



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: June 20, 2014

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

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

SUBJECT: Affidavit

Applicant: Starbucks Coffee Company
PC Hearing Date: 7/24/14
BOS Hearing Date: 7/29/14

REF.: 124868

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 6/19/14, which bears my initials and is numbered 124868, 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

SPECIAL EXCEPTION AFFIDAVIT

DATE: 06-19-14
(enter date affidavit is notarized)

I, Claudia M. Humphrey, do hereby state that I am an
(enter name of applicant or authorized agent)

124868

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

in Application No.(s): SE 2014-SP-011
(enter County-assigned application number(s), e.g. SE 88-V-001)

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

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

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

Table with 3 columns: NAME, ADDRESS, RELATIONSHIP(S). Rows include Starbucks Coffee Company, Streetsense Retail Advisors LLC, Heath Design Group, Inc., and Guardian Realty Management, Inc.

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

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.
** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Special Exception Attachment to Par. 1(a)

DATE: 06-19-14
 (enter date affidavit is notarized)

124868

for Application No. (s): SE 2014-SP-011
 (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)
LPC Commercial Services, Inc. Agent: Lincoln Property Company	2000 McKinney Avenue Suite 1000 Dallas, TX 75201	Real Estate Broker for Owner
Lincoln Property Company Agent: Thomas L.P. Jackman	1530 Wilson Blvd Suite 200 Arlington, VA 22203	Real Estate Broker for Owner
Oaks Associates Limited Partnership Agent: Guardian Realty Management, Inc.	6000 Executive Boulevard Suite 400 North Bethesda, MD 20852	Title Owner/Lessor
Guardian Realty Investments, LLLP Agent: Guardian Realty Management, Inc.	6000 Executive Boulevard Suite 400 North Bethesda, MD 20852	Agent for Title Owner/Lessor

(check if applicable) There are more relationships to be listed and Par. 1(a) is continued further on a "Special Exception Attachment to Par. 1(a)" form.

SPECIAL EXCEPTION AFFIDAVIT

DATE: 06-19-14
(enter date affidavit is notarized)

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for Application No. (s): SE 2014-SP-011
(enter County-assigned application number(s))

1(b). The following constitutes a listing*** of the SHAREHOLDERS of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders:

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

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name and number, street, city, state, and zip code) Starbucks Coffee Company (also known as Starbucks, Starbucks Corporation, and Starbucks Coffee)
2401 Utah Avenue South
Seattle, Washington 98134

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

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

Special Exception Attachment to Par. 1(b)

DATE: 06/19/14
(enter date affidavit is notarized)

124868

for Application No. (s): SE 2014-SP-011
(enter County-assigned application number (s))

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

LPC Commerical Services, Inc.
2000 McKinney Avenue, Suite 1000
Dallas, TX 75201

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)

Mack Pogue
William C Duvall
William Hickey

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

Heath Design Group Inc.
516 North Charles Street
Suite 500
Baltimore, MD 21201

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)

Michael McGowan
Brian Laug
Vince Carran

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

Special Exception Attachment to Par. 1(b)

DATE: 06-19-14
(enter date affidavit is notarized)

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for Application No. (s): SE 2014-SP-011
(enter County-assigned application number (s))

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

Streetsense Retail Advisors LLC
3 Bethesda Metro Center #140
Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Streetsense LLC

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

Streetsense LLC
3 Bethesda Metro Center #140
Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

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

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

The Heiserman Group LLC
Streetsense Companies

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

Special Exception Attachment to Par. 1(b)

DATE: 06-19-14
(enter date affidavit is notarized)

124868

for Application No. (s): SE 2014-SP-011
(enter County-assigned application number (s))

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

The Heiserman Group LLC
3 Bethesda Metro Center #140
Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Herbert Heiserman Sole Proprietor

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

Streetsense Companies
3 Bethesda Metro Center #140
Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Marc Ratner
Guy Silverman

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

Special Exception Attachment to Par. 1(b)

DATE: 06-19-14
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for Application No. (s): SE 2014-SP-011
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Lincoln Property Company
1530 Wilson Blvd
Suite 200
Arlington, VA 22203

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)

Mack Pogue
William C Duvall
William Hickey

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

GA LLC
6000 Executive Boulevard
Suite 400
North Bethesda, MD 20852

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Guardian Realty Investment LLLP its sole member
GR Holding LLLP
GRGP Inc

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

Special Exception Attachment to Par. 1(b)

DATE: 06-19-14
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for Application No. (s): SE 2014-SP-011
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

GRGP, Inc.
6000 Executive Boulevard
Suite 400
North Bethesda, MD 20852

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Marvin R. Lang	Sole Director
Anthony LaBarbara	President

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

Guardian Realty Management, Inc.
6000 Executive Boulevard
Suite 400
North Bethesda, MD 20852

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Marvin R. Lang
Delia Lang

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

SPECIAL EXCEPTION AFFIDAVIT

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for Application No. (s): SE 2014-SP-011
(enter County-assigned application number(s))

1(c). The following constitutes a listing*** of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

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

Oaks Associates Limited Partnership
6000 Executive Boulevard
Suite 400
North Bethesda, MD 20852

(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)

- GA LLC General Partner
- Guardian Realty Investments LLLP Limited Partner

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

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

Special Exception Attachment to Par. 1(c)

DATE: 06-19-14
(enter date affidavit is notarized)

124868

for Application No. (s): SE 2014-SP-011
(enter County-assigned application number (s))

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

- Danville Associates Limited Liability Limited Partnership
6000 Executive Boulevard
Suite 400
North Bethesda, MD 20852

(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)

- Danville Management, LLC

- Tuscan, LLC

Irrevocable Trust For the Benefit of Steven
Lang (sole beneficiary is Steven Lang)

Irrevocable Trust For the Benefit of Julie
Lang (sole beneficiary is Julie D. Lang)

Irrevocable Trust For the Benefit of Brian
Lang (sole beneficiary is Brian R. Lang)

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

Special Exception Attachment to Par. 1(c)

DATE: 06-19-14
(enter date affidavit is notarized)

124868

for Application No. (s): SE 2014-SP-011
(enter County-assigned application number (s))

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

Guardian Realty Investments, LLLP
6000 Executive Boulevard
Suite 400
North Bethesda, MD 20852

(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)

GR Holding LLLP	General Partner
GRGP Inc	General Partner

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

Special Exception Attachment to Par. 1(c)

DATE: 06-19-14
(enter date affidavit is notarized)

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for Application No. (s): SE 2014-SP-011
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PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

- Lang Family Limited Partnership
6000 Executive Boulevard
Suite 400
North Bethesda, MD 20852

(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)

- Tuscan, LLC

- Irrevocable Trust For the Benefit of Steven
Lang (sole beneficiary is Steven Lang)

- Irrevocable Trust For the Benefit of Julie
Lang (sole beneficiary is Julie D. Lang)

- Irrevocable Trust For the Benefit of Brian
Lang (sole beneficiary is Brian R. Lang)

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

SPECIAL EXCEPTION AFFIDAVIT

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1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

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

NONE

(check if applicable) There are more interests to be listed and Par. 2 is continued on a "Special Exception Attachment to Par. 2" form.

