



County of Fairfax, Virginia

JUN 26 2018

MEMORANDUM

DATE: 6/25/2018

TO: Distribution List

FROM: Tracy D. Strunk, AICP
Director, Zoning Evaluation Division
Department of Planning and Zoning

SUBJECT: Zoning Application Analysis

Board of Supervisors

Pat Herrity

REFERENCE: Application No. PCA 84-P-007-04/FDPA 84-P-007-05 (Centerpointe (Fairfax) Holdings LLC)

Case Information

Staff Coordinator: **Jay Rodenbeck**
Pre-Staffing: 7/18/2018 Staffing: 8/16/18 (if necessary)
Tentative PC: 10/18/2018 Tentative BOS: 10/30/2018

Memo Includes Full-Size Development Plans for Noted (●) Addressees: Yes ☐ No ☐

Attached for your review and comment is the zoning case information for the subject application.

Action addressees are requested to provide written comments to the staff coordinator by **(7/9/2018)** to be considered in preparing staff's recommendation on this application. Information addressees may also submit any comments by the same date.

Action Addressees

- ① DPZ Planning Division
Chief, Env. & Dev. Review Br.
Attn: Denise James
- ① DPWES Site and Addressing
Attn: Lori Ramsey
- ① DPWES Sanitary-Sewer
Attn: Sharad Regmi
- ① VDOT
Attn: David Jordan
- ① Fire Prevention Div
Plans Review Section
Attn: Dave Thomas/Sandra Ward
- ① Fairfax County Public Schools
Facilities & Transportation Svcs
Attn: Jessica Gillis
- ① Dept. of Transportation
Transportation Planning
Chief, Site Analyst Section
Attn: Jeff Hermann
- ① Dept. of Housing & Comm. Dev.
Housing Development Div.
Housing Development Officer

Attn: Abdirazak Hamud

- ① Fairfax County Park Authority
Planning & Development Div.
Plan Review Coordinator
Attn: Lynne Johnson 4th fl.
- ① Northern Va Soil and Water
Conservation District
Attn: Willie Woode
- ① Planning Commission
Board of Supervisors
Springfield District
- ① Office of Community
Revitalization/Reinvestment
Attn: Barbara Byron
CRD/CRA or Tysons only
- ① Fairfax County Water Authority
Planning & Engineering Div.
Manager, Planning Dept.
Attn: Greg Prelewicz
Attn: Ross Stilling
- Dept. of Tax Administration
Real Estate Division Director
Attn: Tim Shirocky
- Dept. of Health
Div. of Environmental Health

Technical Review and
Information Resources
Attn: Kevin Wastler

Fairfax County Public Schools
Facilities & Transportation Svcs
Office of Design & Construction
Services
Attn: Eric Brunner

Fire & Rescue Dept.
Information & Technology
Attn: Eric Fisher

DPWES Site and Dev Svcs
Chief, Urban Forestry Branch
Attn: Craig Herwig

Information Addressees

- ① Economic Dev. Authority
Director, Real Estate Services
Attn: Curtis Hoffman
- ① Planning Commission
Executive Director
Attn: Jill Cooper
- Clerk to Board of Supervisors
Attn: Cathy Chianese
- DPZ-ZED Division Director
Attn: Tracy Strunk, AICP

DPZ-ZED Asst. Director
Attn: William Mayland

DPZ-ZED
Attn: Branch Chiefs

DPZ-ZED
Chief, Proffer Interp. Branch
Attn: Suzanne Wright

DPZ-ZED
Admin. Asst., Legal Notices
Attn: Rachael Locke

DPZ Chief Zoning Inspector
Attn: Mavis Stanfield

Dept. of Information Technology
Technology Infrastructure Div.
Attn: Steve Brundage

Dept. of Family Services
Adult Aging Services
AAA, B-3-708
Attn: Jacquie Woodruff

Southeast Fairfax Dev. Corp.
Attn: Tony Fontana
MV or LEE only





COUNTY OF FAIRFAX
Department of Planning and Zoning
Zoning Evaluation Division
12055 Government Center Parkway, Suite 801
Fairfax, VA 22035 (703) 324-1290 TTY 711
www.fairfaxcounty.gov/dpz/zoning/application

APPLICATION #: PCA 84-P-007-04
FDPA 84-P-007-05
(Staff will assign)

RECEIVED
Department of Planning & Zoning
JUN 01 2018

ZONING APPLICATION

APPLICATION TYPE(S): ☐ RZ ☐ PCA ☒ FDP ☐ CDPA ☐ FDPA ☒ DPA ☐ CP ☐
☐ CPA ☐ PRC ☐ PRCA ☐ CSP ☐ CSPA ☐ AA ☐ AF ☐ AR ☐ Zoning Evaluation Division

TO: THE BOARD OF SUPERVISORS OF FAIRFAX COUNTY, VIRGINIA

☐ I (We), Centerpointe (Fairfax) Holdings LLC the applicant(s) petition you to adopt an ordinance amending the Zoning Map of Fairfax County, Virginia, by reclassifying the below noted property from the 7 D C District to the 7 D C District.

☒ (PCA) This application proposes to amend the proffers approved pursuant to RZ 84-P-007 (case) in order to permit elimination of Land Use Proffer #2 for office parking ratio requirement.

Is this a partial PCA? Y (Y/N) If Yes, please identify affected acreage: 6.55ac, with Tax Map Parcel ID's stated below

TAX MAP PARCEL(S):

46-3 ((1)) 0041C, 46-3 ((1)) 0041B

TOTAL ACREAGE: 6.55 CURRENT ZONING DISTRICT: PDC

LEGAL DESCRIPTION: Deed Book: 22031 Page No.: 225

POSTAL ADDRESS OF PROPERTY (INCLUDING ZIP CODE):

4000 & 4050 Legato Road, Fairfax, VA 22033

ADVERTISING DESCRIPTION: (Ex.: North side of Lee Highway approx. 1000 feet west of its intersection with Newgate Blvd.)

North side of Legato Road, at its intersection with West Ox Road

EXISTING USE:	<u>Office</u>	PROPOSED USE:	<u>Office</u>
MAGISTERIAL DISTRICT:	<u>Springfield</u>	OVERLAY DISTRICT(S):	<u>HC, WS</u>

Waiver/Modification of Submission Requirements Requested: ☒

The name(s) and address(es) of owner(s) of record shall be provided on the affidavit form attached and made part of this application. The undersigned has the power to authorize and does hereby authorize Fairfax County staff representative on official business to enter on the subject property as necessary to process the application.

Applicant Contact Name:			Agent Name:		
Glen Holsinger			Matthew G. Roberts/Bean, Kinney & Korman, P.C.		
Address:			Address:		
Street: 1615 L Street, NW Suite 650			Street: 2300 Wilson Boulevard, 7th Floor		
City: Washington	State: DC	Zip: 20036	City: Arlington	State: VA	Zip: 22201
Phone Number:			Phone Number:		
(W): 202-303-3085	(C):		(W): 703-525-4000	(C):	
E-mail:			E-mail:		
gholsinger@carrprop.com			mroberts@beankinney.com		

Signature: M. S. [Signature], Agent / Attorney Date: 12/21/17 6/1/18

DO NOT WRITE IN THIS SPACE

Date Application Accepted: June 1, 2018

Application Fee Paid: \$ 16,685

PCA/FDPA 2017-0419/0420



2300 WILSON BOULEVARD
7TH FLOOR
ARLINGTON, VA 22201
PHONE 703.525.4000
FAX 703.525.2207

MATTHEW G. ROBERTS
Ext. 286
mroberts@beankinney.com

December 22, 2017

VIA HAND DELIVERY

Tracy D. Strunk, AICP
Director, Zoning Evaluation Division
Fairfax County Department of Planning and Zoning
12055 Government Center Parkway, Ste. 801
Fairfax, Virginia 22035

**Re: 4000 & 4050 Legato Road
Proffered Condition Amendment and Final Development Plan Amendment
Tax Map Nos. 46-3 ((1)) 0041B and -0041C (the "Property")
STATEMENT OF JUSTIFICATION**

Dear Ms. Strunk,

On behalf of Centerpointe (Fairfax) Holdings LLC (the "Applicant"), the title owner and applicant, please accept this letter as a statement of justification for the enclosed application (the "Application") for a proffer condition amendment to RZ 84-P-007 and amendment to the Final Development Plan approved therewith (FDP 84-P-007). The Application requests to eliminate Land Use Proffer #2 from RZ 84-P-007, which creates a parking ratio floor for the office and commercial uses at the Property above the level currently required by the Fairfax County Zoning Ordinance. Removing this proffer is a necessary prerequisite to widening on-site drive aisles and providing a safer driving experience for the Applicant's office tenants.

I. Background

The Property is located at 4000 and 4050 Legato Road. It is bounded on the north by the 4001 Legato Road office building, on the east and south by Legato Road, and on the west by West Ox Road. The Property is currently developed with two office buildings, Centerpointe I and Centerpointe II, serviced by a parking deck and associated drive aisles surrounding the office buildings. Centerpointe I is approximately 220,939 gross square feet, and Centerpointe II is approximately 220,948 gross square feet. Each building is occupied by office users, with approximately 3,400 square feet used as a service retail café for the office users. The parking deck contains a total of 1,481 parking spaces, 279 of which are located on the surface lot.

The Property is zoned to the Planned Development Commercial District and is subject to the proffered conditions of RZ 84-P-007. A parking reduction was approved by the Board of Supervisors on June 29, 1987, as contemplated by the proffers. Further, the Property is located



within Subunit A2 of the Fairfax Center Area of the Comprehensive Plan, Area III volume, which is planned for office mixed-use development.

II. Application Requests

Proffer Condition Amendment and Final Development Plan Amendment

The Applicant is requesting a proffer condition amendment to RZ 84-P-007 to eliminate Land Use Proffer #2 (the "Parking Proffer"). The Applicant is similarly requesting an amendment to the Final Development Plan to eliminate the Parking Proffer from the notes to FDP. By eliminating the commercial parking ratio floor set by the Parking Proffer, the Applicant can remove or restripe existing parking spaces and widen the on-site drive aisles on the surface of the parking deck.

The Applicant is undertaking to widen the drive aisles in the areas shown on the attached plans at the request of several tenants, who have noted the narrow drive aisles make ingress and egress on site difficult and, at times, unsafe. The existing drive-aisles are narrow in several areas of the surface lot, measuring as narrow as 52'-6" in width in some areas. Indeed, multiple tenants noted that widening the existing drive aisles as a precondition to their renewing existing leases at the office buildings.

Under the Parking Proffer, the office/commercial uses at the Property must be parked with 1,507 parking spaces¹. Specifically, the Parking Proffer requires office uses to be parked at 4.5 spaces per 1,000 square feet of net floor area, and service retail uses to be parked at one space per 1,000 square feet of net floor area². Currently, however, the Zoning Ordinance requires 2.6 parking spaces per gross square foot of office and accessory service uses. *See* Zoning Ordinance, §§ 11-102(22), 11-104(14)(C). Under the existing Zoning Ordinance calculations, then, the site is only required to be parked with 1,149 spaces, a difference of 348 parking spaces from the Parking Proffer.

To widen the drive aisles and provide for safer and more efficient vehicle access and parking, the Applicant proposes to eliminate or restripe 24 spaces from the surface of the park deck. The Property would retain 1,457 spaces on-site, or 308 spaces in excess of the current Zoning Ordinance requirement. However, in order to do so, the floor set by the Parking Proffer must be eliminated. Yet, even by deleting the Parking Proffer, the Property will continue to meet and exceed the Zoning Ordinance's office parking requirement.

¹ Over time, it appears various restriping efforts have reduced the amount of parking on site to the existing 1,481 spaces. Notably, though, the site continues to exceed the Zoning Ordinance parking standards by 332 spaces. Moreover, approval of this PCA request will remedy this issue.

² A subsequent parking reduction request, as anticipated by the Parking Proffer, was approved by the Board of Supervisors in June 1987, permitting a 5.4% reduction in parking in line with the Parking Proffer. As detailed in the parking reduction staff report, the total parking required in 1987 for the Property was 1,507 spaces.



Conformance with Comprehensive Plan and Zoning Ordinance

As noted above, the Property is located within Subunit A2 of the Fairfax Center Area of the Comprehensive Plan, Area III volume. Subunit A2 is planned for office mixed-use development. The site is currently developed with office and associated accessory uses. The Application will not affect the site's conformance with the Comprehensive Plan.

Further, the Property otherwise conforms with the Zoning Ordinance requirements for the PDC district and the proffered conditions of RZ 84-P-007 and subsequent amendments thereto. Nothing in this Application will affect the Property's conformance with these regulations.

Hazardous or Toxic Substances

To the best of the Applicant's knowledge, the Property does not contain any known hazardous or toxic substances, and none are proposed to be introduced by this Application.

III. Conclusion

The Applicant desires to eliminate the Parking Proffer in order to widen the on-site drive aisles and provide a safer and more efficient parking experience for the Applicant's office tenants. As demonstrated above, the Parking Proffer can be eliminated without the need for a subsequent parking reduction from the Board of Supervisors. Indeed, the Property will continue to exceed the Zoning Ordinance's parking requirements by 308 spaces. For the reasons noted above, then, the Applicant requests the Board's favorable consideration of this Application.

Thank you for your time and attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'M. G. Roberts'.

Matthew G. Roberts, Esq.
Counsel for the Applicant

Final Development Plan Amendment**FDPA 84-P-007-05**

Applicant: CENTERPOINTE (FAIRFAX) HOLDINGS LLC
Accepted: 06/01/2018
Proposed: AMEND FDP 84-P-007 TO MODIFY PROFFERS AND CONDITIONS

Area: 6.55 AC; DISTRICT - SPRINGFIELD
Zoning Dist Sect:
Located: NORTH & WEST SIDES OF LEGATO ROAD AND EAST SIDE OF WEST OX ROAD

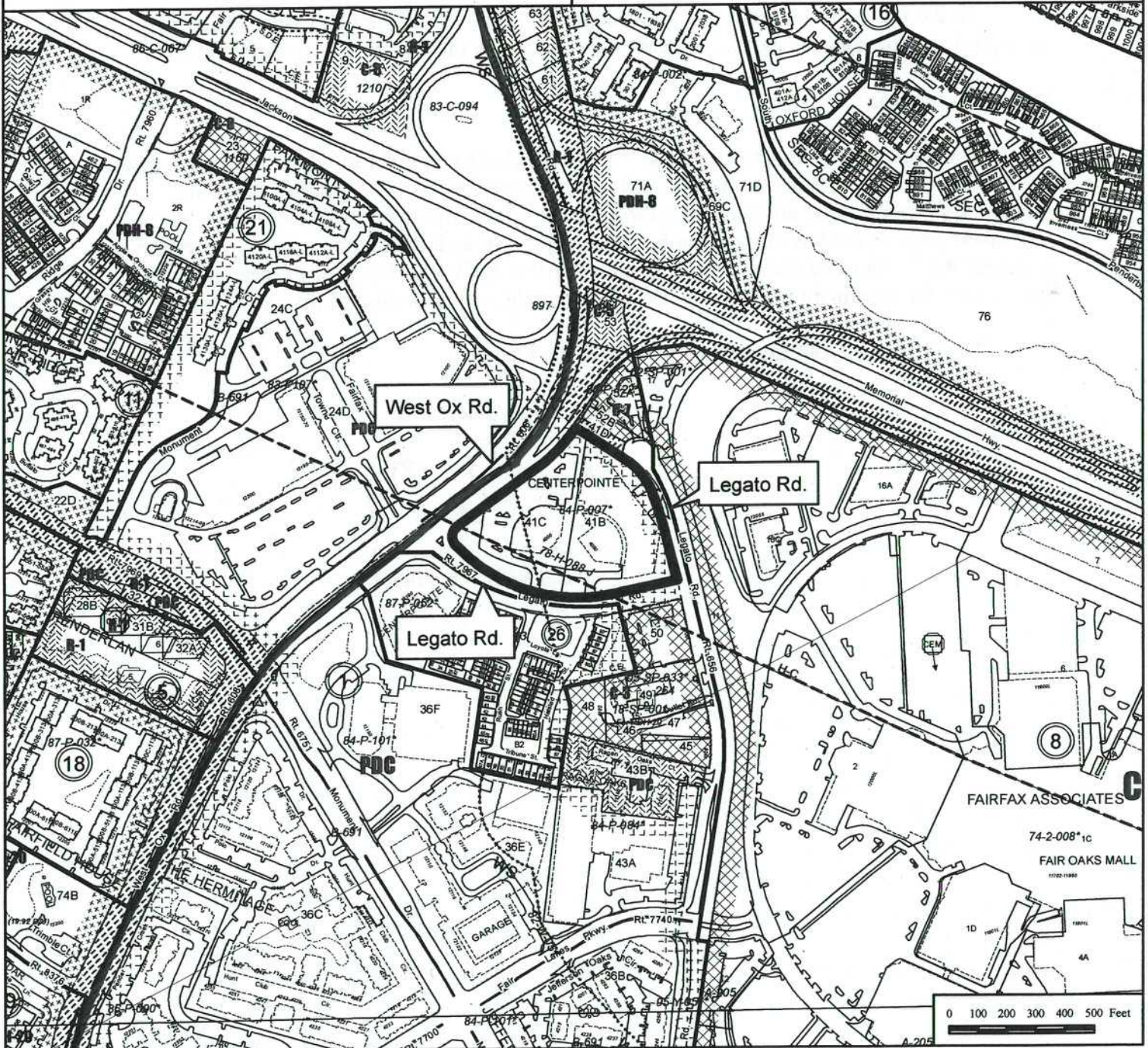
Zoning: PDC
Overlay Dist: WS HC
Map Ref Num: 046-3- /01/ /0041B /01/ /0041C

Proffered Condition Amendment**PCA 84-P-007-04**

Applicant: CENTERPOINTE (FAIRFAX) HOLDINGS LLC
Accepted: 06/01/2018
Proposed: AMEND PROFFERS ASSOCIATED WITH RZ 84-P-007

Area: 6.55 AC; DISTRICT - SPRINGFIELD
Zoning Dist Sect:
Located: NORTH & WEST SIDE OF LEGATO ROAD AND EAST SIDE OF WEST OX ROAD

Zoning: PDC
Overlay Dist: WS HC
Map Ref Num: 046-3- /01/ /0041B /01/ /0041C



Final Development Plan Amendment

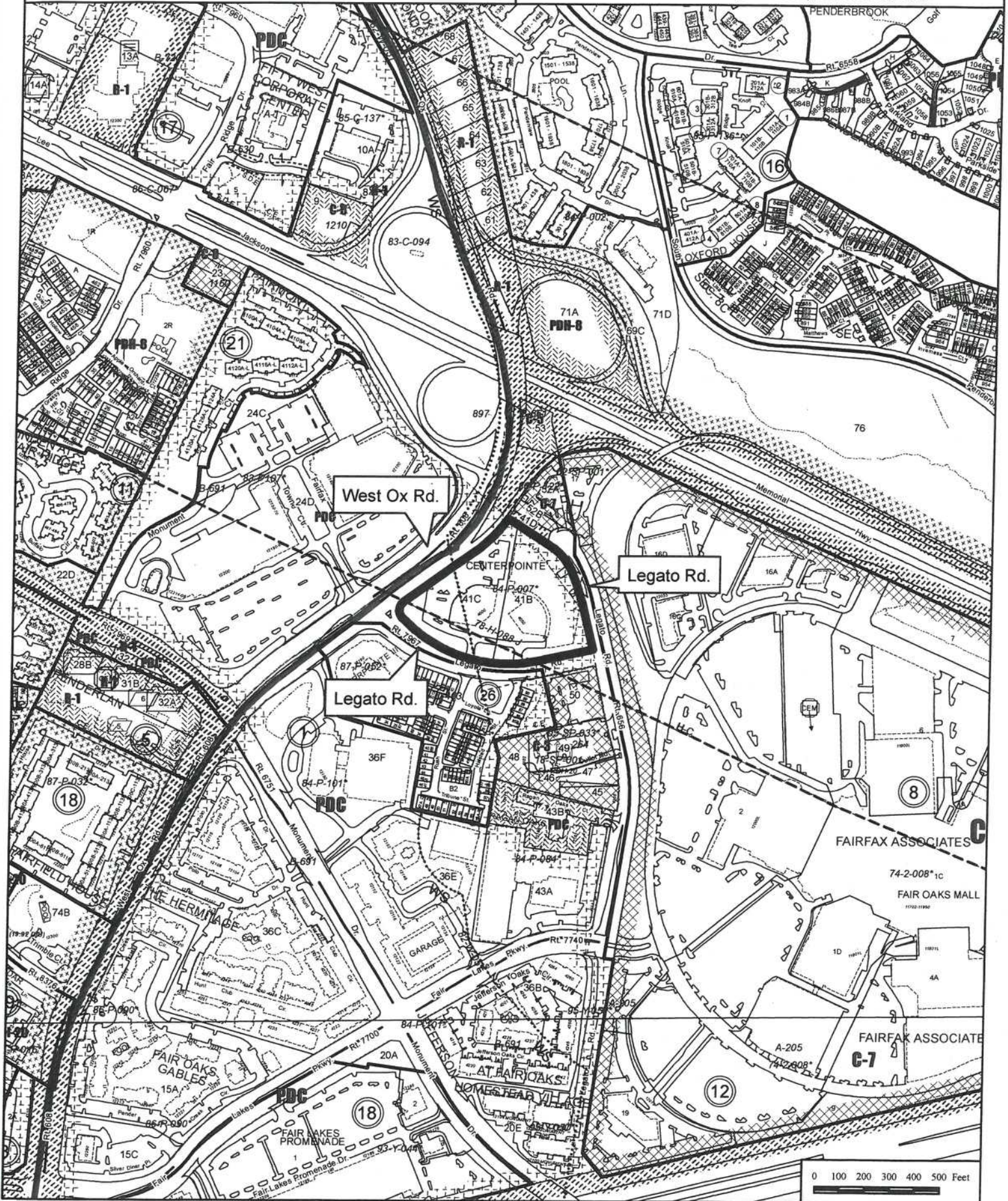
FDPA 84-P -007-05

CENTERPOINTE (FAIRFAX) HOLDINGS LLC

Proffered Condition Amendment

PCA 84-P -007-04

CENTERPOINTE (FAIRFAX) HOLDINGS LLC



4000 & 4050 LEGATO ROAD

TAX MAP NOS. 46-3((1))0041B & 46-3((1))0041C

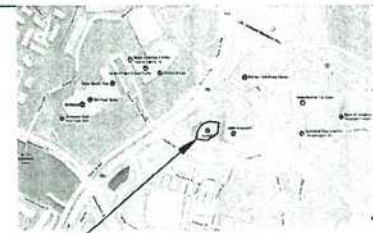
PCA 84-P-007-4

FDPA 84-P-007-3

SPRINGFIELD DISTRICT
FAIRFAX COUNTY, VIRGINIA

AUGUST 1, 2017

REVISED APRIL 09, 2018



PROJECT SITE

SCALE: 1" = 1000'-0"

SHEET INDEX

C-1	COVER SHEET
P1	PLAZA LEVEL EXISTING CONDITIONS
P2	PLAZA LEVEL PROPOSED CONDITIONS
D-101	DEMOLITION PLAN
A-101	CONSTRUCTION PLAN
A-102	DETAILS

OWNER / APPLICANT

CENTERPOINTE (FAIRFAX) HOLDINGS LLC
1615 L STREET NW
SUITE 650
WASHINGTON, DC 20036
GLEN HOLTSINGER
(202) 303-3085

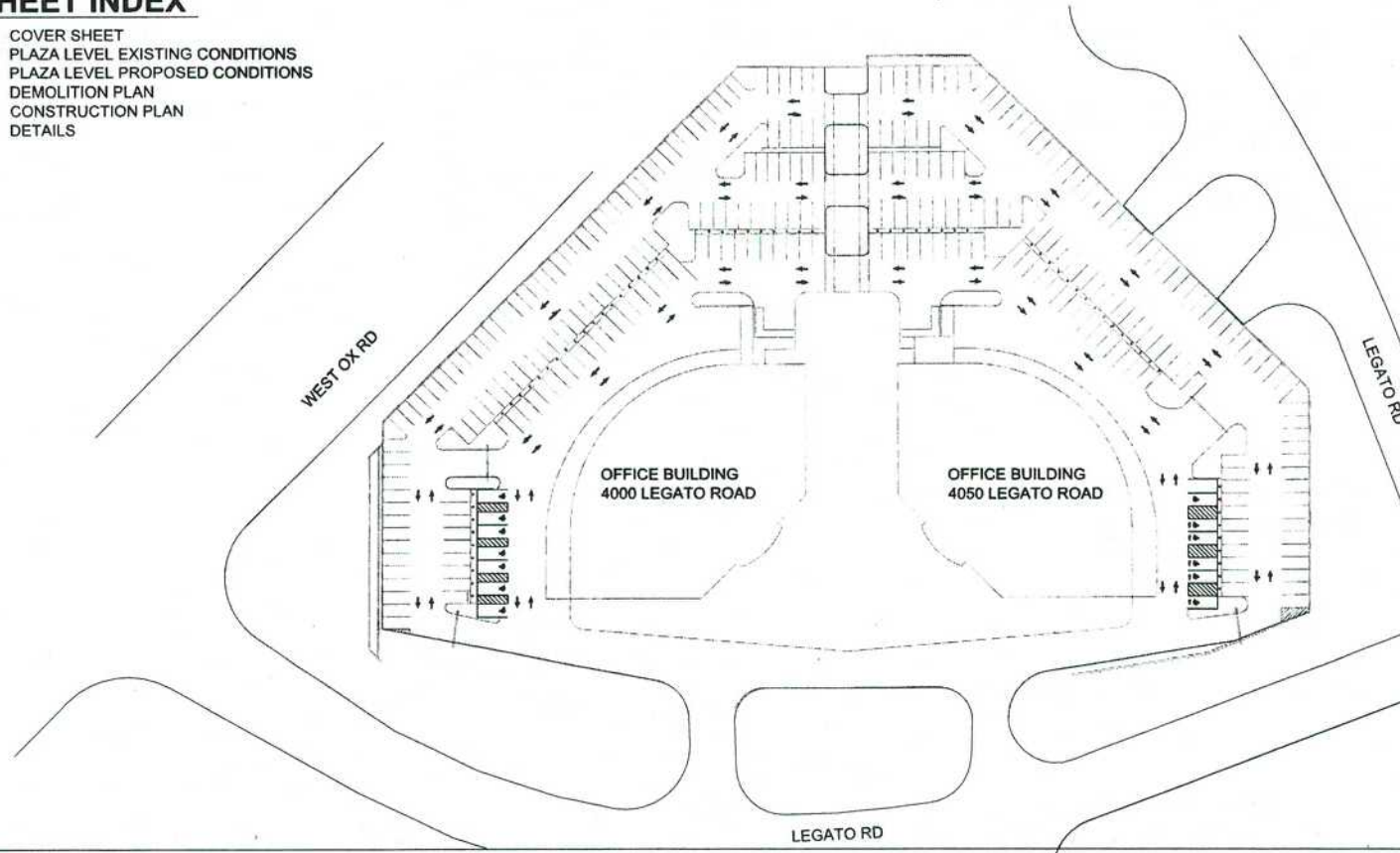
ATTORNEY

BEAN, KINNEY & KORMAN P.C.
2300 WILSON BOULEVARD
7TH FLOOR
ARLINGTON, VIRGINIA 22201
MATTHEW G. ROBERTS
(703) 525-4000

ARCHITECT/ENGINEER

WALKER CONSULTANTS
565 E. SWEDESFORD ROAD
SUITE 300
WAYNE, PA 19087
MICHAEL P. ALBERS P.E.
(610) 995-0260

RECEIVED
Department of Planning & Zoning
MAY 31 2018
Zoning Evaluation Division



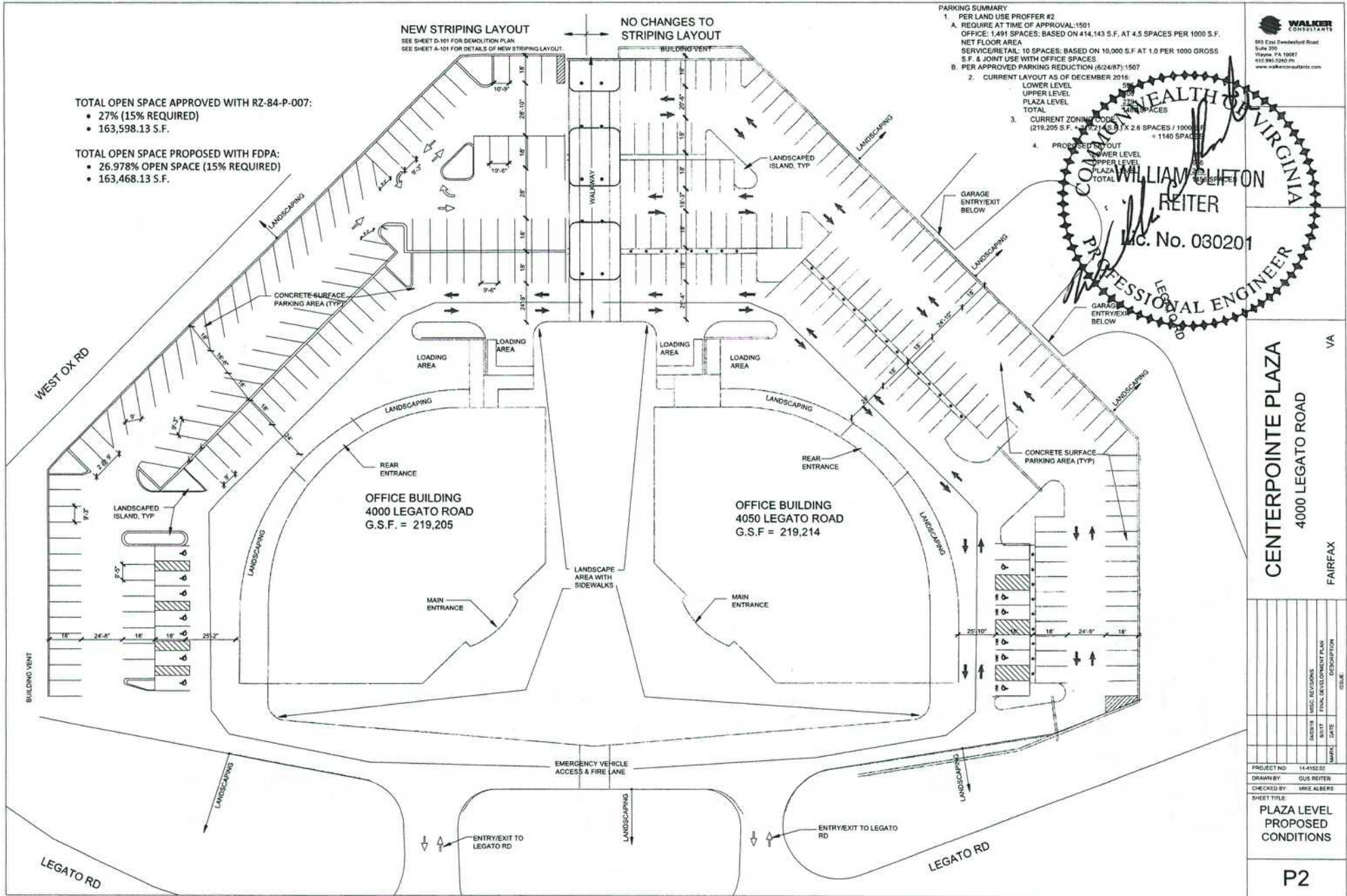
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			MISC. REVISIONS	
			FINAL DEVELOPMENT PLAN	
			DESCRIPTION	
			(ISSUE)	
SHEET NO.				
DATE				
NORTH				

PROJECT NO:	14-4152.02
DRAWN BY:	GLIS REITER
CHECKED BY:	MIKE ALBERS
SHEET TITLE:	PLAZA LEVEL EXISTING CONDITIONS

P1

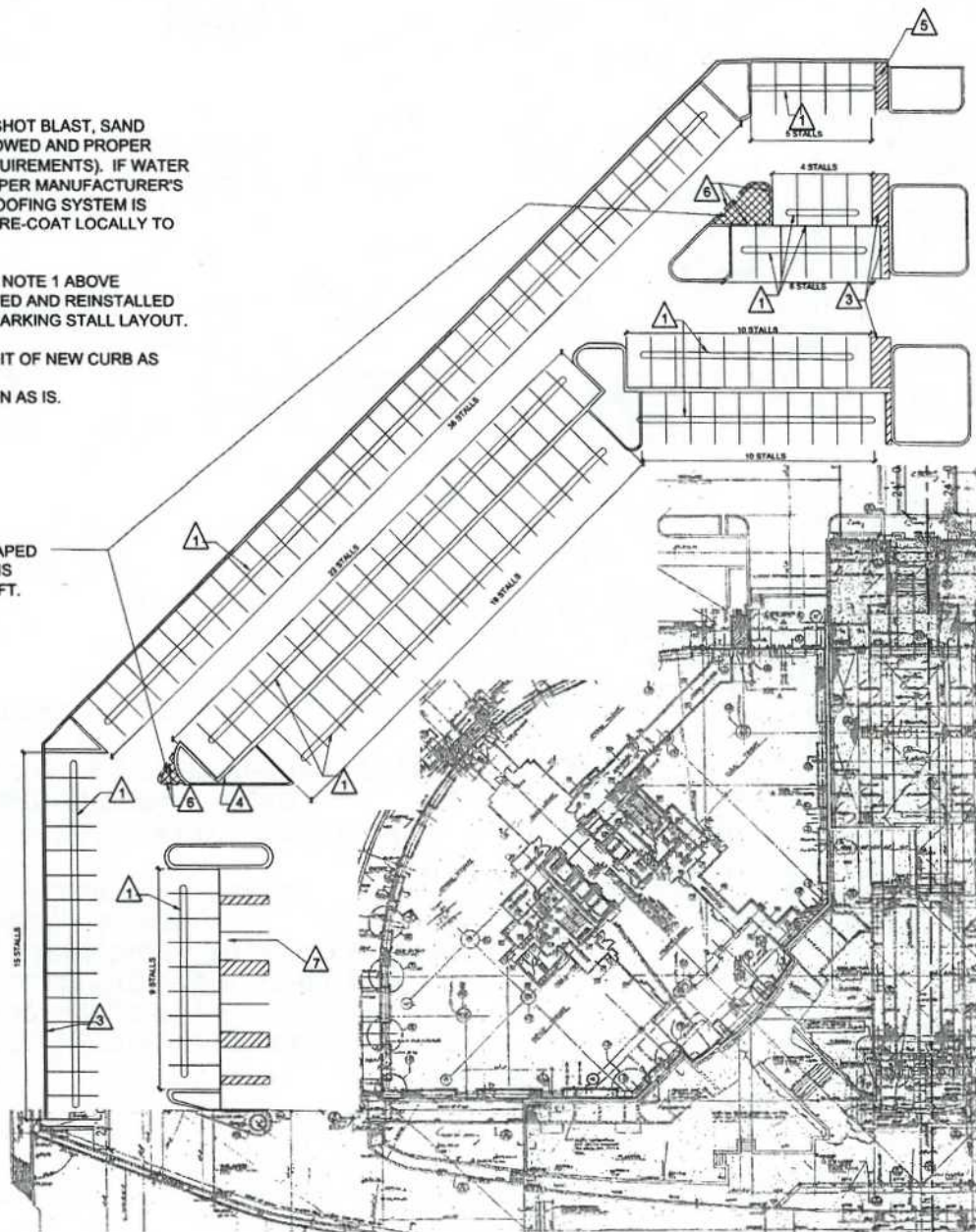
J:\144152-00-CENTERPOINTE_PLAZA\ACAD\DWG\4102018 5:50:12 AM LEA.WAGBING



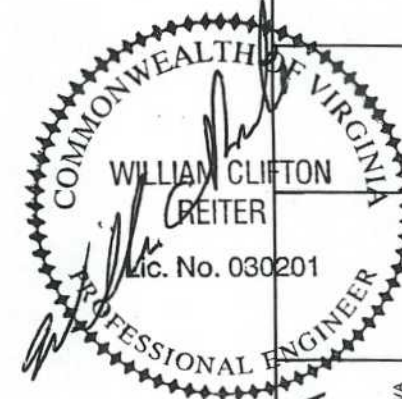
DEMOLITION NOTES: Δ

1. REMOVE STRIPES - HYDRO-DEMOLITION, SHOT BLAST, SAND BLAST, GRINDING, OR CHEMICALS (IF ALLOWED AND PROPER PRECAUTIONS ARE USED PER LOCAL REQUIREMENTS). IF WATER PROOFING SYSTEM IS DAMAGED, REPAIR PER MANUFACTURER'S REQUIREMENTS. IF COLOR OF WATERPROOFING SYSTEM IS CHANGED (NOTICEABLE FROM 40' AWAY), RE-COAT LOCALLY TO MATCH ADJACENT SURFACE.
2. NOT USED.
3. REMOVE CROSS HATCHING STRIPES, SEE NOTE 1 ABOVE
4. RESERVED PARKING SIGNS TO BE REMOVED AND REINSTALLED BASED UPON CENTERLINE LINE OF NEW PARKING STALL LAYOUT.
5. CROSS HATCHING TO REMAIN
6. REMOVE CURB AND LANDSCAPING TO LIMIT OF NEW CURB AS SHOWN ON SHEET A-101
7. HANDICAP ACCESSIBLE STALLS TO REMAIN AS IS.

NOTE:
TOTAL AREA OF LANDSCAPED
ISLAND TO BE REMOVED IS
APPROXIMATELY 235 SQ FT.



**WALKER
CONSULTANTS**
505 East Sanderson Road
Suite 100
Weyers, PA 16807
812.915.0240 FAX
www.walkerconsultants.com



CENTERPOINTE PLAZA
4000 LEGATO ROAD

FAIRFAX

DATE	DESCRIPTION
10/20/18	MISC. REVISIONS
01/17/19	FINAL DEVELOPMENT PLAN
DATE	DESCRIPTION
DATE	DESCRIPTION

PROJECT NO. 18-4152-02
DRAWN BY: GUS REITER
CHECKED BY: MIKE ALBERS
SHEET TITLE:
**DEMOLITION
PLAN**

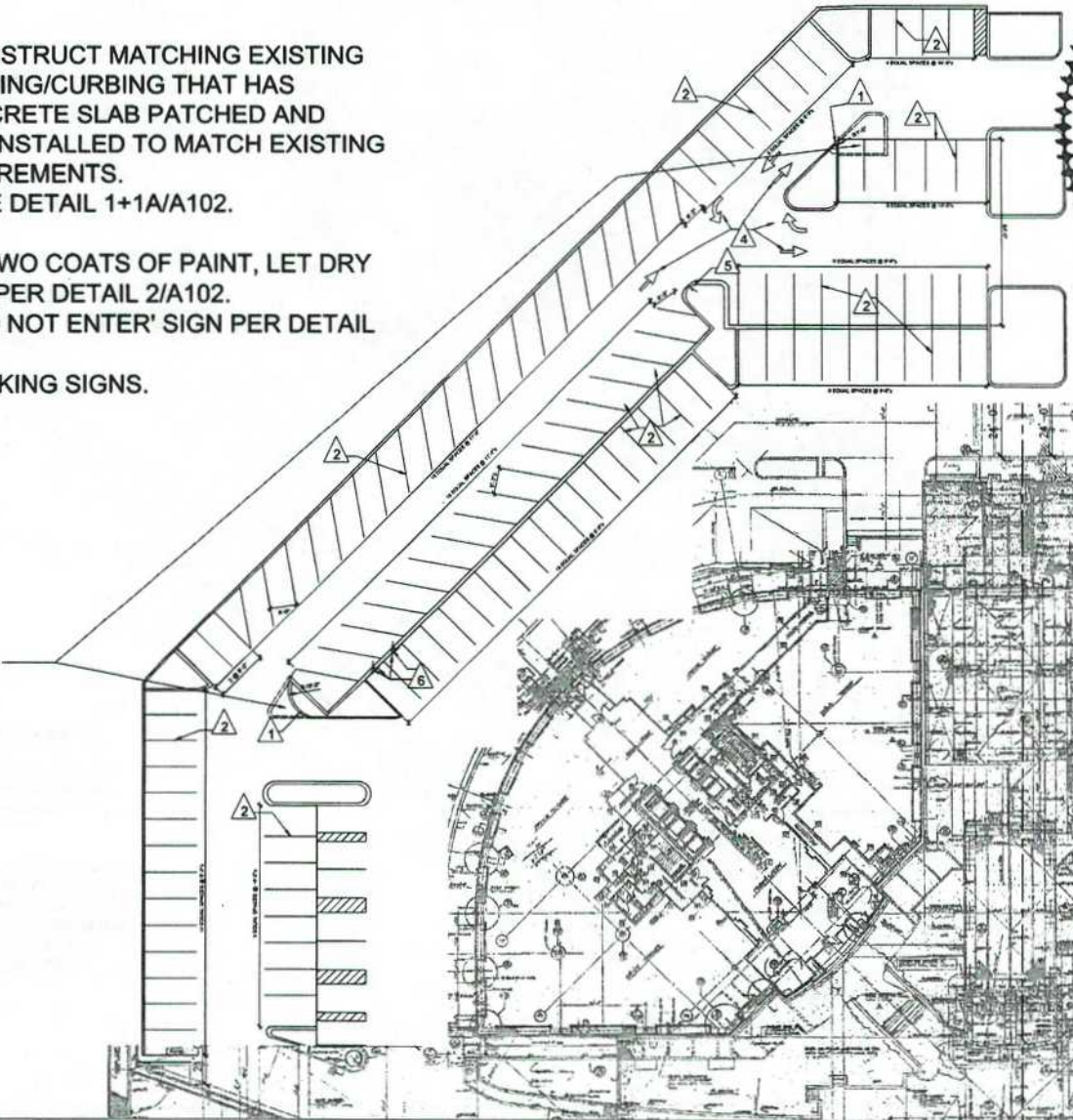
D-101



NEW CONSTRUCTION NOTES: △

1. LIMIT OF NEW CURB. RECONSTRUCT MATCHING EXISTING DETAILS. AREA OF LANDSCAPING/CURBING THAT HAS DEMOLISHED TO HAVE CONCRETE SLAB PATCHED AND WATER PROOFING SYSTEM INSTALLED TO MATCH EXISTING PER MANUFACTURER REQUIREMENTS.
2. NEW STRIPING LAYOUT. SEE DETAIL 1+1A/A102.
3. NOT USED.
4. PAINTED TRAFFIC ARROW (TWO COATS OF PAINT, LET DRY ONE DAY BETWEEN COATS) PER DETAIL 2/A102.
5. INSTALL POST MOUNTED 'DO NOT ENTER' SIGN PER DETAIL 3/A102.
6. RELOCATED RESERVED PARKING SIGNS.

NOTE:
TOTAL AREA OF LANDSCAPED ISLAND TO BE REMOVED IS APPROXIMATELY 235 SQ. FT.

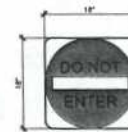
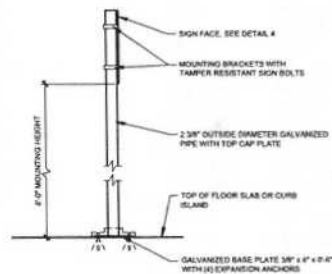
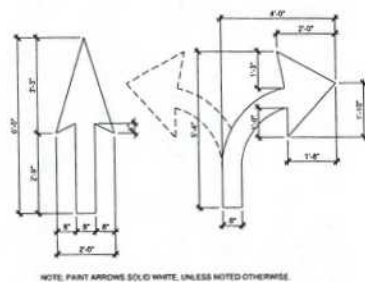
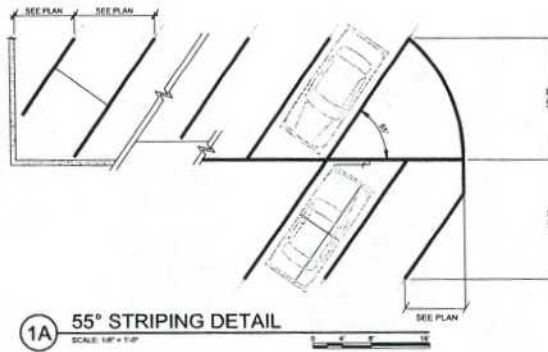
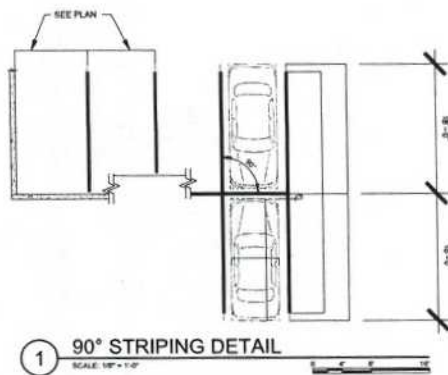


CENTERPOINTE PLAZA
4000 LEGATO ROAD
FAIRFAX, VA

DATE	BY	DESCRIPTION
10/20/16	WHE ALBERS	FINAL DEVELOPMENT PLAN
10/20/16	WHE ALBERS	ISSUE

PROJECT NO: 16-4152-02
DRAWN BY: GUS REITER
CHECKED BY: WHE ALBERS
SHEET TITLE: CONSTRUCTION PLAN

A-101



CENTERPOINTE PLAZA
4000 LEGATO ROAD

FAIRFAX VA

NO.	DATE	DESCRIPTION
1	10/1/17	FINAL DEVELOPMENT PLAN
2	10/1/17	REVISIONS

PROJECT NO. 18-4152-00
DRAWN BY: GUS REITER
CHECKED BY: WARE ALBERG

SHEET TITLE:
DETAILS

A-102

Ally. Co to Ellen
6/1/18

REZONING AFFIDAVIT

DATE: December 21, 2017
(enter date affidavit is notarized)

I, Matthew G. Roberts, do hereby state that I am an
(enter name of applicant or authorized agent)

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

in Application No.(s): PCA 84-P-007-4/FDP 84-P-007-3
(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)
Centerpointe (Fairfax) Holdings LLC Agents: Glen Holsinger John Schissel Oliver T. Carr, III	1615 L Street, NW Suite 650, Washington, DC 20036	Title Owner/Applicant
Bean, Kinney & Korman, P.C. Agents: Matthew G. Roberts, Esq. Mark M. Viani, Esq. Zachary G. Williams, Esq. Lauren K. Rote, Esq. Matthew J. Weinstein, Esq.	2300 Wilson Blvd., 7th Floor, Arlington, VA 22201	Attorney/Agent
Walker Parking Consultants/Engineers, Inc. d/b/a Walker Parking Consultants Agents: Michael P. Albers, P.E.	565 East Swedesford Road, Suite 300, Wayne, PA 19087	Parking Consultant/Agent

(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 AFFIDAVIT

DATE: December 21, 2017
(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3
(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)
Centerpointe (Fairfax) Holdings LLC
1615 L Street, NW Suite 650, Washington, DC 20036

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)

REEF-OF Centerpointe VA LLC
Carr Centerpointe LLC

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

Carr Centerpointe LLC - Manager

(check if applicable) ☒ 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: December 21, 2017

(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3

(enter County-assigned application number (s))

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

REEF-OF Centerpointe VA LLC, c/o NYLife Real Estate Holdings LLC, 51 Madison Avenue, New York, NY 10010

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)

NYLife Real Estate Holdings LLC

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)

NYLife Real Estate Holdings LLC, 51 Madison Avenue, New York, NY 10010

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)

New York Life Insurance Company (a New York Mutual)

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: December 21, 2017

(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3

(enter County-assigned application number (s))

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

New York Life Insurance Company (a New York Mutual), 51 Madison Avenue, New York, NY 10010

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)

New York Life Insurance Company is wholly owned by its policy holders.

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)

Carr Centerpointe LLC

1615 L Street, NW Suite 650, Washington, DC 20036

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)

Carr Properties Income Trust Operating Company LLC

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: December 21, 2017

(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3

(enter County-assigned application number (s))

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

New York Life Insurance Company (a New York Mutual), 51 Madison Avenue, New York, NY 10010

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)

New York Life Insurance Company is wholly owned by its policy holders.

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)

Carr Centerpointe LLC

1615 L Street, NW Suite 650, Washington, DC 20036

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)

Carr Properties Income Trust Operating Company LLC

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: December 21, 2017

(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3

(enter County-assigned application number (s))

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

Clark (CEI) Carr Properties LLC
1615 L Street, NW Suite 650, Washington, DC 20036

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)

n/a

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)

Team COE PIH, LLC, 1615 L Street, NW Suite 650, Washington, DC 20036

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)

n/a

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: December 21, 2017

(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3

(enter County-assigned application number (s))

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

Clark (CEI) Carr Properties Unitholder LLC
1615 L Street, NW Suite 650, Washington, DC 20036

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)

n/a

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)

Team COE PIH, LLC, 1615 L Street, NW Suite 650, Washington, DC 20036

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)

n/a

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: December 21, 2017
(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Clark (CEI) Carr Properties LLC
1615 L Street, NW Suite 650, Washington, DC 20036

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)
n/a

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)
Team COE PIH, LLC, 1615 L Street, NW Suite 650, Washington, DC 20036

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)
n/a

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: December 21, 2017

(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3

(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)Clark (AJC) Carr Properties Unitholder LLC
1615 L Street, NW Suite 650, Washington, DC 20036**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)

n/a

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)

CS Investment Group L.L.C., 1615 L Street, NW Suite 650, Washington, DC 20036

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)

Preston C. Caruthers Revocable Living Trust, Paul C. Nassetta Living Trust, James M. Earnest Living Trust, Eagle Enterprises, LLC

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: December 21, 2017

(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3

(enter County-assigned application number (s))

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

Carr Properties Corporation, 1615 L Street, NW Suite 650, Washington, DC 20036

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)

Carr Properties Holdings, L.P.

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)

Carr Properties Holdings GP LLC, 1615 L Street, NW Suite 650, Washington, DC 20036

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)

CET Acquisition Company, Inc.

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: December 21, 2017

(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3

(enter County-assigned application number (s))

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

Carr Properties Corporation, 1615 L Street, NW Suite 650, Washington, DC 20036

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)

Carr Properties Holdings, L.P.

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)

Carr Properties Holdings GP LLC, 1615 L Street, NW Suite 650, Washington, DC 20036

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)

CET Acquisition Company, Inc.

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: December 21, 2017

(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3

(enter County-assigned application number (s))

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

CET Acquisition Company, Inc., 1615 L Street, NW Suite 650, Washington, DC 20036

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)

Commingled Pension Trust Fund (Special Situation Property) of J.P. Morgan Chase Bank, N.A.

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)

Commingled Pension Trust Fund (Special Situation Property) of J.P. Morgan Chase Bank, N.A., 270 Park Ave, New York, NY 10017

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.)

(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: December 21, 2017

(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3

(enter County-assigned application number (s))

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

AH Holdings US GP LLC, Amot Atrium Tower, 2 Jabotinsky St. Ramat-Gan, 5250501, Israel

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)

Alony-Hetz Properties and Investments Ltd.

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)

Alony-Hetz Properties and Investments Ltd., Amot Atrium Tower, 2 Jabotinsky St. Ramat-Gan, 5250501, Israel

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)

Publicly traded on Israeli stock exchange

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: December 21, 2017

(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3

(enter County-assigned application number (s))

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

Bean, Kinney, & Korman P.C., 2300 Wilson Blvd., 7th Floor, Arlington, VA 22201

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Jonathan C. Kinney

James W. Korman

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)

Walker Parking Consultants, 565 E. Swedesford Road, Suite 300, Wayne, PA 19087

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.)

(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: December 21, 2017
 (enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3
 (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)

Carr Properties Partnership, L.P.
 1615 L Street, NW Suite 650, Washington, DC 20036

(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**)

General Partner: CP Partnership GP LLC

Limited Partners: Carr Properties Corporation, Clark (CEI) Carr Properties LLC, Michael J. Hartnett, Oliver T. Carr, III, Team COE PIH, LLC, CP OC/Columbia, L.P., Clark (AJC) Carr Properties Unitholder LLC, CS Investment Group L.L.C.

(check if applicable) ☒ 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: December 21, 2017

(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3
(enter County-assigned application number (s))

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

CP OC/Columbia, L.P.

1615 L Street, NW Suite 650, Washington, DC 20036

(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)

n/a

(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: December 21, 2017
(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3
(enter County-assigned application number (s))

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

CP OC/Columbia, L.P.
1615 L Street, NW Suite 650, Washington, DC 20036

(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)

n/a

(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: December 21, 2017

(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3

(enter County-assigned application number (s))

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

AH Carr Properties Holdings LP
1615 L Street, NW Suite 650, Washington, DC 20036

(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: AH Holding US LP

Limited Partners:

AH Holding US LP, Alony-Hertz
Properties and Investments Ltd.

(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: December 21, 2017
(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3
(enter County-assigned application number (s))

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

AH Holding US LP
1615 L Street, NW Suite 650, Washington, DC 20036

(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: AH Holdings US GP
LLC

Limited Partners:

Alony-Hertz Properties and Investments
Ltd.

(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: December 21, 2017
(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3
(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: December 21, 2017
(enter date affidavit is notarized)

for Application No. (s): PCA 84-P-007-4/FDP 84-P-007-3
(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

☒ Applicant's Authorized Agent

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

Subscribed and sworn to before me this 21st day of December 2017, in the State/Comm. of Virginia, County/City of Arlington.

Donna Oldham
Notary Public

My commission expires: 05.31.2019

