



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: July 17, 2014

TO: Mary Ann Tsai, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

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

SUBJECT: **Revised Affidavit**
Application No.: PCA 85-C-088-09/DPA 85-C-088-07
Applicant: Block 4 LLC and Reston Town Center Property LLC
PC Hearing Date: 6/25/14
BOS Hearing Date: 7/29/14

REF.: 123000

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 7/16/14 which bears my initials and is numbered 123000b, 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: July 16, 2014
(enter date affidavit is notarized)

I, Brian J. Winterhalter, do hereby state that I am an
(enter name of applicant or authorized agent)

123000b

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

in Application No.(s): PCA 85-C-088-09/ DPA 85-C-088-07
(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)
Block 4 LLC Agents: Peter D. Johnston Peter V. Otteni Kenneth F. Simmons • Richard H. Ellis • Raymond A. Ritchey	2200 Pennsylvania Avenue, N.W. Suite 200W Washington, DC 20037	Applicant/Property Owner of Tax Map 17-1 ((16)) 1 and 4
Reston Town Center Property LLC Agents: Peter D. Johnston Peter V. Otteni Kenneth F. Simmons • Richard H. Ellis • Raymond A. Ritchey	2200 Pennsylvania Avenue, N.W. Suite 200W Washington, DC 20037	Applicant/Property Owner of Tax Map 17-1 ((16)) 5A

(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: July 16, 2014

(enter date affidavit is notarized)

123000b

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(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)
Urban Engineering & Associates, LLC t/a Urban, Ltd.) Agents: Eric S. Siegel, PE Matthew K. Koirtyohann, PE Peter F. Crawford, PE	7712 Little River Turnpike Annandale, VA 22003	Engineer/Agent
Cooley LLP Agents: Antonio J. Calabrese, Esq. Mark C. Looney, Esq. Colleen P. Gillis Snow, Esq. Jill S. Parks, Esq. Brian J. Winterhalter, Esq. Shane M. Murphy, Esq. Jeffrey A. Nein, Planner Ben I. Wales, Planner Molly M. Novotny, Planner Katherine P. Humphrey, Planner	One Freedom Square Reston Town Center 11951 Freedom Drive, #1500 Reston, VA 20190	Attorney/Agent
Shalom Baranes Associates Agent: Ari (nmi) Blumenthal Shalom S. Baranes Hanna L. Chang Annabel C. Farrales Filipa T. Powell Robert M. Sponseller	1010 Wisconsin Avenue, NW Suite 900 Washington, DC 20007	Architect/Agent
LSG Landscape Architecture Inc. Agent: Connie Yunhui Fan Daniel (nmi) Park	1919 Gallows Road Suite 110 Vienna, VA 22182	Landscape Architect/Agent
M.J. Wells & Associates, Inc. Agents: Robin L. Antonucci Kevin R. Fellin, PE	1420 Spring Hill Road, Suite 610 Tysons, VA 22102	Traffic Engineer/Agent

(check if applicable)

[]

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

REZONING AFFIDAVIT

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for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
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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)
Block 4 LLC
2200 Pennsylvania Avenue, NW, Suite 200W
Washington, DC 20037

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)

- Boston Properties Limited Partnership (former)
BP/DC Properties, Inc.

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

- Boston Properties Limited Partnership (former)
BP/DC Properties, Inc. - Manager

(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: July 16, 2014
(enter date affidavit is notarized)

1230006

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

Reston Town Center Property LLC
2200 Pennsylvania Avenue, N.W., Suite 200W
Washington, DC 20037

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Reston Town Center JV LLC

=====

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

Reston Town Center JV LLC - Manager
Suzanne M. Hay - Independent Manager
John W. Farnkopf - Independent Manager

=====

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

Reston Town Center JV LLC
800 Boylston Street, Suite 1900
Boston, MA 02199

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)

BP RTC Member LLC
Reston Town Center Holding LLC

=====

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

BP RTC Member LLC - Manager

(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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800 Boylston Street, Suite 1900
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NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Boston Properties Limited Partnership

=====

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

Boston Properties Limited Partnership - Manager

=====

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

Reston Town Center Holding LLC
200 State Street, 5th Floor
Boston, MA 02109

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
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NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

VA/WA Portfolio CF First Mezz LLC

=====

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

Elicia A. Hauschild, VP	Brian P. Lambert, VP	Efie (nmi) Papaioannou, VP	Kathleen M. Polvay, VP
Anthony T. Pozzuto, VP	Jason C. Rascoe, VP	Kathleen M. Spinale, VP	Nancy J. Broderick, Man. Dir. & Treas.
Kathleen M. Laubenthal, Sec.	Stephen A. Stanley, SVP	Douglas E. Cornelius, CCO	
Conan C. Cottrell, SVP	Brigitte C. Esau, VP	Andy (nmi) Wattula, VP	

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200 State Street, 5th Floor
Boston, MA 02109

DESCRIPTION OF CORPORATION: (check one statement)

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Jeffrey D. Brown, Man. Dir.	Michael A. Bruckner, Man. Dir.	Robert C. Healey, Man. Dir.	Jeffrey L. Kovach, Man. Dir.
Andrew J. Moore, Man. Dir.	Kevin M. Whelan, Man. Dir.	Michael J. Bowler, SVP	Joseph B. Donovan, SVP

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Stuart M. Milstein, SVP	Dane B. Rasmussen, SVP	Michael W. McMahon, SVP	Christopher A. Gulden, SVP
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Brigitte C. Esau, VP	Andy (nmi) Wattula, VP	Rodrigo R. Abenza, VP	Catherine G. Mossman, VP

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

VA/WA Portfolio CF Third Mezz LLC

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

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

Elicia A. Hauschild, VP	Brian P. Lambert, VP	Efie (nmi) Papaioannou, VP	Kathleen M. Polvay, VP
Anthony T. Pozzuto, VP	Jason C. Rascoe, VP	Kathleen M. Spinale, VP	Nancy J. Broderick, Man. Dir. & Treas.
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VA/WA Portfolio CF Second Mezz LLC (CONTINUED)
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VA/WA Portfolio CF Third Mezz LLC

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

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

Alan M. Leventhal, CEO	Fred A. Seigel, Pres & COO	Jeremy B. Fletcher, Sen. Man. Dir.	Philip J. Brannigan, Jr., Man. Dir.
Jeffrey D. Brown, Man. Dir.	Michael A. Bruckner, Man. Dir.	Robert C. Healey, Man. Dir.	Jeffrey L. Kovach, Man. Dir.
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
VA/WA Portfolio CF Second Mezz LLC (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

DESCRIPTION OF CORPORATION: (check one statement)
 There are 10 or less shareholders, and all of the shareholders are listed below.
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NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)
VA/WA Portfolio CF Third Mezz LLC

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NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer,** etc.)
Albert B. Scaramelli, SVP Christine R. Stokes, SVP Christopher Y. Okumura, SVP & Ass. GC Sara S. Shank, SVP
Peter T. Abcunas, VP Nathan J. Adams, VP Kirsten L. Hoffman, SVP & Ass. GC Robert B. Albro, Jr., VP
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Rezoning Attachment to Par. 1(b)

DATE: July 16, 2014

123000b

(enter date affidavit is notarized)

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

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Brigitte C. Esau, VP	Andy (nmi) Wattula, VP	Rodrigo R. Abenza, VP	Catherine G. Mossman, VP

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Rezoning Attachment to Par. 1(b)

DATE: July 16, 2014
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1230006

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

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VA/WA Portfolio CF Fourth Mezz LLC

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B&B Portfolio JV LLC

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

Elicia A. Hauschild, VP	Brian P. Lambert, VP	Efie (nmi) Papaioannou, VP	Kathleen M. Polvay, VP
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VA/WA Portfolio CF Fourth Mezz LLC (CONTINUED)
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BCSP V U.S. JV LLC

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Rezoning Attachment to Par. 1(b)

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1230006

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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BCSP V U.S. Investments, L.P.

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

BCSP REIT V, Inc., a Maryland Corporation
200 State Street, 5th Floor
Boston, MA 02109

DESCRIPTION OF CORPORATION: (check one statement)

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

Beacon Capital Strategic Partners V, L.P.

=====

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

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NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer,** etc.)
Alan M. Leventhal, CEO Fred A. Seigel, Pres & COO Jeremy B. Fletcher, Sen. Man. Dir. Philip J. Brannigan, Jr., Man. Dir.
Jeffrey D. Brown, Man. Dir. Michael A. Bruckner, Man. Dir. Robert C. Healey, Man. Dir. Jeffrey L. Kovach, Man. Dir.
Andrew J. Moore, Man. Dir. Kevin M. Whelan, Man. Dir. Michael J. Bowler, SVP Joseph B. Donovan, SVP

=====
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
BCSP REIT V, Inc., a Maryland Corporation (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)
Beacon Capital Strategic Partners V, L.P.

=====
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer,** etc.)
Karen S. Gentry, SVP McClure (nmi) Kelly, SVP John H. Lawrence, SVP Lisa A. Meomartino, SVP
Stuart M. Milstein, SVP Dane B. Rasmussen, SVP Michael W. McMahon, SVP Christopher A. Gulden, SVP
Brigitte C. Esau, VP Andy (nmi) Wattula, VP Rodrido R. Abenza, VP Catherine G. Mossman, VP

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

Rezoning Attachment to Par. 1(b)

DATE: July 16, 2014

123000b

(enter date affidavit is notarized)

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

BCSP REIT V, Inc., a Maryland Corporation (CONTINUED)
200 State Street, 5th Floor
Boston, MA 02109

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)

Beacon Capital Strategic Partners V, L.P.

=====

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

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

Albert B. Scaramelli, SVP	Christine R. Stokes, SVP	Christopher Y. Okumura, SVP & Ass. GC	Sara S. Shank, SVP
Peter T. Abcunas, VP	Nathan J. Adams, VP	Kirsten L. Hoffman, SVP & Ass. GC	Robert B. Albro, Jr., VP
Yvonne (nmi) Apodaca, VP	Thomas J. Flinn, VP	Matthew T. Golden, GC, Man. Dir. & Ass. Sec.	

=====

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

Urban Engineering & Associates, LLC (t/a Urban, Ltd.)
7712 Little River Turnpike
Annandale, VA 22003

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)

J. Edgar Sears, Jr.
Brian A. Sears

=====

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

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

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

Rezoning Attachment to Par. 1(b)

DATE: July 16, 2014

1230006

(enter date affidavit is notarized)

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

Boston Properties, Inc., General Partner
800 Boylston Street, Suite 1900
Boston, MA 02199

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
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NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Boston Properties, Inc. is a publicly traded company listed as BXP on the NYSE.

=====

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

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

Peter G. Back, VP Construction	Robert A. Barrasso, VP Property Acctng	Jack W. Burkart, VP Develop
Zoe Baird Budinger, Dir. (former)	John K. Brandbergh, Sen VP Leasing	Frank D. Burt, Sen VP, General Counsel, Sec.
Stacey A. Baker, VP Leasing	Helene R. Bryks, VP, Counsel	Gregory A. Butler, VP, Regional Controller

=====

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

Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

DESCRIPTION OF CORPORATION: (check one statement)

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

Michael A. Cantalupa, Sen VP Development	Lynne P. Coville, VP Const	Rodney C. Diehl, Sen VP Leasing
• Bruce L. Christman, Sen VP, Reg GC & Ass. Sec.	Frederick J. DeAngelis, Sen VP, Sen Counsel	Kelli A. DiLuglio, Ass Sec
Keli (nmi) Colby, VP, Counsel, Ass. Sec.	Mark J. Denman, VP Const	Philip F. Dorman, VP Leasing
Steven R. Colvin, Sen VP, Prop Manager	Mark D. Denny, VP, Regional Controller	Anne B. DuMont, VP Leasing

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• Added information since the printing of the 5/28/14 Staff Report.

Rezoning Attachment to Par. 1(b)

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

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

- Kelly E. Egli, VP, Reg. Controller (former) Arthur S. Flashman, VP, Controller (former) Robert S. Hamilton, VP, Reg. Controller
- Carol B. Einiger, Dir. Donna (nmi) Garesche, VP, HR James A. Hart, VP, Dev
- Jason (nmi) Fivck, VP Leasing (former) Amy C. Gindel, Sen VP Finance Thomas L. Hill, Sen VP Prop Management

=====

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

Boston Properties, Inc., General Partner (CONTINUED)
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Boston, MA 02199

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- Mark E. Hockenjos, VP Prop Management Jonathan L. Kaylor, Sen VP Leasing Bryan J. Koop, Sen VP and Reg. Manager
- J. Michael Holland, VP Construction Janet (nmi) Kerr, VP Risk Management Jonathan B. Kurtis, Sen VP Construction
- Franklin S. Hyre, III, VP Leasing • Eric G. Kevorkian, Sen VP, Sen Couns, Ass. Sec. Michael E. LaBelle, Sen VP, CFO & Treas
- Peter D. Johnston, Sen VP and Reg. Manager Joel I. Klein, Dir. Mitchell S. Landis, Sen VP and Reg. Manager (former)

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• *Added information since the printing of the 5/28/14 Staff Report.*

Rezoning Attachment to Par. 1(b)

DATE: July 16, 2014
(enter date affidavit is notarized)

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for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

Andrew D. Levin, Sen VP, Leasing James J. Magaldi, VP Capital David E. Miller, VP Const. Thomas J. O'Connor, VP Acq.
Douglas T. Linde, Pres., Dir. Matthew W. Mayer, Sen VP, Reg GC & Ass. Sec. Richard T. Monopoli, VP Dev Peter V. Otteni, VP Dev.
Matthew J. Lustig, Dir. Steven P. Morken, VP Const Alan J. Patricof, Dir. Laura D. McNulty, Sen VP Prop

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

Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

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

Edward D. Penn, VP, Reg. Couns, Ass Sec. Jonathan S. Randall, Sen VP Const Michael J. Schumacher, VP Const Robert A. Silpe, Sen VP
Robert E. Pester, Sen VP, Reg Man. Raymond A. Ritchey, Exec VP Peter V. See, Sen VP, Prop Man. Barney H. Silver, VP
Jeffrey S. Phaneuf, VP Fin. Michael J. Rowe, VP Fin. Robert E. Selsam, Sen VP (former) Lori W. Silverstein, VP, Contr.
David C. Provost, Sen VP Leas. Robert A. Schubert, Sen VP Const David (nmi) Pigott, VP Christine (nmi) Shen, VP Reg Coun Ass. Sec

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Added since the printing of the 5/28/14 Staff Report.

Rezoning Attachment to Par. 1(b)

DATE: July 16, 2014

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(enter date affidavit is notarized)

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

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

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

Kenneth F. Simmons, Sen VP Dev.	● John J. Stroman, VP Dev.	David A. Twardock, Dir.
Carl W. Slagle, VP Const.	● Owen D. Thomas, CEO, Dir.	Melanie J. Waldron, VP, Regional Prop. Man.
Damona Smith Strautmanis, VP Dev. (former)	● Madeleine C. Timin, Sen VP, Reg. GC & Ass. Sec.	Michael R. Walsh, Sen VP Finance

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

Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

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

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

Gregory M. Storrs, VP Leasing	● Martin (nmi) Turchin, Vice Chair	James J. Whalen, Sen VP and CIO
Maura L. Wheet, VP Tax	Mortimer B. Zuckerman, Executive Chairman	

(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 5/28/14 Staff Report.

Rezoning Attachment to Par. 1(b)

DATE: July 16, 2014

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for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07

(enter County-assigned application number (s))

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

Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Jacob A. Frenkel, Dir.

John F. Powers, Sen VP, Reg. Man.

Richard H. Ellis, VP Dev.

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

Boston Properties, Inc., General Partner (CONTINUED)
800 Boylston Street, Suite 1900
Boston, MA 02199

DESCRIPTION OF CORPORATION: (check one statement)

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

Boston Properties, Inc. is a publicly traded company listed as BXP on the NYSE.

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

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

Kevin T. Sheehan, VP Dev.

R. David Stewart, VP Dev.

Adam B. Frazier, VP Leasing

Addition:

Ivan G. Seidenberg, Dir.

(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 information since the meeting of the 5/28/14 Staff Report.

Rezoning Attachment to Par. 1(b)

DATE: July 16, 2014
(enter date affidavit is notarized)

1230006

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

- BP/DC Properties, Inc.
200 State Street, 5th Floor
Boston, MA 02109

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)

- Boston Properties Limited Partnership
- Boston Properties LLC
- Boston Properties, Inc.

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

- | | | |
|---|---|-----------------------------------|
| • Mortimer B. Zuckerman, Exec. Chairman | • Owen D. Thomas, CEO | • Douglas T. Linde, Pres. |
| • Raymond A. Ritchey, EVP | • Michael E. LaBelle, SVP, CFO & Treas. | • Brian J. Koop, SVP & Reg. Man. |
| • Peter D. Johnston, SVP & Reg. Man. | • Robert E. Pester, SVP & Reg. Man. | • John F. Powers, SVP & Reg. Man. |

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

- BP/DC Properties, Inc. (continued)
200 State Street, 5th Floor
Boston, MA 02109

DESCRIPTION OF CORPORATION: (check one statement)

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

- Boston Properties Limited Partnership
- Boston Properties LLC
- Boston Properties, Inc.

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

- | | | |
|----------------------------------|-----------------------------------|----------------------------------|
| • Jonathan B. Kurtis, SVP Const. | • Jonathan S. Randall, SVP Const. | • Robert A. Schubert, SVP Const. |
| • Michael A. Cantalupa, SVP Dev. | • Robert A. Silpe, SVP Dev. | • Kenneth F. Simmons, SVP Dev. |
| • Michael R. Walsh, SVP Fin. | • Amy C. Gindel, SVP Fin. | • John K. Brandbergh, SVP Leas. |
| • Rodney C. Diehl, SVP Leas. | • Jonathan L. Kaylor, SVP Leas. | • Andrew D. Levin, SVP Leas. |

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• Added information since the printing of the 5/28/14 Staff Report.

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for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

- BP/DC Properties, Inc. (continued)
200 State Street, 5th Floor
Boston, MA 02109

DESCRIPTION OF CORPORATION: (check one statement)

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

- Boston Properties Limited Partnership
- Boston Properties LLC
- Boston Properties, Inc.

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

- David C. Provost, SVP Leas. • Stephen R. Colvin, SVP Prop. Man. • Thomas L. Hill, SVP Prop. Man.
- Laura D. McNulty, SVP Prop. Man. • Peter V. See, SVP Prop. Man. • James J. Whalen, Jr., SVP & CIO

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

- BP/DC Properties, Inc. (continued)
200 State Street, 5th Floor
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- Boston Properties LLC
- Boston Properties, Inc.

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

- Frank D. Burt, SVP, Gen. Couns. & Sec. • Matthew W. Mayer, SVP, Reg. Gen. Couns. & Ass. Sec.
- Bruce L. Christman, SVP, Reg. Gen. Couns. & Ass. Sec. • Madeleine C. Timin, SVP, Reg. Gen. Couns. & Ass. Sec.
- Eric G. Kevorkian, SVP, Sen. Corp. Couns. & Ass. Sec. • Frederick J. DeAngelis, SVP, Sen. Couns.
- Thomas J. O'Connor, VP Acq. • David (nmi) Pigott, VP App. Dev.

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200 State Street, 5th Floor
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- Boston Properties LLC
- Boston Properties, Inc.

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- James J. Magaldi, VP Cap. Mark.
- Peter (nmi) Back, VP Const.
- Lynne P. Coville, VP Const.
- Mark J. Denman, VP Const.
- J. Michael Holland, VP Const.
- David E. Miller, VP Const.
- Steven P. Morken, VP Const.
- Michael J. Schumacher, VP Const.
- Barney H. Silver, VP Const.

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- Lori W. Silverstein, VP, Controller
- Edward D. Penn, VP, Reg. Couns. & Ass. Sec.
- Christine M. Shen, VP, Reg. Couns. & Ass. Sec.
- Helene R. Bryks, VP, Couns.
- Keli (nmi) Colby, VP, Couns. & Ass. Sec.
- Jack W. Burkart, VP Dev.
- Richard H. Ellis, VP Dev.

(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 5/28/14 Staff Report.

Rezoning Attachment to Par. 1(b)

DATE: July 16, 2014
(enter date affidavit is notarized)

123000b

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

- BP/DC Properties, Inc. (continued)
- 200 State Street, 5th Floor
- Boston, MA 02109

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)

- Boston Properties Limited Partnership
- Boston Properties LLC
- Boston Properties, Inc.

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

- | | | |
|-------------------------------|--------------------------------|-------------------------------|
| • James A. Hart, VP Dev. | • Richard T. Monopoli, VP Dev. | • Peter V. Otteni, VP Dev. |
| • Kevin T. Sheehan, VP Dev. | • R. David Stewart, VP Dev. | • John J. Stroman, VP Dev. |
| • Jeffery S. Phaneuf, VP Fin. | • Michael J. Rowe, VP Fin. | • Donna (nmi) Garesche, VP HR |

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

- BP/DC Properties, Inc. (continued)
- 200 State Street, 5th Floor
- Boston, MA 02109

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)

- Boston Properties Limited Partnership
- Boston Properties LLC
- Boston Properties, Inc.

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

- | | | |
|-------------------------------------|---|-----------------------------------|
| • Stacey A. Baker, VP Leas. | • Philip F. Dorman, VP Leas. | • Anne B. DuMont, VP Leas. |
| • Adam B. Frazier, VP Leas. | • Frank S. Hyre, III, VP Leas. | • Gregory M. Storrs, VP Leas. |
| • Mark E. Hockenjos, VP Prop. Man. | • Melanie J. Waldron, VP, Reg. Prop. Man. | • Janet (nmi) Kerr, VP Risk Man. |
| • Robert A. Barrasso, VP Prop. Acc. | • Gregory A. Butler, VP & Reg. Contr. | • Mark D. Denny, VP & Reg. Contr. |

(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 information since the printing of the 5/28/14 Staff Report.

Rezoning Attachment to Par. 1(b)

DATE: July 16, 2014
(enter date affidavit is notarized)

1230006

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

- BP/DC Properties, Inc. (continued)
200 State Street, 5th Floor
Boston, MA 02109

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)

- Boston Properties Limited Partnership
- Boston Properties LLC
- Boston Properties, Inc.

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

- Robert S. Hamilton, VP & Reg. Contr.
- Maura L. Wheel, VP Tax

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

- BP/DC Properties, Inc. (continued)
200 State Street, 5th Floor
Boston, MA 02109

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)

- Boston Properties Limited Partnership
- Boston Properties LLC
- Boston Properties, Inc.

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

- Kelli A. DiLuglio, Ass. Sec.

(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 information since the printing of the 5/28/14 Staff Report.

Rezoning Attachment to Par. 1(b)

DATE: July 16, 2014
(enter date affidavit is notarized)

123000b

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

- Boston Properties LLC
200 State Street, 5th Floor
Boston, MA 02109

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)

- Boston Properties Limited Partnership
- Boston Properties, Inc.

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)

- M.J. Wells & Associates, Inc.
1420 Spring Hill Road, Suite 610
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)

- M.J. Wells & Associates, Inc. Employee Stock Ownership Trust (ESOT)
(All employees are eligible Plan participants; however, none 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.)

(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 information since the printing of the 5/28/14 Staff Report.*

Rezoning Attachment to Par. 1(b)

DATE: July 16, 2014
(enter date affidavit is notarized)

123000b

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

Shalom Baranes Associates
1010 Wisconsin Avenue, 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 SHAREHOLDER: (enter first name, middle initial, and last name)

Shalom S. Baranes

=====

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)

LSG Landscape Architecture Inc.
1919 Gallows Road, Suite 110
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)

Mark R. Lewis Robert K. Esselburn
Mark C. Gionet Connie Yunhui Fan

=====

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

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

REZONING AFFIDAVIT

DATE: July 16, 2014
(enter date affidavit is notarized)

123000b

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(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)

Boston Properties Limited Partnership
Prudential Center
800 Boylston Street
Suite 1900
Boston, MA 02199

(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)

Boston Properties, Inc. - General Partner

There are over 200 limited partners in this real estate investment fund, none of whom own 10% or more of Block 4 LLC or Reston Town Center Property LLC

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

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

Rezoning Attachment to Par. 1(c)

DATE: July 16, 2014
(enter date affidavit is notarized)

1730006

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

BCSP V U.S. Investments, L.P.
800 Boylston Street
Suite 1900
Boston, MA 02199

(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:

BCSP REIT V, Inc., a Maryland Corporation

Limited Partners:

BCP Strategic Partners V, L.P. - owns less than 10% of Reston Town Center Property LLC.

Beacon Capital Strategic Partners V-A, L.P. - owns less than 10% of Reston Town Center Property LLC

(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: July 16, 2014
(enter date affidavit is notarized)

1230006

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

Beacon Capital Strategic Partners V, L.P.
800 Boylston Street
Suite 1900
Boston, MA 02199

(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:

BCP Strategic Partners V, L.P. - owns less than 10% of Reston Town Center Property LLC

Limited Partners:

None of the limited partners owns 10% or more of Reston Town Center Property LLC

(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: July 16, 2014
(enter date affidavit is notarized)

1230006

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

Cooley LLP
One Freedom Square, Reston Town Center
11951 Freedom Drive, Suite 1500
Reston, VA 20190

(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**)

Gian-Michele a Marca
Jane K. Adams
Maureen P. Alger
DeAnna D. Allen
Mazda K. Antia
Orion (nmi) Armon
Gordon C. Atkinson
Michael A. Attanasio
Jonathan P. Bach
Charles J. Bair
Celia Goldwag Barenholtz
Frederick D. Baron
Matthew S. Bartus
Michael D. Basile
Keith J. Berets
Laura Grossfield Birger
Thomas A. Blinka
Barbara L. Borden
Jodie M. Bourdet
Wendy J. Brenner
Matthew J. Brigham
James P. Brogan
Nicole C. Brookshire
Matthew D. Brown
Alfred L. Browne III
Matthew T. Browne
Peter F. Burns
Blain B. Butner
John T. Byrnes
Robert T. Cahill
Antonio J. Calabrese
Christopher C. Campbell
William Lesse Castleberry
Lynda K. Chandler
Reuben H. Chen
Dennis (nmi) Childs

William T. Christiansen, II
Sean M. Clayton
Samuel S. Coates
Jeffrey L. Cohen
Thomas A. Coll
Joseph W. Conroy
Carolyn L. Craig
John W. Crittenden
Janet L. Cullum
Nathan K. Cummings
John A. Dado
Scott D. Dailard
Benjamin G. Damstedt
Craig E. Dauchy
Renee R. Deming
Darren K. DeStefano
Jennifer Fonner DiNucci
Eric W. Doherty
William P. Donovan, Jr.
Michelle C. Doolin
Joseph M. Drayton
Christopher (nmi) Durbin
John C. Dwyer
Shannon (nmi) Eagan
Gordon H. Empey
Sonya F. Erickson
Michael R. Faber
Lester J. Fagen
Jesse D. Farmer
Brent D. Fassett
M. Wainwright Fishburn, Jr.
John R. Feore, Jr.
Thomas J. Friel, Jr.
Francis (nmi) Fryscak
Koji F. Fukumura

James F. Fulton, Jr.
William S. Galliani
W. Andrew H. Gantt III
Stephen D. Gardner
Jon E. Gavenman
Jonathan C. Glass
Michael B. Goldstein
Wendy C. Goldstein
Kathleen A. Goodhart
Lawrence C. Gottlieb
Shane L. Goudey
Jonathan G. Graves
Jacqueline I. Grise
Kenneth L. Guernsey
Patrick P. Gunn
Divakar (nmi) Gupta
Sarah J. Guske
Jeffrey M. Gutkin
John B. Hale
Danish (nmi) Hamid
Jonathan D. Hart
Ray (nmi) Hartman
Bernard L. Hatcher
Matthew B. Hemington
David M. Hernand
Cathy Rae Hershcopf
Gordon (nmi) Ho
Lila W. Hope
C. Thomas Hopkins
Mark M. Hrenya
Brendan J. Hughes
Christopher R. Hutter
Jay R. Indyke
Craig D. Jacoby
Eric C. Jensen

(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: July 16, 2014
(enter date affidavit is notarized)

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for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

Cooley LLP (continued)
One Freedom Square, Reston Town Center
11951 Freedom Drive, Suite 1500
Reston, VA 20190

(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**)

- | | | |
|--------------------------|-------------------------|-------------------------------|
| Robert L. Jones | Robert B. Lovett | Susan Cooper Philpot |
| Barclay J. Kamb | Andrew P. Lustig | Frank V. Pietrantonio |
| Richard S. Kanowitz | Thomas O. Mason | Mark B. Pitchford |
| Kimberly J. Kaplan-Gross | Jennifer (nmi) Massey | Michael L. Platt |
| Matthew A. Karlyn | Joshua O. Mates | Christian E. Plaza |
| Jeffrey S. Karr | Keith A. McDaniels | Aaron M. Pomeroy |
| Sally A. Kay | Michael J. McGrail | Marya A. Postner |
| Heidi M. Keefe | John T. McKenna | Steve M. Przesmicki |
| Jason L. Kent | Bonnie Weiss McLeod | Seth A. Rafkin |
| Mehdi (nmi) Khodadad | Mark A. Medearis | Frank F. Rahmani |
| Charles S. Kim | Laura M. Medina | Marc (nmi) Recht |
| Kevin M. King | Beatriz (nmi) Mejia | Michael G. Rhodes |
| Michael J. Klisch | Craig A. Menden | Michelle S. Rhyu |
| Jason M. Koral | Erik B. Milch | Lyle (nmi) Roberts |
| Barbara A. Kosacz | Chadwick L. Mills | John W. Robertson |
| Kenneth J. Krisko | David E. Mills | Ricardo (nmi) Rodriguez |
| Carol Denise Laherty | J. Kevin Mills | Kenneth J. Rollins |
| Mark F. Lambert | Patrick J. Mitchell | Kevin K. Rooney |
| Matthew E. Langer | Ali M.M. Mojdehi | Adam J. Ruttenberg |
| Samantha M. LaPine | Ann M. Mooney | Thomas R. Salley III |
| John G. Lavoie | Timothy J. Moore | Jessica Valenzuela Santamaria |
| Robin J. Lee | William B. Morrow, III | Glen Y. Sato |
| Louis (nmi) Lehot | Howard (nmi) Morse | Martin S. Schenker |
| Jamie K. Leigh | Frederick T. Muto | Joseph A. Scherer |
| Natasha (nmi) Leskovsek | Danielle E. Naftulin | Marc G. Schildkraut |
| Shira Nadich Levin | Ryan E. Naftulin | William J. Schwartz |
| Alan (nmi) Levine | Jeremy M. Naylor | Audrey K. Scott |
| Michael S. Levinson | Stephen C. Neal | John H. Sellers |
| Stephanie (nmi) Levy | Edward J. O'Connell | Ian R. Shapiro |
| Elizabeth L. Lewis | Ian (nmi) O'Donnell | Michael N. Sheetz |
| Michael R. Lincoln | Kathleen (nmi) Pakenham | C. Christopher Shoff |
| James C. T. Linfield | Timothy G. Patterson | Jordan A. Silber |
| Samuel M. Livermore | Anne H. Peck | Brent B. Siler |
| Douglas P. Lobel | D. Bradley Peck | Ian D. Smith |
| J. Patrick Loofbourrow | David G. Peinsipp | Stephen R. Smith |
| Mark C. Looney | Nicole K. Peppe | Colleen P. Gillis Snow |

(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: July 16, 2014
(enter date affidavit is notarized)

1230006

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number (s))

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

Cooley LLP (continued)
One Freedom Square, Reston Town Center
11951 Freedom Drive, Suite 1500
Reston, VA 20190

(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**)

- | | | |
|---------------------------|-----------------------------|-------------------|
| Whitty (nmi) Somvichian | David A. Walsh | Additions: |
| Wayne O. Stacy | Mark B. Weeks | |
| Anthony M. Steigler | Mark R. Weinstein | Ivor R. Elrifi |
| Steven M. Strauss | Thomas S. Welk | Heidi A. Erlacher |
| James (nmi) Strawbridge | Peter H. Werner | |
| M. Anne Swanson | Francis R. Wheeler | |
| C. Scott Talbot | Geoffrey T. Willard | |
| Mark P. Tanoury | Andrew S. "Drew" Williamson | |
| Gregory C. Tenhoff | Peter J. Willsey | |
| Joseph (nmi) Teja, Jr. | Mark Windfeld-Hansen | |
| Michael E. Tenta | David J. Wittenstein | |
| Timothy S. Teter | Nancy H. Wojtas | |
| Michael (nmi) Tollini | Amy M. Wood | |
| Michael S. Tuscan | J. Peyton Worley | |
| Jay (nmi) Vaughn | Nan (nmi) Wu | |
| Miguel J. Vega | Babak (nmi) Yaghmaie | |
| Erich E. Veitenheimer III | David R. Young | |
| Aaron J. Velli | Christina (nmi) Zhang | |
| | Kevin J. Zimmer | |

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

REZONING AFFIDAVIT

DATE: July 16, 2014
(enter date affidavit is notarized)

1230006

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(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: July 16, 2014
(enter date affidavit is notarized)

123000b

for Application No. (s): PCA 85-C-088-09/ DPA 85-C-088-07
(enter County-assigned application number(s))

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

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

None.

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

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

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

WITNESS the following signature:

(check one)

[] Applicant [x] Applicant's Authorized Agent

Brian J. Winterhalter, Esquire
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 16th day of July 20 14, in the State/Comm. of Virginia, County/City of Fairfax.

My commission expires: 10/31/2014

