DATE: August 31, 2021

TO: Joseph Onyebuchi, 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 2021-PR-006
          Applicant: Tysons Galleria Anchor Acquisition, LLC
          PC Hearing Date: 10/20/21
          BOS Hearing Date: 11/9/21

REF.: 162397

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 8/12/21, which bears my initials and is numbered 162397a, 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: August 12, 2021
(enter date affidavit is notarized)

I, Elizabeth D. Baker, 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): SE 2021-PR-006
(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>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
<th>RELATIONSHIP(S)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Tysons Galleria Anchor Acquisition, LLC</td>
<td>350 N. Orleans Street, #300 Chicago, IL 60654</td>
<td>Applicant/Title Owner of Tax Map 29-4 ((10)) 1A pt.</td>
</tr>
<tr>
<td>Agents: Kenneth Labarre Alex Varon Mark A. DeCapri Linsey R. Neyt Marjorie J. Zessar</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lucid Group USA, Inc.</td>
<td>7373 Gateway Blvd Newark, CA 94560</td>
<td>Contract Lessee of Tax Map 29-4 ((10)) 1A pt.</td>
</tr>
<tr>
<td>Agents: Heather Johnson David Shelton Timothy Gudgel</td>
<td></td>
<td></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).
### Special Exception Attachment to Par. 1(a)

**DATE:** August 12, 2021  
(enter date affidavit is notarized)

for Application No. (s): SE 2021-PR-006  
(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>
| • Tysons Galleria L.L.C. | 350 N. Orleans Street, #300  
Chicago, IL 60654 | Title Owner (as to an undivided 85% interest)/Ground Lessee (as to an undivided 15% interest) of Tax Map 29-4 ((10)) 1C1 pt. |
| • Agents: Kenneth Labarre  
Alex Varon  
Mark A. DeCapri  
Linsey Neyt  
Marjorie J. Zessar | | |
| • Tysons II Mall, L.L.C. | 2000 Tower Oaks Blvd, 8th Floor  
Rockville, MD 20852 | Title Owner (as to an undivided 15% interest)/Ground Lessor (as to an undivided 15% interest) of Tax Map 29-4 ((10)) 1C1 pt. |
| • Agents: James D. Policaro  
Mark D. Lerner | | Engineer/Agent |
| • Gorrill Palmer Consulting Engineers, Inc. | 707 Sable Oaks Drive, Suite 30  
South Portland, ME 04106 | | |
| Agents: Alton M. Palmer III  
Douglas E. Reynolds | | Transportation Consultant/Agent |
| M. J. Wells and Associates, Inc. | 1420 Spring Hill Road, Suite 610  
Tysons, VA 22102 | | |
| Agents: William F. Johnson  
Kevin R. Fellin  
Brian J. Horan  
Andrew C. Buntua  
Lester E. Adkins, III | | |

(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 added.*
Special Exception Attachment to Par. 1(a)

**DATE:** August 12, 2021
(enter date affidavit is notarized)

for Application No. (s): SE 2021-PR-006
(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>
<tbody>
<tr>
<td>Rappaport Management Company</td>
<td>8405 Greensboro Drive, #830 McLean, Virginia 22102</td>
<td>Broker/Agent</td>
</tr>
<tr>
<td>Agents: Michael P. Howard</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Walsh, Colucci, Luceley &amp; Walsh, P.C.</td>
<td>2200 Clarendon Boulevard, Suite 1300 Arlington, VA 22201</td>
<td>Attorneys/Planners/Agent</td>
</tr>
<tr>
<td>Agents: Lynne J. Strobel M. Catharine Puskar Andrew A. Painter Robert D. Brant Kathryn R. Taylor Elizabeth D. Baker Bernard S. Suchicital Kelly A. Posusney</td>
<td></td>
<td>Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Planner/Agent Planner/Agent</td>
</tr>
</tbody>
</table>

(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: August 12, 2021
(enter date affidavit is notarized)

for Application No. (s): SE 2021-PR-006
(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 Galleria Anchor Acquisition, LLC
350 N. Orleans Street, #300
Chicago, IL 60654

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)
Tysons Galleria JV LLC, Sole Member

(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.
DATE: August 12, 2021
for Application No. (s): SE 2021-PR-006

NAME & ADDRESS OF CORPORATION: Tysons Galleria JV LLC
350 N. Orleans Street, #300
Chicago, IL 60654

DESCRIPTION OF CORPORATION: There are 10 or less shareholders, and all of the shareholders are listed below.

NAMES OF SHAREHOLDERS:
Westroads-Oaks, Inc. (a real estate investment trust with more than 100 unitholders.)
GGSI Selleco, LLC

NAME & ADDRESS OF CORPORATION: GGSI Selleco, LLC
350 N. Orleans Street, #300
Chicago, IL 60654

DESCRIPTION OF CORPORATION: There are 10 or less shareholders, and all of the shareholders are listed below.

NAMES OF THE SHAREHOLDERS:
Brookfield Properties Retail Inc. (a subsidiary of 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: August 12, 2021
(enter date affidavit is notarized)

for Application No. (s): SE 2021-PR-006
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Lucid Group USA, Inc.
7373 Gateway Blvd
Newark, CA 94560

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)
Atieva, Inc.

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Atieva, Inc.
7373 Gateway Blvd
Newark, CA 94560

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)
Ayar Third Investment 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: August 12, 2021
(enter date affidavit is notarized)

for Application No. (s): SE 2021-PR-006
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Ayar Third Investment Company
Information Technology and Communications Complex
Building CS01, AlNakhil District
P.O. Box 6847
Riyadh, 11452, Saudi Arabia

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)
Public Investment Fund of Saudi Arabia (This PIF is an investment fund under the supervision of the Council of Economic and Development Affairs. None of the investors in the fund own 10% or more of Lucid Group USA, Inc.)

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)

(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: August 12, 2021  
(enter date affidavit is notarized)

for Application No. (s): SE 2021-PR-006  
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Gorrill Palmer Consulting Engineers, Inc.,
707 Sable Oaks Drive, Suite 30
South Portland, ME 04106

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)
Alton M. Palmer III, William C. Haskell, Donald G. Ettinger, Jr., Randall E. Dunton

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. is an Employee Stock Ownership Plan (ESOP). All employees are eligible Plan participants; however, no one employee owns 10% or more of any class of stock.

(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: August 12, 2021
(enter date affidavit is notarized)

for Application No. (s): SE 2021-PR-006
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Rappaport Management Company
8405 Greensboro Drive, #830
McLean, 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)
Gary D. Rappaport

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Tysons Galleria L.L.C.
350 N. Orleans Street, #300
Chicago, IL 60654

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)
Tysons Galleria JV 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 added.*
Special Exception Attachment to Par. 1(b)

DATE: August 12, 2021

for Application No. (s): SE 2021-PR-006

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

Tysons II Mall, L.L.C.
2000 Tower Oaks Blvd, 8th Floor
Rockville, MD 20852

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)

Mark D. Lerner, Manager

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.
SPECIAL EXCEPTION AFFIDAVIT

DATE: ________________

(enter date affidavit is notarized)

for Application No. (s): ________________

(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: August 12, 2021
(enter date affidavit is notarized)

for Application No. (s): SE 2021-PR-006
(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: August 12, 2021
(enter date affidavit is notarized)

for Application No. (s): SE 2021-PR-006
(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:

[ ] Applicant [✓] Applicant's Authorized Agent

Elizabeth D. Baker, agent
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 12 day of August, 2021, in the State/Comm. of Virginia, County/City of Arlington.

My commission expires: 11/30/2023