners LLC, and as of 3/3/16 with Bowman Consulting Group, Ltd., an agent for the applicant, has contributed in excess of $100 to Chairman Bulova, and to Supervisors John Cook, John Foust, Penny Gross, Pat Herrity, Jeff McKay, Linda Smyth, Daniel Storck and Kathy Smith.

John C. McGranahan, Jr., Francis A. McDermott and Thomas P. Murphy, all of Hunton & Williams LLP, attorneys and agents for applicant, have each 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

John C. McGranahan, Jr./Attorney and Agent for Applicant
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 17th day of March 2016, in the State/Comm. of Virginia, County/City of Fairfax.

Mary Beth Vincent
Notary Public

My commission expires: 3/31/17

MARY BETH VINCENT NOTARY PUBLIC REG. # 299568 COMMONWEALTH OF VIRGINIA