



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 6, 2017

TO: Casey Gresham, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

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

SUBJECT: Affidavit
Application No.: SEA 97-P-027
Applicant: KBSII Willow Oaks, LLC
PC Hearing Date: 2/8/17
BOS Hearing Date: Not yet scheduled

REF.: 136530

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 136530c, 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

SPECIAL EXCEPTION AFFIDAVIT

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

136530 C

I, Inda E. Stagg, 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): SEA 97-P-027
(enter County-assigned application number(s), e.g. SE 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 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.)

Table with 3 columns: NAME, ADDRESS, RELATIONSHIP(S). Includes entries for KBSII Willow Oaks, LLC and Art Display Company.

(check if applicable) [✓] There are more relationships to be listed and Par. 1(a) is continued on a "Special Exception 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).

Special Exception Attachment to Par. 1(a)DATE: January 4, 2017
(enter date affidavit is notarized)

136530C

for Application No. (s): SEA 97-P-027
(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)
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Transwestern Commercial Services, LLC d/b/a Transwestern	6700 Rockledge Drive, Suite 500A Bethesda, MD 20817	Broker/Agent
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Agent: David M. White
Richard M. Whitney

Walsh, Colucci, Lubeley & Walsh, P.C.	2200 Clarendon Boulevard, Suite 1300 Arlington, VA 22201	Attorneys/Agents
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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		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
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*Admitted in New York and California. Admission to Virginia Bar pending.

VIKA Virginia, LLC	8180 Greensboro Drive, #200 Tysons, VA 22102	Engineers/Agent
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Agents: John F. Amatetti
Robert R. Cochran
P. Christopher Champagne
Edmund J. Ignacio(check if applicable) There are more relationships to be listed and Par. 1(a) is continued further on a "Special Exception Attachment to Par. 1(a)" form.

• Information updated.

SPECIAL EXCEPTION AFFIDAVIT

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

130530C

for Application No. (s): SEA 97-P-027
(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:

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

CORPORATION INFORMATION

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

KBSII Willow Oaks, LLC
P.O. Box 847
Carlsbad, CA 92018

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

KBSII REIT Acquisition V, LLC, Sole Member

(check if applicable) [x] There is more corporation information and Par. 1(b) is continued on a "Special Exception Affidavit 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.

Special Exception Attachment to Par. 1(b)

136530C

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

for Application No. (s): SEA 97-P-027
(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	

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

KBSII REIT Acquisition V, LLC
620 Newport Center Drive, Suite 1300
Newport Beach, California 92660

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)

KBS REIT Properties II, LLC,
Sole Member

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

• Information updated.

Special Exception Attachment to Par. 1(b)

B6530C

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

for Application No. (s): SEA 97-P-027
(enter County-assigned application number (s))

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

KBS REIT Properties II, LLC
620 Newport Center Drive, Suite 1300
Newport Beach, California 92660

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)

KBS Limited Partnership II,
Sole Member

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

KBS Real Estate Investment Trust II, Inc.
620 Newport Center Drive, Suite 1300
Newport Beach, California 92660

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)

A real estate investment trust
with more than 100
unitholders.

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

Special Exception Attachment to Par. 1(b)

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

136530c

for Application No. (s): SEA 97-P-027
(enter County-assigned application number (s))

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

KBS REIT Holdings II, LLC
620 Newport Center Drive, Suite 1300
Newport Beach, California 92660

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)

KBS Real Estate Investment
Trust II, Inc., Sole Member

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

Art Display Company
401 Hampton Park Boulevard
Capital Heights, MD 20743

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)

Douglas S. Kilsheimer
Arthur R. Goldberg

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

Special Exception Attachment to Par. 1(b)

136530C

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

for Application No. (s): SEA 97-P-027
(enter County-assigned application number (s))

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

Transwestern Commercial Services
1900 West Loop South, Suite 1300
Houston, Texas 77027

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Robert D. Duncan

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

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

SPECIAL EXCEPTION AFFIDAVIT

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

136530c

for Application No. (s): SEA 97-P-027
(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, and number, street, city, state, and zip code)
KBS Limited Partnership II
620 Newport Center Drive, Suite 1300
Newport Beach, California 92660

(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)

KBS Real Estate Investment Trust II, Inc.,
General Partner

KBS REIT Holdings II, LLC, Limited Partner

(check if applicable) [] There is more partnership information and Par. 1(c) is continued on a "Special Exception Affidavit 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.

SPECIAL EXCEPTION AFFIDAVIT

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

136530c

for Application No. (s): SEA 97-P-027
(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 "Special Exception Attachment to Par. 2" form.

SPECIAL EXCEPTION AFFIDAVIT

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

136530c

for Application No. (s): SEA 97-P-027
(county-assigned application number(s), to be entered by County Staff)

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 "Special Exception 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

Inda E. Stagg

Inda E. Stagg, 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

KIMBERLY K. FOLLIN
Registration # 283945
Notary Public
COMMONWEALTH OF VIRGINIA