



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: January 4, 2017

TO: Stephen Gardner, 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 2011-PR-011-02
Applicant: Cityline Partners, LLC
PC Hearing Date: 1/26/17
BOS Hearing Date: 2/28/17

REF.: 134589

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 1/4/17, which bears my initials and is numbered 134589c, 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

134589 c

DATE: January 4, 2017
(enter date affidavit is notarized)

I, Lynne J. Strobel, attorney/agent, do hereby state that I am an
(enter name of applicant or authorized agent)

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

in Application No.(s): PCA 2011-PR-011-02
(enter County-assigned application number(s), e.g. RZ 88-V-001)

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

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

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

Table with 3 columns: NAME, ADDRESS, RELATIONSHIP(S). Row 1: Cityline Partners LLC, 1651 Old Meadow Road, Suite 650 McLean, VA 22102, Applicant/Agent for Title Owners. Agents: Tasso N. Flocos, Thomas D. Fleury (FORMER), Michael R. Pedulla, William C. Helm, Donna P. Shafer.

(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: January 4, 2017
(enter date affidavit is notarized)

134589 e

for Application No. (s): PCA 2011-PR-011-02
(enter County-assigned application number (s))

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
Westgate 1600 Anderson Road LLC Agents: Tasso N. Flocos Thomas D. Fleury (FORMER) Michael R. Pedulla William C. Helm Donna P. Shafer	1651 Old Meadow Road, Suite 650 McLean, VA 22102	Title Owner of a portion of Tax Map 30-3 ((1)) 6D, 6E
Johnson I 7600 Colshire LLC Agents: Tasso N. Flocos Thomas D. Fleury (FORMER) Michael R. Pedulla William C. Helm Donna P. Shafer	1651 Old Meadow Road, Suite 650 McLean, VA 22102	Title Owner of a portion of Tax Map 30-3 ((28)) 4B pt., 4D, 4E pt.
Walsh, Colucci, Lubeley & Walsh, P.C. Agents: Martin D. Walsh Lynne J. Strobel M. Catharine Puskar Sara V. Mariska • G. Evan Pritchard (FORMER) Andrew A. Painter Matthew J. Allman Jeffrey R. Sunderland (FORMER) Robert D. Brant Elizabeth D. Baker Inda E. Stagg Amy E. Friedlander	2200 Clarendon Boulevard, Suite 1300 Arlington, VA 22201	Attorneys/Agents for Applicant Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent FORMER Attorney/Agent Attorney/Agent Attorney/Agent FORMER Attorney*/Agent Attorney/Agent Planner/Agent Planner/Agent Planner/Agent

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

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

Information updated.

Rezoning Attachment to Par. 1(a)DATE: January 4, 2017
(enter date affidavit is notarized)134589cfor Application No. (s): PCA 2011-PR-011-02
(enter County-assigned application number (s))

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
CallisonRTKL Inc. f/k/a RTKL Associates, Inc. Agents: Marcus W. Fairbrother John J. Becker Nicholas J. Corcoran Peter M. Kulebs Tyler T. Brown Michael T. Steinmetz (FORMER) Claire M. Tranter Chido D. Chuma Myriam (nmi) Nasr	2101 L Street, NW Suite 200 Washington, DC 20037	Architect/Agent
VIKA, Incorporated Agents: John F. Amatetti Robert R. Cochran P. Christopher Champagne	8180 Greensboro Drive, Suite 200 Tysons, VA 22102	Engineers/Planners/Agent
VIKA Virginia, LLC Agents: John F. Amatetti P. Christopher Champagne Robert R. Cochran Katelyn E. Antonucci (FORMER) Jessica L. Mack	8180 Greensboro Drive, #200 Tysons, VA 22102	Engineers/Planners/Agent
M. J. Wells and Associates, Inc. Agents: Robin L. Antonucci William F. Johnson Justin B. Schor Brian J. Horan	1420 Spring Hill Road, Suite 610 Tysons, VA 22102	Transportation Consultant/Agent
SmithGroupJJR, Inc. Agents: Merrill D. St. Leger-Demian Sven B. Shockey Stacy L. Libra (FORMER) James J. Forrester	1700 New York Avenue, NW, #100 Washington, DC 20006	Landscape Architects/Agent

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

REZONING AFFIDAVIT

DATE: January 4, 2017
(enter date affidavit is notarized)

134589c

for Application No. (s): PCA 2011-PR-011-02
(enter County-assigned application number(s))

1(b). The following constitutes a listing*** of the SHAREHOLDERS of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

(NOTE: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS herein.)

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Cityline Partners LLC
1651 Old Meadow Road, Suite 650
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Member:

- (1) RECP IV Tysons Cityline Holdco, 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, Co-President Eric R. Maggio, FORMER SVP/CFO
William C. Helm, Co-President
Donna P. Shafer, EVP
Thomas D. Fleury, FORMER EVP

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

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

Rezoning Attachment to Par. 1(b)

DATE: January 4, 2017
(enter date affidavit is notarized)

134589c

for Application No. (s): PCA 2011-PR-011-02
(enter County-assigned application number (s))

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

- (1) RECP IV Tysons Cityline Holdco LLC
590 Madison Avenue, 8th Floor
New York, NY 10022

DESCRIPTION OF CORPORATION: (check one statement)

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

NAMES OF 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)
- (2) DLJ Real Estate Capital Partners IV, L.P.

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & 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)

- (3) 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 Depository 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.

Rezoning Attachment to Par. 1(b)

DATE: January 4, 2017
(enter date affidavit is notarized)

134589c

for Application No. (s): PCA 2011-PR-011-02
(enter County-assigned application number (s))

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

(4) RECP IV WG Land Investors LLC
590 Madison Avenue, 8th Floor
New York, NY 10022

DESCRIPTION OF CORPORATION: (check one statement)

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

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

(7) RECP IV Tysons Land Investor Holdco 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

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

Westgate 1600 Anderson Road 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:

- (4) RECP IV WG Land Investors LLC
- (5) RECP IV WG Land Co-Investor A LLC
- (6) Cityline Executive Investors 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
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.

Rezoning Attachment to Par. 1(b)

DATE: January 4, 2017
(enter date affidavit is notarized)

134589c

for Application No. (s): PCA 2011-PR-011-02
(enter County-assigned application number (s))

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

Johnson I 7600 Colshire 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:
- (4) RECP IV WG Land Investors LLC
 - (5) RECP IV WG Land Co-Investor A LLC
 - (6) Cityline Executive Investors 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
Thomas J. Scott, Secretary

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

- (7) RECP IV Tysons Land Investor Holdco LLC
590 Madison Avenue, 8th Floor
New York, NY 10022

DESCRIPTION OF CORPORATION: (check one statement)

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

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

- Sole Member:
- (2) DLJ Real Estate Capital Partners IV, L.P.

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.

Rezoning Attachment to Par. 1(b)

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134589c

for Application No. (s): PCA 2011-PR-011-02
(enter County-assigned application number (s))

=====

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

(5) RECP IV WG Land Co-Investor A LLC
590 Madison Avenue, 8th Floor
New York, NY 10022

DESCRIPTION OF CORPORATION: (check one statement)

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

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

RECP IV Co-Investors A, L.P. (owns less than 10% of Johnson I 7600 Colshire LLC and Westgate 1600 Anderson Road 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

=====

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

(6) Cityline Executive Investors LLC
590 Madison Avenue, 8th Floor
New York, NY 10022

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Members: Thomas D. Fleury, Tasso N. Flocos, Eric R. Maggio, Donna P. Shafer

Manager: (4) RECP IV WG Land Investors LLC

=====

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: January 4, 2017
(enter date affidavit is notarized)

134589c

for Application No. (s): PCA 2011-PR-011-02
(enter County-assigned application number (s))

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

Walsh, Colucci, Lubeley & Walsh, P.C.
2200 Clarendon Boulevard, Suite 1300
Arlington, 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 (FORMER)	Nan E. Walsh
Thomas J. Colucci	H. Mark Goetzman	M. Catharine Puskar	● Sara V. Mariska
Michael J. Coughlin	Bryan H. Guidash	John E. Rinaldi	● Charles E. McWilliams
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.)

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

VIKA Virginia, LLC
8180 Greensboro Drive, #200
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)

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

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

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

Information updated.

Rezoning Attachment to Par. 1(b)

DATE: January 4, 2017
(enter date affidavit is notarized)

134589c

for Application No. (s): PCA 2011-PR-011-02
(enter County-assigned application number (s))

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 (ESOT). All employees are eligible plan participants; however, no one employee owns 10% or more of any class of stock.

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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.)

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
CallisonRTKL Inc. f/k/a RTKL Associates, Inc.
2101 L Street, NW, Suite 200
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 SHAREHOLDERS: (enter first name, middle initial, and last name)
ARCADIS North America (a partnership)

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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.)

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

Rezoning Attachment to Par. 1(b)

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for Application No. (s): PCA 2011-PR-011-02
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
VIKA, Incorporated
8180 Greensboro Drive, Suite 200
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)

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

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

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
SmithGroupJJR, Inc.
1700 New York Avenue, NW, #100
Washington, DC 20006

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: January 4, 2017
(enter date affidavit is notarized)

134589c

for Application No. (s): PCA 2011-PR-011-02
(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)

(2) DLJ Real Estate Capital Partners IV, L.P.
590 Madison Avenue, 8th Floor
New York, NY 10022

(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, Johnson I 7600 Colshire LLC and Westgate 1600 Anderson Road LLC)

DLJ RECP Management, L.P. (Owns less than 10% of Cityline Partners LLC, Johnson I 7600 Colshire LLC and Westgate 1600 Anderson Road 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, Johnson I 7600 Colshire LLC and Westgate 1600 Anderson Road LLC)

(3) Credit Suisse Group AG

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

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

Rezoning Attachment to Par. 1(c)

DATE: January 4, 2017
(enter date affidavit is notarized)

134589c

for Application No. (s): PCA 2011-PR-011-02
(enter County-assigned application number (s))

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

ARCADIS North America
630 Plaza Drive, Suite 100
Highlands Ranch CO 80129

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

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

General Partner: ARCADIS N.V. (owns more than 10% of ARCADIS North America, is publically traded, and no one shareholder owns 10% or more of CallisonRTKL Inc. f/k/a RTKL Associates, Inc.)

General Partner: ARCADIS USA B.V. (owns less than 10% of ARCADIS North America, and is wholly owned by ARCADIS N.V., however, no one shareholder owns 10% or more of CallisonRTKL Inc. f/k/a RTKL Associates, Inc.)

(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: January 4, 2017
(enter date affidavit is notarized)

134589c

for Application No. (s): PCA 2011-PR-011-02
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

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

NONE.

(check if applicable) There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

REZONING AFFIDAVIT

DATE: January 4, 2017
(enter date affidavit is notarized)

134589c

for Application No. (s): PCA 2011-PR-011-02
(enter County-assigned application number(s))

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

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

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 *Lynne J. Strobel* [✓] Applicant's Authorized Agent

Lynne J. Strobel, attorney/agent
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 4 day of January 2017, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin
Notary Public

My commission expires: 11/30/2019

