



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: August 21, 2024

TO: Lauren Hall, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Development

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

SUBJECT: Affidavit
Application No.: MVR-2024-PR-00002
Applicant: Westpark Corporate Center, L.L.C.
PC Hearing Date: Not scheduled.
BOS Hearing Date: 9/10/24

REF.: 178763

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 8/21/24, which bears my initials and is numbered 178763b, when you prepare the staff report.

Thank you for your cooperation.

Attachment

cc: (w/attach) Julia Nimeth, Planning Technician II (Sent via e-mail)
Zoning Evaluation Division
Department of Planning and Development

REZONING AFFIDAVIT

178763b

DATE: AUG 21 2024
(enter date affidavit is notarized)

I, David R. Gill, do hereby state that I am an
(enter name of applicant or authorized agent)

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

in Application No.(s): MVR-2024-PR-00002
(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)
Westpark Corporate Center, L.L.C. Agent: Angela Scodellaro Peter F. Jahn Eric J. Ekeroth Elise Dera Matthew D. Heinke Christina M. Misiti-Eskritt Joseph L. Cowden	8444 Westpark Drive, Suite 820 McLean, VA 22102	Applicant/Title Owner of Tax Map 29-3 (1) 66A3, 66A4
White and Whitney Consulting, LLC Agent: Richard Whitney	45645 Willowpond Plaza, Suite 202 Sterling, VA 20164	Consultant/Agent
Deceder Group, LLC Agent: Daniel Deceder Thorne Ransom Brandon Roach	4401 N. Fairfax Drive, Suite 331 Arlington, VA 22203	Architect/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 Attachment to Par. 1(a)DATE: AUG 21 2024
(enter date affidavit is notarized)

178763b

for Application No. (s): MVR-2024-PR-00002
(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)
Wire Gill LLP Agent: David R. Gill Kenneth W. Wire James A. Thornhill Heather Dlhopsky Stephanie C. Cutler Brent E. Glenn Ina C. Charvet Harry P. Hart John M. Lain Mary Catherine Gibbs Megan C. Rappolt G. Evan Pritchard A. Faheem Darab	1984 Isaac Newton Square, Suite 304 Reston, Virginia 20190	Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Planner/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

DATE: AUG 21 2024
(enter date affidavit is notarized)

178763b

for Application No. (s): MVR-2024-PR-00002
(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)

Westpark Corporate Center, L.L.C.
8444 Westpark Drive, Suite 820
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 SHAREHOLDERS: (enter first name, middle initial, and last name)

The Northwestern Mutual Life Insurance Company, Member
National Automobile Dealers Association, Member
NM GP Holdings, LLC, Managing Member

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

Angela Scodellaro, Director/Authorized Signatory

(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: AUG 21 2024
(enter date affidavit is notarized)

178763b

for Application No. (s): MVR-2024-PR-00002
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

The Northwestern Mutual Life Insurance Company
720 East Wisconsin Avenue
Milwaukee, WI 53202

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)

The Northwestern Mutual Life Insurance Company is a non-stock company with no shareholders. Instead, policyholders share in the ownership of the company. There are in excess of thousands of policyholders, none of whom own 10% or more of Westpark Corporate Center, L.L.C.

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

Thomas D. Zale, VP-Real Estate; Paul J. Hanson, Managing Dir; Joseph Miller, Managing Dir; Christina M. Misiti-Eskritt, Managing Dir; Daniel M. Flesch, Managing Dir; Daniel C. Knuth, Regional Dir; Walter N. Smith, Regional Dir; Ahmad Perry, Regional Dir; Matthew D. Heinke, Assistant Secretary; Peter F. Jahn, Dir. (former)

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

NM GP Holdings, LLC
720 East Wisconsin Avenue
Milwaukee, WI 53202

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 Northwestern Mutual Life Insurance Company

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

Angela Scodellaro, Investment 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.

Rezoning Attachment to Par. 1(b)DATE: AUG 21 2024
(enter date affidavit is notarized)

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for Application No. (s): MVR-2024-PR-00002
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)White and Whitney Consulting, LLC
45645 Willowpond Plaza, Suite 202
Sterling, VA 20164**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)Richard Whiney
David White**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)Deceder Group, LLC
4401 N. Fairfax Drive, Suite 331
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)

Daniel Deceder

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: AUG 21 2024
(enter date affidavit is notarized)

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for Application No. (s): MVR-2024-PR-00002
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)National Automobile Dealers Association
8484 Westpark Drive, Suite 500
Tysons, VA 22102**DESCRIPTION OF CORPORATION:** (check one statement)

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

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

A non-stock corporation with no shareholders.

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

Joseph L. Cowden, EVP & CFO

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)The Northwestern Mutual Investment Management Company, LLC
720 East Wisconsin Avenue
Milwaukee, WI 53202**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 Northwestern Mutual Life Insurance Company

[Northwestern Mutual Life Investment Management Company, LLC is The Northwestern Life Insurance Company's wholly owned affiliate and investment manager]

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

Thomas D. Zale, VP-Real Estate; Paul J. Hanson, Managing Dir; Joseph Miller, Managing Dir; Christina M. Misiti-Eskritt, Managing Dir; Daniel M. Flesch, Managing Dir; Daniel C. Knuth, Regional Dir; Walter N. Smith, Regional Dir; Ahmad Perry, Regional Dir; Matthew D. Heinke, Assistant Secretary

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

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for Application No. (s): MVR-2024-PR-00002
(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)

Wire Gill LLP
1984 Isaac Newton Square, Suite 304
Reston, Virginia 20190

(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**)

David R. Gill, Partner
Kenneth W. Wire, Partner
James A. Thornhill, Partner
Heather Dlhopsky, Partner
Stephanie C. Cutler, Partner
Harry P. Hart, Partner
Brent E. Glenn, Partner
Mary Catherine Gibbs, Partner
John M. Lain, Partner
G. Evan Pritchard, Partner

(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 AFFIDAVIT

DATE: AUG 21 2024
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178763b

for Application No. (s): MVR-2024-PR-00002
(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: AUG 21 2024
(enter date affidavit is notarized)

178763b

for Application No. (s): MVR-2024-PR-00002
(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

David R. Gill, Esq.

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 21st day of August, 20 24, in the State/Comm. of Virginia, County/City of Fairfax

Grace E. Chae
Notary Public

My commission expires: _____

