



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: April 16, 2014

TO: Michael Lynskey, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

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

SUBJECT: Affidavit
Application No.: RZ.FDP 2013-PR-007
Applicant: Eskridge Realty (E&Y), LLC
PC Hearing Date: 4/3/14
BOS Hearing Date: 4/29/14

REF.: 120286

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 4/15/14, which bears my initials and is numbered 120286d, when you prepare the staff report.

Thank you for your cooperation.

Attachment

cc: (w/attach) Jonathan Buono, Planning Technician I (Sent via e-mail)
Zoning Evaluation Division
Department of Planning and Zoning

REZONING AFFIDAVIT

DATE: APR 15 2014
(enter date affidavit is notarized)

I, David R. Gill, 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

120286d

in Application No.(s): RZ/FDP 2013-PR-007
(enter County-assigned application number(s), e.g. RZ 88-V-001)

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

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

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

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
EYA Development LLC Agent: John M. Lester Robert D. Youngentob Le Roy Eakin, III	4800 Hampden Lane, Suite 300 Bethesda, MD 20814	Applicant/Contract Purchaser of Tax Map 49-3-((1)) 87, 88, 89B
Eskridge Realty (E&A), LLC Agent: Mark A. Drogalis Steven F. Teets, L.E. Jeffrey S. Kaufman William C. Caldwell Jodie W. McLean	1221 Main Street, Suite 1000 Columbia, SC 29201	Title Owner of Tax Map 49-3-((1)) 87, 88, 89B

(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: APR 15 2014
 (enter date affidavit is notarized)

120286d

for Application No. (s): RZ/FDP 2013-PR-007
 (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)
McGuiresWoods LLP Agents: Scott E. Adams Lianne E. Childress David R. Gill Jonathan P. Rak Gregory A. Riegle Mark M. Viani (former) Kenneth W. Wire Sheri L. Akin Lisa M. Chiblow Lori R. Greenlief	1750 Tysons Boulevard, Suite 1800 Tysons Corner, VA 22102	Attorney/Agent for Applicant/Contract Purchaser and Title Owner Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Planner/Agent Planner/Agent Planner/Agent
M.J. Wells & Associates, Inc. Agent: Robin L. Antonucci Kevin R. Fellin	1420 Spring Hill Road, Suite 610 Tysons, VA 22102	Traffic Consultant/Agent for Applicant
Lessard Design, Inc. Agent: John F. McLaurin	8521 Leesburg Pike, Suite 700 Vienna, VA 22182	Architect/Agent for Applicant
VIKA, Inc. Agent: P. Christopher Champagne Michael D. Benton Stephen E. Crowell John F. Amatetti Jeffrey D. Kreps Jason M. Sereno Nelson P. Kirchner	8180 Greensboro Drive, Suite 200 McLean, VA 22102	Engineer/Agent for Applicant
VIKA Virginia, LLC Agent: John F. Amatetti Robert R. Cochran Kyle U. Oliver P. Christopher Champagne	8180 Greensboro Drive, Suite 200 McLean, VA 22102	Engineer/Agent for Applicant

(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: APR 15 2014 (enter date affidavit is notarized)

120286d

for Application No. (s): RZ/FDP 2013-PR-007 (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)

EYA Development LLC
4800 Hampden Lane, Suite 300
Bethesda, MD 20814

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)

Robert D. Youngentob, Manager
Le Roy Eakin, III, Manager

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

Robert D. Youngentob, President/CEO Aakash Thakkar, SVP Preston E. Innerst, VP
Le Roy Eakin, III, Chairman/EVP J. Wyndham Robertson, SVP Milli Arakawa, Asst. VP/Asst. Secty./Asst. Treas.
Frank R. Connors, EVP/CFO/Treasurer/Secretary John F. Fahey, VP Judith R. Goldman, Asst. Secty.
Brian A. Jackson, SVP Lorin S. Randall, VP
Jack M. Lester, SVP Gregory R. Shron, VP

(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: APR 15 2014
(enter date affidavit is notarized)

120286d

for Application No. (s): RZ/FDP 2013-PR-007
(enter County-assigned application number (s))

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

Eskridge Realty (E&A), LLC
1221 Main Street, Suite 1000
Columbia, SC 29201

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Edens Realty, Inc.

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

- Terry S. Brown, Chairman/Chief Executive Officer
- Jodie W. McLean, President and Chief Investment Officer
- Jason K. Tompkins, Chief Financial Officer
- William C. Caldwell, Managing Director

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

Edens Realty, Inc.
1221 Main Street, Suite 1000
Columbia, SC 29201

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)

Edens Limited Partnership (formerly known as Edens Investments Limited Partnership)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

- Joseph A. Edens, Chairman (former)
- Terry S. Brown, Chairman/Chief Executive Officer
- Jodie W. McLean, Pres. and Chief Investment Officer
- Jason K. Tompkins, Chief Financial Officer/Secretary
- Steven C. Boyle, Managing Director
- William C. Caldwell, Managing Director

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

• Added since the printing of the 10/23/13 Staff Report.

Rezoning Attachment to Par. 1(b)

APR 15 2014

DATE: _____
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for Application No. (s): RZ/FDP 2013-PR-007
(enter County-assigned application number (s))

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

Edens Realty, Inc. [CONTINUED]
1221 Main Street, Suite 1000
Columbia, SC 29201

DESCRIPTION OF CORPORATION: (check one statement)

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

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

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

Lyle E.T. Darnall, Managing Director	Christopher J. Kopecky, Chief Accounting Officer	Kerry M. Cavanaugh, VP, Marketing (former)
Mark P. Garside, Managing Director	Edward B. Senenman, Sr. VP, Investments	John C. Cocker, VP, Investments
Jami R. Passer, Managing Director	Jessica A. Bruner, VP, Retail Leasing	B. Keith Davidson, VP, Investments

=====

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

Edens Realty, Inc. [CONTINUED]
1221 Main Street, Suite 1000
Columbia, SC 29201

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.)

Mark A. Drogalis, VP, Legal	Joseph A. Edens, III, VP, Property Operations	Carol H. Hall, VP, Portfolio Mgmt.
Bradford A. Dumont, VP, Development	Sara S. Fawcett, VP, Human Resources	
DeAnne C. Dunn, VP, Tax Strategy & Planning	Elizabeth A. Furnelli, VP, Retail Leasing	
Gregg M. Edelstein, VP, Property Operations	Thomas R. Gallagher, VP, Development (former)	

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

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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Edens Realty, Inc. [CONTINUED]
1221 Main Street, Suite 1000
Columbia, SC 29201

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

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

=====

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

Samuel E. Judd, VP, Investments	Tina A. Marshall, VP, Retail	Maria A. Smith, VP, Investor Relations/Treasury
Jeffrey S. Kaufman, VP, Development	Peter J. Melmed, VP-Const. & Dev. (former)	Rebecca S. Waters, VP, Retail Leasing
Tom B. Kiler, VP, Development	● William M. Ponder IV, VP, Investments	Susan B. Duke, Assistant Secretary

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Edens Realty, Inc. [CONTINUED]
1221 Main Street, Suite 1000
Columbia, SC 29201

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.)

Joyce L. Vonado, Chief Information Officer/Managing Director	Thomas G. McKay, VP, Marketing
Gregory Carbone, VP, Property Operations	
Carol M. Dooney, VP, Construction	
Brian J. Maloney, VP, Leasing	

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

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Rezoning Attachment to Par. 1(b)

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for Application No. (s): RZ/FDP 2013-PR-007
(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 SHAREHOLDER: (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.

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)

Lessard Design, Inc.
8521 Leesburg Pike, Suite 700
Vienna, VA 22182

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)

Christian J. Lessard	The Christian J. Lessard, Jr. 2004 Trust f/b/o of Christian J. Lessard, Jr.
	The Brandon W. Lessard 2004 Trust f/b/o Brandon W. Lessard
	The Kellie Jean Lessard Brooks 2004 Trust f/b/o Kellie Jean Lessard Brooks
	The Cameron J. Lessard 2004 Trust f/b/o Cameron J. Lessard

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): RZ/FDP 2013-PR-007
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
VIKA, Inc. ~
8180 Greensboro Drive, Suite 200
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 SHAREHOLDER: (enter first name, middle initial, and last name)

John F. Amatetti	Mark G. Morelock
Charles A. Irish, Jr.	Jeffrey B. Amateau
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)
VIKA Virginia, LLC
8180 Greensboro Drive, Suite 200
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)

John F. Amatetti	Mark G. Morelock
Charles A. Irish, Jr.	Jeffrey B. Amateau
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.

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for Application No. (s): RZ/FDP 2013-PR-007
(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)

McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
Tysons Corner, VA 22102

(check if applicable) [X] 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)

Equity Partners of McGuireWoods LLP

- Adams, John D. Bilik, R. E. Capwell, Jeffrey R.
Alphonso, Gordon R. Blank, Jonathan T. Cason, Alan C.
Anderson, Arthur E., II Boland, J. W. Chaffin, Rebecca S.
Anderson, Mark E. Brenner, Irving M. Chapman, Jeffrey J.
Andre-Dumont, Hubert Brooks, Edwin E. Cockrell, Geoffrey C.
Bagley, Terrence M. Brose, R. C. Covington, Peter J.
Barger, Brian D. Burk, Eric L. Cramer, Robert W.
Becker, Scott L. Busch, Stephen D. Cromwell, Richard J.
Becket, Thomas L. Cabaniss, Thomas E. Culbertson, Craig R.
Belcher, Dennis I. Cacheris, Kimberly Q. Cullen, Richard (nmi)
Bell, Craig D. Cairns, Scott S. Daglio, Michael R.

(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)

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for Application No. (s): RZ/FDP 2013-PR-007
(enter County-assigned application number (s))

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

McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
Tysons Corner, VA 22102

(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)

- | | | |
|-------------------------|---------------------------|----------------------------|
| De Ridder, Patrick A. | Grieb, John T. | Kobayashi, Naho (nmi) |
| Dickerman, Dorothea W. | Harmon, Jonathan P. | Konia, Charles A. |
| DiMattia, Michael J. | Harmon, T. C. | Kratz, Timothy H. |
| Dooley, Kathleen H. | Hartsell, David L. | Kromkowski, Mark A. |
| Downing, Scott P. | Hatcher, J. K. | Krueger, Kurt J. |
| Edwards, Elizabeth F. | Hayden, Patrick L. | Kutrow, Bradley R. |
| Ensing, Donald A. | Hayes, Dion W. | La Fratta, Mark J. |
| Ey, Douglas W., Jr. | Heberton, George H. | Lamb, Douglas E. |
| Farrell, Thomas M. | Hedrick, James T., Jr. | Lias-Booker, Ava E. |
| Feller, Howard (nmi) | Horne, Patrick T. | Little, Nancy R. |
| Finkelson, David E. | Hornyak, David J. | Long, William M. |
| Foley, Douglas M. | Hosmer, Patricia F. | Manning, Amy B. |
| Fox, Charles D., IV | Hutson, Benne C. | Marianes, William B. |
| Franklin, Ronald G. | Isaf, Fred T. | Marshall, Gary S. |
| Fratkin, Bryan A. | Jackson, J. B. | Marshall, Harrison L., Jr. |
| Freedlander, Mark E. | Jewett, Bryce D., III | Marsico, Leonard J. |
| Freeman, Jeremy D. | Jordan, Hilary P. | Martin, Cecil E., III |
| Fuhr, Joy C. | Justus, J. B. | Martin, George K. |
| Gambill, Michael A. | Kahn, Brian A. | Martinez, Peter W. |
| Gibson, Donald J., Jr. | Kanazawa, Sidney K. | Mason, Richard J. |
| Glassman, Margaret M. | Kane, Matthew C. | Mathews, Eugene E., III |
| Glickson, Scott L. | Kang, Franklin D. | Mayberry, William C. |
| Gold, Stephen (nmi) | Kannensohn, Kimberly J. | McDonald, John G. |
| Goldstein, Philip (nmi) | Katsantonis, Joanne (nmi) | McFarland, Robert W. |
| Grant, Richard S. | Keeler, Steven J. | McGinnis, Kevin A. |
| Greenberg, Richard T. | Kerr, James Y., II | McIntyre, Charles W. |
| Greene, Christopher K. | Kilpatrick, Gregory R. | McKinnon, Michele A. |
| Greenspan, David L. | King, Donald E. | McLean, J. D. |
| Gresham, A. B. | Kittrell, Steven D. | McRill, Emery B. |

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

Rezoning Attachment to Par. 1(c)

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(enter date affidavit is notarized)

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for Application No. (s): RZ/FDP 2013-PR-007
(enter County-assigned application number (s))

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

McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
Tysons Corner, VA 22102

(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)

- | | | |
|----------------------------|----------------------------|-------------------------|
| Michalik, Christopher M. | Riegle, Gregory A. | Steen, Bruce M. |
| Milanti, Peter A. | Riley, James B., Jr. | Stein, Marta A. |
| Miller, Amy E. | Riopelle, Brian C. | Stone, Jacquelyn E. |
| Moldovan, Victor L. | Roberts, Manley W. | Swan, David I. |
| Muckenfuss, Robert A. | Robinson, Stephen W. | Symons, Noel H. |
| Mullins, P. T. | Roeschenthaler, Michael J. | Tackley, Michael O. |
| Murphy, Sean F. | Rogers, Marvin L. | Tarry, Samuel L., Jr. |
| Nahal, Hardeep S. | Rohman, Thomas P. | Thanner, Christopher J. |
| Natarajan, Rajsekhar (nmi) | Ronn, David L. | Thornhill, James A. |
| Neale, James F. | Rosen, Gregg M. | Van Horn, James E. |
| Nesbit, Christopher S. | Rust, Dana L. | Vaughn, Scott P. |
| Newhouse, Philip J. | Satterwhite, Rodney A. | Vick, Howard C., Jr. |
| O'Grady, John B. | Scheurer, P. C. | Viola, Richard W. |
| Oakey, David N. | Schewel, Michael J. | Wade, H. L., Jr. |
| Older, Stephen E. | Schmidt, Gordon W. | Walker, John T., IV |
| Oostdyk, Scott C. | Sellers, Jane W. | Walker, Thomas R. |
| Padgett, John D. | Shelley, Patrick M. | Walker, W. K., Jr. |
| Parker, Brian K. | Simmons, L. D., II | Westwood, Scott E. |
| Perzek, Philip J. | Simmons, Robert W. | Whelpley, David B., Jr. |
| Phillips, Michael R. | Slaughter, D. F. | White, H. R., III |
| Pryor, Robert H. | Slone, Daniel K. | White, Walter H., Jr. |
| Pusateri, David P. | Spahn, Thomas E. | Wilburn, John D. |
| Rak, Jonathan P. | Spitz, Joel H. | Williams, Steven R. |
| Reid, Joseph K., III | Spivey, Angela M. | Woodward, Michael B. |
| Richardson, David L. | Stallings, Thomas J. | Wren, Elizabeth G. |

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

Rezoning Attachment to Par. 1(c)

DATE: APR 15 2014
(enter date affidavit is notarized)

120286d

for Application No. (s): RZ/FDP 2013-PR-007
(enter County-assigned application number (s))

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

McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
Tysons Corner, VA 22102

(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)

(Former Equity Partner List)

- Cogbill, John V., III
- Doubet King, Sally
- McElligott, James P.
- Nickens, Jacks C.
- O'Hare, James P.
- Young, Kevin J.

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

Rezoning Attachment to Par. 1(c)

DATE: APR 15 2014
(enter date affidavit is notarized)

120286d

for Application No. (s): RZ/FDP 2013-PR-007
(enter County-assigned application number (s))

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

Edens Limited Partnership (formerly known as Edens Investments Limited Partnership)
1221 Main Street, Suite 1000
Columbia, SC 29201

(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: Edens GP, LLC (formerly known as Edens & Avant Administrative LLC) This LLC does not own 10% or more of the Title Owner

Limited Partners: E&A Affiliates, LP ("Affiliates")(former) Founders Holdings, LP ("Holdings") Neither Holdings nor any individual, partner, or member having a beneficial interests in Holdings holds a 10% or greater interest in Title Owner.

Edens Investment Trust (formerly known as Edens & Avant Properties Trust) ("Investment Trust")

- John R. Allen
- Herbert F. Ames, Jr.
- Keith A. Angely
- Richard S. Black
- Steven C. Boyle
- Richard T. Brandenburg, Jr.
- Terry S. Brown
- Jessica A. Bruner
- Grace E. Burnside (former)
- William C. Caldwell
- Kerry M. Cavanaugh
- John C. Cocker
- Matthew R. Crosland
- Lyle E.T. Darnall
- B. Keith Davidson
- Mark A. Drogalis
- Bradford A. Dumont
- DeAnne C. Dunn
- Gregg M. Edelstein
- Joe A. Edens, III
- Jason C. Edwards
- Sara S. Fawcett
- Elizabeth A. Furnelli
- Emily C. Gagliardi (former)
- Thomas R. Gallagher (former)
- Mark P. Garside
- David G. Germakian

None of these named individuals who are limited partners hold a 10% or greater interest in Title Owner.

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

Rezoning Attachment to Par. 1(c)

DATE: APR 15 2014
(enter date affidavit is notarized)

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for Application No. (s): RZ/FDP 2013-PR-007
(enter County-assigned application number (s))

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

Edens Limited Partnership (formerly known as Edens Investments Limited Partnership) [CONTINUED]
1221 Main Street, Suite 1000
Columbia, SC 29201

(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**)

Limited Partners [CONTINUED]:

- Brooke L. Gonce
- Keith A. Hague
- Carol H. Hall
- Marguerite S. Harrison (former)
- Albert L. James IV
- Sidney G. Johnston (former)
- Samuel E. Judd
- Jeffrey S. Kaufman
- Michael D. Kenny
- Tom B. Kiler
- Christopher J. Kopecky
- Lynda S. Lange (former)
- Brian J. Maloney
- Tina A. Marshall
- Gerard M. Matelski (deceased 5/12/12)
- Jodie W. McLean
- Peter J. Melmed (former)
- Van B. Monroe
- Jami R. Passer
- William M. Ponder IV
- Edward B. Senenman
- Geoffrey H. Sharpe
- Maria A. Smith
- Jason K. Tompkins
- Rebecca S. Waters
- Robert A. Williams (former)
- Jared S. Wilson (former)

- Dan Avant
- Robert Griffin
- Copeland Kapp
- John Lumpkin
- Joyce L. Vonada
- Marguerite Westbrook
- Ray Weston

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

• Added since the printing of the 10/23/13 Staff Report

Rezoning Attachment to Par. 1(c)

DATE: APR 15 2014
(enter date affidavit is notarized)

120286d

for Application No. (s): RZ/FDP 2013-PR-007
(enter County-assigned application number (s))

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

Edens Investment Trust
1221 Main Street, Suite 1000
Columbia, SC 29201

(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**)

Trustees:

There are nine (9) named individuals who are trustees of the Trust, none of whom hold a 10% or greater interest in Title Owner.

Beneficiaries:

Edens Retail Investments LLC ("Retail").
The sole member of Retail is JP Morgan Chase Bank, as trustee under Amended & Restated Trust dated November 13, 2001, as amended, for its Commingled Pension Trust Fund ("Strategic Property") (the "JP Morgan Trust").

● Retail holds a 36.31% interest (as of 3/31/14) in Title Owner; however, no individual beneficiary of the JP Morgan Trust has greater than a 10% interest in Title Owner.

Knickerbocker Edens LLC ("NYSTRS").

● NYSTRS holds a 32.84% interest (as of 3/31/14) in Title Owner; however no one individual pension beneficiary has greater than a 10% interest in Title Owner.

BREP Edens Investment Partners L.P. ("Blackstone").

● Blackstone holds a 30.85% interest (as of 3/31/14) in Title Owner; however, no partner or holder of any beneficial interest therein has greater than a 10% interest in Title Owner.

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

• Added since the printing of the 10/23/13 Staff Report.

REZONING AFFIDAVIT

DATE: APR 15 2014
(enter date affidavit is notarized)

120286d

for Application No. (s): RZ/FDP 2013-PR-007
(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: APR 15 2014
(enter date affidavit is notarized)

120286 d

for Application No. (s): RZ/FDP 2013-PR-007
(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.)

- Donald E. King of McGuireWoods LLP donated in excess of \$100 to John Foust.

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

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

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

WITNESS the following signature:

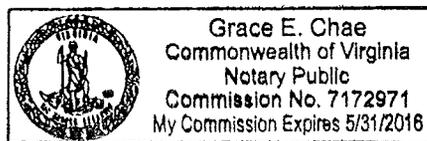
(check one) [] Applicant [x] Applicant's Authorized Agent

David R. Gill, Esquire
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 15th day of April, 2014, in the State/Comm. of Virginia, County/City of Fairfax.

Grace E. Chae
Notary Public

My commission expires: 5/31/2016



FORM RZA-1 Updated (7/1/06) • Added since the printing of the 10/23/13 Staff Report.