DATE: June 24, 2019

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.: SE 2018-PR-012
         Applicant: Tyson Park Place II LLC and Tyson Park, Inc.
         PC Hearing Date: Not yet scheduled
         BOS Hearing Date: Not yet scheduled

REF.: 147152

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 6/17/19, which bears my initials and is numbered 147152, when you prepare the staff report.

Thank you for your cooperation.

Attachment

cc: (w/attach) Julia Nichols, Planning Technician I (Sent via e-mail)
    Zoning Evaluation Division
    Department of Planning and Zoning
SPECIAL EXCEPTION AFFIDAVIT

DATE: June 17, 2019

I, Matthew G. Roberts, Esq., do hereby state that I am an applicant’s authorized agent listed in Par. 1(a) below.

in Application No.(s): SE 2018-PR-012

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:

<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
<th>RELATIONSHIP(S)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Tysons Park, Inc.</td>
<td>7501 Wisconsin Ave., Suite 1500E Bethesda, MD 20814</td>
<td>Applicant/Title Owner of Tax Map No. 29-4((7))5C</td>
</tr>
<tr>
<td>Agent(s): Carlos Heard John Collich</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Tysons Park Place II LLC</td>
<td>7501 Wisconsin Ave., Suite 1500E Bethesda, MD 20814</td>
<td>Applicant/Title Owner of Tax Map No. 29-4((7))5B</td>
</tr>
<tr>
<td>Agent(s): Carlos Heard John Collich</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bean, Kinney &amp; Korman, P.C.</td>
<td>2311 Wilson Blvd., Suite 500, Arlington, VA 22201</td>
<td>Attorney/Agent</td>
</tr>
</tbody>
</table>

(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).

RM SEA-1 Updated (7/1/06)
**Special Exception Attachment to Par. 1(a)**

**DATE:** June 17, 2019  
(enter date affidavit is notarized)

for Application No. (s): **SE 2018-PR-012**  
(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.

<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
<th>RELATIONSHIP(S)</th>
</tr>
</thead>
</table>
| Walter L. Phillips, Inc.  
Agent(s): Jeffrey J. Stuchel  
Monica Hawkins (formerly Westgate)  
Aaron M. Vinson  
William Prado | 207 Park Avenue  
Falls Church, VA 22046 | Civil Engineer/Agent |
| HOK North America, Inc.  
Agent(s): Chloe Hiyu  
Monika Kumor  
Erica Thum | 3223 Grace Street, N.W.  
Washington, DC 20007 | Architect/Landscape Architect/Agent |
| M.J. Wells & Associates, Inc.  
Agent: Michael R. Pinkoske  
Michael J. Workosky  
Grady P. Vaughan | 1420 Spring Hill Road  
Suite 610  
Tysons, Virginia 22102 | Traffic Engineer/Agent |

(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.
SPECIAL EXCEPTION AFFIDAVIT

DATE: June 17, 2019
(enter date affidavit is notarized)

for Application No. (s): SE 2018-PR-012
(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)
Tysons Park, Inc.
7501 Wisconsin Avenue, Suite 1500E
Bethesda, MD 20814

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

NAMES OF SHAREHOLDERS: (enter first name, middle initial and last name)
B.F. Saul Real Estate Investment Trust

(check if applicable) [✓] 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.

FORM SEA-1 Updated (7/1/06)
Special Exception Attachment to Par. 1(b)

DATE: June 17, 2019

for Application No. (s): SE 2018-PR-012

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Tysons Park Place H LLC
7501 Wisconsin Avenue, Suite 1500E
Bethesda, MD 20814

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

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
B.F. Saul Real Estate Investment Trust

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
B.F. Saul Real Estate Investment Trust
7501 Wisconsin Avenue, Suite 1500E
Bethesda, MD 20814

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

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
B.F. Saul Company; Columbia Securities; Chevy Chase Trust Holdings LLC; Chevy Chase Holdings, Inc.; Somerset Investment Company, LLC

(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.

FORM SEA-1 Updated (7/1/06)
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
B.F. Saul Company
7501 Wisconsin Avenue, Suite 1500E
Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

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

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
B. Francis Saul, II

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Columbia Securities Company of Washington, D.C.
7501 Wisconsin Avenue, Suite 1500E
Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

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

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
B. Francis Saul, II
B.F. Saul Company

(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: June 17, 2019
(enter date affidavit is notarized)

for Application No. (s): SE 2018-PR-012
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Franklin Development Co., Inc.
7501 Wisconsin Avenue, Suite 1500E
Bethesda, MD 20814

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

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

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
The Klingle Corporation
7501 Wisconsin Avenue, Suite 1500E
Bethesda, MD 20814

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

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

(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.
DATE: June 17, 2019
(enter date affidavit is notarized)
for Application No. (s): SE 2018-PR-012
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Westminster Investing, LLC
7501 Wisconsin Avenue, Suite 1500E
Bethesda, MD 20814

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

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

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Chevy Chase Holdings, Inc.
7501 Wisconsin Avenue, Suite 1500E
Bethesda, MD 20814

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

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)
B.F. Francis Saul, II

(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.
DATE: June 17, 2019
(enter date affidavit is notarized)

for Application No. (s): SE 2018-PR-012
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Chevy Chase Trust Holdings, LLC
7501 Wisconsin Avenue, Suite 1500E
Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)
[ ] 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)
Westminster Investing, LLC

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Bean, Kinney & Korman, P.C.
2311 Wilson Boulevard, Suite 500
Arlington, VA 22201

DESCRIPTION OF CORPORATION: (check one statement)
[ ] 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)
Jonathan C. Kinney
James W. Korman

(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.

FORM SEA-1 Updated (7/1/06)
Special Exception Attachment to Par. 1(b)

DATE: June 17, 2019
(enter date affidavit is notarized)

for Application No. (s): SE 2018-PR-012
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Walter L. Phillips, Inc.
207 Park Avenue
Falls Church, VA 22046

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)
Jeffrey J. Stuebel
Aaron M. Vinson
Karen L.S. White

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
HOK North America, Inc.
3223 Grace 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 SHAREHOLDERS: (enter first name, middle initial, and last name)

(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: June 17, 2019
(enter date affidavit is notarized)

for Application No. (s): SE 2018-PR-012
(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 6710
Tysons, Virginia 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 more than 10% of any class of stock.

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)

(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.

FORM SEA-I Updated (7/1/06)
SPECIAL EXCEPTION AFFIDAVIT

DATE: June 17, 2019
(enter date affidavit is notarized)

for Application No. (s): SE 2018-PR-012
(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)
None

(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)

(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: June 17, 2019
(enter date affidavit is notarized)

for Application No. (s): SE 2018-PR-012
(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.
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:

[signature]

(check one) [ ] Applicant [✓] Applicant's Authorized Agent

Matthew G. Roberts, Esq./Agent
(type or print first name, middle initial, last name, and & title of signee)

Subscribed and sworn to before me this 17th day of June 2019, in the State/Comm. of Virginia, County/City of Arlington.

Donna Oldham
Notary Public

My commission expires: 05.31.2023