



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 2, 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.: PCA 86-C-054-02 /CDPA 86-C-054 /FDPA 86-C-054-02-01
Applicant: General Dynamics Corporation
PC Hearing Date: 9/14/16
BOS Hearing Date: 9/20/16

REF.: 133421

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 09/01/16, which bears my initials and is numbered 133421 b, 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

1334216

DATE: September 1, 2016
(enter date affidavit is notarized)

I, Amanda R. Williams, 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 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01
(enter County-assigned application number(s), e.g. RZ 88-V-001)

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

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

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

| NAME (enter first name, middle initial, and last name) | ADDRESS (enter number, street, city, state, and zip code) | RELATIONSHIP(S) (enter applicable relationships listed in BOLD above) |
|--|---|--|
| General Dynamics Corporation Agents: M. Amy Gilliland Jason W. Aiken Kenneth R. Hayduk Scott A. Hoffman Megan D. Hawk | 2941 Fairview Park Drive Falls Church, VA 22042 | Applicant/Contract Purchaser |
| BP Reston Eastgate, LLC Agents: Jake J. Stroman Kenneth F. Simmons Peter D. Johnston | C/O Boston Properties 2200 Pennsylvania Ave NW Suite 200W Washington DC 20037 | Title Owner |

(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).

1334216

Rezoning Attachment to Par. 1(a)

DATE: September 1, 2016
(enter date affidavit is notarized)

for Application No. (s): PCA 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01
(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) |
|---|---|--|
| Urban Engineering & Associates, LLC Agents: Clayton C. Tock, PE Eric S. Siegel, PE Lheep (nmi) Kim | 7712 Little River Turnpike Annandale, VA 22003 | Engineer/Agent |
| M.J. Wells & Associates, Inc. Agents: Robin L. Antonucci Terence J. Miller William F. Johnson Kevin R. Fellin Jamie L. Milanovich John F. Cavan, IV Christopher L. Kabatt Courtney J. Menjivar Brian J. Horan Justin B. Schor | 1420 Spring Hill Road Suite 610 McLean, VA 22101 | Transportation Consultant/Agent |
| Lehman Smith McLeish, PLLC Agents: Debra A. Lehman Smith James Black McLeish III Robert C. Grabarz Donald L. Morphy Michael D. Meizen | 1212 Bank St NW Washington, DC 20007 | Architect/Agent |
| Peter Walker and Partners Landscape Architecture, Inc. Agents: Peter E. Walker Douglas R. Findlay Julie D. Canter David E. Walker Adam (nmi) Greenspan Conard W. Lindgren Jay A. Swaintek Michael C. Dellis Todd T. Mead Steve J. Tycz Eustacia L. Brossart Martin Keith Poirier | 739 Allston Way Berkeley, California 94710 | 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.

133421 b

Rezoning Attachment to Par. 1(a)

DATE: September 1, 2016
(enter date affidavit is notarized)

for Application No. (s): PCA 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01
(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) |
|---|---|--|
| 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 (former) Ben I. Wales, Planner Molly M. Novotny, Planner Katherine P. Humphrey, Planner (former) Matthew S. Diana, Planner Jason L. Beske, Planner Samantha R. Steketee, Planner | 11951 Freedom Drive Reston, VA 20190 | Attorney/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.

* Jeffrey A. Nein, planner - info updated

REZONING AFFIDAVIT

DATE: September 1, 2016
(enter date affidavit is notarized)

1334 21 b

for Application No. (s): PCA 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01
(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)

General Dynamics Corporation
2941 Fairview Park Drive
Falls Church, Virginia 22042-4513

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)

General Dynamics Corporation is a publicly traded company listed as GD on the NYSE.

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

Phebe N. Novakovic, Chairman, Chief Exec. Officer
Mary T. Barra, Dir. & Chairman, Finance & Benefit Plans Comm.
Nicholas D. Chabreja, Director
James S. Crown, Lead Dir. & Chairman, Nominating & Corp. Gov. Comm.

(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 1, 2016
 (enter date affidavit is notarized)

1334216

for Application No. (s): PCA 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01
 (enter County-assigned application number (s))

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

General Dynamics Corporation (continued)
 2941 Fairview Park Drive
 Falls Church, Virginia 22042-4513

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)

General Dynamics Corporation is a publicly traded company listed as GD on the NYSE.

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

| | | |
|--|---|--|
| Rudy F. deLeon, Director | John P. Casey, Exec. VP | Christopher (nmi) Marzilli, VP |
| William P. Fricks, Dir. & Chairman, Audit Comm. | S. Daniel Johnson, Exec. VP | Alfonso J. Ramonet, VP |
| John M. Keane, Director | Mark C. Roualet, Exec. VP | Robert E. Smith, VP |
| Lester L. Lyles, Director | Robert W. Helm, Senior VP, Planning & Dev. | Gary L. Whited, VP |
| Mark M. Malcolm, Director | M. Amy Gilliland, Senior VP, HR & Admin. | Michael S. Wilson, VP (former) |
| James N. Mattis, Director | Jason W. Aiken, Senior VP, CFO | Julie P. Aslaksen, Asst. Secretary |
| William A. Osborn, Dir. & Chairman, Compensation Comm. | Gregory S. Gallopoulos, Senior VP, GC & Secretary | John F. Wethern, Asst. Treasurer |
| Laura J. Schumacher, Director | Ira P. Berman, VP | Roberto (nmi) Zornoza, Asst. Treasurer |
| | Mark L. Burns, VP | Additions: |
| | Daniel G. Clare, VP | Peter A. Wall, Dir. |
| | David H. Fogg, VP & Treasurer | Firat (nmi) Gezen, VP |
| | Jeffrey S. Geiger, VP | Yetunde A. Otitoju, Asst. Treasurer |
| | Frederick J. Harris, VP | |
| | Kenneth R. Hayduk, VP & Asst. Treasurer | |
| | Thomas W. Kirchmaier, VP | |
| | Kimberly A. Kuryea, VP & Controller | + |

(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 1, 2016
(enter date affidavit is notarized)

for Application No. (s): PCA 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01
(enter County-assigned application number (s))

133421b

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

BP Reston Eastgate, LLC
C/O Boston Properties
2200 Pennsylvania Ave NW, Suite 200W
Washington, DC 20037

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Boston Properties Limited Partnership, Sole Member

=====

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

None

=====

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: September 1, 2016
 (enter date affidavit is notarized)

for Application No. (s): PCA 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01
 (enter County-assigned application number (s))

1334216

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

Boston Properties, Inc.
 800 Boylston Street, Suite 1900
 Boston, MA 02199

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

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

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

(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 1, 2016
(enter date affidavit is notarized)

133421 L

for Application No. (s): PCA 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Urban Engineering & Associates, LLC
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.**)
None

=====
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.**)
None

(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 1, 2016
(enter date affidavit is notarized)

133421b

for Application No. (s): PCA 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Lehman Smith & McLeish, PLLC
1212 Bank Street NW
Washington, DC 20007

DESCRIPTION OF CORPORATION: (check one statement)
 There are 10 or less shareholders, and all of the shareholders are listed below.
 There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
 There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
Debra A. Lehman Smith
James Black McLeish III

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
None

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Peter Walker and Partners Landscape Architecture, Incorporated
739 Allston Way
Berkley, California 94710

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)
Peter E. Walker
Douglas R. Findlay
David E. Walker
PWP Employee Stock Ownership Plan (ESOP)

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
Peter E. Walker, Officer
Douglas R. Findlay, Officer
Sandra (nmi) Harris, Officer

(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 1, 2016
(enter date affidavit is notarized)

1334216

for Application No. (s): PCA 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01
(enter County-assigned application number(s))

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

PARTNERSHIP INFORMATION

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

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

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

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

Boston Properties, Inc. - General Partner

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

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

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

Rezoning Attachment to Par. 1(c)DATE: September 1, 2016
(enter date affidavit is notarized)

1334216

for Application No. (s): PCA 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01
(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)

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

(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 1, 2016

(enter date affidavit is notarized)

for Application No. (s): PCA 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01

(enter County-assigned application number (s))

1334216

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)

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

(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 1, 2016
(enter date affidavit is notarized)

for Application No. (s): PCA 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01
(enter County-assigned application number (s))

1354216

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)

- | | | |
|----------------------------------|-----------------------------|---------------------------|
| Lyle D. Roberts | Michael R. Tollini | Additions: |
| John W. Robertson | Steven J. Tonsfeldt | Laura A. Berezin |
| Ricardo (nmi) Rodriguez | Michael S. Tuscan | Luke T. Cadigan |
| Kenneth J. Rollins | Seth (nmi) Van Aalten | John A. Clark |
| Kevin K. Rooney | Joseph J. Vaughan | Louise M. Delahunty |
| Adam J. Ruttenberg | Miguel J. Vega | Bobby A. Ghajar |
| Akash (nmi) Sachdeva | Erich E. Veitenheimer III | Patrick E. Gibbs |
| Thomas R. Salley III | Aaron J. Velli | Daniel I. Goldberg |
| Glen Y. Sato | David A. Walsh | Paula E. Holland |
| Jessica I. Valenzuela Santamaria | Mark B. Weeks | Reginald Ronald Hopkinson |
| Martin S. Schenker | Mark R. Weinstein | Joshua A. Kaufman |
| Joseph A. Scherer (former) | Thomas S. Welk | Natasha E. Kaye |
| Marc G. Schildkraut | Peter H. Werner | Mika Reiner Mayer |
| Michelle G. Schulman | Scott B. Weston | Barbara R. Mirza |
| Williams J. Schwartz | Francis R. Wheeler | Colm D. Murphy |
| Ellen A. Scordino | John N. Wilkinson | Garth A. Osterman |
| Audrey K. Scott | Geoffrey T. Willard | Yvan-Claude J. Pierre |
| Tali (nmi) Sealman | Andrew S. "Drew" Williamson | Stephen H. Rosen |
| John H. Sellers | Peter J. Willsey | Andrew E. Roth |
| Ian R. Shapiro | Mark Windfeld-Hansen | Eric J. Schwartzman |
| Michael N. Sheetz | David J. Wittenstein | Walter (nmi) Wu |
| C. Christopher Shoff | Nancy H. Wojtas | |
| Jordan A. Silber | Amy M. Wood | |
| Brent B. Siler | J. Peyton Worley | |
| Ian D. Smith | Nan (nmi) Wu | |
| Stephen R. Smith | Summer J. Wynn | |
| Whitty (nmi) Somvichian | Babak (nmi) Yaghmaie | |
| Wayne O. Stacy (former) | Jonathan (nmi) Yorke | |
| Anthony M. Steigler | David R. Young | |
| Justin M. Stock | Christina (nmi) Zhang | |
| Steven M. Strauss | Kevin J. Zimmer | |
| James N. Strawbridge (Former) | | |
| M. Anne Swanson | | |
| C. Scott Talbot | | |
| Mark P. Tanoury | | |
| Joseph (nmi) Teja, Jr. | | |
| Gregory C. Tenhoff | | |
| Michael E. Tenta | | |
| Timothy S. Teter | | |

(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 1, 2016
(enter date affidavit is notarized)

for Application No. (s): PCA 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01
(enter County-assigned application number(s))

1334216

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 1, 2016
(enter date affidavit is notarized)

133421 L

for Application No. (s): PCA 86-C-054-02, CDPA 86-C-054, FDPA 86-C-054-02-01
(enter County-assigned application number(s))

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

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

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

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

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

WITNESS the following signature:

(check one)

[] Applicant [x] Applicant's Authorized Agent
A. R. Williams

Amanda R. Williams, Esq.
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 1st day of September 2016, in the State/Comm. of Virginia, County/City of Fairfax.

My commission expires: 10/31/2018

Betty C. Leyshion
Notary Public

