



# 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:** August 1, 2016

**TO:** Mary Ann Tsai, Staff Coordinator  
Zoning Evaluation Division  
Department of Planning and Zoning

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

**SUBJECT:** Affidavit  
Application No.: RZ/FDP 2016-HM-017  
Applicant: JBG/Reston Executive Center L.L.C.  
PC Hearing Date: Not yet scheduled  
BOS Hearing Date: No yet scheduled

**REF.:** 135998

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 6/24/16, which bears my initials and is numbered 135998, 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: 6/24/16  
(enter date affidavit is notarized)

135998

I, Brian J. Winterhalter, do hereby state that I am an  
(enter name of applicant or authorized agent)

(check one)       applicant  
                          applicant's authorized agent listed in Par. 1(a) below

in Application No.(s): RZ/FDP 2016-HM-017  
(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)
JBG/Reston Executive Center, L.L.C. Agents: Matthew R. Valentini Kelly L. Miller	c/o the JBG Companies 4445 Willard Avenue Suite 400 Chevy Chase, MD 20815	Applicant and Title Owner TM 17-3 ((1)), Parcels 28A, 28B and 28C
Urban Engineering Associates, Inc. Agent: Eric S. Siegel Peter F. Crawford	7712 Little River Turnpike Annandale, VA 22003	Agent/Engineer
FXFOWLE Architects LLP Agent: Joseph F. Pikiewicz Mark E. Strauss	22 W 19th Street New York, NY 10011	Agent/Architect

(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: 6/24/16  
(enter date affidavit is notarized)135998for Application No. (s): RZ/FDP 2016-HM-017  
(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)
\ M.J. Wells & Associates, Inc. Agents: Robin L. Antonucci Kevin R. Fellin Justin B. Schor William F. Johnson Michael R. Pinkoske Lester E. Adkins, III Grady P. Vaughan Brian J. Horan Andrew C. Buntua Courtney J. Menjivar	1420 Spring Hill Road Suite 610 Tysons, VA 22102	Agent/Traffic Engineer
\ OLIN Partnership, Ltd. Agent: Carolyn H. Campbell	Public Ledger Building, Suite 1123 150 S Independence Mall West Philadelphia, PA 19106	Agent/Landscape Architect
\ Cooley LLP Agents: Antonio J. Calabrese, Esq. Mark C. Looney, Esq. Colleen P. Gillis, Esq. Jill S. Parks, Esq. Brian J. Winterhalter, Esq. Amanda R. Williams, Esq. Jeffrey A. Nein, Planner Ben I. Wales, Planner Molly M. Novotny, Planner Matthew S. Diana, Planner	One Freedom Square Reston Town Center 11951 Freedom Drive, Suite 1500 Reston, VA 20190	Agent/Attorney

(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: 6/24/16  
(enter date affidavit is notarized)

135998

for Application No. (s): RZ/FDP 2016-HM-017  
(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)

JBG/Reston Executive Center, L.L.C.  
c/o the JBG Companies  
4445 Willard Avenue, Suite 400  
Chevy Chase, MD 20815

**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)

\JBG/Fund VIII Trust

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

\JBG/Company Manager IV, L.L.C.

(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: 6/24/16  
(enter date affidavit is notarized)

135778

for Application No. (s): RZ/FDP 2016-HM-017  
(enter County-assigned application number (s))

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

JBG/Fund VIII Trust  
c/o The JBG Companies  
4445 Willard Ave., Suite 400, Chevy Chase, MD 20815

**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)

JBG Investment Fund VIII L.L.C.

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

W. Matthew Kelly, Trustee, EVP & Assistant Secretary	Michael G. Glosserman, Trustee, President
Brian P. Coulter, Trustee, EVP & Secretary	Robert A. Stewart, Trustee, EVP, Treasurer and Assistant Secretary
James L. Iker, Trustee, EVP & Assistant Secretary	

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

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

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

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

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

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

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

DATE: 6/24/16  
(enter date affidavit is notarized)

135998

for Application No. (s): RZ/FDP 2016-HM-017  
(enter County-assigned application number (s))

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

JBG Investment Fund VIII L.L.C.  
c/o The JBG Companies  
4445 Willard Ave., Suite 400  
Chevy Chase, MD 20815

**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)

- Indigo 2009, L.L.C.
- Cauthen VIII, LLC

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

W. Matthew Kelly, Managing Member	Michael G. Glosserman, Managing Member
Brian P. Coulter, Managing Member	Robert A. Stewart, Managing Member
James L. Iker, Managing Member	

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

Indigo 2009, L.L.C.  
c/o the JBG Companies  
4445 Willard Ave., Suite 400, Chevy Chase, MD 20815

**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)

- Fourth Century, LLC

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

David F. Swanson , President  
Robert J. Herr, Vice President  
Alexander C. Barker, Treasurer  
Kenneth R. Miller, 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.

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

DATE: 6/24/16  
(enter date affidavit is notarized)

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for Application No. (s): RZ/FDP 2016-HM-017  
(enter County-assigned application number (s))

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

Fourth Century LLC  
c/o Corporation Trust Company  
1209 Orange Street  
Wilmington, DE 19801

**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)

Yale University  
3C Corporation - owns less than 10% of JBG/Reston Executive Center, L.L.C.

**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)

Yale University  
c/o Yale Investments Office  
55 Whitney Ave, 5th Floor, New Haven, CT 06510

**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)

Yale University has no owners; it is a non-stock corporation

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

Joshua Bekenstein, Fellow	Francisco G. Cigarroa, Fellow	Charles W. Goodyear, Fellow	William E. Kennard, Fellow	Douglas A Warner III
Jeffrey L. Bewkes, Fellow	Peter B. Dervan, Fellow	Catherine B. Hill, Fellow	Margaret H. Marshall, Fellow	Fellow
Maureen C. Chiquet, Fellow	Donna L. Dubinsky, Fellow	Paul L/ Joskow, Fellow	Gina M. Raimondo, Fellow	
Emmett J. Rice, Jr., Fellow	Eve H. Rice, Fellow	Kevin P. Ryan, Fellow	Peter Salovey, President	

(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): RZ/FOF 2016-HM-017  
(enter County-assigned application number (s))

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

Cauthen VIII, LLC  
c/o The JBG Companies  
4445 Willard Avenue, Suite 400, Chevy Chase, MD 20815

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)

Retirement Plan for Staff Employees Trust - Owns less than 10% of JBG/Reston Executive Center, LLC  
Retiree Health Benefits Coverage Trust - Owns less than 10% of JBG/Reston Executive Center, LLC

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

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

David F. Swanson, President                      Kenneth R. Miller, Secretary  
Robert J. Herr, Vice President  
Alexander C. Barker, Treasurer

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

JBG/Company Manager IV, L.L.C.  
c/o The JBG Companies, 4445 Willard Ave, Suite 400, Chevy Chase, MD 20815

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)

W. Matthew Kelly, Brian P. Coulter, James L. Iker, Michael G. Glosserman, Robert A. Stewart

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

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

W. Matthew Kelly, Managing Member                      Robert A. Stewart, Managing Member  
Brian P. Coulter, Managing Member  
James L. Iker, Managing Member  
Michale G. Glosserman, Managing Member

(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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(enter date affidavit is notarized)

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for Application No. (s): RZ/FDP 2016-HM-017  
(enter County-assigned application number (s))

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

Urban Engineering Associates, Inc.  
7712 Little River Turnpike  
Annandale, VA 22003

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

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

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

J. Edgar Sears, Jr.  
Brian A. Sears

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

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

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

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

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

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

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

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

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

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

DATE: 6/24/16  
(enter date affidavit is notarized)

135998

for Application No. (s): RZ/FDP 2016-HM-017  
(enter County-assigned application number (s))

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

OLIN Partnership, Ltd.  
Public Ledger Building, Suite 1123  
150 S. Independence Mall West  
Philadelphia, PA 19106

**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)

Lucinda R. Sanders, Susan K. Weiler, Earl H. Graham, Harriet T. Boyce, Richard S. Roark

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

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

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

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

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

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

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

REZONING AFFIDAVIT

DATE: 6/24/16  
(enter date affidavit is notarized)

135998

for Application No. (s): R2 / FDP 2016 - HM - 017  
(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)

- FXFOWLE Architects LLP  
22 W 19th Street  
New York, NY 10011

(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)

- Gerard F. Geier, General Partner
- Daniel K. Kaplan, General Partner
- Sylvia J. Smith, General Partner
- Mark E. Strauss, General Partner
- Timothy (nmi) Milam, General Partner
- Heidi L. Blau, General Partner
- John A. Schuyler, General Partner
- Nicholas P. Garrison, General Partner

(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: 6/24/16  
(enter date affidavit is notarized)

135998

for Application No. (s): RZ/FDP 2016-HM-017  
(enter County-assigned application number (s))

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

Cooley LLP  
11951 Freedom Drive  
Reston, VA 20190

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

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

Jane K. Adams  
Peter M. Adams  
Maureen P. Alger  
DeAnna D. Allen Esq.  
Gian-Michele aMarca  
Mazda K. Antia  
Orion Armon  
Gordon C. Atkinson  
Michael Attanasio  
Jonathan P. Bach  
Charles J. Bair  
Celia G. Barenholtz  
Frederick D. Baron  
Matthew S. Bartus  
Michael D. Basile  
Keith J. Beretz  
Laura A. Berezin  
Ann Bevitt  
Laura G. Birger  
Ryan E. Blair  
Thomas A. Blinka  
Nicholas Bolter  
Barbara L. Borden  
Jodie M. Bourdet  
Wendy J. Brenner  
David Bresnick  
Matthew J. Brigham  
James P. Brogan  
Nicole C. Brookshire  
Matthew D. Brown  
Alfred L. Browne  
Matthew T. Browne  
Peter F. Burns  
Blain B. Butner  
John T. Byrnes  
Robert T. Cahill

Antonio J. Calabrese  
Christopher C. Campbell  
William L. Castleberry  
Lynda K. Chandler  
Adam C. Chase  
Reuben H. Chen  
Dennis Childs  
William T. Christiansen II  
John A. Clark  
Sean M. Clayton  
John A. Clendenin  
Jeffrey L. Cohen  
Thomas A. Coll  
Joseph W. Conroy  
Chris Coulter  
James R. Crabtree  
Carolyn L. Craig  
John W. Crittenden  
Janet L. Cullum  
Nathan K. Cummings  
John A. Dado  
Scott D. Dailard  
Benjamin G. Damstedt  
Craig E. Dauchy  
Mark J. Deem  
Louise M. Delahunty  
Renee R. Deming  
Karen E. Deschaine  
Darren K. DeStefano  
Eric W. Doherty  
William P. Donovan Jr.  
Michelle C. Doolin  
Joseph M. Drayton  
Matthew P. Dubofsky  
Christopher B. Durbin  
John C. Dwyer  
Shannon M. Eagan  
Erik S. Edwards

Ivor Elrifi  
Gordon H. Empey  
Sonya F. Erickson  
Heidi A. Erlacher  
Mark C. Everiss  
Michael R. Faber  
Lester J. Fagen  
Jesse D. Farmer  
Brent D. Fassett  
John R. Feore  
Christopher M. Finney  
M. W. Fishburn Jr.  
Thomas J. Friel  
Francis M. Fryscak  
Koji F. Fukumura  
James F. Fulton Jr.  
William S. Galliani  
W. Andrew H. Gantt III  
Eamonn J. Gardner  
Jon E. Gavenman  
Patrick E. Gibbs  
Colleen P. Gillis  
Jonathon C. Glass  
Todd J. Gluth  
Daniel I. Goldberg  
Wendy C. Goldstein  
Kathleen H. Goodhart  
Shane L. Goudey  
Jonathan G. Graves  
Jacqueline I. Grise Lester Esq.  
Kenneth L. Guernsey  
Patrick P. Gunn  
Divakar Gupta  
Sarah J. Guske  
Jeffrey M. Gutkin  
William N. Haddad  
John B. Hale  
Danish Hamid Esq.

(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: 6/24/16  
(enter date affidavit is notarized)

135998

for Application No. (s): RZ/FDP 2016-HM-017  
(enter County-assigned application number (s))

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

Cooley LLP (continued)  
11951 Freedom Drive  
Reston, VA 20190

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

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

Laurence M. Harris  
M. R. Hartman III  
Bernard L. Hatcher  
Matthew B. Hemington  
Cathy Rae Hershcopf  
Gordon K. Ho  
Nicholas A. Hobson  
Paula E. Holland  
Lila W. Hope  
C T. Hopkins  
Reginald R. Hopkinson  
Richard M. Hopley  
Mark M. Hrenya  
Brendan J. Hughes  
Christopher R. Hutter  
Jay R. Indyke  
Craig D. Jacoby  
Eric C. Jensen  
Robert L. Jones  
Jeffrey M. Kaban  
Barclay J. Kamb  
Richard S. Kanowitz  
Kimberley J. Kaplan-Gross  
Jeffrey S. Karr  
Joshua A. Kaufman  
Sally A. Kay  
Natasha E. Kaye  
Heidi L. Keefe  
David R. Kendall  
Jason L. Kent  
Mehdi Khodadad  
Charles S. Kim  
Kevin M. King  
Benjamin H. Kleine  
Michael J. Klisch  
Jason M. Korral  
Barbara A. Kosacz  
Kenneth J. Krisko  
Carol D. Laherty

Mark F. Lambert  
Matthew E. Langer  
Samantha M. LaPine  
John G. Lavoie  
Brian F. Leaf  
Pang Lee  
Robin J. Lee  
Jamie K. Leigh  
Natasha V. Leskovsek Esq.  
Shira N. Levin  
Alan Levine  
Michael S. Levinson  
Stephane Levy  
Elizabeth L. Lewis  
Michael R. Lincoln  
James C. Linfield  
Samuel M. Livermore  
Douglas P. Lobel  
J.P. Loofbourrow  
Mark C. Looney  
Robert B. Lovett  
Haibo J. Lu  
Ed Lukins  
Andrew P. Lustig  
Nicola Maguire  
Thomas O. Mason Esq.  
Joshua Mates  
James J. Maton  
Michael J. McGrail  
Becket McGrath  
John T. McKenna  
Bonnie W. McLeod  
Mark A. Medearis  
Laura M. Medina  
Beatriz Mejia  
Craig A. Menden  
Erik B. Milch  
Chadwick L. Mills  
David E. Mills

J K. Mills  
Barbara R. Mirza  
Patrick J. Mitchell  
Ali M. Mojdehi  
Ann M. Mooney  
Timothy J. Moore  
M. H. Morse  
Phillip E. Morton  
Colm Murphy  
Frederick T. Muto  
Danielle E. Naftulin  
Ryan E. Naftulin  
Jeremy M. Naylor  
Stephen C. Neal  
Ian O'Donnell  
Garth A. Osterman  
Rama Padmanabhan  
Kathleen M. Pakenham  
Timothy G. Patterson  
Matthew Pavao  
Sarah E. Pearce  
Anne Peck  
David G. Peinsipp  
Nicole K. Peppe  
Kevin J. Perry  
Robert W. Phillips  
Susan C. Philpot  
Yvan-Claude J. Pierre  
Frank Pietrantonio  
Mark B. Pitchford  
Michael L. Platt  
Christian E. Plaza  
Aaron M. Pomeroy  
Marya A. Postner  
Steven M. Przesmicki  
Seth A. Rafkin  
Frank F. Rahmani  
Marc A. Recht  
Michael G. Rhodes

(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: 6/24/16  
(enter date affidavit is notarized)

135998

for Application No. (s): R2/FDP 2016-HM-017  
(enter County-assigned application number (s))

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

Cooley LLP (continued)  
11951 Freedom Drive  
Reston, VA 20190

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

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

- |                          |                                  |
|--------------------------|----------------------------------|
| Michelle S. Rhyu         | Timothy S. Teter                 |
| Lyle D. Roberts Esq.     | Michael R. Tollini               |
| John W. Robertson        | Steven J. Tonsfeldt              |
| Ricardo Rodriguez        | Michael S. Tuscan                |
| Kenneth J. Rollins       | Jessica I. Valenzuela Santamaria |
| Kevin K. Rooney          | Seth Van Aalten                  |
| Stephen Rosen            | Joseph J. Vaughan                |
| Andrew E. Roth           | Miguel J. Vega                   |
| Adam J. Ruttenberg       | Erich E. Veitenheimer            |
| Akash Sachdeva           | Aaron J. Velli                   |
| Thomas R. Salley         | David A. Walsh                   |
| Glen Y. Sato             | Mark B. Weeks                    |
| Martin S. Schenker       | Mark R. Weinstein                |
| Marc G. Schildkraut Esq. | Thomas Welk                      |
| Michelle G. Schulman     | Peter H. Werner                  |
| William J. Schwartz      | Scott B. Weston                  |
| Eric J. Schwartzman      | Francis R. Wheeler               |
| Ellen A. Scordino        | John Wilkinson                   |
| Audrey K. Scott          | Geoffrey T. Willard              |
| Avital Sealman Tene      | Andrew Williamson                |
| John H. Sellers          | Peter J. Willsey                 |
| Ian R. Shapiro           | Mark Windfeld-Hansen             |
| Michael N. Sheetz        | David J. Wittenstein             |
| Carl C. Shoff            | Nancy H. Wojtas                  |
| Jordan A. Silber         | Amy M. Wood                      |
| Brent B. Siler           | Jeffery P. Worley                |
| Ian D. Smith             | Nan Wu                           |
| Stephen R. Smith         | Summer J. Wynn                   |
| Whitty Somvichian        | Babak Yaghmaie                   |
| Wayne O. Stacy           | Jonathan Yorke                   |
| Anthony M. Stiegler      | David R. Young                   |
| Justin Stock             | Christina Zhang                  |
| Steven M. Strauss        | Kevin J. Zimmer                  |
| M A. Swanson             |                                  |
| C. S. Talbot             |                                  |
| Mark P. Tanoury          |                                  |
| Joseph Teja Jr.          |                                  |
| Gregory C. Tenhoff       |                                  |
| Michael E. Tenta         |                                  |

(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: 6/24/16  
(enter date affidavit is notarized)

1359A 8

for Application No. (s): RZ/FDP 2016-HM-017  
(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: 6/24/16  
(enter date affidavit is notarized)

135998

for Application No. (s): RZ/FDP 2016 - HM-017  
(enter County-assigned application number(s))

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

**EXCEPT AS FOLLOWS:** (NOTE: If answer is none, enter "NONE" on line below.)

None.

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) [ ] There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)

Brian J. Winter  
[ ] Applicant [X] Applicant's Authorized Agent

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

Subscribed and sworn to before me this 24<sup>th</sup> day of June 2016, in the State/Comm. of Virginia, County/City of Fairfax.

Betty C. Leyshon  
Notary Public

My commission expires: 10/31/2018

