

## City of Chicago



O2017-2179

## Office of the City Clerk

## **Document Tracking Sheet**

**Meeting Date:** 

3/29/2017

Sponsor(s):

Emanuel (Mayor)

Type:

Ordinance

Title:

Consent to transfer aviation cargo lease agreement to Aero

Chicago

**Committee(s) Assignment:** 

Committee on Aviation



## OFFICE OF THE MAYOR CITY OF CHICAGO

RAHM EMANUEL MAYOR

March 29, 2017

## TO THE HONORABLE, THE CITY COUNCIL OF THE CITY OF CHICAGO

## Ladies and Gentlemen:

At the request of the Commissioner of Aviation, I transmit herewith an ordinance authorizing a consent to a transfer of an aviation cargo lease agreement.

Your favorable consideration of this ordinance will be appreciated.

Very truly yours,

Mayor

## **ORDINANCE**

WHEREAS, the City of Chicago ("City"), a home rule unit of local government under the 1970 Constitution of the State of Illinois, owns and operates an airport known as Chicago O'Hare International Airport ("O'Hare") and possesses the power and authority to lease premises and facilities and to grant other rights and privileges with respect thereto; and

WHEREAS, the City and Aero Chicago, LLC ("Aero Chicago") entered into an Aero Chicago, LLC Phase I Cargo Facility Lease dated August 8, 2012 (the "Original Phase I Lease") pursuant to which the City leased to Aero Chicago certain land at O'Hare upon which Aero Chicago was given the right to construct and develop certain air cargo facilities as provided in the Original Phase I Lease, and the City and Aero Chicago entered into an Amendment to Aero Chicago, LLC Phase I Cargo Facility Lease dated June 30, 2016 (the "Amendment") to amend the Original Phase I Lease (the Original Phase I Lease, as amended by the Amendment, is referred to in this ordinance as the "Phase I Lease"); and

WHEREAS, the City and Aero Chicago, also entered into an Aero Chicago, LLC Phase II Cargo Facility Lease dated as of April 26, 2016 (the "Phase II Lease") pursuant to which the City leased to Aero Chicago certain land at O'Hare adjacent to the leased premises under the Phase I Lease upon which Aero Chicago was given the right to construct and develop certain air cargo facilities as provided in the Phase II Lease; and

WHEREAS, the City and Aero Chicago Distribution Infrastructure, LLC ("Aero Distribution") entered into a Northeast Quadrant O'Hare Airport Fuel Farm Lease dated as of April 26, 2016 (the "Fuel Farm Lease", and together with the Phase I Lease and the Phase II Lease, the "Leases") pursuant to which the City granted to Aero Distribution the right to construct, develop and operate certain fuel farm facilities on certain land at O'Hare; and

WHEREAS Aero Chicago has requested that the City consent to the Proposed Transfer described in the Consent attached to this ordinance as *Exhibit A* (the "Consent Agreement") in accordance with Article 12 of the Phase I Lease, Article 12 of the Phase II Lease and Article 13 of the Fuel Farm Lease and take such other actions and agree to such other terms and provisions as are contained in the Consent Agreement; and

WHEREAS, the City desires to enter into the Consent Agreement with Aero Chicago substantially in the form of the Consent Agreement attached hereto as Exhibit A; now therefore

### BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHICAGO:

SECTION 1. The above recitals are incorporated by reference as if fully set forth here.

SECTION 2. The Commissioner of the Chicago Department of Aviation (the "Commissioner") is hereby authorized to execute and deliver on behalf of the City a Consent Agreement that is substantially in the form of the draft Consent Agreement presented to this meeting that is attached hereto as *Exhibit A*, or with such changes or revisions therein as are consistent with the purposes of this ordinance and shall be approved by the Commissioner, which approval shall be evidenced by the Commissioner's execution of the Consent Agreement, and any and all of such changes and revisions are hereby approved by this City Council.

SECTION 3. The Commissioner and such other City officials and employees as may be required are authorized to take such actions and execute such other documents as may be necessary or desirable to implement the objectives of this ordinance.

SECTION 4. This ordinance will be in full force and effect from and after its passage and approval.



March , 2017

## Via E-mail and Federal Express

City of Chicago
Department of Aviation
Chicago O'Hare International Airport
10510 West Zemke Road
Chicago, IL 60666
Attention: Jonathan Leach, Chief Operating Officer

Re: Request for Consent to transfer of ownership interests in Aero Chicago, LLC and approval of future transfers in ownership of interests in Aero Chicago, LLC, Aero O'Hare Express, LLC and Aero O'Hare, LLC resulting from the direct or indirect transfer of ownership interests in Realterm Airport Logistics Properties, L.P.

Dear Mr. Leach:

Reference is made to (i) that certain Aero Chicago, LLC Phase I Cargo Facility Lease dated August 8, 2012, as amended by that certain Amendment to Aero Chicago, LLC Phase I Cargo Facility Lease dated June 30, 2016 (the "Phase I Lease"), (ii) that certain Aero Chicago, LLC Phase II Cargo Facility Lease dated as of April 26, 2016 (the "Phase II Lease"), and (iii) that certain Northeast Quadrant O'Hare Airport Fuel Farm Lease dated as of April 26, 2016 (the "Fuel Farm Lease" and together with the Phase I Lease and the Phase II Lease, the "Agreements") for certain properties located at O'Hare International Airport and respectively known as the Northeast Cargo Phase I Building, the Northeast Cargo Phase II Building and the Northeast Quadrant O'Hare Airport Fuel Farm (collectively, the "Properties") between Aero Chicago, LLC ("Aero Chicago") (with respect to the Phase I Lease and the Phase II Lease) and Aero Chicago Distribution Infrastructure, LLC (with respect to the Fuel Farm Lease) ("Aero Distribution," Aero Chicago and Aero Distribution are collectively referred to herein as the "Tenants") and the City of Chicago (the "City"). Capitalized terms used but not defined herein have the meanings ascribed to them under the Agreements. Reference is also made to that certain Ground Lease for Site 19 O'Hare International Airport between the City and Aero O'Hare Express, LLC ("Acro O'Hare Express") dated August 15, 1995 (as amended, the "Express Center Ground Lease") and to that certain Lease at Chicago O'Hare International Airport between the City and Aero O'Hare, LLC ("Aero O'Hare") dated February 5, 2002 (as amended, the "Willow Creek Ground Lease" and together with the Express Center Ground Lease, the "RALP Related Party Agreements").

There will be a reorganization of our corporate group that will result in the transfer of 100% of the ownership interests of Aero Chicago from NE Cargo Chicago, LLC and Sphere Development Group, L.L.C., to RAL CAC, LLC, a Delaware limited liability company ("RAL CAC") (the "Proposed Transfer") which is wholly owned by RAL US Holdings, LLC, a Delaware limited liability company ("RAL US"). RAL US is wholly owned by RAL Splitter, LP, a Delaware limited partnership ("RAL Splitter LP"), and RAL Splitter LP is owned by Realterm Airport Logistics REIT, LLC, a Delaware limited liability company (the "REIT") and RAL Splitter GP, LLC, a Delaware limited liability company ("RAL Splitter GP"). RAL Splitter GP is wholly owned by the REIT and the REIT is wholly owned by Realterm Airport Logistics Properties, L.P., a Delaware limited partnership (the "Fund"). RAL GP, LLC, a Delaware limited liability company ("RAL GP") is the general partner of the Fund and is owned by Realterm Asset Holdings, LLC, a Delaware limited liability company ("Realterm Asset Holdings"), which is owned by certain principals of Aeroterm (as defined below). The limited partners of the Fund and their percentage interests in the Fund are set forth in Schedule A attached hereto (the "Limited Partners"). Aero Chicago, Aero Distribution, RAL CAC, RAL US, RAL Splitter LP, RAL Splitter GP, RAL GP, Realterm Asset Holdings, the REIT and the Fund are herein collectively referred to as the "Developer Parties" and each is referred to herein as a "Developer Party").

For the City's reference, attached to this letter as **Exhibit A** are charts showing both the current organizational structure and the proposed new organizational structure of the ownership of the Tenants. Following the transfer of 100% of the ownership interests of Aero Chicago to RAL CAC, the Fund and the REIT will be controlled and managed by RAL GP, which is controlled by the principals of Aeroterm Management, LLC ("**Aeroterm**") through Realterm Asset Holdings. Following the Proposed Transfer, the Properties, which are currently operated and managed by employees of Aeroterm through its management agreement with Aero Chicago, will continue to be controlled and managed by employees of Aeroterm both through the principals of Aeroterm's ownership of the general partner of the Fund and Aeroterm's management agreement with the Fund. Accordingly, there will be no change in the day to day operation or use of the Properties as a result of the Proposed Transfer. Also note that, in accordance with the requirements of the Agreements, and subject to the City's consent, the Proposed Transfer is being completed following the Substantial Completion of all of the Improvements (as those terms are defined in the respective Agreements).

In accordance with Article 12 of the Phase I Lease and Phase II Lease, and Article 13 of the Fuel Farm Lease, we hereby request your consent to the Proposed Transfer.

In addition to our request for the City's consent to the Proposed Transfer, in accordance with the requirements of Section 4.6 of the Phase I Lease and the Phase II Lease, respectively, the Tenants hereby attach to this letter as **Exhibit B-1** is a summary of the calculation of the total

Mr. Jonathan Leach March \_\_\_, 2017 Page 3

Gross Proceeds (as defined in the Phase I Lease and the Phase II Lease) for the Phase I Lease and the Phase II Lease derived from the transfer of the ownership interests of Aero Chicago (the Tenants have provided the City with true, correct and complete copies of all supporting documents used to calculate the Gross Proceeds), and in reliance upon such supporting materials, we request that the City acknowledge the City's agreement with the calculation of Proceeds Rent under each of the Phase I Lease and Phase II Lease. In addition, in accordance with Section 5.8 of the Fuel Farm Lease, attached as **Exhibit B-2** is a summary of the calculation of the Net Sale Proceeds (as defined in the Fuel Farm Lease) for the Fuel Farm Lease as a result of the transfer of the ownership interests of Aero Chicago (and the Tenants have provided the City with true, correct and complete copies of all supporting documents used to calculate the Net Sale Proceeds). As the proposed reorganization is a "Recapitalization Transaction" in accordance with the terms of the Fuel Farm Lease, and in reliance upon such supporting materials, we request the City's acknowledgement that no additional payment is owed under the Fuel Farm Lease due to the fact that there are no Net Sale Proceeds.

In accordance with the calculations set forth in <u>Exhibit B-1</u> and the related supporting materials, the City's consent to the Proposed Transfer shall be subject to the City's contemporaneous receipt from the Tenants of an amount equal to \$4,976,100 in immediately available funds in satisfaction of all Proceeds Rent owed as a result of the Proposed Transfer (the "Proceeds Rent Payment").

Since the REIT and the Fund are structured as open ended investment vehicles to allow the transfer of investor ownership interests without a change in the control or day to day management of such investment vehicles, subject to the terms and conditions set forth in this letter below, we also hereby request the City's (a) consent to the future transfers of, or the issuance of additional ownership interests in, the REIT and the Fund, respectively (collectively, the "Proposed Future Transfers") under the terms of the Agreements and the RALP Related Party Agreements, and (b) waiver of the right to receive Proceeds Rent under the Agreements and the Willow Creek Ground Lease as a result of the Proposed Future Transfers (the "Limited Future Proceeds Rent Waiver"); provided that such Limited Proceeds Rent Waiver shall only remain in effect until December 31, 2031 (the "Future Proceeds Rent Waiver Outside Date"). After the Future Proceeds Rent Outside Date, and in addition to the other restrictions and limitations in the Agreement regarding direct and indirect transfers of ownership interests in the Tenants, (y) any transfers of ownership interests in the REIT or the Fund, or (z) any issuance of new ownership interests in the REIT or the Fund, shall be subject to the payment of Proceeds Rent to the City in accordance with the terms and provisions of the Agreements and the Willow Creek Ground Lease.

Mr. Jonathan Leach March \_\_\_, 2017 Page 4

The Tenants have agreed, in consideration for the City's consent to the Proposed Future Transfers and the granting of the Limited Future Proceeds Rent Waiver, to pay the City an additional one time Proceeds Rent payment due upon the closing of the Proposed Transfer in an amount equal to \$463,628.00 in immediately available funds (the "Additional Proceeds Rent Payment").

The City's consent to the Proposed Transfer and the Proposed Future Transfers and grant of the Limited Future Proceeds Rent Waiver are contingent upon, and subject in all respects to the following: (i) prior to any proposed transfer or series of transfers which result in a current or new owner of at least 7.5% of the beneficial ownership interests of the REIT or the Fund (an "EDS Owner"), the Tenants shall deliver to the City updated Economic Disclosure Statements (in the case of an existing owner which is to become an EDS Owner) or initial Economic Disclosure Statements for a new EDS Owner who does not have an existing ownership interest in the REIT or the Fund, and upon the City's receipt and review of such Economic Disclosure Statements, the City shall have the right to reject the proposed transfer or series of transfers by notifying Tenants of such rejection, and, in such event, upon such notification by the City the proposed transfer or series of transfers shall not be consummated; (ii) prior to any proposed transfer or series of transfers which result in a current or new owner of the beneficial ownership interests of the REIT or the Fund, the City shall have the right to reject any new entity or person's ownership of interests in the REIT or the Fund if such entity or person is not an institutional investor or is an entity or person whom the City has reasonable objection to as a result of legal, regulatory, security or similar concerns of the public interest, and the City shall notify the Tenants of such rejection, and, in such event, upon such notification by the City to the Tenants, the proposed transfer or series of transfers to such new entity or person shall not be consummated; (iii) receipt by the City of the Proceeds Rent Payment; (iv) receipt by the City of the Additional Proceeds Rent Payment; and (v) written evidence that the Tenants have paid the State, County and City Transfer Taxes relating to the Proposed Transfer.

For the avoidance of doubt, the foregoing consent to the Proposed Future Transfers and the Limited Future Proceeds Rent Waiver shall not apply to (w) any public offering of the REIT, the Fund, or any of their successors or assigns, (x) any transfer of interests in Aero Chicago, Aero Distribution, Aero O'Hare, LLC or Aero O'Hare Express, LLC (collectively, the "RALP Related Tenants") resulting in such entities no longer being one hundred percent (100%) owned by the REIT or the Fund, (y) any direct transfer of such RALP Related Tenants' ground leasehold interests in their respective properties, or (z) any recapitalization of the REIT or the Fund resulting in the transfer of substantially all of the ownership interests in the REIT or the Fund to a new party or parties.

Mr. Jonathan Leach March \_\_\_, 2017 Page 5

Finally, the Tenants hereby request execution of the three estoppel certificates attached hereto as  $\underline{\mathbf{Exhibit}} \mathbf{C}$  to confirm the terms of the Agreements.

Please sign the enclosed copy of this letter to acknowledge your consent to the terms and conditions set forth in this letter, and the three estoppel certificates and return them to Aaron Sacks, General Counsel, at Aeroterm, 201 West Street, Suite 200, Annapolis, Maryland 21401.

If you have any questions regarding this request for consent, please direct them to either me at 410-216-6128, mminear@aeroterm.com, or Aaron Sacks, General Counsel, 410-216-6126, asacks@realterm.com.

We appreciate your assistance and thank you in advance for your prompt attention to this matter.

Very truly yours,

AERO CHICAGO, LLC and AERO CHICAGO DISTRIBUTION INFRASTRUCTURE, LLC By: Realterm US, Inc., their authorized agent

Michael L. Minear Executive Vice President, Eastern Region

AERO O'HARE, LLC AND AERO O'HARE EXPRESS, LLC By: Aeroterm Management, LLC their authorized agent

Michael L. Minear Executive Vice President, Eastern Region

cc: Erin Gruver, Chief Development Officer Aaron Sacks, General Counsel

Mr. Jona	than Lèach
March _	, 2017
Page 6	

Subject to the terms and provisions of the above letter, the undersigned hereby consents to the Proposed Transfer and the Proposed Future Transfers and agrees to the Limited Future Proceeds Rent Waiver and acknowledges that no Proceeds Rent is owed under the Fuel Farm Lease as a result of the Proposed Transfer:

## CITY OF CHICAGO

Ву:	 	
Name:	 	
Title:	 	
Date:		

## SCHEDULE A

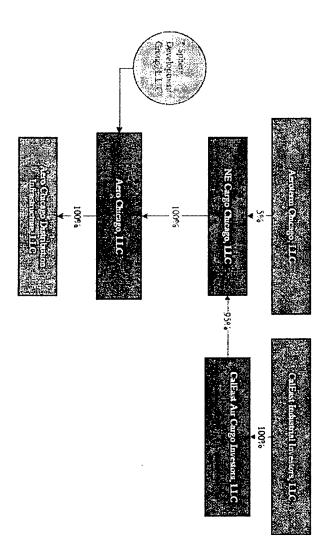
## LIMITED PARTNERS

Limited Partners	Percentage Interest
UPS Group Trust	23.70%
State of Wisconsin Investment Board	16.93%
Utah State Retirement Investment Fund	12.70%
Stichting Pensioenfonds ING	11.85%
ASGA Limited Partnership	2.96%
BMW (UK) Trustees Limited as Trustee of BMW (UK)	1.86%
Operations Pension Scheme - CBRE Global Investment	
partners Limited in its capacity as duly authorized	
CBRE Global Investment Partners Fund Series A.a.r.l	16.93%
acting in its own name and on behalf of CBRE Global	
Investment Partners Global Alpha Fund Series FCP-SIF -	
- CBRE Global Investment Partners Global Alpha Fund	
Lloyds Banking Group Pensions Trustees Limited, as	3.32%
Trustee of Lloyds Bank Pension Scheme No. 1	
Lloyds Banking Group Pensions Trustees Limited, as	1.66%
Trustee of Lloyds Bank Pension Scheme No. 2	
TFL Trustee Company Limited as Trustee of the TFL	1.74%
Pension Fund	
Amlin A.G.	3.39%
Amlin Europe N.V.	1.69%
RAL LP, LLC	1.27%

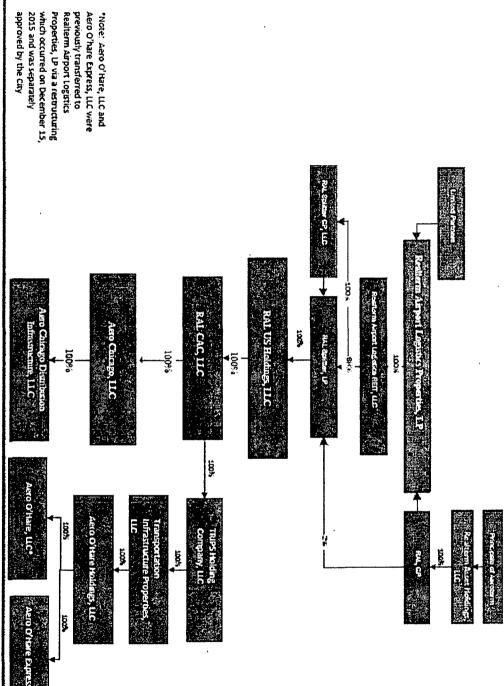
## EXHIBIT A

## ORGANIZAITIONAL CHARTS

## Aeroterm Chicago, LLC Current Organizational Structure



## Aeroterm Chicago, LLC Proposed Organizational Structure



Updated Warch 21, 2017

EXHIBIT B-1

# Phase I and Phase II Lease Gross Proceeds Calculation

\$4,976,100	Estimated CDA Proceeds
3.0%	CDA % of Gross Proceeds
\$165,870,000	Estimated Gross Proceeds
\$550,000	Purchase Price Adjustment at closing
\$165,320,000	Purchase Price
Aero Chicago	Asset

EXHIBIT B-2

# Fuel Farm Lease Net Sales Proceeds Calculation

\$0	CDA Proceeds
3.0%	CDA % of Net Proceeds
\$0	Net Sale Proceeds
\$17,180,000	Fuel Farm Cost
\$17,180,000	Estimated Gross Proceeds
\$0	Purchase Price Adjustment at closing
\$17,180,000	Purchase Price
Aero Chicago Distribution Infrastructure	Asset

## EXHIBIT C ESTOPPEL CERTIFICATES

## GROUND LESSOR ESTOPPEL CERTIFICATE

To: Aero Chicago, LLC ("Ground Lessee")

**DEFINITIONS**:

Ground Lease: Ground Lease for Aero Chicago, LLC Cargo Facility Phase I Lease

Dated August 8, 2012 between City of Chicago and Aero Chicago,

LLC, amended as follows:

• Amendment to Ground Lease dated June 30, 2016 between the

City of Chicago and Aero Chicago, LLC

• Commencement Letter dated November 1, 2016

• Consent Letter dated March \_\_\_\_\_, 2017 from Aero Chicago, LLC, Aero Chicago Distribution Infrastructure, LLC, Aero

O'Hare, LLC and Aero O'Hare Express, LLC to the City of

Chicago

Premises: An area of land consisting of approximately 1,605,055 square feet

and containing the building known as Building 836, at O'Hare International Airport, Chicago, Illinois, all as more specifically

described in the Ground Lease.

Ground Lessor: City of Chicago

Ground Lessee: Aero Chicago, LLC

Commencement Date: October 15, 2016

Current Annual Base

Rent: \$3,210,110.64 per annum

Capital Improvements and

Maintenance Reserve

Payments:

\$4,012.64 per month

Current Monthly

Additional Rent Payment:

Three percent (3%) of Gross Revenue (as defined in the Ground

Lease), due quarterly

Term: 35 years

•

Termination Date: October 14, 2051 (assuming Commencement Date is correct)

City of Chicago

Ground Lessor's Address Office of Chief Financial Officer

for Notices: Suite 700

121 North LaSalle Street Chicago, Illinois 60602 Attention: Chief Financial Officer

CC:

City of Chicago
Department of Aviation
10510 West Zemke Road
Chicago, Illinois 60666
Attention: Commissioner of Department of Aviation

City of Chicago
Department of Aviation
10510 West Zemke Road
Chicago, Illinois 60666
Attention: Deputy Commissioner of Real Estate

City of Chicago
Department of Law
30 North LaSalle Street, Suite 1400
Chicago, Illinois 60602
Attn: Deputy Corporation Counsel, Aviation, Environmental,
Regulatory and Contracts Division

As of \_\_\_\_\_\_, 2017, the undersigned Ground Lessor under the Ground Lease hereby certifies to the Ground Lessee the following:

- 1. The Ground Lessor has not been canceled, modified, assigned, extended or amended (except as set forth above) the Ground Lease and the Ground Lease remains is in full force and effect.
- 2. Rent has been paid to March 31, 2017.
- 3. The current annual Base Rent payable under the Ground Lease is as set forth above. The annual Base Rent shall be adjusted in accordance with the terms of the Ground Lease on the following date: June 1, 2018. The Current Monthly Additional Rent Payment payable under the Ground Lease is as set forth above.
- 4. The Ground Lease is for the Term set forth above ending on the Termination Date.
- 5. To the knowledge of the Ground Lessor, Substantial Completion (as defined in the Ground Lease) has occurred for the construction of the Phase I Cargo Facility (as defined in the Ground Lease) in accordance with the requirements of the Ground Lease and, to the knowledge of the Ground Lessor, all improvements required to be made by Ground Lessee under the terms of the Ground Lease have been completed.

- 6. Ground Lessor has not assigned its right, title or interest in the Ground Lease.
- 7. To the Ground Lessor's knowledge, without having performed any due diligence to confirm this statement, Ground Lessee is not in default under the terms and provisions of the Ground Lesse.
- 8. To the best of Ground Lessor's knowledge, Ground Lessor is not in in default under the terms and provisions of the Ground Lease.
- 9. The statements contained herein may be relied upon by Ground Lessee.
- 10. The current address to which all notices to Ground Lessor as required under the Ground Lessor's Address for Notices.

		s executed this estoppel certificate as of this
day of	, 2017.	
		City of Chicago
		City of Cincago
		By:
		Name:
		Title:

## GROUND LESSOR ESTOPPEL CERTIFICATE

Aero Chicago, LLC ("Ground Lessee") To:

**DEFINITIONS:** 

Ground Lease for Aero Chicago, LLC Cargo Facility Phase II Ground Lease:

Lease Dated April 26, 2016 between the City of Chicago and Aero

Chicago, LLC, as amended as follows:

Consent Letter dated March \_\_\_\_, 2017 from Aero Chicago, LLC, Aero Chicago Distribution Infrastructure, LLC, Aero O'Hare, LLC

and Aero O'Hare Express, LLC to the City of Chicago

Premises: An area of land consisting of approximately 781,870 square feet

> and containing the building known as Building 837, at O'Hare International Airport, Chicago, Illinois, all as more specifically

described in the Ground Lease.

Ground Lessor: City of Chicago

Ground Lessee: Aero Chicago, LLC

Commencement Date: December 20, 2016

Current Annual Base

Rent: \$1,563,740.00 per annum

Capital Improvements and

Maintenance Reserve

Payments: \$1,954.68 per month

Three percent (3%) of Gross Revenue (as defined in the Ground Current Monthly

Additional Rent Payment: Lease), due quarterly

Term: 35 years

Termination Date: December 19, 2051 (assuming Commencement Date is correct)

Ground Lessor's Address

City of Chicago

for Notices: Office of Chief Financial Officer

Room 700

121 North LaSalle Street Chicago, Illinois 60602

Attention: Chief Financial Officer

## CC:

City of Chicago
Department of Aviation
10510 West Zemke Road
Chicago, Illinois 60666
Attention: Commissioner of Department of Aviation

City of Chicago
Department of Aviation
10510 West Zemke Road
Chicago, Illinois 60666
Attention: Deputy Commissioner of Real Estate

City of Chicago
Department of Law
30 North LaSalle Street, Suite 1400
Chicago, Illinois 60602
Attn: Deputy Corporation Counsel, Aviation, Environmental,
Regulatory and Contracts Division

As of \_\_\_\_\_\_, 2017, the undersigned Ground Lessor under the Ground Lease hereby certifies to the Ground Lessee the following:

- The Ground Lessor has not been canceled, modified, assigned, extended or amended (except as set forth above) the Ground Lease and the Ground remains in full force and effect.
- 2. Rent has been paid to March 31, 2017.
- 3. The current annual Base Rent payable under the Ground Lease is as set forth above. The annual Base Rent shall be adjusted in accordance with the terms of the Ground Lease on the following date: June 1, 2018. The Current Monthly Additional Rent Payment is as set forth above.
- 4. The Ground Lease is for the Term set forth above ending on the Termination Date.
- 5. To the knowledge of the Ground Lessor, Substantial Completion (as defined in the Ground Lease) has occurred for the construction of the Phase II Cargo Facility (as defined in the Ground Lease) in accordance with the requirements of the Ground Lease and, to the knowledge of the Ground Lessor, all improvements required to be made by Ground Lessee under the terms of the Ground Lease have been completed.

- 6. Ground Lessor has not assigned its right, title or interest in the Ground Lease.
- 7. To the Ground Lessor's knowledge, without having performed any due diligence to confirm this statement, Ground Lessee is not in any respect in default under the terms and provisions of the Ground Lease.
- 8. To the Ground Lessor's knowledge, Ground Lessor is not in any respect in default under the terms and provisions of the Ground Lease.
- 9. The statements contained herein may be relied upon by Ground Lessee.
- 10. The current address to which all notices to Ground Lessor as required under the Ground Lease should be sent is the Ground Lessor's Address for Notices.

HEREOF, Ground Lessor has, 2017.	executed this estoppel certificate as of this
	City of Chicago
	By:
	Name: Title:

## GROUND LESSOR ESTOPPEL CERTIFICATE

To: Aero Chicago Distribution Infrastructure, LLC ("Ground Lessee")

**DEFINITIONS:** 

Ground Lease: Ground Lease for Northeast Quadrant O'Hare Airport Fuel Farm

> Lease dated April 26, 2016 between the City of Chicago and Aero Chicago Distribution Infrastructure, LLC, amended as follows:

Consent Letter dated March , 2017 from Aero Chicago, LLC, Aero Chicago Distribution Infrastructure, LLC, Aero O'Hare, LLC

and Aero O'Hare Express, LLC to the City of Chicago

Premises: An area of land consisting of approximately 235,097 square feet

> and containing the premises known as the Northeast Quadrant O'Hare Airport Fuel Farm, located at O'Hare International Airport, Chicago, Illinois, all as more specifically described in the Ground

Lease.

Ground Lessor: City of Chicago

Ground Lessee: Aero Chicago Distribution Infrastructure, LLC

Commencement Date: October 15, 2016

Current Annual Base

Rent: \$117,548.50 (annual)

Term: 35 years, subject to extension to the Termination Date of the Phase

II Ground Lease or the Phase III Ground Lease (if any).

Termination Date: The later of (a) 10/14/2051, (b) the Phase II Termination Date (as

> defined in the Ground Lease) or (c) the Phase III Termination Date (as defined in the Ground Lease, if the Phase III Lease is entered into between the City and the Ground Lessee or an Affiliate of the Ground Lessee (assuming the Commencement Date is correct).

Ground Lessor's Address

City of Chicago

for Notices: Office of Chief Financial Officer

Room 700

121 North LaSalle Street Chicago, Illinois 60602 Attention: Chief Fincial Officer CC:

City of Chicago
Department of Aviation
10510 West Zemke Road
Chicago, Illinois 60666
Attention: Commissioner of Department of Aviation

City of Chicago
Department of Aviation
10510 West Zemke Road
Chicago, Illinois 60666
Attention: Deputy Commissioner of Real Estate

City of Chicago
Department of Law
30 North LaSalle Street, Suite 1400
Chicago, Illinois 60602
Attn: Deputy Corporation Counsel, Aviation, Environmental,
Regulatory and Contracts Division

As of \_\_\_\_\_\_, 2017, the undersigned Ground Lessor under the Ground Lease hereby certifies to the Ground Lessee the following:

- 1. The Ground Lessor has not been canceled, modified, assigned, extended or amended (except as set forth above) the Ground Lease and the Ground Lease remains in full force and effect.
- 2. Rent has been paid to March 31, 2017.
- 3. The current annual Base Rent payable under the Ground Lease is as set forth above. The annual Base Rent shall be adjusted in accordance with the terms of the Ground Lease on the following date: June 1, 2018. The Current Monthly Additional Rent Payment is as set forth above.
- 4. The Ground Lease is for the Term set forth above ending on the Termination Date.
- 5. To the knowledge of the Ground Lessor, Substantial Completion (as defined in the Ground Lease) has occurred for the construction of the Fuel System (as defined in the Ground Lease) in accordance with the requirements of the Ground Lease and, to the knowledge of the Ground Lessor, all improvements required to be made by Ground Lessee under the terms of the Ground Lease have been completed.

- 6. Ground Lessor has not assigned its right, title or interest in the Ground Lease.
- 7. To the Ground Lessor's knowledge, without having performed any due diligence to confirm this statement, Ground Lessee is not in any respect in default under the terms and provisions of the Ground Lease.
- 8. To the best of Ground Lessor's knowledge, Ground Lessor is not in any respect in default under the terms and provisions of the Ground Lease.
- 9. The statements contained herein may be relied upon by Ground Lessee.
- 10. The current address to which all notices to Ground Lessor as required under the Ground Lease should be sent is the Ground Lessor's Address for Notices.

	EREOF, Ground Less, 2017.	or has executed this estoppel certification	ate as of this
,		City of Chicago	
,		By:	
		Name: Title:	(

## CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

## SECTION I -- GENERAL INFORMATION

·
A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
Aero Chicago, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is:  1. [X] the Applicant  OR
2. [] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest:  OR
3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:
B. Business address of the Disclosing Party: 201 West Street
Annapolis, MD 21401
C. Telephone: (800) 528-5565 Fax: (410) 280-0100 Email: drose@aeroterm.com
D. Name of contact person: <u>David Rose</u>
E. Federal Employer Identification No. (if you have one):
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Assignment of Ground Lease at Northeast Cargo development project
3. Which City agency or department is requesting this EDS? Department of Aviation
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # NA and Contract # NA

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

## A. NATURE OF THE DISCLOSING PARTY

<ol> <li>Indicate the nature of the Disclosing Par</li> <li>Person</li> <li>Publicly registered business corporation</li> <li>Privately held business corporation</li> <li>Sole proprietorship</li> <li>General partnership</li> <li>Limited partnership</li> <li>Trust</li> </ol>	ty:  [X] Limited liability company  [] Limited liability partnership  [] Joint venture  [] Not-for-profit corporation  (Is the not-for-profit corporation also a 501(c)(3))?  [] Yes  [] No  [] Other (please specify)
2. For legal entities, the state (or foreign co	untry) of incorporation or organization, if applicable:
Delaware	
3. For legal entities not organized in the Status business in the State of Illinois as a foreign entities.	ate of Illinois: Has the organization registered to do
[X] Yes [] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEGA	L ENTITY:
NOTE: For not-for-profit corporations, also list there are no such members, write "no members the legal titleholder(s).  If the entity is a general partnership, limited partnership or joint venture, list below the name	executive officers and all directors of the entity.  It below all members, if any, which are legal entities. If  "For trusts, estates or other similar entities, list below  partnership, limited liability company, limited liability  and title of each general partner, managing member,  ols the day-to-day management of the Disclosing Party.  mit an EDS on its own behalf.
Name Kenneth Code	Title Co-Chairman
John Cammett	Co-Chairman
Mitchell Gordon	President
Erin Gruver	Chief Development Officer
Benoit Viens	Executive Vice President
Michael Minear	Executive Vice President
Dustin Gillioz	Executive Vice President
David Rose	Vice President

Elijah Gregory	Vice President
Aaron Sacks	Vice President and General Counsel
Melanie Lundquist	Vice President and Chief Financial Officer
RAL CAC, LLC	Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the
		Disclosing Party
RAL CAC, LLC	201 West St. Annapolis MD, 21401	100%
		<u> </u>
···		
SECTION III BUS	SINESS RELATION SHIPS WITH CITY	ELECTED OFFICIALS
Has the Disclosing	Party had a "business relationship," as defin	ned in Chapter 2-156 of the Municipal
Code, with any City e	lected official in the 12 months before the d	ate this EDS is signed?
[]Yes	[X] No	
	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	
	below the name(s) of such City elected offic	cial(s) and describe such
relationship(s):		
	· · · · · · · · · · · · · · · · · · ·	
		•

## SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	r Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary	·)		
[X] Check here if the Di	isclosing Party l	has not retained, nor expects to retai	n, any such persons or entitie
SECTION V CERT	IFICATIONS		
A. COURT-ORDERED	CHILD SUPP	ORT COMPLIANCE	
<del>-</del>		15, substantial owners of business e their child support obligations throu	
	•	ly owns 10% or more of the Disclos ons by any Illinois court of competer	_ ,
[] Yes [X]		o person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person is the person in complian		court-approved agreement for payme reement?	ent of all support owed and
[] Yes []]	No		
B. FURTHER CERTIF	ICATIONS		
consult for defined terms submitting this EDS is the certifies as follows: (i) ne with, or has admitted gui- criminal offense involving	s (e.g., "doing be ne Applicant an either the Appli ilt of, or has eve ng actual, attem	pter 1-23, Article I ("Article I")(whousiness") and legal requirements), in distriction of the City, the controlling person is controlling person in the controlling person is controlling person in the controlling person is controlling person in the controlling person in the controlling person is controlling person in the controlling person in the controlling person is controlling person in the controlling person in the controlling person in the controlling person is controlling person in the con	f the Disclosing Party en the Disclosing Party urrently indicted or charged r supervision for, any ry, theft, fraud, forgery,

Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party:
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

Certifications), the Disclosing Party must explain below:  NA
NA
INA

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").  NA
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during th 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. NA
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [X] is not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):  NA
IVA.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements. D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D. 1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter? []Yes [X] No NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E. 2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D. Does the Matter involve a City Property Sale? [] Yes [X] No 3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City

officials or employees having such interest and identify the nature of such interest:

Name **Business Address** Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

connection with the Matter voidable by the City.				
X1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.				
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:				
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS				
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.				
A. CERTIFICATION REGARDING LOBBYING				
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):				
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)				
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined be applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,				

comply with these disclosure requirements may make any contract entered into with the City in

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

  4. The Disclosing Party certifies that either: (i) it is not an organization described in section
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

negotiations.	
Is the Disclosing I	arty the Applicant?
[] Yes	[] No
If "Yes," answer t	ne three questions below:
·	eveloped and do you have on file affirmative action programs pursuant to applicab? (See 41 CFR Part 60-2.) [] No
Contract Complian	led with the Joint Reporting Committee, the Director of the Office of Federal ce Programs, or the Equal Employment Opportunity Commission all reports due le filing requirements?
[] Yes	[] No
3. Have you p	articipated in any previous contracts or subcontracts subject to the clause?
[] Yes	[] No
If you checked "N	o" to question 1. or 2. above, please provide an explanation:
·	

# SECTION VII -- ACKNOW LEDGM ENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

### CERTIFICATION

Aero Chicago, LLC

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

(Print or type name of Disclosing Party)	
Ву: ПиПа	
(Sign here)	
David Rose	_
(Print or type name of person signing)	
Vice President	·
(Print or type title of person signing)	
Signed and sworn to before me on (date)  at Ame Arundl County, Mayland  Notary Public-Mary  Anne Arundel Cou  My Commission Exitation  June 03, 2011	nty
	Page 12 of 13

## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes	[X] No	
such person is connec	ted; (3) the name and title of t	le of such person, (2) the name of the legal entity to which the elected city official or department head to whom such se nature of such familial relationship.

# CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

# SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
Aero Chicago Distribution Infrastructure, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is:  1. [X] the Applicant  OR
2. [] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest:  OR
3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:
B. Business address of the Disclosing Party: 201 West Street
Annapolis, MD 21401
C. Telephone: (800) 528-5565 Fax: (410) 280-0100 Email: drose@aeroterm.com
D. Name of contact person: <u>David Rose</u>
E. Federal Employer Identification No. (if you have one):
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Assignment of Ground Lease at Northeast Cargo development project
G. Which City agency or department is requesting this EDS? Department of Aviation
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # NA and Contract # NA

# SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

## A. NATURE OF THE DISCLOSING PARTY

<ol> <li>Indicate the nature of the Disclosing Pa</li> <li>Person</li> <li>Publicly registered business corporation</li> <li>Privately held business corporation</li> <li>Sole proprietorship</li> <li>General partnership</li> <li>Limited partnership</li> <li>Trust</li> </ol>	rty:  [X] Limited liability company  [] Limited liability partnership  [] Joint venture  [] Not-for-profit corporation  (Is the not-for-profit corporation also a 501(c)(3))?  [] Yes  [] No  [] Other (please specify)
2. For legal entities, the state (or foreign co	ountry) of incorporation or organization, if applicable:
Delaware	
3. For legal entities not organized in the St business in the State of Illinois as a foreign ent	tate of Illinois: Has the organization registered to do ity?
[X] Yes [] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEGA	AL ENTITY:
NOTE: For not-for-profit corporations, also list there are no such members, write "no members the legal titleholder(s).  If the entity is a general partnership, limited partnership or joint venture, list below the name	Il executive officers and all directors of the entity.  st below all members, if any, which are legal entities. If  s." For trusts, estates or other similar entities, list below  partnership, limited liability company, limited liability  e and title of each general partner, managing member,  rols the day-to-day management of the Disclosing Party.  mit an EDS on its own behalf.
Name	Title
Kenneth Code	Co-Chairman
John Cammett	Co-Chairman
Mitchell Gordon	President
Erin Gruver	Chief Development Officer
Benoit Viens	Executive Vice President
Michael Minear	Executive Vice President
Dustin Gillioz	Executive Vice President
David Rose	Vice President

Elijah Gregory	Vice President
Aaron Sacks	Vice President and General Counsel
Melanie Lundquist	Vice President and Chief Financial Officer
Aero Chicago, LLC	Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the
		Disclosing Party
Aero Chicago, LLC	201 West St. Annapolis MD, 21401	100%
SECTION III BUSI	NESS RELATION SHIPS WITH CITY	ELECTED OFFICIALS
•	arty had a "business relationship," as define cted official in the 12 months before the d	
[] Yes	[X] No	
If yes, please identify be relationship(s):	elow the name(s) of such City elected office	cial(s) and describe such
·		

# SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whet retained or anticipate to be retained)		Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necess	ary)		
[X] Check here if the	Disclosing Party	has not retained, nor expects to retain	n, any such persons or entities.
SECTION V CER	TIFICATIONS		
A. COURT-ORDER	ED CHILD SUPI	PORT COMPLIANCE	
<del>-</del>		115, substantial owners of business e their child support obligations throu	
<b>~</b> •	•	tly owns 10% or more of the Disclos ons by any Illinois court of competer	•
[]Yes [		To person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the pers is the person in comp		court-approved agreement for paymegreement?	ent of all support owed and
[ ] Yes [	] No		•
B. FURTHER CERT	TFICATIONS		
consult for defined ter	rms (e.g., "doing	apter 1-23, Article I ("Article I")(wh business") and legal requirements), in and is doing business with the City, th	f the Disclosing Party

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Certifications), the Disclosing Party must explain below:	(Further
<u>NA</u>	

If the letters "NA," the word "None," or no response appear presumed that the Disclosing Party certified to the above st	•
8. To the best of the Disclosing Party's knowledge after complete list of all current employees of the Disclosing Part month period preceding the execution date of this EDS, an of the City of Chicago (if none, indicate with "N/A" or "no NA	ty who were, at any time during the 12- employee, or elected or appointed official, ne").
9. To the best of the Disclosing Party's knowledge after complete list of all gifts that the Disclosing Party has given 12-month period preceding the execution date of this EDS, official, of the City of Chicago. For purposes of this statem made generally available to City employees or to the general course of official City business and having a retail value of with "N/A" or "none"). As to any gift listed below, please NA	or caused to be given, at any time during the to an employee, or elected or appointed nent, a "gift" does not include: (i) anything al public, or (ii) food or drink provided in the less than \$20 per recipient (if none, indicate also list the name of the City recipient.
C CERTIFICATION OF STATUS AS FINANCIAL INS	FITHTION
C. CERTIFICATION OF STATUS AS FINANCIAL INST	
1. The Disclosing Party certifies that the Disclosing Pa	rty (check one)
[] is [X] is not	
a "financial institution" as defined in Section 2-32-455(b) o	f the Municipal Code.
2. If the Disclosing Party IS a financial institution, then	the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined Code. We further pledge that none of our affiliates is, and a lender as defined in Chapter 2-32 of the Municipal Code. Velonder or becoming an affiliate of a predatory lender may rebusiness with the City."	none of them will become, a predatory We understand that becoming a predatory
If the Disclosing Party is unable to make this pledge becaus Section 2-32-455(b) of the Municipal Code) is a predatory l 2-32 of the Municipal Code, explain here (attach additiona	ender within the meaning of Chapter

		· ·	
	_	onse appears on the lines above, it will be certified to the above statements.	
D. CERTIFICATION R	REGARDING INTERES	ST IN CITY BUSINESS	
Any words or terms that meanings when used in	-	2-156 of the Municipal Code have the same	
		the Municipal Code: Does any official or employee own name or in the name of any other person or	
NOTE: If you checked Item D.1., proceed to Pa	· •	ceed to Items D.2. and D.3. If you checked "No" to	
elected official or emplo any other person or entit for taxes or assessments, "City Property Sale"). C	yee shall have a financia y in the purchase of any , or (iii) is sold by virtue	petitive bidding, or otherwise permitted, no City al interest in his or her own name or in the name of property that (i) belongs to the City, or (ii) is sold of legal process at the suit of the City (collectively, ty taken pursuant to the City's eminent domain power meaning of this Part D.	
Does the Matter involve	a City Property Sale?		
[] Yes	[X] No		
_	<del>-</del>	le the names and business addresses of the City dentify the nature of such interest:	
Name	Business Address	Nature of Interest	

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

## E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.
X1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined be applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

	federally funded, federal regulations require the Applicant and all proposed o submit the following information with their bids or in writing at the outset of
Is the Disclosing	g Party the Applicant?
[] Yes	[ ] No
If "Yes," answer	the three questions below:
	developed and do you have on file affirmative action programs pursuant to applicable ns? (See 41 CFR Part 60-2.)
[] Yes	[] No
Contract Compli	filed with the Joint Reporting Committee, the Director of the Office of Federal ance Programs, or the Equal Employment Opportunity Commission all reports due able filing requirements?  [] No
3. Have you equal opportunit	participated in any previous contracts or subcontracts subject to the y clause?
[] Yes	[] No
If you checked "	No" to question 1. or 2. above, please provide an explanation:
· .	

# SECTION VII -- ACKNOW LEDGM ENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Aero Chicago Distribution Infrastructure, LLC (Print or type name of Disclosing Party)	
By: Sign here)	
David Rose	
(Print or type name of person signing)	
Vice President	
(Print or type title of person signing)	
Signed and sworn to before me on (date)	-17,
at Ame Arwole   County, Mayland (state)	).
Nacce B. Bodner Notar	y Public.
TRACIE B. BODNAR Notary Public-Maryland Anne Arundel County My Commission Expires June 03, 2018 Page 1	2 of 13

## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes	[X] No	
such person is connec	ted; (3) the name and title of t	le of such person, (2) the name of the legal entity to which the elected city official or department head to whom such se nature of such familial relationship.

# CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

# **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party s	ubmitting this EDS. Include d/b/a/ if applicable:
RAL CAC, LLC	
Check ONE of the following three boxe	es:
Indicate whether the Disclosing Party sul  1. [] the Applicant  OR	bmitting this EDS is:
<ol> <li>[X] a legal entity holding a direct of Applicant in which the Disclosing Infrastructure, LLO</li> </ol>	<del>- "</del>
	ntrol (see Section II.B.1.) State the legal name of the entity in ght of control:
B. Business address of the Disclosing Pa	arty: 201 West Street
	Annapolis, MD 21401
C. Telephone: (800) 528-5565 Fax:	(410) 280-0100 Email: drose@aeroterm.com
D. Name of contact person: <u>David Rose</u>	
E. Federal Employer Identification No. (i	if you have one):
	on or other undertaking (referred to below as the "Matter") to et number and location of property, if applicable):
Assignment of Ground Lease at Northea	st Cargo development project
G. Which City agency or department is re	equesting this EDS? Department of Aviation
If the Matter is a contract being handle complete the following:	ed by the City's Department of Procurement Services, please
Specification # <u>NA</u>	and Contract # NA

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

# A. NATURE OF THE DISCLOSING PARTY

David Rose

1. Indicate the nature of the Disclosing Pa	arty:
[] Person	[X] Limited liability company
[] Publicly registered business corporation	[] Limited liability partnership
[] Privately held business corporation	[] Joint venture
[] Sole proprietorship	[] Not-for-profit corporation
[] General partnership	(Is the not-for-profit corporation also a 501(c)(3))?
[] Limited partnership	[] Yes [] No
[] Trust	[] Other (please specify)
2. For legal entities, the state (or foreign of	country) of incorporation or organization, if applicable:
Delaware	
3. For legal entities not organized in the S business in the State of Illinois as a foreign en	State of Illinois: Has the organization registered to do tity?
[] Yes [X] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
NOTE: For not-for-profit corporations, also I there are no such members, write "no member the legal titleholder(s).  If the entity is a general partnership, limited partnership or joint venture, list below the name	all executive officers and all directors of the entity. ist below all members, if any, which are legal entities. If rs." For trusts, estates or other similar entities, list below I partnership, limited liability company, limited liability ne and title of each general partner, managing member, trols the day-to-day management of the Disclosing Party. bmit an EDS on its own behalf.
Name	Title
Kenneth Code	Co-Chairman
John Cammett	Co-Chairman
Mitchell Gordon	President
Erin Gruver	Chief Development Officer
Benoit Viens	Executive Vice President

Vice President

Michael Minear Executive Vice President

Dustin Gillioz Executive Vice President

Elijah Gregory	Vice President
Aaron Sacks	Vice President and General Counsel
Melanie Lundquist	Vice President and Chief Financial Officer
RAL US Holdings, LLC	Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the
DAI IIS Haldings IIC	201 West St. Appendig MD 21401	Disclosing Party 100%
KAL US Holdings, ELC	201 West St. Annapolis MD, 21401	10076
SECTION III BUSINE	SS RELATION SHIPS WITH CITY	ELECTED OFFICIALS
•	y had a "business relationship," as defin d official in the 12 months before the da	•
[] Yes	[X] No	
If yes, please identify belo relationship(s):	w the name(s) of such City elected offic	ial(s) and describe such

#### SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary	)		,
[X] Check here if the Dis	sclosing Party l	has not retained, nor expects to retai	n, any such persons or entities.
SECTION V CERTI	FICATIONS	ý	
A. COURT-ORDERED	CHILD SUPP	ORT COMPLIANCE	
		15, substantial owners of business e their child support obligations throu	
	•	ly owns 10% or more of the Disclos ons by any Illinois court of competer	<u> </u>
[] Yes [X]		o person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person of is the person in complian		court-approved agreement for paymore reement?	ent of all support owed and
[] Yes [] N	lo .		
B. FURTHER CERTIFI	CATIONS	•	
consult for defined terms submitting this EDS is th certifies as follows: (i) no	(e.g., "doing be e Applicant an either the Appl	pter 1-23, Article I ("Article I")(whousiness") and legal requirements), in disciplination of the City, the controlling person is controlling person is controlling person is controlling person.	f the Disclosing Party en the Disclosing Party currently indicted or charged

doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7.	If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further			
Certif	Certifications), the Disclosing Party must explain below:			
NA .				

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").  NA
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during th 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [X] is not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):  NA

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements. D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D. 1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter? []Yes [X] No NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E. 2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D. Does the Matter involve a City Property Sale? [] Yes [X] No 3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City

officials or employees having such interest and identify the nature of such interest:

Name **Business Address** Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

connection with the Matter voidable by the City.
X1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,

comply with these disclosure requirements may make any contract entered into with the City in

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

	fatter is federally funded, federal regulations require the Appitractors to submit the following information with their bids or tions.	<del>-</del> -
Is the	isclosing Party the Applicant?	
[] 7	es []No	
If "Ye	" answer the three questions below:	
	Have you developed and do you have on file affirmative actio regulations? (See 41 CFR Part 60-2.)	on programs pursuant to applicable
[] Y	·	
Contra	Have you filed with the Joint Reporting Committee, the Direct Compliance Programs, or the Equal Employment Opportunge applicable filing requirements?  [] No	
	lave you participated in any previous contracts or subcontrac	ets subject to the
-	oportunity clause?	
[]Y	es [] No	
If you (	hecked "No" to question 1. or 2. above, please provide an exp	planation:

# SECTION VII -- ACKNOW LEDGM ENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

### CERTIFICATION

RAL CAC, LLC

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

(Print or type name of Disclosing Party)		
By: (Sign here)	<del></del>	
David Rose		
(Print or type name of person signing)		
Vice President		
(Print or type title of person signing)		
Signed and sworn to before me on (date) _ at Anne Annobel County, May (and) _ Macil B. Bodnan	3-1-17(state). Notary Public.	
TRACIE B. BODN Notary Public-Mai Anne Arundel Co My Commission E June 03, 20	ryland ounty <del>.xpire</del> \$	

## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

(Y) No

[ ] Vec

[ ] 103	[21] 110	
such person is connect	ed; (3) the name and title of the	of such person, (2) the name of the legal entity to which elected city official or department head to whom such nature of such familial relationship.

# CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

# **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
RAL US Holdings, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is:  1. [] the Applicant  OR
2. [X] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of th Applicant in which the Disclosing Party holds an interest: Aero Chicago, LLC / Aero Chicago <u>Distribution Infrastructure, LLC</u> OR
3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:
B. Business address of the Disclosing Party: 201 West Street
Annapolis, MD 21401
C. Telephone: (800) 528-5565 Fax: (410) 280-0100 Email: drose@aeroterm.com
D. Name of contact person: <u>David Rose</u>
E. Federal Employer Identification No. (if you have one):
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Assignment of Ground Lease at Northeast Cargo development project
G. Which City agency or department is requesting this EDS? <u>Department of Aviation</u>
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # NA and Contract # NA

### SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing P	arty:		
[] Person	[X] Limited liability company		
[] Publicly registered business corporation	[] Limited liability partnership		
[] Privately held business corporation	[] Joint venture		
[] Sole proprietorship	Not-for-profit corporation		
[] General partnership	(Is the not-for-profit corporation also a 501(c)(3))?		
[] Limited partnership	[] Yes [] No		
[] Trust	[] Other (please specify)		
Delaware			
	State of Illinois: Has the organization registered to do		
	<b>,</b> -		
[] Yes [X] No	[] N/A		
B. IF THE DISCLOSING PARTY IS A LEG	GAL ENTITY:		
	all executive officers and all directors of the entity.		

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Kenneth Code	Title Co-Chairman
John Cammett	Co-Chairman
Mitchell Gordon	President
Erin Gruver	Chief Development Officer
Benoit Viens	Executive Vice President
Michael Minear	Executive Vice President
Dustin Gillioz	Executive Vice President
David Rose	Vice President

Elijah Gregory	Vice President	
Aaron Sacks	Vice President and General Counsel	
Melanie Lundquist	Vice President and Chief Financial Officer	
RAL Splitter, LP	Managing Member	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the	
	`	Disclosing Party	
RAL Splitter, LP	201 West St. Annapolis MD, 21401	100%	
	·		
SECTION III BUS	INESS RELATION SHIPS WITH CITY	ELECTED OFFICIALS	
<b>—</b>	Party had a "business relationship," as definected official in the 12 months before the da	<del>-</del>	
[] Yes	[X] No		
If yes, please identify t relationship(s):	pelow the name(s) of such City elected office	cial(s) and describe such	
	<u> </u>		

#### SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary)			
[X] Check here if the Dis	closing Party I	has not retained, nor expects to retai	n, any such persons or entities
SECTION V CERTIE	FICATIONS		
A. COURT-ORDERED	CHILD SUPP	ORT COMPLIANCE	
-		15, substantial owners of business e their child support obligations throu	
		ly owns 10% or more of the Disclos ons by any Illinois court of competer	
[] Yes [X] 1		o person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person e is the person in compliance		court-approved agreement for paymoreement?	ent of all support owed and
[] Yes [] N	o		
B. FURTHER CERTIFIC	CATIONS		
consult for defined terms submitting this EDS is the certifies as follows: (i) ne with, or has admitted guil criminal offense involving	(e.g., "doing be Applicant an ither the Applit tof, or has even gactual, attern	upter 1-23, Article I ("Article I")(who business") and legal requirements), it is doing business with the City, the icant nor any controlling person is comer been convicted of, or placed under the property of the City or a	f the Disclosing Party en the Disclosing Party currently indicted or charged er supervision for, any ery, theft, fraud, forgery,

Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

Certifications), the Disclosing Party must explain below: NA	er
NA_	

	"NA," the word "None," or no response appears on the lines above, it will be conclusively at the Disclosing Party certified to the above statements.
complete lis month period of the City o	e best of the Disclosing Party's knowledge after reasonable inquiry, the following is a t of all current employees of the Disclosing Party who were, at any time during the 12-d preceding the execution date of this EDS, an employee, or elected or appointed official, of Chicago (if none, indicate with "N/A" or "none").
complete list 12-month pe official, of the made general course of off	e best of the Disclosing Party's knowledge after reasonable inquiry, the following is a tof all gifts that the Disclosing Party has given or caused to be given, at any time during the riod preceding the execution date of this EDS, to an employee, or elected or appointed ne City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything a rationally available to City employees or to the general public, or (ii) food or drink provided in the ficial City business and having a retail value of less than \$20 per recipient (if none, indicate or "none"). As to any gift listed below, please also list the name of the City recipient.
C. CERTIFI	CATION OF STATUS AS FINANCIAL INSTITUTION
1. The D	isclosing Party certifies that the Disclosing Party (check one)
[] is	[X] is not
a "financial i	nstitution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the	Disclosing Party IS a financial institution, then the Disclosing Party pledges:
Code. We fu lender as defi	and will not become a predatory lender as defined in Chapter 2-32 of the Municipal orther pledge that none of our affiliates is, and none of them will become, a predatory ined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory oming an affiliate of a predatory lender may result in the loss of the privilege of doing the City."
Section 2-32-	sing Party is unable to make this pledge because it or any of its affiliates (as defined in 455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter Municipal Code, explain here (attach additional pages if necessary):

	"," the word "None," or no response umed that the Disclosing Party certi	appears on the lines above, it will be ified to the above statements.
D. CERTIFICAT	ION REGARDING INTEREST IN	CITY BUSINESS
Any words or termeanings when u		of the Municipal Code have the same
	financial interest in his or her own	Municipal Code: Does any official or employee name or in the name of any other person or
[] Yes	[X] No	
NOTE: If you ch Item D.1., proceed		to Items D.2. and D.3. If you checked "No" to
elected official or any other person of for taxes or assess "City Property Sal	employee shall have a financial int or entity in the purchase of any prop ments, or (iii) is sold by virtue of le	ve bidding, or otherwise permitted, no City erest in his or her own name or in the name of perty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, ken pursuant to the City's eminent domain power uning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[X] No	
	ked "Yes" to Item D.1., provide the yees having such interest and identi	e names and business addresses of the City ify the nature of such interest:
Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.
X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined be applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3.	The Disclosing Party will submit an updated certification at the end of each calendar quarter in
which	there occurs any event that materially affects the accuracy of the statements and information set
forth i	n paragraphs A.1. and A.2. above.

- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing I	arty the Applicant?
[] Yes	[] No
If "Yes," answer t	e three questions below:
•	veloped and do you have on file affirmative action programs pursuant to applicab? (See 41 CFR Part 60-2.)
[] Yes	[] No
Contract Complian	ed with the Joint Reporting Committee, the Director of the Office of Federal ce Programs, or the Equal Employment Opportunity Commission all reports due e filing requirements?  [] No
3. Have you p	rticipated in any previous contracts or subcontracts subject to the lause?
[] Yes	[] No
If you checked "N	" to question 1. or 2. above, please provide an explanation:

# SECTION VII -- ACKNOW LEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

#### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

RAL US Holdings, LLC		
(Print or type name of D	isclosing Party)	
By: Inthe		
(Sign here)		
David Rose		
(Print or type name of pe	erson signing)	
Vice President		
(Print or type title of pers	son signing)	
Signed and sworn to before	ore me on (date) 3-1-17	,
at Agne Arundel Cou		<del></del>
Tracie.	B. Bodna Notory Put	olic.
Commission expires:	TRACIE B. BODNAR  Notary Public Maryland  Anno Arundel County  My Commission Explos  2 03, 2018	
	Page 12 of	13

## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

LAI M

[ ] Vac

[] 163	[A] No	
such person is connected	d; (3) the name and title of	tle of such person, (2) the name of the legal entity to which the elected city official or department head to whom such se nature of such familial relationship.
	<del> </del>	

# CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

# SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
RAL Splitter, LP
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is:  1. [] the Applicant  OR  2. [X] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the
Applicant in which the Disclosing Party holds an interest: Aero Chicago, LLC / Aero Chicago  Distribution Infrastructure, LLC OR  3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:
B. Business address of the Disclosing Party: 201 West Street
Annapolis, MD 21401
C. Telephone: (800) 528-5565 Fax: (410) 280-0100 Email: drose@aeroterm.com
D. Name of contact person: <u>David Rose</u>
E. Federal Employer Identification No. (if you have one):
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Assignment of Ground Lease at Northeast Cargo development project
G. Which City agency or department is requesting this EDS? Department of Aviation
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # NA and Contract # NA

# SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

# A. NATURE OF THE DISCLOSING PARTY

<ol> <li>Indicate the nature of the Disclosing Pa</li> <li>Person</li> <li>Publicly registered business corporation</li> <li>Privately held business corporation</li> <li>Sole proprietorship</li> <li>General partnership</li> <li>Limited partnership</li> <li>Trust</li> </ol>	[] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign co	ountry) of incorporation or organization, if applicable:
Delaware	
3. For legal entities not organized in the State of Illinois as a foreign ent	tate of Illinois: Has the organization registered to do ity?
[ ] Yes [X] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEGA	AL ENTITY:
NOTE: For not-for-profit corporations, also list there are no such members, write "no members the legal titleholder(s).  If the entity is a general partnership, limited partnership or joint venture, list below the nam	Il executive officers and all directors of the entity.  st below all members, if any, which are legal entities. If  s." For trusts, estates or other similar entities, list below  partnership, limited liability company, limited liability  e and title of each general partner, managing member,  rols the day-to-day management of the Disclosing Party.  omit an EDS on its own behalf.
Name Kenneth Code	Title Co-Chairman
John Cammett	Co-Chairman
Mitchell Gordon	President
Erin Gruver	Chief Development Officer
Benoit Viens	Executive Vice President
Michael Minear	Executive Vice President
Dustin Gillioz	Executive Vice President
David Paga	Vice President

Elijah Gregory	Vice President	
Aaron Sacks	Vice President and General Counsel	
Melanie Lundquist	Vice President and Chief Financial Officer	
RAL Splitter GP, LLC	Managing Member	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the
		Disclosing Party
Realterm Airport	Logistics REIT, LLC 201 West St. Annapolis MD, 214	101 98%
	· · · · · · · · · · · · · · · · · · ·	
SECTION III E	BUSINESS RELATION SHIPS WITH CITY ELECT	ED OFFICIALS
Has the Disclosi	ing Party had a "business relationship," as defined in Ch	napter 2-156 of the Municipal
Code, with any Cit	ty elected official in the 12 months before the date this E	EDS is signed?
[] Yes	[X] No	
If yes, please ident relationship(s):	ify below the name(s) of such City elected official(s) an	d describe such

### SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary)			
[X] Check here if the Disc	closing Party	has not retained, nor expects to retai	n, any such persons or entities.
SECTION V CERTIF	CICATIONS		
A. COURT-ORDERED	CHILD SUPP	ORT COMPLIANCE	
•		15, substantial owners of business of their child support obligations throu	
		ly owns 10% or more of the Disclosons by any Illinois court of compete	
[] Yes [X] N		o person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person e is the person in compliance		court-approved agreement for paym reement?	ent of all support owed and
[] Yes [] No	0		
B. FURTHER CERTIFIC	CATIONS		
consult for defined terms a submitting this EDS is the	(e.g., "doing le Applicant an	pter 1-23, Article I ("Article I")(whousiness") and legal requirements), and is doing business with the City, the cant nor any controlling person is controlling person is controlling person.	if the Disclosing Party nen the Disclosing Party

consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:							
NA							
<u> </u>				-			
	<del></del>						
					·	<del></del>	

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").  NA
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [X] is not
"financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory ender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory ender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing ousiness with the City."
f the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

	<u>-</u>	nse appears on the lines above, it will be ertified to the above statements.
D. CERTIFICATION	REGARDING INTEREST	IN CITY BUSINESS
Any words or terms the meanings when used in	<del>-</del>	156 of the Municipal Code have the same
		ne Municipal Code: Does any official or employee wn name or in the name of any other person or
NOTE: If you checked Item D.1., proceed to P	——————————————————————————————————————	ed to Items D.2. and D.3. If you checked "No" to
elected official or empl any other person or enti- for taxes or assessment: "City Property Sale").	oyee shall have a financial ity in the purchase of any p s, or (iii) is sold by virtue o	etitive bidding, or otherwise permitted, no City interest in his or her own name or in the name of property that (i) belongs to the City, or (ii) is sold of legal process at the suit of the City (collectively, or taken pursuant to the City's eminent domain power meaning of this Part D.
Does the Matter involve	e a City Property Sale?	
[] Yes	[X] No	
•	<del>-</del>	the names and business addresses of the City entify the nature of such interest:
Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

## E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

connection with the Matter voidable by the City.
1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies ssued to slaveholders that provided coverage for damage to or injury or death of their slaves), and he Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such ecords, including the names of any and all slaves or slaveholders described in those records:
ECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally unded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with espect to the Matter: (Add sheets if necessary):
If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" ppear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities egistered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the visclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay my person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any erson or entity to influence or attempt to influence an officer or employee of any agency, as defined by oplicable federal law, a member of Congress, an officer or employee of Congress, or an employee of ember of Congress, in connection with the award of any federally funded contract, making any

federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded federal regulations require the Applicant and all proposed

	submit the following information with their bids or in writing at the outset of
Is the Disclosing	Party the Applicant?
[]Yes	[] No
If "Yes," answer	the three questions below:
	developed and do you have on file affirmative action programs pursuant to applicable s? (See 41 CFR Part 60-2.)
[] Yes	[ ] No
Contract Complia	filed with the Joint Reporting Committee, the Director of the Office of Federal nce Programs, or the Equal Employment Opportunity Commission all reports due ole filing requirements?  [] No
3. Have you pequal opportunity	participated in any previous contracts or subcontracts subject to the clause?
[] Yes	[] No
If you checked "N	Io" to question 1. or 2. above, please provide an explanation:

# SECTION VII -- ACKNOW LEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

#### CERTIFICATION

RAL Splitter, LP

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

(Print or type name of Disclosing Party)	
Ву: ////	
(Sign here)	
David Rose	_
(Print or type name of person signing)	
Vice President	
(Print or type title of person signing)	
	2 1-17
Signed and sworn to before me on (date)	<u> </u>
at Home Arundel County, Mary land	_ (state). Notary Public.
TRACIE B. BODN	
Commission expires: Notary Public-Ma  Anne Arundel Co  My Commission E	ryland conty xpires
June 03, 20	Page 12 of 13

## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

TYI No

I 1 Vec

[ ] 163	[21] 140				
If yes, please identify such person is connected person has a familial rela		of the elected cit	y official or depa	rtment head to who	
			····	· · · · · · · · · · · · · · · · · · ·	

# CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

# **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
RAL Splitter GP, LLC
Check ONE of the following three boxes:
<ul> <li>Indicate whether the Disclosing Party submitting this EDS is: <ol> <li>[] the Applicant</li> <li>OR</li> </ol> </li> <li>[X] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Aero Chicago, LLC / Aero Chicago  Distribution Infrastructure, LLC OR</li> <li>[] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:</li></ul>
B. Business address of the Disclosing Party: 201 West Street
Annapolis, MD 21401
C. Telephone: (800) 528-5565 Fax: (410) 280-0100 Email: drose@aeroterm.com
D. Name of contact person: <u>David Rose</u>
E. Federal Employer Identification No. (if you have one):
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Assignment of Ground Lease at Northeast Cargo development project
G. Which City agency or department is requesting this EDS? Department of Aviation
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # NA and Contract # NA

# SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

# A. NATURE OF THE DISCLOSING PARTY

<ol> <li>Indicate the nature of the Disclosing Particle</li> <li>Person</li> <li>Publicly registered business corporation</li> <li>Privately held business corporation</li> <li>Sole proprietorship</li> <li>General partnership</li> <li>Limited partnership</li> <li>Trust</li> </ol>	rty:  [X] Limited liability company  [] Limited liability partnership  [] Joint venture  [] Not-for-profit corporation  (Is the not-for-profit corporation also a 501(c)(3))?  [] Yes  [] No  [] Other (please specify)
2. For legal entities, the state (or foreign co	ountry) of incorporation or organization, if applicable:
<u>Delaware</u>	
3. For legal entities not organized in the State of Illinois as a foreign ent	tate of Illinois: Has the organization registered to do ity?
[ ] Yes [X] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEGA	AL ENTITY:
NOTE: For not-for-profit corporations, also list there are no such members, write "no members the legal titleholder(s).  If the entity is a general partnership, limited partnership or joint venture, list below the name	Il executive officers and all directors of the entity.  st below all members, if any, which are legal entities. If  s." For trusts, estates or other similar entities, list below  partnership, limited liability company, limited liability  e and title of each general partner, managing member,  rols the day-to-day management of the Disclosing Party.  omit an EDS on its own behalf.
Name	Title
Kenneth Code  John Cammett	Co-Chairman Co-Chairman
Mitchell Gordon	President
Erin Gruver	Chief Development Officer
Benoit Viens	Executive Vice President
Michael Minear	Executive Vice President
Dustin Gillioz	Executive Vice President
David Rose	Vice President

Elijah Gregory	Vice President
Aaron Sacks	Vice President and General Counsel_
Melanie Lundquist	Vice President and Chief Financial Officer
Realterm Airport Logistics REIT, LLC	Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name		Business Address	the Disclosing Party
Realterm Airport L	ogistics REIT, LLC	201 West St. Annapolis MD, 21401	100%
		·	
SECTION III B	USINESS RELATION	N SHIPS WITH CITY ELECTED OI	FICIALS
		ss relationship," as defined in Chapter 2	
	•	12 months before the date this EDS is	•
[] Yes	[X] No		
If yes, please identi: relationship(s):	fy below the name(s)	of such City elected official(s) and desc	ribe such
<u></u>			·
<del></del>	···-		<del></del>

#### SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

If the Disclosing Party en the Disclosing Party urrently indicted or charged r supervision for, any ny sister agency; and (ii) the continuing requirement for a continuing requirement for	pter 1-23, Article I ("Article I") (while possible of the City, the distant not any controlling person is critical not any controlling person is critical not any controlling person is critical of, or placed under been convicted of, or placed under the conspiracy to commit briber of that compliance with Article I is a set that compliance with Article I is a factor of applies to the Applicant, the Article I applies to the Applicant the Article I applies to the Applicant the Article I applies to the Applicant the Article I applies the	e.g., "doing be.g., "doing be Applicant an of, or has eventual, attem sit against an acknowledg	ned terms ( EDS is the cows: (i) neist inted guilt e involving esty or decesty or decest	consult for defise submitting this certifies as followith, or has aductioning offens perjury, dishondering business doing business
		ZNOITA	CERTIFIC	в. ғиктнек
		•	ο <b>ν</b> []	[ ] Xes
ent of all support owed and	court-approved agreement for payme			It "Yes," has th ni nosreq edis in
10.00 of more of the	o person directly or indirectly owns sclosing Party.		lx]	[ ] <b>X</b> ez
641 30 610 m 10 300 I	gawo ultoeribai zo ultoerib aogrea o	MII O	LX J M	26V I ]
	ly owns 10% or more of the Disclos ons by any Illinois court of competen			_
	15, substantial owners of business e their child support obligations throu			
	OKT COMPLIANCE	HILD SUPP	врекер с	А. СОИRT-О
		CATIONS	- CER TIF	SECTION V-
n, any such persons or entitie	has not retained, nor expects to retain	l yns Party l	osiG odt li	[X] Check here
			necessary)	Ti stəəds bbA)
not an acceptable response.				
"hourly rate" or "t.b.d." is	lobbyist, etc.)			to be retained)
Fees (marcare whenever) AOTE:	(subcontractor, attorney,	sessinesses Address		retained or anti
Fees (indicate whether	Relationship to Disclosing Party	Business	His div	Mame (indicate

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further			rt B (Further	
Certif	cations), the Disclosing Party must explain below:			
NA				
				······································
			·	

	ord "None," or no response appears on the lines above, it will be conclusively sing Party certified to the above statements.
complete list of all currer month period preceding t	Disclosing Party's knowledge after reasonable inquiry, the following is a at employees of the Disclosing Party who were, at any time during the 12-he execution date of this EDS, an employee, or elected or appointed official, none, indicate with "N/A" or "none").
complete list of all gifts t 12-month period preceding official, of the City of Chande generally available course of official City but with "N/A" or "none"). A NA	Disclosing Party's knowledge after reasonable inquiry, the following is a hat the Disclosing Party has given or caused to be given, at any time during the ng the execution date of this EDS, to an employee, or elected or appointed icago. For purposes of this statement, a "gift" does not include: (i) anything to City employees or to the general public, or (ii) food or drink provided in the siness and having a retail value of less than \$20 per recipient (if none, indicate As to any gift listed below, please also list the name of the City recipient.
C. CERTIFICATION O	STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Par	rty certifies that the Disclosing Party (check one)
[] is [X] i	s not
a "financial institution" as	defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing P	arty IS a financial institution, then the Disclosing Party pledges:
Code. We further pledge lender as defined in Chap	become a predatory lender as defined in Chapter 2-32 of the Municipal that none of our affiliates is, and none of them will become, a predatory ter 2-32 of the Municipal Code. We understand that becoming a predatory iliate of a predatory lender may result in the loss of the privilege of doing
Section 2-32-455(b) of the	unable to make this pledge because it or any of its affiliates (as defined in e Municipal Code) is a predatory lender within the meaning of Chapter de, explain here (attach additional pages if necessary):

officials or employed	es having such interest and identi	fy the nature of such interest:
•	· •	names and business addresses of the City
[] Yes	[X] No	
Does the Matter invo	olve a City Property Sale?	
elected official or er any other person or for taxes or assessm "City Property Sale"	nployee shall have a financial inte entity in the purchase of any prop ents, or (iii) is sold by virtue of le	ve bidding, or otherwise permitted, no City erest in his or her own name or in the name of perty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, seen pursuant to the City's eminent domain power uning of this Part D.
NOTE: If you chec Item D.1., proceed t	_	to Items D.2. and D.3. If you checked "No" to
of the City have a fi entity in the Matter? [] Yes		name or in the name of any other person or
		Municipal Code: Does any official or employee
Any words or terms meanings when used	_	of the Municipal Code have the same
D. CERTIFICATIO	ON REGARDING INTEREST IN	CITY BUSINESS
	the word "None," or no response ned that the Disclosing Party certi	appears on the lines above, it will be fied to the above statements.

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

## E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.
X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
·
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

### B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

	submit the following information with their bids or in writing at the outset of
Is the Disclosing	Party the Applicant?
[]Yes	[ ] No
If "Yes," answer	the three questions below:
•	developed and do you have on file affirmative action programs pursuant to applicables? (See 41 CFR Part 60-2.)
[] Yes	[ ] No
Contract Complia	filed with the Joint Reporting Committee, the Director of the Office of Federal unce Programs, or the Equal Employment Opportunity Commission all reports due ble filing requirements?  [] No
3. Have you pequal opportunity	participated in any previous contracts or subcontracts subject to the clause?
[] Yes	[] No
If you checked "N	No" to question 1. or 2. above, please provide an explanation:

# SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

#### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

RAL Splitter GP, LLC		
(Print or type name of Disclosing Party)		
Ву: 1/2/1/2		
(Sign here)		
David Rose	_	
(Print or type name of person signing)	-	
Vice President	_	
(Print or type title of person signing)		
Signed and sworn to before me on (date)	3-1-17	
at Anne Arundel County, Maryland	(state).	······································
Tracie B. Bodnas	_ Notary Public.	
TRACIE B. BODI Notary Public-Ma Anne Arundel C My Commission 6	ounty aryland	
June 03, 20	18000 12 0 13	

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

IVI NA

[ ] Vec

[ ] 103	[7] 140		
such person is connecte	ed; (3) the name and title of the	te of such person, (2) the name of the legal entity to which he elected city official or department head to whom such a nature of such familial relationship.	
· · · · · · · · · · · · · · · · · · ·			

## CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

## **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:			
Realterm Airport Logistics REIT, LLC			
Check ONE of the following three boxes:			
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR			
<ol> <li>[X] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Aero Chicago, LLC / Aero Chicago         <u>Distribution Infrastructure, LLC</u> OR     </li> <li>[] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:</li> </ol>			
B. Business address of the Disclosing Party: 201 West Street			
Annapolis, MD 21401			
C. Telephone: (800) 528-5565 Fax: (410) 280-0100 Email: drose@aeroterm.com			
D. Name of contact person: <u>David Rose</u>			
E. Federal Employer Identification No. (if you have one):			
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):			
Assignment of Ground Lease at Northeast Cargo development project			
G. Which City agency or department is requesting this EDS? Department of Aviation			
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:			
Specification # NA and Contract # NA			

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

## A. NATURE OF THE DISCLOSING PARTY

Erin Gruver

Michael Minear

**Dustin Gillioz** 

David Rose

Benoit Viens

1. Indicate the nature of the Disclosing P.	arty:
[] Person	[X] Limited liability company
[] Publicly registered business corporation	[] Limited liability partnership
[] Privately held business corporation	[] Joint venture
[] Sole proprietorship	Not-for-profit corporation
[] General partnership	(Is the not-for-profit corporation also a 501(c)(3))?
[] Limited partnership	[] Yes [] No
[] Trust	[] Other (please specify)
2. For legal entities, the state (or foreign of Delaware	country) of incorporation or organization, if applicable:
Dolaware	<del></del>
3. For legal entities not organized in the S business in the State of Illinois as a foreign en	State of Illinois: Has the organization registered to do tity?
[ ] Yes [X] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEG	FAL ENTITY:
	all executive officers and all directors of the entity.
	ist below all members, if any, which are legal entities. It
	rs." For trusts, estates or other similar entities, list below
the legal titleholder(s).	
	d partnership, limited liability company, limited liability
	ne and title of each general partner, managing member,
	trols the day-to-day management of the Disclosing Party
NOTE: Each legal entity listed below must su	ibmit an EDS on its own behalf.
Name	Title
Kenneth Code	Co-Chairman_
John Cammett	Co-Chairman
Mitchell Gordon	President

Page 2 of 13

Chief Development Officer

Executive Vice President

**Executive Vice President** 

Vice President

Executive Vice President

Elijah Gregory	Vice President
Aaron Sacks	Vice President and General Counsel
Melanie Lundquist	Vice President and Chief Financial Officer
Realterm Airport Logistics Properties, LP	Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name		Business Address	Percentage Interest in the
,	,		Disclosing Party
Realterm Airport	Logistics Properties, LP	201 West St. Annapolis MD, 21401	
-			
	`		
SECTION III I	BUSINESS RELATION S	HIPS WITH CITY ELECTED OF	FICIALS
Has the Disclos	ing Party had a "business i	relationship," as defined in Chapter 2	-156 of the Municipal
Code, with any Ci	ty elected official in the 12	months before the date this EDS is s	igned?
[]Yes	[X] No		
If yes, please ident relationship(s):	ify below the name(s) of s	uch City elected official(s) and descr	ibe such

#### SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)		Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	rees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessar	ry)		
[X] Check here if the I	Disclosing Party I	has not retained, nor expects to retai	n, any such persons or entities.
SECTION V CERT	rifications		
A. COURT-ORDERE	D CHILD SUPP	ORT COMPLIANCE	•
•		15, substantial owners of business e their child support obligations throu	
- <del>-</del>	•	ly owns 10% or more of the Disclos ons by any Illinois court of competer	= -
[] Yes [X		o person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person is the person in complic		court-approved agreement for paymorement?	ent of all support owed and
[] Yes []	No		
B. FURTHER CERTII	FICATIONS		
consult for defined tern submitting this EDS is certifies as follows: (i) with, or has admitted go criminal offense involv	ns (e.g., "doing be the Applicant an neither the Appli uilt of, or has eve ing actual, attem	pter 1-23, Article I ("Article I")(whousiness") and legal requirements), is doing business with the City, the cant nor any controlling person is correct been convicted of, or placed under the pted, or conspiracy to commit bribe officer or employee of the City or as	If the Disclosing Party Len the Disclosing Party Eurrently indicted or charged Extra supervision for, any Extry, theft, fraud, forgery,

Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Furthe Certifications), the Disclosing Party must explain below:			this Part B (Further
NA	raity must explain below.		

presumed that the Disclosing Party certified to the above statements.		
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").  NA		
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.  NA		
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION		
1. The Disclosing Party certifies that the Disclosing Party (check one)		
[] is [X] is not		
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.		
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:		
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."		
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):  NA		

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements. D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D. 1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter? [X] No []Yes NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E. 2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D. Does the Matter involve a City Property Sale? [ ] Yes [X] No 3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest: Nature of Interest **Business Address** Name

Name Business Address Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Par	ty the Applicant?
[] Yes	[ ] No
If "Yes," answer the	three questions below:
<u> </u>	eloped and do you have on file affirmative action programs pursuant to applicable (See 41 CFR Part 60-2.) [] No
	d with the Joint Reporting Committee, the Director of the Office of Federal Programs, or the Equal Employment Opportunity Commission all reports due filing requirements?  [] No
3. Have you part equal opportunity cla	icipated in any previous contracts or subcontracts subject to the suse? [] No
If you checked "No"	to question 1. or 2. above, please provide an explanation:

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

_	
Is the Disclosing F	arty the Applicant?
[]Yes	[ ] No
If "Yes," answer th	ne three questions below:
federal regulations	eveloped and do you have on file affirmative action programs pursuant to applicable? (See 41 CFR Part 60-2.)
[] Yes	[ ] No
Contract Complian	led with the Joint Reporting Committee, the Director of the Office of Federal ice Programs, or the Equal Employment Opportunity Commission all reports due le filing requirements?  [] No
3. Have you pa	articipated in any previous contracts or subcontracts subject to the clause?
[] Yes	[] No
If you checked "No	o" to question 1. or 2. above, please provide an explanation:

## SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

#### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Realterm Airport Logistics REIT, LLC	_
(Print or type name of Disclosing Party)	
By: Sign here)	
David Rose	_
(Print or type name of person signing)	
Vice President	_
(Print or type title of person signing)	
Signed and sworn to before me on (date) at Anne Arundal County, Mary land  Jacie B. Bodhan	3-/-/7 _(state). _Notary Public.
Commission expires:  Notary Public-Ma Anne Arundel Go My Commission E June 03, 20	ryland <del>ount</del> y xpires

### CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes	[X] No	
such person is connec	eted; (3) the name and title of the	le of such person, (2) the name of the legal entity to which he elected city official or department head to whom such se nature of such familial relationship.

## CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

## SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party	y submitting this EDS. Include d/b/a/ if applicable:
Realterm Airport Logistics Properties	s, LP
Check ONE of the following three bo	oxes:
Indicate whether the Disclosing Party and I. [] the Applicant OR	submitting this EDS is:
Applicant in which the Disclosin <u>Distribution Infrastructure, L</u> 3. [] a legal entity with a right of c	ct or indirect interest in the Applicant. State the legal name of the g Party holds an interest: Aero Chicago, LLC / Aero Chicago LLC OR control (see Section II.B.1.) State the legal name of the entity in right of control:
B. Business address of the Disclosing	
D. Dusiness address of the Disclosing	Annapolis, MD 21401
•	Amapons, MD 21 101
C. Telephone: (800) 528-5565 Fa	ex: (410) 280-0100 Email: drose@aeroterm.com
D. Name of contact person: <u>David Ros</u>	<u>se</u>
E. Federal Émployer Identification No.	(if you have one):
	etion or other undertaking (referred to below as the "Matter") to ect number and location of property, if applicable):
Assignment of Ground Lease at Northe	east Cargo development project
G. Which City agency or department is	s requesting this EDS? Department of Aviation
If the Matter is a contract being hand complete the following:	lled by the City's Department of Procurement Services, please
Specification # NA	and Contract # NA

#### SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

#### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Pa	arty:
[] Person	[] Limited liability company
[] Publicly registered business corporation	[ ] Limited liability partnership
[] Privately held business corporation	[] Joint venture
[] Sole proprietorship	[] Not-for-profit corporation
[] General partnership	(Is the not-for-profit corporation also a 501(c)(3))?
[X] Limited partnership	[] Yes [] No
[] Trust	[] Other (please specify)
Delaware	country) of incorporation or organization, if applicable:
	tate of Illinois: Has the organization registered to do tity?
[] Yes [X] No	[] N/A

#### B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title -
Kenneth Code	Co-Chairman
John Cammett	Co-Chairman
Mitchell Gordon	President
Erin Gruver	Chief Development Officer
Benoit Viens	Executive Vice President
Michael Minear	Executive Vice President
Dustin Gillioz	Executive Vice President
David Rose	Vice President

Elijah Gregory	Vice President
Aaron Sacks	Vice President and General Counsel
Melanie Lundquist	Vice President and Chief Financial Officer
RAL GP, LLC	Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Stichting Pensioenfonds ING	NA	11.8%
UPS Group Trust	NA	23.5%
CBRE Global Investment Partners Global Alpha Fund	NA	16.8%
State of Wisconsin Investment Board	NA	16.8%
Utah State Retirement Investment Fund	NA	12.6%

#### SECTION III -- BUSINESS RELATION SHIPS WITH CITY ELECTED OFFICIALS

[X] No

[]Yes

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):	

#### SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate retained or anticate to be retained)		siness dress	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Kirkland & Ellis	LLP 300	North La	aSalle, Chicago, IL 60654	
Council to R	ALP Esti	mated fe	es of ~\$100,000 in connection with	the transaction
		··		
(Add sheets if ne	cessary)	<del></del>		
		a Doute h	as not retained, nor expects to retain	n any such persons or entities
[A] Check here h	. The Disclosin	g rany n	as not retained, not expects to retain	i, any such persons of entities.
SECTION V 0	CER TIFICAT	TIONS		
A. COURT-ORI	ERED CHILI	O SUPPO	ORT COMPLIANCE	
			5, substantial owners of business entering the support obligations through	
	•	_	owns 10% or more of the Disclosi s by any Illinois court of competen	_
[] Yes	[X] No	~ -	person directly or indirectly owns losing Party.	10% or more of the
If "Yes," has the pis the person in co			urt-approved agreement for payme eement?	nt of all support owed and
[] Yes	[ ] No		· · · · · · · · · · · · · · · · · · ·	
B. FURTHER CE	ERTIFICATIO	NS		
consult for defined submitting this ED certifies as follows with, or has admitt	I terms (e.g., " S is the Appli s: (i) neither th ed guilt of, or	doing bu cant and e Applic has ever	ter 1-23, Article I ("Article I") (which siness") and legal requirements), if is doing business with the City, the ant nor any controlling person is cubeen convicted of, or placed under ted, or conspiracy to commit briber	the Disclosing Party on the Disclosing Party arrently indicted or charged supervision for, any

perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. It	the Disclosing Party is unable to certify to any of the above statements in this Part B (Further
Certifica	tions), the Disclosing Party must explain below:
NA	
	,

presumed that th	A," the word "None," or no response appears on the lines above, it will be conclusively be Disclosing Party certified to the above statements.
complete list of a month period pre- of the City of Ch	st of the Disclosing Party's knowledge after reasonable inquiry, the following is a all current employees of the Disclosing Party who were, at any time during the 12-eceding the execution date of this EDS, an employee, or elected or appointed official, nicago (if none, indicate with "N/A" or "none").
complete list of a 12-month period official, of the Ci made generally a course of official	st of the Disclosing Party's knowledge after reasonable inquiry, the following is a all gifts that the Disclosing Party has given or caused to be given, at any time during the preceding the execution date of this EDS, to an employee, or elected or appointed ity of Chicago. For purposes of this statement, a "gift" does not include: (i) anything vailable to City employees or to the general public, or (ii) food or drink provided in the City business and having a retail value of less than \$20 per recipient (if none, indicate one"). As to any gift listed below, please also list the name of the City recipient.
C. CERTIFICAT	TION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclo	osing Party certifies that the Disclosing Party (check one)
[] is	[X] is not
a "financial institu	ntion" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Discl	losing Party IS a financial institution, then the Disclosing Party pledges:
Code. We further	vill not become a predatory lender as defined in Chapter 2-32 of the Municipal pledge that none of our affiliates is, and none of them will become, a predatory in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory g an affiliate of a predatory lender may result in the loss of the privilege of doing
	City."

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.
observed presumed mat the Discissing I arry estation to the new resuments.
D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS
Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.
1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employ of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
[] Yes [X] No
NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.
2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name o any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectivel "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain por does not constitute a financial interest within the meaning of this Part D.
Does the Matter involve a City Property Sale?
[] Yes [X] No
3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:
Name Business Address Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

connection with the Matter voidable by the City.
X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of member of Congress, in connection with the award of any federally funded contract, making any

federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.
B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY
If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.
Is the Disclosing Party the Applicant?
[]Yes []No
If "Yes," answer the three questions below:
1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.) [] Yes [] No
2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?  [] Yes  [] No
3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[] Yes [] No
If you checked "No" to question 1. or 2. above, please provide an explanation:

## SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

#### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

١

Realterm Airport Logistics Properties, LP	
(Print or type name of Disclosing Party)	
By: (Sign here)	
David Rose	
(Print or type name of person signing)	
Vice President	
(Print or type title of person signing)	•
Signed and sworn to before me on (date) 3-1-17	,
at Anne Arundel County, May land (state).	
Tracil S. Bodhar Notary Public.	
TRACIE B. BODNAR Notary Public-Maryland Anne Arundel County My Commission Expires June 03, 2018	
Page 12 of 13	•

### CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

COL

F 2 Xr. .

[ ] Yes	[X] No				
such person is connect	ify below (1) the name and ted; (3) the name and title relationship, and (4) the pro-	of the elected city	y official or departi	ment head to whon	
			·		

## CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

## SECTION I -- GENERAL INFORMATION

<i>:</i>	
A. Legal name of the Disclosing Pa	arty submitting this EDS. Include d/b/a/ if applicable:
Stichting Pensioenfonds ING	
Check ONE of the following three	boxes:
	rty submitting this EDS is: irect or indirect interest in the Applicant. State the legal name of the sing Party holds an interest:
	of control (see Section II.B.1.) State the legal name of the entity in ls a right of control:
B. Business address of the Disclosi	
C Talanhana:	
	Seaman – CBRE Global Investment Partners (Advisor)
E. Federal Employer Identification	No. (if you have one):
- · · · · · · · · · · · · · · · · · · ·	nsaction or other undertaking (referred to below as the "Matter") to project number and location of property, if applicable):
Assignment of Ground Lease at No	ortheast Cargo development project
G. Which City agency or departmen	nt is requesting this EDS? Department of Aviation
If the Matter is a contract being h complete the following:	nandled by the City's Department of Procurement Services, please
Specification # NA	and Contract # NA

#### SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

#### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing	Party:
[] Person ,	[] Limited liability company
[] Publicly registered business corporation	[] Limited liability partnership
[] Privately held business corporation	[] Joint venture
[] Sole proprietorship	Not-for-profit corporation
[] General partnership	(Is the not-for-profit corporation also a 501(c)(3))?
[] Limited partnership	[] Yes [] No
[] Trust	[] Yes [] No [X] Other (please specify)
	PENSION FUND
THE NETHERLANDS	n country) of incorporation or organization, if applicable: e State of Illinois: Has the organization registered to do entity?
[] Yes [X] No	[] N/A

#### B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Hans van der Knapp -	Chairman
Lex Steenbergen -	Member of Board of Directors
Peggy Wilson -	Member of Board of Directors
Peter van Meel -	Member of Board of Directors
Wim Kastelijn -	Member of Board of Directors
Aldrik Venemans -	Member of Board of Directors
Wim van Iersel -	Member of Board of Directors
Bas Huitink -	Head of Finance & Control
Anoeshka Sankatsing -	Head of Legal & Compliance
Joram Swart –	Head of Risk Management

2. Please provide the following information concerning each person or entity having a direct or Page 2 of 13

indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the
		Disclosing Party
NONE		
SECTION III F	BUSINESS RELATION SHIPS W	ITH CITY ELECTED OFFICIALS
Has the Disclos	ing Party had a "business relationsh	ip," as defined in Chapter 2-156 of the Municipal
	y elected official in the 12 months l	
[]Yes	[X] No	
[] 103		

#### SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
CBRE GLOBAL INVEST EC4M 9AF, UNITED KII ANNUALLY AS ASSET	NGDOM / DIS	ENRS / ONE NEW CHANGE, TH CRETIONARY INVESTMENT A INT FEE	IRD FLOOR, LONDON,
(Add sheets if necessary)			
[] Check here if the Discle	osing Party has	s not retained, nor expects to retain	, any such persons or entities.
SECTION V CERTIF	ICATIONS		
A. COURT-ORDERED C	CHILD SUPPO	ORT COMPLIANCE	
-		5, substantial owners of business e heir child support obligations throu	
<del>-</del> -	-	y owns 10% or more of the Disclos ns by any Illinois court of competer	-
[]Yes []No	[X] N	To person directly or indirectly own closing Party.	s 10% or more of the
If "Yes," has the person en		ourt-approved agreement for payme	ent of all support owed and
[] Yes [] No			
B. FURTHER CERTIFIC	ATIONS		
1. Pursuant to Municip	oal Code Chap	oter 1-23, Article I ("Article I")(wh	ich the Applicant should

consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further
Certifications), the Disclosing Party must explain below:
NONE

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").  NONE
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.  NONE
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [x] is not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):  NONE

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

#### D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[]Yes

[X] No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[] Yes

[X] No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

**Business Address** 

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.
X1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying  Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):  NONE
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by

applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a

member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

#### B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

negotiations.	
Is the Disclosing	Party the Applicant?
[] Yes	[] No
If "Yes," answer	the three questions below:
-	developed and do you have on file affirmative action programs pursuant to applicable as? (See 41 CFR Part 60-2.)
[] Yes	[] No
Contract Complia	filed with the Joint Reporting Committee, the Director of the Office of Federal ance Programs, or the Equal Employment Opportunity Commission all reports due ble filing requirements?  [] No
3. Have you equal opportunity	participated in any previous contracts or subcontracts subject to the clause?
[] Yes	[] No
If you checked "?	No" to question 1. or 2. above, please provide an explanation:

# SECTION VII -- ACKNOW LEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

#### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS-and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

CBRE Global Investment Partners Limited
In its capacity as duly authorised attorney
For and on behalf of
STICHTING PENSIOENFONDS ING
(Print or type name of <u>Disclosing</u> Party)
Ву:
(Sign here)
Ivo de Wit
(Print or type name of person signing)
Senior Portfolio Manager - Global
(Print or type title of person signing)
Signed and sworn to before me on (date) 3 2117, at Suffer County Wars achusetts (state).
Notary Public.
Page 12 of 13

Commission expires:

DeAnna Thomas
Notary Public
COMMONWEALTH OF MASSACHUSETTS
My Commission Expires
May 18, 2023

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#### CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person-exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

CVINT.

[] res	[X] NO	
such person is connec	ted; (3) the name and title of th	of such person, (2) the name of the legal entity to which e elected city official or department head to whom such nature of such familial relationship.
·		

#### CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

#### **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party s	ubmitting this EDS. Include d/b/a/ if applicable:
UPS Group Trust	· · · · · · · · · · · · · · · · · · ·
Check ONE of the following three box	es:
Indicate whether the Disclosing Party sul  1. [] the Applicant  OR  2. [X] a legal entity holding a direct of	bmitting this EDS is: or indirect interest in the Applicant. State the legal name of the
	Party holds an interest:
	ntrol (see Section II.B.1.) State the legal name of the entity in ght of control:
B. Business address of the Disclosing Pa	arty:
C Telephone:	
D. Name of contact person: Judy McMa	han
E. Federal Employer Identification No. (i	f you have one):
	on or other undertaking (referred to below as the "Matter") to at number and location of property, if applicable):
Assignment of Ground Lease at Northea	st Cargo development project
G. Which City agency or department is re	equesting this EDS? Department of Aviation
If the Matter is a contract being handle complete the following:	ed by the City's Department of Procurement Services, please
Specification # NA	and Contract # NA

#### SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

#### A. NATURE OF THE DISCLOSING PARTY

<ol> <li>Indicate the nature of the Disclosing P</li> <li>Person</li> <li>Publicly registered business corporation</li> <li>Privately held business corporation</li> <li>Sole proprietorship</li> <li>General partnership</li> <li>Limited partnership</li> <li>Trust</li> <li>specify)</li> </ol>	[] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [X] Other (please  PENSION FUND
2. For legal entities, the state (or foreign	country) of incorporation or organization, if applicable:
GEORGIA	
3. For legal entities not organized in the susiness in the State of Illinois as a foreign en	State of Illinois: Has the organization registered to do ntity?
[] Yes [X] No	[]N/A
B. IF THE DISCLOSING PARTY IS A LEC	GAL ENTITY:
NOTE: For not-for-profit corporations, also there are no such members, write "no member the legal titleholder(s).  If the entity is a general partnership, limite partnership or joint venture, list below the narmanager or any other person or entity that corporations.	all executive officers and all directors of the entity. list below all members, if any, which are legal entities. If ers." For trusts, estates or other similar entities, list below d partnership, limited liability company, limited liability me and title of each general partner, managing member, ntrols the day-to-day management of the Disclosing Party.
NOTE: Each legal entity listed below must su	tomic an EDS on its own behalf.
Name Brian Pellegrino - CIO	Title

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the
		Disclosing Party
· · · · · · · · · · · · · · · · · · ·		
SECTION III E	BUSINESS RELATION SHIPS W	ITH CITY ELECTED OFFICIALS
•	ing Party had a "business relationsh y elected official in the 12 months b	ip," as defined in Chapter 2-156 of the Municipal
[] Yes	[X] No	
If yes, please ident relationship(s):	ify below the name(s) of such City	elected official(s) and describe such

#### SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether the control of anticipate to be retained)		Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
CBRE INVESTORS, INVESTMENT ADV	LLC, 515 SOUT ISOR / EST ASS	TH FLOWER ST, 31 <sup>ST</sup> FLOOR, LOS ANGELES, CA 90 SET MANAGEMENT FEE \$66,000 PER YEAR	
(Add sheets if necess	ary)		
[] Check here if the l	Disclosing Party h	as not retained, nor expects to retain	, any such persons or entities
SECTION V CER	TIFICATIONS		
A. COURT-ORDER	ED CHILD SUPP	ORT COMPLIANCE	
•		15, substantial owners of business e their child support obligations throu	
· •	-	ly owns 10% or more of the Disclosons by any Illinois court of competer	•
[] Yes [		No person directly or indirectly own sclosing Party.	s 10% or more of the
If "Yes," has the pers is the person in comp		court-approved agreement for paymegreement?	ent of all support owed and
[] Yes [	] No		ı
B. FURTHER CERT	IFICATIONS		
consult for defined te submitting this EDS i certifies as follows: (i	rms (e.g., "doing b s the Applicant an ) neither the Appl	upter 1-23, Article I ("Article I")(who business") and legal requirements), it is doing business with the City, the icant nor any controlling person is corrected of, or placed under	if the Disclosing Party en the Disclosing Party currently indicted or charged

criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7.	If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further			
Certifications), the Disclosing Party must explain below:				
NON	E			

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official of the City of Chicago (if none, indicate with "N/A" or "none").  NONE
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during a 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in a course of official City business and having a retail value of less than \$20 per recipient (if none, indicated with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [X] is not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):  NONE

	" the word "None," or no response a nmed that the Disclosing Party certif	appears on the lines above, it will be field to the above statements.
D. CERTIFICAT	ION REGARDING INTEREST IN	CITY BUSINESS
Any words or term meanings when us		of the Municipal Code have the same
of the City have a entity in the Matte	financial interest in his or her own	funicipal Code: Does any official or employee name or in the name of any other person or
[] Yes	[X] No	
NOTE: If you che Item D.1., proceed		to Items D.2. and D.3. If you checked "No" to
elected official or any other person o for taxes or assess "City Property Sal	employee shall have a financial inter- er entity in the purchase of any prop- ments, or (iii) is sold by virtue of le	we bidding, or otherwise permitted, no City erest in his or her own name or in the name of erty that (i) belongs to the City, or (ii) is sold gal process at the suit of the City (collectively, ten pursuant to the City's eminent domain powering of this Part D.
Does the Matter in	volve a City Property Sale?	
[]Yes	[X] No	
-	ked "Yes" to Item D.1., provide the yees having such interest and identif	names and business addresses of the City fy the nature of such interest:
Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.
_X1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a

member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

#### B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

	submit the following information with their bids or in writing at the outset of
Is the Disclosing I	Party the Applicant?
[ ] Yes	[ ] No
If "Yes," answer t	he three questions below:
-	eveloped and do you have on file affirmative action programs pursuant to applicable? (See 41 CFR Part 60-2.)
[]Yes	[ ] No
Contract Complian	lled with the Joint Reporting Committee, the Director of the Office of Federal nce Programs, or the Equal Employment Opportunity Commission all reports due le filing requirements?  [] No
3. Have you p equal opportunity	articipated in any previous contracts or subcontracts subject to the clause?
[]Yes	[ ] No
If you checked "N	o" to question 1. or 2. above, please provide an explanation:

# SECTION VII -- ACKNOW LEDGM ENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that: .

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

#### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

UPS GROUP TRUST		
(Print or type name of Disclosing Party)  By:		ely with respect to the assets of CBRE Global Investors, LLC
(Sign here)  Joseph Kohlman	but solely in its capac	York Mellon, not individually ity as Directed Trustee on behalf
(Print or type name of person signing)	of the Trust	
Authorized Representative	_	
(Print or type title of person signing)		
Signed and sworn to before me on (date) at County,	3/9/17 (state).	
PLARES	_ Notary Public.	manue BORES A BODDICHEZ IN
Commission expires: 67.11 18	·	ROBERT A. RODRIGUEZ, JR. Notary Public, State of Texas My Commission Expires July 11–2018

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# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ · ] Yes	[X ] No		
such person is connecte	ed; (3) the name and title of the	e of such person, (2) the name of the legal entity to which the elected city official or department head to whom such a nature of such familial relationship.	

#### CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

#### SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:	
CBRE Global Investment Partners Global Alpha Fund Series FCP-SIF	
Check ONE of the following three boxes:	
Indicate whether the Disclosing Party submitting this EDS is:  1. [] the Applicant OR  2. [X] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: OR  3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in	
which the Disclosing Party holds a right of control:	
B. Business address of the Disclosing Party:	
C. Telephone:	
D. Name of contact person: Justin Seaman	
E. Federal Employer Identification No. (if you have one):	
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):	
Assignment of Ground Lease at Northeast Cargo development project	
G. Which City agency or department is requesting this EDS? <u>Department of Aviation</u>	
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:	
Specification # NA and Contract # NA .	

#### SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

#### A. NATURE OF THE DISCLOSING PARTY

<ol> <li>Indicate the nature of the Disclosing Partial</li> <li>Person</li> <li>Publicly registered business corporation</li> <li>Privately held business corporation</li> <li>Sole proprietorship</li> <li>General partnership</li> <li>Limited partnership</li> <li>Trust</li> </ol>	[] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [X] Other (please specify) LUXEMBOURG FCP
2. For legal entities, the state (or foreign of	country) of incorporation or organization, if applicable:
LUXEMBOURGH	
3. For legal entities not organized in the S business in the State of Illinois as a foreign en	State of Illinois: Has the organization registered to do tity?
[] Yes [X] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
NOTE: For not-for-profit corporations, also I there are no such members, write "no member the legal titleholder(s).  If the entity is a general partnership, limited partnership or joint venture, list below the name	all executive officers and all directors of the entity. ist below all members, if any, which are legal entities. If rs." For trusts, estates or other similar entities, list below I partnership, limited liability company, limited liability ne and title of each general partner, managing member, trols the day-to-day management of the Disclosing Party. Ibmit an EDS on its own behalf.
Name	Title
ALEXANDER PHILIP VAN RIEL – DIRECT ALEXANDER ROBERT BIGNELL – DIRECT GILLIAN ANNE ROANTREE – DIRECTOR IAN GLEESON – DIRECTOR JEREMY JAMES PLUMMER- DIRECTOR	CTOR

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name

Business Address

Percentage Interest in the
Disclosing Party

SAINSBURY'S PENSION SCHEME / 33 HOLBORN, LONDON, EC1N2HT, UNITED KINGDOM /
9.1%

HERTFORDSHIRE COUNTY COUNCIL PENSION FUND/ POSTAL POINT CH0327, COUNTY
HALL, PEGS LANE, HERTFORD, HERTFORDSHIRE, SG13 8DQ, UNITED KINGDOM / 8.2%

SECTION III -- BUSINESS RELATION SHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes

[X] No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

#### SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate when retained or anticipate to be retained)		1	Party Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
CBRE GLOBAL IN EC4M 9AF, UNITE ANNUALLY AS AS	D KINGDOM/	ARTENRS / ONE NEW CHANG DISCRETIONARY INVESTME EMENT FEE	•
			· · · · · · · · · · · · · · · · · · ·
(Add sheets if necess	sary)		· · · · · · · · · · · · · · · · · · ·
[X] Check here if the	Disclosing Par	ty has not retained, nor expects to	o retain, any such persons or entities.
SECTION V CER	TIFICATION	ıs	
A. COURT-ORDER	ED CHILD SU	PPORT COMPLIANCE	
•		2-415, substantial owners of busing ith their child support obligations	iness entities that contract with the sthroughout the contract's term.
• •	· ·	rectly owns 10% or more of the Dations by any Illinois court of co	•
[] Yes		] No person directly or indirectly	owns 10% or more of the
		Disclosing Party.	
If "Yes," has the pers is the person in comp			payment of all support owed and
[] Yes	[ ] No		
B. FURTHER CERT	TIFICATIONS		

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party:
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Furthern					
Certifications), the Disclosing Party must explain below:					
NONE					

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusi	vely
presumed that the Disclosing Party certified to the above statements.	

8. To the best of the Disclosing Party's knowledge after reasonable is complete list of all current employees of the Disclosing Party who were, month period preceding the execution date of this EDS, an employee, or of the City of Chicago (if none, indicate with "N/A" or "none").  NONE	at any time during the 12-
9. To the best of the Disclosing Party's knowledge after reasonable is complete list of all gifts that the Disclosing Party has given or caused to a 12-month period preceding the execution date of this EDS, to an employe official, of the City of Chicago. For purposes of this statement, a "gift" of made generally available to City employees or to the general public, or (is course of official City business and having a retail value of less than \$20 with "N/A" or "none"). As to any gift listed below, please also list the national NONE.	be given, at any time during the ee, or elected or appointed loes not include: (i) anything i) food or drink provided in the per recipient (if none, indicate
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION	
1. The Disclosing Party certifies that the Disclosing Party (check one	2)
[] is [X] is not	
a "financial institution" as defined in Section 2-32-455(b) of the Municip	al Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing	g Party pledges:
"We are not and will not become a predatory lender as defined in Chapter Code. We further pledge that none of our affiliates is, and none of them lender as defined in Chapter 2-32 of the Municipal Code. We understand lender or becoming an affiliate of a predatory lender may result in the los business with the City."	will become, a predatory I that becoming a predatory
If the Disclosing Party is unable to make this pledge because it or any of Section 2-32-455(b) of the Municipal Code) is a predatory lender within 2-32 of the Municipal Code, explain here (attach additional pages if nec	the meaning of Chapter

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

#### D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[]Yes

[X] No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[] Yes

[X] No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name Business Address Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.
_X1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying  Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

#### B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the	Disclosing Party the	Applicant?
[]	Yes	[ ] No
If "Y	es," answer the three	questions below:
	Have you developed al regulations? (See	d and do you have on file affirmative action programs pursuant to applicable I CFR Part 60-2.)
[]	Yes	[] No
Contr under	*	the Joint Reporting Committee, the Director of the Office of Federal rams, or the Equal Employment Opportunity Commission all reports due requirements?  [] No
3. equal	Have you participat opportunity clause?	ed in any previous contracts or subcontracts subject to the
•	Yes	[] No
If you	checked "No" to que	estion 1. or 2. above, please provide an explanation:

## SECTION VII -- ACKNOW LEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

#### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

CBRE Global Investment Partners Limited

on behalf of CBRE Global Investment

Partners Fund Series S.à.r.l (in its capacity
as Management Company of CBRE Global
Investment Partners Global Alpha Fund
Series FCP-SIF in respect of sub fund
CBRE Global Investment Partners Global
Alpha Fund)
(Print or type name of Disclosing Party)

By:

(Sign here)

Ivo de Wit

(Print or type name of person signing)

Senior Portfolio Manager - Global
(Print or type title of person signing)

Signed and sworn to before me on (date)

at Softon V County, Mark a Muselu (state).

Notary Public.

Commission expires:

DeAnna Thomas
Notary Public

COMMONWEALTH OF MASSACHUSE ITS
My Commission Expires
May 18, 2023

#### CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or sceretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[X] No

[ ] Yes

	• • • • • • • • • • • • • • • • • • • •	-		the legal entity to which ent head to whom such
person has a famil		•	•	
· · · · · · · · · · · · · · · · · · ·		 		<del></del>

#### CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

#### SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting	this EDS. Include d/b/a/ if applicable:
RAL GP, LLC	
Check ONE of the following three boxes:	
Indicate whether the Disclosing Party submitting the 1. [] the Applicant OR	nis EDS is:
Applicant in which the Disclosing Party holds <u>Distribution Infrastructure</u> , LLC OR	interest in the Applicant. State the legal name of the san interest: Aero Chicago, LLC / Aero Chicago Section II.B.1.) State the legal name of the entity in trol:
3. Business address of the Disclosing Party: 20	1 West Street
<u>Ar</u>	nnapolis, MD 21401
C. Telephone: (800) 528-5565 Fax: (410) 280	0-0100 Email: drose@aeroterm.com
D. Name of contact person: <u>David Rose</u>	
E. Federal Employer Identification No. (if you have	e one):
F. Brief description of contract, transaction or other which this EDS pertains. (Include project number a	r undertaking (referred to below as the "Matter") to and location of property, if applicable):
Assignment of Ground Lease at Northeast Cargo d	evelopment project
G. Which City agency or department is requesting	this EDS? Department of Aviation
If the Matter is a contract being handled by the Complete the following:	City's Department of Procurement Services, please
Specification # NA	and Contract # NA

### SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

#### A. NATURE OF THE DISCLOSING PARTY

<ol> <li>Indicate the nature of the Disclosing Part [] Person</li> <li>Publicly registered business corporation</li> <li>Privately held business corporation</li> <li>Sole proprietorship</li> <li>General partnership</li> <li>Limited partnership</li> <li>Trust</li> </ol>	rty:  [X] Limited liability company  [] Limited liability partnership  [] Joint venture  [] Not-for-profit corporation  (Is the not-for-profit corporation also a 501(c)(3))?  [] Yes  [] No  [] Other (please specify)
2. For legal entities, the state (or foreign co	ountry) of incorporation or organization, if applicable:
Delaware	·
3. For legal entities not organized in the St business in the State of Illinois as a foreign entities.	ate of Illinois: Has the organization registered to do ity?
[] Yes [X] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEGA	AL ENTITY:
NOTE: For not-for-profit corporations, also list there are no such members, write "no members the legal titleholder(s).  If the entity is a general partnership, limited partnership or joint venture, list below the name	I executive officers and all directors of the entity. It below all members, if any, which are legal entities. If It is: For trusts, estates or other similar entities, list below  partnership, limited liability company, limited liability and title of each general partner, managing member, rols the day-to-day management of the Disclosing Party.  mit an EDS on its own behalf.
Name	Title
Kenneth Code	Co-Chairman
John Cammett	Co-Chairman
Mitchell Gordon	President
Erin Gruver	Chief Development Officer
Benoit Viens	
Michael Minear	Executive Vice President
Dustin Gillioz	
David Dasa	Via- Danidana

Elijah Gregory	Vice President	
Aaron Sacks	Vice President and General Counsel	
Melanie Lundquist	Vice President and Chief Financial Officer	
Realterm Asset Holdings, LLC	Managing Member	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Realterm Asset Holdings	, LLC 201 West St. Annapolis MD, 2140	9
SECTION III DUSINI	COC DELATION CHIDS WITH CITY EL	ECTED OFFICIALS
SECTION III BUSINI	ESS RELATION SHIPS WITH CITY EL	ECTED OFFICIALS
<del>-</del>	ty had a "business relationship," as defined	
Code, with any City elected	ed official in the 12 months before the date	this EDS is signed?
[] Yes	[X] No	
If yes, please identify belorelationship(s):	ow the name(s) of such City elected official	(s) and describe such

#### SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

retained or anticipated to be retained)	Address	(subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary	·)		
[X] Check here if the Di	sclosing Party	has not retained, nor expects to	retain, any such persons or entities
SECTION V CERTI	FICATIONS		
A. COURT-ORDERED	CHILD SUPP	ORT COMPLIANCE	
•		15, substantial owners of busin their child support obligations t	ess entities that contract with the throughout the contract's term.
	· · · · · · · · · · · · · · · · · · ·	ly owns 10% or more of the Disons by any Illinois court of com	-
[] Yes [X]		o person directly or indirectly o sclosing Party.	owns 10% or more of the
If "Yes," has the person is the person in complian			ayment of all support owed and
[]Yes []]	No		
B. FURTHER CERTIF	ICATIONS		·
consult for defined terms submitting this EDS is the certifies as follows: (i) n with, or has admitted gu- criminal offense involving perjury, dishonesty or de	s (e.g., "doing to be Applicant an either the Appl ilt of, or has even to actual, attem accit against an	er been convicted of, or placed pted, or conspiracy to commit lofficer or employee of the City	its), if the Disclosing Party ty, then the Disclosing Party is currently indicted or charged under supervision for, any

Name (indicate whether

Business

Relationship to Disclosing Party Fees (indicate whether

doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further		
ertifications), the Disclosing Party must explain below:		
A		

presumed that the Disclosing Party certified to the above statements.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").  NA
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.  NA
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [X] is not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):  NA

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements. D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D. 1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter? [] Yes [X] No NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E. 2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D. Does the Matter involve a City Property Sale? [] Yes [X] No 3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City Name **Business Address** Nature of Interest

officials or employees having such interest and identify the nature of such interest:

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.			
X1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.			
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:			
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS			
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.			
A. CERTIFICATION REGARDING LOBBYING			
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):			
<del></del>			
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)			
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined be applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,			

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

<del>-</del>	erty will submit an updated certification at the end of each calendar quarter in went that materially affects the accuracy of the statements and information set and A.2. above.
501(c)(4) of the Internal 1	rty certifies that either: (i) it is not an organization described in section Revenue Code of 1986; or (ii) it is an organization described in section Revenue Code of 1986 but has not engaged and will not engage in "Lobbying"
form and substance to par subcontract and the Discle	arty is the Applicant, the Disclosing Party must obtain certifications equal in agraphs A.1. through A.4. above from all subcontractors before it awards any osing Party must maintain all such subcontractors' certifications for the I must make such certifications promptly available to the City upon request.
B. CERTIFICATION RE	GARDING EQUAL EMPLOYMENT OPPORTUNITY
<u> </u>	unded, federal regulations require the Applicant and all proposed he following information with their bids or in writing at the outset of
Is the Disclosing Party the	Applicant?
[] Yes	[] No .
If "Yes," answer the three	questions below:
1. Have you develope federal regulations? (See [] Yes	d and do you have on file affirmative action programs pursuant to applicable 41 CFR Part 60-2.) [] No
Contract Compliance Progunder the applicable filing	<del>-</del>
[] Yes	[ ] No
3. Have you participa equal opportunity clause?	ted in any previous contracts or subcontracts subject to the
[] Yes	[] No
If you checked "No" to qu	estion 1. or 2. above, please provide an explanation:

## SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

#### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

RAL GP, LLC_		
(Print or type name of Disclosing Party)		
By: //////		
(Sign here)		
David Rose	·	
(Print or type name of person signing)		
Vice President		
(Print or type title of person signing)		
	2 1-17	
Signed and sworn to before me on (date)	$\frac{5-1}{1}$	7
at Anne Arunde County, May land	(state).	~ :
Chacie B. Codna	Notary Public.	
TRACIE B. BO Notary Public-N Anne Arundel My Commission June 03, 2	DDNAR Maryland County <del>n Expu2</del> s	
	Page 12 of 13	

#### CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes	[X] No	
such person is connect	ed; (3) the name and title of	itle of such person, (2) the name of the legal entity to which the elected city official or department head to whom such ise nature of such familial relationship.

## CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

## SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
Realterm Asset Holdings, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is:  1. [] the Applicant OR
2. [X] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Aero Chicago, LLC / Aero Chicago  Distribution Infrastructure, LLC OR
3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:
B. Business address of the Disclosing Party: 201 West Street
Annapolis, MD 21401
C. Telephone: (800) 528-5565 Fax: (410) 280-0100 Email: drose@aeroterm.com
D. Name of contact person: <u>David Rose</u>
E. Federal Employer Identification No. (if you have one):
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Assignment of Ground Lease at Northeast Cargo development project
G. Which City agency or department is requesting this EDS? Department of Aviation
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # NA and Contract # NA

#### SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

#### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Pa [] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	[X] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign of	country) of incorporation or organization, if applicable:
Delaware	<del></del>
3. For legal entities not organized in the S business in the State of Illinois as a foreign en	State of Illinois: Has the organization registered to do tity?
[ ] Yes [X] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
NOTE: For not-for-profit corporations, also I there are no such members, write "no member the legal titleholder(s).  If the entity is a general partnership, limited partnership or joint venture, list below the name	all executive officers and all directors of the entity. ist below all members, if any, which are legal entities. If rs." For trusts, estates or other similar entities, list below d partnership, limited liability company, limited liability ne and title of each general partner, managing member, atrols the day-to-day management of the Disclosing Party. Abmit an EDS on its own behalf.
Name	Title
Kenneth Code	General Manager
John Cammett	General Manager

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Kenneth Code	201 West St. Annapolis MD, 21401	50%
John Cammett	201 West St. Annapolis MD, 21401	50%

#### SECTION III -- BUSINESS RELATION SHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[]Yes	[X] No	

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

#### SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	r Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary	/ <u>)</u>		
[X] Check here if the Di	isclosing Party l	nas not retained, nor expects to retai	n, any such persons or entities.
SECTION V CERT	IFICATIONS		
A. COURT-ORDERED	CHILD SUPP	ORT COMPLIANCE	
-		15, substantial owners of business e their child support obligations throu	
	•	ly owns 10% or more of the Disclos ons by any Illinois court of competer	
[] Yes [X]		o person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person is the person in complian		ourt-approved agreement for paymereement?	ent of all support owed and
[] Yes [] ]	No		
B. FURTHER CERTIF	ICATIONS		
consult for defined terms submitting this EDS is the certifies as follows: (i) n with, or has admitted gui criminal offense involving	s (e.g., "doing be ne Applicant an either the Appli ilt of, or has eve ng actual, attem	pter 1-23, Article I ("Article I")(whousiness") and legal requirements), in discount of the City, the cant nor any controlling person is controlling person in the controlling person is controlling person in the controlling person is controlling person in the controlling person in the controlling person is controlling person in the controlling person is controlling person in the controlling person is controlling person in the controlling person in the controlling person is controlling person in the controlling person in the controlling person in the controlling person is controlling person in the c	f the Disclosing Party en the Disclosing Party urrently indicted or charged r supervision for, any ry, theft, fraud, forgery,

Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further					
Certification	ns), the Disclosing	g Party must ex	plain below:		
NA					 
				-	
<del></del>				· — - · · · - · · · · ·	 

presumed that	at the Disclosing Party certified to the above statements.
complete list month period of the City of	e best of the Disclosing Party's knowledge after reasonable inquiry, the following is a t of all current employees of the Disclosing Party who were, at any time during the 12-d preceding the execution date of this EDS, an employee, or elected or appointed official, f Chicago (if none, indicate with "N/A" or "none").
complete list 12-month per official, of the made general course of offi with "N/A" of	e best of the Disclosing Party's knowledge after reasonable inquiry, the following is a of all gifts that the Disclosing Party has given or caused to be given, at any time during the riod preceding the execution date of this EDS, to an employee, or elected or appointed at City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything a variable to City employees or to the general public, or (ii) food or drink provided in the city business and having a retail value of less than \$20 per recipient (if none, indicate or "none"). As to any gift listed below, please also list the name of the City recipient.
C. CERTIFIC	CATION OF STATUS AS FINANCIAL INSTITUTION
1. The D	isclosing Party certifies that the Disclosing Party (check one)
[ ] is	[X] is not
a "financial ii	nstitution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the	Disclosing Party IS a financial institution, then the Disclosing Party pledges:
Code. We fu lender as defi	and will not become a predatory lender as defined in Chapter 2-32 of the Municipal orther pledge that none of our affiliates is, and none of them will become, a predatory ined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory oming an affiliate of a predatory lender may result in the loss of the privilege of doing the City."
Section 2-32-	sing Party is unable to make this pledge because it or any of its affiliates (as defined in 455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements. D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D. 1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter? []Yes [X] No NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E. 2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D. Does the Matter involve a City Property Sale? [] Yes [X] No 3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest: Nature of Interest Business Address Name

Name Business Address Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.
X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

#### B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?	
[] Yes [] No	
If "Yes," answer the three questions below:	
1. Have you developed and do you have on file affirmative action programs pursuant to applical federal regulations? (See 41 CFR Part 60-2.)	ole
[] Yes [] No	
2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?	
[] Yes [] No	
3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?	
[] Yes [] No	
If you checked "No" to question 1. or 2. above, please provide an explanation:	
	_

# SECTION VII -- ACKNOW LEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

#### CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Realterm Asset Holdings, LLC (Print or type name of Disclosing Party)	
By:	
(Sign here)	
Kenneth Code	
(Print or type name of person signing)	
General Manager	
(Print or type title of person signing)	
	28-17
at Home Hundel County, Maryland (state	ry Public.
Commission expires:  IRACIE B. BODNAR Notary Public-Maryland Anne Arundel County My Commission Expires June 03, 2018Page	

#### CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes	[X] No	
such person is connec	ted; (3) the name and title of the	f such person, (2) the name of the legal entity to which elected city official or department head to whom such ature of such familial relationship.

## CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

## **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitt	ing this EDS. Include d/b/a/ if applicable:
Aero O'Hare, LLC	
Check ONE of the following three boxes:	
Indicate whether the Disclosing Party submittir 1. [X] the Applicant OR 2. [] a legal entity holding a direct or indire	ng this EDS is:  ct interest in the Applicant. State the legal name of the
	nolds an interest: OR see Section II.B.1.) State the legal name of the entity in control:
B. Business address of the Disclosing Party:	201 West Street
	Annapolis, MD 21401
C. Telephone: (800) 528-5565_ Fax: (410)  D. Name of contact person: David Rose	280-0100 Email: drose@aeroterm.com
	have one):
F. Brief description of contract, transaction or ownich this EDS pertains. (Include project num	other undertaking (referred to below as the "Matter") to ber and location of property, if applicable):
Assignment of Ground Lease at Northeast Car	go development project
G. Which City agency or department is request	ting this EDS? Department of Aviation
If the Matter is a contract being handled by t complete the following:	he City's Department of Procurement Services, please
Specification # NA	and Contract # NA

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

## A. NATURE OF THE DISCLOSING PARTY

<ol> <li>Indicate the nature of the Disclosing Parson</li> <li>Publicly registered business corporation</li> <li>Privately held business corporation</li> <li>Sole proprietorship</li> <li>General partnership</li> <li>Limited partnership</li> <li>Trust</li> </ol>	[X] Limited liability company  [] Limited liability partnership  [] Joint venture  [] Not-for-profit corporation  (Is the not-for-profit corporation also a 501(c)(3))?  [] Yes  [] No  [] Other (please specify)
2. For legal entities, the state (or foreign of	country) of incorporation or organization, if applicable:
Illinois	<del></del>
3. For legal entities not organized in the S business in the State of Illinois as a foreign en	State of Illinois: Has the organization registered to do tity?
[] Yes [] No	[X]N/A
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
NOTE: For not-for-profit corporations, also I there are no such members, write "no member the legal titleholder(s).  If the entity is a general partnership, limited partnership or joint venture, list below the name	all executive officers and all directors of the entity. ist below all members, if any, which are legal entities. If rs." For trusts, estates or other similar entities, list below d partnership, limited liability company, limited liability ne and title of each general partner, managing member, atrols the day-to-day management of the Disclosing Party. abmit an EDS on its own behalf.
Name	Title
Kenneth Code	<u>Co-Chairman</u>
John Cammett	Co-Chairman
Mitchell Gordon	President
Erin Gruver	Chief Development Officer
Benoit Viens	Executive Vice President
Michael Minear	Executive Vice President
Dustin Gillioz	Executive Vice President
David Rose	Vice President

Elijah Gregory	Vice President	
Aaron Sacks	Vice President and General Counsel	
Melanie Lundquist	Vice President and Chief Financial Officer	
Aero O'Hare Holdings, LLC	Managing Member	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Bu	siness Address	Percentage Interest in the
Aero O'Hare Holdings	, LLC_	201 West St. Annapolis MD, 21401	Disclosing Party100%
	· · · · · · · · · · · · · · · · · ·		
SECTION III BUS	INESS I	RELATION SHIPS WITH CITY ELEC	CTED OFFICIALS
_		d a "business relationship," as defined in ficial in the 12 months before the date thi	<del>-</del>
[] Yes	[X]	No	
If yes, please identify trelationship(s):	elow th	e name(s) of such City elected official(s)	and describe such

#### SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary	)		
[X] Check here if the Dis	sclosing Party	has not retained, nor expects to retain	n, any such persons or entities.
SECTION V CERTI	FICATIONS		
A. COURT-ORDERED	CHILD SUPP	ORT COMPLIANCE	
-		15, substantial owners of business of their child support obligations throu	
* <b>-</b>	•	tly owns 10% or more of the Disclosons by any Illinois court of compete	•
[] Yes [X]		o person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person is the person in complian		court-approved agreement for paym greement?	ent of all support owed and
[] Yes [] 1	No		
B. FURTHER CERTIF	ICATIONS		
consult for defined terms submitting this EDS is the certifies as follows: (i) n	s (e.g., "doing ne Applicant an either the App	apter 1-23, Article I ("Article I")(who business") and legal requirements), and is doing business with the City, the licant nor any controlling person is ever been convicted of, or placed under	if the Disclosing Party nen the Disclosing Party currently indicted or charged

Page 5 of 13

criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the incligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Furt	her
Certifications), the Disclosing Party must explain below:	
<u>NA</u>	

presumed that the Disclosing Party certified to the above statements.			
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").  NA  NA			
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.  NA			
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION			
1. The Disclosing Party certifies that the Disclosing Party (check one)			
[] is [X] is not			
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.			
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:			
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."			
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):  NA			

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively

•	e word "None," or no response a d that the Disclosing Party certi	appears on the lines above, it will be fied to the above statements.
D. CERTIFICATION	I REGARDING INTEREST IN	CITY BUSINESS
Any words or terms the meanings when used		of the Municipal Code have the same
		Aunicipal Code: Does any official or employee name or in the name of any other person or
NOTE: If you check Item D.1., proceed to	· •	to Items D.2. and D.3. If you checked "No" to
elected official or empany other person or enfor taxes or assessment "City Property Sale").	ployee shall have a financial into atity in the purchase of any prop ats, or (iii) is sold by virtue of le	we bidding, or otherwise permitted, no City erest in his or her own name or in the name of erty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, ten pursuant to the City's eminent domain power ning of this Part D.
Does the Matter invol	ve a City Property Sale?	
[] Yes	[X] No	
	"Yes" to Item D.1., provide the having such interest and identi	names and business addresses of the City fy the nature of such interest:
Name	Business Address	Nature of Interest
	g Party further certifies that no p ty official or employee.	prohibited financial interest in the Matter will
E. CERTIFICATION	REGARDING SLAVERY ER	A BUSINESS

Page 9 of 13

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

connection with the Matter voidable by the City.					
$X_1$ . The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.					
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:					
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS					
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.					
A. CERTIFICATION REGARDING LOBBYING					
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):					
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)					
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,					

comply with these disclosure requirements may make any contract entered into with the City in

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

•	ty will submit an updated certification at the end of each calendar quarter in ent that materially affects the accuracy of the statements and information set ad A.2. above.
501(c)(4) of the Internal R	y certifies that either: (i) it is not an organization described in section evenue Code of 1986; or (ii) it is an organization described in section evenue Code of 1986 but has not engaged and will not engage in "Lobbying"
form and substance to para subcontract and the Disclo	arty is the Applicant, the Disclosing Party must obtain certifications equal in agraphs A.1. through A.4. above from all subcontractors before it awards any sing Party must maintain all such subcontractors' certifications for the must make such certifications promptly available to the City upon request.
B. CERTIFICATION RE	GARDING EQUAL EMPLOYMENT OPPORTUNITY
-	unded, federal regulations require the Applicant and all proposed ne following information with their bids or in writing at the outset of
Is the Disclosing Party the	Applicant?
[] Yes	[ ] No
If "Yes," answer the three	questions below:
1. Have you developed federal regulations? (See	d and do you have on file affirmative action programs pursuant to applicable 41 CFR Part 60-2.) [] No
Contract Compliance Progunder the applicable filing	-
[] Yes	[ ] No
3. Have you participat equal opportunity clause?	ed in any previous contracts or subcontracts subject to the
[] Yes	[] No
If you checked "No" to qu	estion 1. or 2. above, please provide an explanation:

# SECTION VII -- ACKNOW LEDGM ENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

### **CERTIFICATION**

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Aero O'Hare, LLC (Print or type		
name of Disclosing Party)		
By: Inthe		
(Sign here)		
David Rose	_	
(Print or type name of person signing)	_	
Vice President	_	
(Print or type title of person signing)		
	2 21 17	
Signed and sworn to before me on (date)	3-21-17	
at <u>Anne Arundel</u> County, <u>MD</u>	(state).	···
Tracie B. Bodnar	Notary Public.	
		2
Commission expires:	·	
TRACIE B. BODNAR Notary Public-Maryland Anne Arundel County My Commission Expires June 03, 2018	Page 12 of 13	



## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

IXI No

[ ] Ves

[ ] 163	[24] 140	
such person is connect	ed; (3) the name and title of t	le of such person, (2) the name of the legal entity to which he elected city official or department head to whom such se nature of such familial relationship.

# CITY OF CHICAGO ECONOM IC DISCLOSURE STATEMENT AND AFFIDAVIT

# **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting the	nis EDS. Include d/b/a/ if applicable:
Aero O'Hare Express, LLC	
Check ONE of the following three boxes:	
Indicate whether the Disclosing Party submitting thi  1. [X] the Applicant  OR	s EDS is:
Applicant in which the Disclosing Party holds	ection II.B.1.) State the legal name of the entity in
B. Business address of the Disclosing Party: 201	West Street
Ann	napolis, MD 21401
C. Telephone: (800) 528-5565 Fax: (410) 280-	0100 Email: drose@aeroterm.com
D. Name of contact person: <u>David Rose</u>	
E. Federal Employer Identification No. (if you have	one):[
F. Brief description of contract, transaction or other which this EDS pertains. (Include project number a	
Assignment of Ground Lease at Northeast Cargo de	evelopment project_
G. Which City agency or department is requesting the	his EDS? Department of Aviation
If the Matter is a contract being handled by the Complete the following:	ity's Department of Procurement Services, please
Specification # NA	and Contract # NA

# SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

# A. NATURE OF THE DISCLOSING PARTY

David Rose

1. Indicate the nature of the Disclosing P	Party:
[] Person	[X] Limited liability company
[] Publicly registered business corporation	[] Limited liability partnership
[] Privately held business corporation	[] Joint venture
[] Sole proprietorship	[ ] Not-for-profit corporation
[] General partnership	(Is the not-for-profit corporation also a 501(c)(3))?
[] Limited partnership	[] Yes [] No
[] Trust	[] Other (please specify)
2. For legal entities, the state (or foreign	country) of incorporation or organization, if applicable:
Illinois	<del></del>
3. For legal entities not organized in the business in the State of Illinois as a foreign e	State of Illinois: Has the organization registered to do ntity?
[] Yes [] No	[X]N/A
B. IF THE DISCLOSING PARTY IS A LEG	GAL ENTITY:
NOTE: For not-for-profit corporations, also there are no such members, write "no member the legal titleholder(s).  If the entity is a general partnership, limited	fall executive officers and all directors of the entity. list below all members, if any, which are legal entities. If ers." For trusts, estates or other similar entities, list below ed partnership, limited liability company, limited liability me and title of each general partner, managing member,
	ntrols the day-to-day management of the Disclosing Party.
NOTE: Each legal entity listed below must s	
Name	Title
Kenneth Code	Co-Chairman
John Cammett	Co-Chairman
Mitchell Gordon	President
Erin Gruver	Chief Development Officer
Benoit Viens	Executive Vice President
Michael Minear	Executive Vice President

Vice President

Dustin Gillioz Executive Vice President

Elijah Gregory	Vice President
Aaron Sacks	Vice President and General Counsel
Melanic Lundquist	Vice President and Chief Financial Officer
Aero O'Hare Holdings, LLC	Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Busin	ness Address		Percentage Interest in the
		·		Disclosing Party
Aero O'Hare Holdin	ngs, LLC	201 West St. Annapolis	MD, 21401	100%
		-		
SECTION III BU	JSINESS RE	ELATION SHIPS WITH CI	TY ELECT	TED OFFICIALS
	•	•		hapter 2-156 of the Municipal
Code, with any City	elected offic	cial in the 12 months before t	he date this	EDS is signed?
[] Yes	[X] N	No		
• •	y below the	name(s) of such City elected	official(s) a	nd describe such
relationship(s):				
	<del></del> -			
		· · · · · · · · · · · · · · · · · · ·		

### SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

retained or anticipa to be retained)	ted Addres	ss (subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if nece	essary)		
[X] Check here if t	he Disclosing Pa	arty has not retained, nor expects	o retain, any such persons or entities.
SECTION V CI	ER TIFICATIO	DNS	
A. COURT-ORDE	ERED CHILD S	UPPORT COMPLIANCE	
_		92-415, substantial owners of bus with their child support obligation	iness entities that contract with the s throughout the contract's term.
		lirectly owns 10% or more of the l gations by any Illinois court of co	
[] Yes	[X] No	[] No person directly or indirectly Disclosing Party.	owns 10% or more of the
If "Yes," has the pois the person in cor			payment of all support owed and
[] Yes	[ ] No		
B. FURTHER CE	RTIFICATIONS	S	
consult for defined submitting this ED certifies as follows	terms (e.g., "do S is the Applica : (i) neither the	e Chapter 1-23, Article I ("Article bing business") and legal requirement and is doing business with the Applicant nor any controlling persons ever been convicted of, or place	ents), if the Disclosing Party City, then the Disclosing Party son is currently indicted or charged

Relationship to Disclosing Party Fees (indicate whether

Name (indicate whether

Business

criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7.	If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further
Certif	ications), the Disclosing Party must explain below:
NA	

presumed that the Disclosing Party certified to the above statements.				
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").				
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.  NA				
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION				
1. The Disclosing Party certifies that the Disclosing Party (check one)				
[] is [X] is not				
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.				
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:				
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."				
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):  NA				

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively

	_	appears on the lines above, it will be fied to the above statements.	
D. CERTIFICATION RE	EGARDING INTEREST IN	CITY BUSINESS	
Any words or terms that a meanings when used in th		of the Municipal Code have the same	
		Nunicipal Code: Does any official or employee name or in the name of any other person or	
NOTE: If you checked " Item D.1., proceed to Part	<del>-</del>	to Items D.2. and D.3. If you checked "No" to	
elected official or employ any other person or entity for taxes or assessments, on "City Property Sale"). Co	ee shall have a financial into in the purchase of any prop or (iii) is sold by virtue of le	we bidding, or otherwise permitted, no City erest in his or her own name or in the name of certy that (i) belongs to the City, or (ii) is sold gal process at the suit of the City (collectively, ten pursuant to the City's eminent domain powering of this Part D.	
Does the Matter involve a	City Property Sale?		
[] Yes	[X] No		
•	· •	names and business addresses of the City fy the nature of such interest:	
Name	Business Address	Nature of Interest	
4. The Disclosing Pa	•	prohibited financial interest in the Matter will	

## E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.				
$X_{-}$ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.				
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance olicies. The Disclosing Party verifies that the following constitutes full disclosure of all such ecords, including the names of any and all slaves or slaveholders described in those records:				
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS				
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.				
A. CERTIFICATION REGARDING LOBBYING				
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):				
·				
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)				
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pa any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any				

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

### B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

negotiations.	
Is the Disclosing Party the	Applicant?
[] Yes	[ ] No
If "Yes," answer the three of	questions below:
<ol> <li>Have you developed federal regulations? (See 4</li> <li>Yes</li> </ol>	and do you have on file affirmative action programs pursuant to applicable I CFR Part 60-2.) [] No
· ·	the Joint Reporting Committee, the Director of the Office of Federal rams, or the Equal Employment Opportunity Commission all reports due requirements?  [] No
3. Have you participate equal opportunity clause?	ed in any previous contracts or subcontracts subject to the
	estion 1. or 2. above, please provide an explanation:

# SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

#### **CERTIFICATION**

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Aero O'Hare Express, LLC(Prir	nt	
or type name of Disclosing Party)		
By: Wh		
(Sign here)		
David Rose		
(Print or type name of person signing)		
Vice President		
(Print or type title of person signing)		
	3-21-17	
Signed and sworn to before me on (date) _ at Anne Arundel County, MD	$\frac{3-21-17}{\text{(state)}}$	;
at Hame Thinger County, [1]	(State).	
Tracie B. Bodnas	Notary Public.	
Commission expires:	·	
TRACIE B. BODNAR Notary Public-Maryland Anne Arundel County My Commission Expires June 03, 2018	Page 12 of 13	



## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[ ] Yes	[X] No	
such person is connec	ted; (3) the name and title of the	tle of such person, (2) the name of the legal entity to which the elected city official or department head to whom such se nature of such familial relationship.

# CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

# **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party s	ubmitting this EDS. Include d/b/a/ if applicable:
Aero O'Hare Holdings, LLC	
Check ONE of the following three box	es:
	bmitting this EDS is:  or indirect interest in the Applicant. State the legal name of the Party holds an interest: Aero O'Hare, LLC / Aero O'Hare
3. [] a legal entity with a right of co	ntrol (see Section II.B.1.) State the legal name of the entity in ight of control:
B. Business address of the Disclosing P	arty: 201 West Street
	Annapolis, MD 21401
C. Telephone: <u>(800) 528-5565</u> Fax	: (410) 280-0100 Email: drose@aeroterm.com
D. Name of contact person: <u>David Rose</u>	<u>:</u>
E. Federal Employer Identification No. (	(if you have one):
F. Brief description of contract, transact	ion or other undertaking (referred to below as the "Matter") to ct number and location of property, if applicable):
Assignment of Ground Lease at Northe	ast Cargo development project_
G. Which City agency or department is	requesting this EDS? <u>Department of Aviation</u>
If the Matter is a contract being handled complete the following:	led by the City's Department of Procurement Services, please
'Specification # <u>NA</u>	and Contract # NA_

# SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

# A. NATURE OF THE DISCLOSING PARTY

<ol> <li>Indicate the nature of the Disclosing Particle</li> <li>Person</li> <li>Publicly registered business corporation</li> <li>Privately held business corporation</li> <li>Sole proprietorship</li> <li>General partnership</li> <li>Limited partnership</li> <li>Trust</li> </ol>	[X] Limited liability company  [] Limited liability partnership  [] Joint venture  [] Not-for-profit corporation  (Is the not-for-profit corporation also a 501(c)(3))?  [] Yes  [] No  [] Other (please specify)
2. For legal entities, the state (or foreign of	country) of incorporation or organization, if applicable:
<u>Delaware</u>	
3. For legal entities not organized in the S business in the State of Illinois as a foreign en	State of Illinois: Has the organization registered to do tity?
[X] Yes [] No	[ ] N/A
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
NOTE: For not-for-profit corporations, also I there are no such members, write "no member the legal titleholder(s).  If the entity is a general partnership, limited partnership or joint venture, list below the name	all executive officers and all directors of the entity. ist below all members, if any, which are legal entities. If rs." For trusts, estates or other similar entities, list below dispartnership, limited liability company, limited liability ne and title of each general partner, managing member, atrols the day-to-day management of the Disclosing Party. Is but the analysis on its own behalf.
Name Kenneth Code	Title Co-Chairman
John Cammett	Co-Chairman_
Mitchell Gordon	President
Erin Gruver	Chief Development Officer
Benoit Viens	Executive Vice President
Michael Minear	Executive Vice President
Dustin Gillioz	Executive Vice President
David Rose	Vice President

Elijah Gregory	Vice President
Aaron Sacks	Vice President and General Counsel
Melanie Lundquist	Vice President and Chief Financial Officer
Transportation Infrastructure Properties, LLC	Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Percentage Interest in the

Business Address

Name

	240035 1144.035	Disclos	sing Party
Transportation Infrast	ructure Properties, LLC_		•
SECTION III BUS	INESS RELATION SHIP	PS WITH CITY ELECTED OF	FICIALS
•	•	tionship," as defined in Chapter 2- onths before the date this EDS is si	•
[] Yes	[X] No		
If yes, please identify relationship(s):	below the name(s) of such	City elected official(s) and descri	be such

#### SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)		Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessa	ry)		
[X] Check here if the I	Disclosing Party h	as not retained, nor expects to retai	n, any such persons or entities.
SECTION V CER	TIFICATIONS		
A. COURT-ORDERE	ED CHILD SUPPO	ORT COMPLIANCE	
•		5, substantial owners of business e heir child support obligations throu	
* *	•	y owns 10% or more of the Disclos ns by any Illinois court of competer	
[] Yes [7		person directly or indirectly owns closing Party.	10% or more of the
If "Yes," has the person is the person in compl		ourt-approved agreement for paymoreement?	ent of all support owed and
[] Yes [	] No		
B. FURTHER CERT	IFICATIONS		

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further
Certifications), the Disclosing Party must explain below:
<u>NA</u>

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively

	e word "None," or no response a d that the Disclosing Party certif	appears on the lines above, it will be fied to the above statements.	
D. CERTIFICATION	REGARDING INTEREST IN	CITY BUSINESS	
Any words or terms the meanings when used it	<del>-</del>	of the Municipal Code have the same	
		Municipal Code: Does any official or employee name or in the name of any other person or	:
NOTE: If you checked Item D.1., proceed to	<del>-</del>	to Items D.2. and D.3. If you checked "No" to	
elected official or empany other person or enfor taxes or assessment "City Property Sale").	ployee shall have a financial intentity in the purchase of any properts, or (iii) is sold by virtue of le	ve bidding, or otherwise permitted, no City erest in his or her own name or in the name of erty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, ten pursuant to the City's eminent domain powning of this Part D.	
Does the Matter invol	ve a City Property Sale?		
[] Yes	[X] No		
-	"Yes" to Item D.1., provide the having such interest and identi	names and business addresses of the City fy the nature of such interest:	
Name	Business Address	Nature of Interest	
	g Party further certifies that no p ty official or employee.	prohibited financial interest in the Matter will	

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.			
X1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.			
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:			
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS			
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.			
A. CERTIFICATION REGARDING LOBBYING			
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):			
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)			
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a			

federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew,

member of Congress, in connection with the award of any federally funded contract, making any

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the	Applicant?
[] Yes	[ ] No
If "Yes," answer the three	questions below:
1. Have you developed federal regulations? (See 4	I and do you have on file affirmative action programs pursuant to applicable I CFR Part 60-2.)
2. Have you filed with	the Joint Reporting Committee, the Director of the Office of Federal rams, or the Equal Employment Opportunity Commission all reports due
3. Have you participate equal opportunity clause?	ed in any previous contracts or subcontracts subject to the
[] Yes	[] No
If you checked "No" to que	estion 1. or 2. above, please provide an explanation:

# SECTION VII -- ACKNOW LEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

### **CERTIFICATION**

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Aero O'Hare Holdings, LLC		
(Print or type name of Disclosing Party)		
By: The The		
(Sign here)		
David Rose		
(Print or type name of person signing)		
Vice President	<del></del>	
(Print or type title of person signing)		
Signed and sworn to before me on (date)	3-21-17	
at Anne Arundel County, MO	(state).	_,
Nacil B. Bodna	Notary Public.	
Commission expires:	·	
TRACIE B. BODNAR Notary Public-Maryland Anne Arundel County My Commission Expires June 03, 2018	Page 12 of 13	The state of the s



## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

## FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[X] No

[ ] Yes

ed; (3) the name and title of	f the elected city official	al or department head to who	
	ed; (3) the name and title or	ed; (3) the name and title of the elected city offici	y below (1) the name and title of such person, (2) the name of the legal entity ed; (3) the name and title of the elected city official or department head to who lationship, and (4) the precise nature of such familial relationship.

# CITY OF CHICAGO ECONOM IC DISCLOSURE STATEMENT AND AFFIDAVIT

## **SECTION I -- GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:
Transportation Infrastructure Properties, LLC
Check ONE of the following three boxes:
<ol> <li>Indicate whether the Disclosing Party submitting this EDS is:         <ol> <li>[] the Applicant OR</li> <li>[X] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Aero O'Hare, LLC / Aero O'Hare Express, LLC OR</li> <li>[] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:</li></ol></li></ol>
B. Business address of the Disclosing Party: 201 West Street
Annapolis, MD 21401
C. Telephone: (800) 528-5565 Fax: (410) 280-0100 Email: drose@aeroterm.com
D. Name of contact person: <u>David Rose</u>
E. Federal Employer Identification No. (if you have one):
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Assignment of Ground Lease at Northeast Cargo development project
G. Which City agency or department is requesting this EDS? Department of Aviation
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # NA

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

# A. NATURE OF THE DISCLOSING PARTY

Dustin Gillioz

David Rose

1. Indicate the nature of the	Disclosing Party:			
[] Person		[X] Limited liability company		
[] Publicly registered business	corporation [] Limited liabili	ty partnership		
[] Privately held business corp	ration [] Joint venture	,		
[] Sole proprietorship	[] Not-for-profit	corporation		
[] General partnership	- · · · · · · · · · · · · · · · · · · ·	fit corporation also a 501(c)(3))?		
[] Limited partnership	[] Yes	[] No		
[] Trust	[] Other (please s	specity)		
2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:				
<u>Delaware</u>				
3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?				
[] Yes [X]	No [] N/A			
B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:				
	and titles of all executive officers	•		
		s, if any, which are legal entities. If		
	e "no members." For trusts, estate	s or other similar entities, list below		
the legal titleholder(s).				
If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member,				
manager or any other person or entity that controls the day-to-day management of the Disclosing Party.				
	pelow must submit an EDS on its o			
Name	Title			
Kenneth Code	Co-Chairma	<u>n</u>		
John Cammett	Co-Chairma	n		
Mitchell Gordon	President_			
Erin Gruver	Chief Devel	opment Officer		
Benoit Viens	Executive V	Executive Vice President		
Michael Minear	Executive V	ice President		

Vice President

Executive Vice President

Elijah Gregory	Vice President
Aaron Sacks	Vice President and General Counsel
Melanie Lundquist	Vice President and Chief Financial Officer
TRIPS Holding Company, LLC	Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Busines	s Address	Percentage Interest in the
			Disclosing Party
TRIPS Holding Co	mpany, LLC	201 West St. Annap	oolis MD, 21401 100%
	<del></del>		
SECTION III B	SUSINESS REL	ATION SHIPS WITH (	CITY ELECTED OFFICIALS
Has the Disclosi	ing Party had a "	ousiness relationship." a	s defined in Chapter 2-156 of the Municipal
			the date this EDS is signed?
-	-		-
[] Yes	[X] No		
If ves nlease ident	ify helow the nat	ne(s) of such City electe	d official(s) and describe such
relationship(s):	iry ociow the har	ne(s) of such only electe	d official(s) and describe sach
	<del>-</del> ·		

## SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

retained or anticipated to be retained)	Address	(subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE:  "hourly rate" or "t.b.d." is not an acceptable response.
(Add shoots if no cossow)			
(Add sheets if necessary)			
[X] Check here if the Disc	closing Party l	has not retained, nor expects to retain	n, any such persons or entities.
SECTION V CERTIF	ICATIONS		
A. COURT-ORDERED (	CHILD SUPP	ORT COMPLIANCE	
•		15, substantial owners of business of their child support obligations through	
	•	ely owns 10% or more of the Disclosons by any Illinois court of compete	
[] Yes [X] N		o person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person e is the person in compliance		court-approved agreement for paym greement?	ent of all support owed and
[] Yes [] No	0		
B. FURTHER CERTIFIC	CATIONS		
consult for defined terms submitting this EDS is the certifies as follows: (i) ne	(e.g., "doing le Applicant are ither the Appl	apter 1-23, Article I ("Article I")(whousiness") and legal requirements), and is doing business with the City, the licant nor any controlling person is derived the convicted of, or placed under the convicted of	if the Disclosing Party nen the Disclosing Party currently indicted or charged

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criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

Certifications), the Disclosing Party must explain below:
<u>NA</u>

	" the word "None," or no respon nmed that the Disclosing Party co	se appears on the lines above, it will be ertified to the above statements.
D. CERTIFICAT	ION REGARDING INTEREST	IN CITY BUSINESS
Any words or term meanings when us		156 of the Municipal Code have the same
	financial interest in his or her ov	e Municipal Code: Does any official or employee wn name or in the name of any other person or
NOTE: If you ch Item D.1., proceed	· •	ed to Items D.2. and D.3. If you checked "No" to
elected official or any other person of for taxes or assess "City Property Sal	employee shall have a financial or entity in the purchase of any parents, or (iii) is sold by virtue of	titive bidding, or otherwise permitted, no City interest in his or her own name or in the name of roperty that (i) belongs to the City, or (ii) is sold f legal process at the suit of the City (collectively, taken pursuant to the City's eminent domain powe neaning of this Part D.
Does the Matter in	nvolve a City Property Sale?	
[] Yes	[X] No	
•	· •	the names and business addresses of the City entify the nature of such interest:
Name	Business Address	Nature of Interest

Name Business Address Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

## E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.
X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
,
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pa

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

negotiations.	the following information with their bids of in writing at the outset of
Is the Disclosing Party the	Applicant?
[] Yes	[ ] No
If "Yes," answer the three	questions below:
1. Have you developed federal regulations? (Sec. [] Yes	d and do you have on file affirmative action programs pursuant to applicable 41 CFR Part 60-2.) [] No
•	the Joint Reporting Committee, the Director of the Office of Federal grams, or the Equal Employment Opportunity Commission all reports due requirements?  [] No
3. Have you participatequal opportunity clause? [] Yes	ted in any previous contracts or subcontracts subject to the
If you checked "No" to qu	estion 1. or 2. above, please provide an explanation:

# SECTION VII -- ACKNOW LEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

#### **CERTIFICATION**

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

and complete as of the date furnished to the	e City.	
<u>Fransportation Infrastructure Properties,</u> <u>LLC</u> (Print or type name of Disclosing Part	ry)	
By: Wh		
(Sign here)		
David Rose		
(Print or type name of person signing)		
Vice President		
(Print or type title of person signing)		
Signed and sworn to before me on (date)	3-21-17	,
at Anne Arundel County, MD	(state).	
Tracil B. Bodna	Notary Public.	
Commission expires:	<b>.</b>	
TRACIE B. BODNAR Notary Public-Maryland Anne Arundel County	Page 12 of 13	

June 03, 2018



## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[X] No

[ ] Yes

such person is connected	ed; (3) the name and title	he name of the legal entity to which or department head to whom such ial relationship.

## CITY OF CHICAGO ECONOM IC DISCLOSURE STATEM ENT AND AFFIDAVIT

## **SECTION I -- GENERAL INFORMATION**

•		
A. Legal name of the Disclosing Par	rty submitting this EDS. I	nclude d/b/a/ if applicable:
TRIPS Holding Company, LLC		
Check ONE of the following three b	boxes:	
Indicate whether the Disclosing Party  1. [] the Applicant  OR	y submitting this EDS is:	
Applicant in which the Disclos <u>Express, LLC</u> OR	ing Party holds an interest	the Applicant. State the legal name of the t: Aero O'Hare, LLC / Aero O'Hare  1.) State the legal name of the entity in
which the Disclosing Party holds		- ·
B. Business address of the Disclosin	ng Party: 201 West Stree	<u>et                                      </u>
	Annapolis, M	D 21401
C. Telephone: (800) 528-5565	Fax: (410) 280-0100	Email: drose@aeroterm.com
D. Name of contact person: <u>David R</u>	Rose	·
E. Federal Employer Identification N		·
F. Brief description of contract, transwhich this EDS pertains. (Include pr		ng (referred to below as the "Matter") to n of property, if applicable):
Assignment of Ground Lease at Nor	theast Cargo developmen	t project_
G. Which City agency or department	t is requesting this EDS? ]	Department of Aviation
If the Matter is a contract being hat complete the following:	andled by the City's Depar	rtment of Procurement Services, please
Specification # NA	and Contr	ract # N A

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

## A. NATURE OF THE DISCLOSING PARTY

David Rose

<ol> <li>Indicate the nature of the Disclosing Particle</li> <li>Person</li> <li>Publicly registered business corporation</li> <li>Privately held business corporation</li> <li>Sole proprietorship</li> <li>General partnership</li> <li>Limited partnership</li> <li>Trust</li> </ol>	rty:  [X] Limited liability company  [] Limited liability partnership  [] Joint venture  [] Not-for-profit corporation  (Is the not-for-profit corporation also a 501(c)(3))?  [] Yes  [] No  [] Other (please specify)
2. For legal entities, the state (or foreign co	ountry) of incorporation or organization, if applicable:
Delaware	
3. For legal entities not organized in the State of Illinois as a foreign ent	tate of Illinois: Has the organization registered to do ity?
[] Yes [X] No	[ ] N/A
B. IF THE DISCLOSING PARTY IS A LEGA	AL ENTITY:
NOTE: For not-for-profit corporations, also li there are no such members, write "no members the legal titleholder(s). If the entity is a general partnership, limited partnership or joint venture, list below the name	Il executive officers and all directors of the entity. st below all members, if any, which are legal entities. If s." For trusts, estates or other similar entities, list below partnership, limited liability company, limited liability and title of each general partner, managing member, brols the day-to-day management of the Disclosing Party. comit an EDS on its own behalf.
Name Kenneth Code	Title Co-Chairman
John Cammett	Co-Chairman
Mitchell Gordon	President
Erin Gruver	Chief Development Officer
Benoit Viens	Executive Vice President
Michael Minear	Executive Vice President
Dustin Gillioz	Executive Vice President

Vice President

Elijah Gregory	Vice President
Aaron Sacks	Vice President and General Counsel
Melanie Lundquist	Vice President and Chief Financial Officer
RAL CAC, LLC	Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the	
		Disclosing Party	
RAL CAC, LLC	201 West St. Annapolis MD, 21401	100%	
SECTION III BUS	SINESS RELATION SHIPS WITH CITY	ELECTED OFFICIALS	
Has the Disclosing	Party had a "business relationship," as defin	ned in Chapter 2-156 of the Municipal	
Code, with any City e	lected official in the 12 months before the da	ate this EDS is signed?	
[]Yes	[X] No		
[] 100			
If yes, please identify	below the name(s) of such City elected office	cial(s) and describe such	
relationship(s):	, , , , , , , , , , , , , , , , , , , ,	( ,	
1 ( )			

## SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary)	)		
[X] Check here if the Dis	sclosing Party	has not retained, nor expects to retai	n, any such persons or entities
SECTION V CERTI	FICATIONS		
A. COURT-ORDERED	CHILD SUPP	ORT COMPLIANCE	
<del>-</del>		15, substantial owners of business e their child support obligations throu	
* *	•	tly owns 10% or more of the Disclosons by any Illinois court of competer	•
[] Yes [X]		o person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person is the person in complian		court-approved agreement for paymers	ent of all support owed and
[] Yes [] N	10		
B. FURTHER CERTIFI	CATIONS		
consult for defined terms submitting this EDS is the certifies as follows: (i) no	s (e.g., "doing le le Applicant ar either the Appl	apter 1-23, Article I ("Article I")(who business") and legal requirements), and is doing business with the City, the licant nor any controlling person is controlled to the convicted of, or placed under the convicted of the conv	if the Disclosing Party nen the Disclosing Party currently indicted or charged

Page 5 of 13

criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
  - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
  - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
  - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
  - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
  - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
  - 3. The certifications in subparts 3, 4 and 5 concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
  - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
  - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If t	he Disclosing Party is unable to certify to any of the above statements in this Part B (Further	ľ
Certificati	ions), the Disclosing Party must explain below:	
<u>NA</u>		

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.				
complete list of month period p of the City of C	best of the Disclosing Party's knowledge after reasonable inquiry, the following is a fall current employees of the Disclosing Party who were, at any time during the 12-preceding the execution date of this EDS, an employee, or elected or appointed official, Chicago (if none, indicate with "N/A" or "none").			
complete list of 12-month period official, of the made generally course of official	dest of the Disclosing Party's knowledge after reasonable inquiry, the following is a fall gifts that the Disclosing Party has given or caused to be given, at any time during the od preceding the execution date of this EDS, to an employee, or elected or appointed City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything available to City employees or to the general public, or (ii) food or drink provided in the fall City business and having a retail value of less than \$20 per recipient (if none, indicate "none"). As to any gift listed below, please also list the name of the City recipient.			
C. CERTIFICA	ATION OF STATUS AS FINANCIAL INSTITUTION			
1. The Dis	closing Party certifies that the Disclosing Party (check one)			
[ ] is	[X] is not			
a "financial ins	titution" as defined in Section 2-32-455(b) of the Municipal Code.			
2. If the D	isclosing Party IS a financial institution, then the Disclosing Party pledges:			
Code. We furt lender as define	d will not become a predatory lender as defined in Chapter 2-32 of the Municipal her pledge that none of our affiliates is, and none of them will become, a predatory ed in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory ning an affiliate of a predatory lender may result in the loss of the privilege of doing he City."			
Section 2-32-4	ng Party is unable to make this pledge because it or any of its affiliates (as defined in 55(b) of the Municipal Code) is a predatory lender within the meaning of Chapter unicipal Code, explain here (attach additional pages if necessary):			

be acquired by any	sing Party further certifies that no City official or employee.	prohibited financial interest in the Matter will
Name	Business Address	Nature of Interest
•	xed "Yes" to Item D.1., provide the ees having such interest and identi	e names and business addresses of the City fy the nature of such interest:
[] Yes	[X] No	
Does the Matter in	volve a City Property Sale?	
elected official or of any other person of for taxes or assess "City Property Sale	employee shall have a financial int r entity in the purchase of any prop ments, or (iii) is sold by virtue of le	we bidding, or otherwise permitted, no City erest in his or her own name or in the name of erty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, sen pursuant to the City's eminent domain power ning of this Part D.
NOTE: If you che Item D.1., proceed		to Items D.2. and D.3. If you checked "No" to
	financial interest in his or her own	Municipal Code: Does any official or employee name or in the name of any other person or
Any words or term meanings when use		of the Municipal Code have the same
D. CERTIFICATI	ON REGARDING INTEREST IN	CITY BUSINESS .
	the word "None," or no response med that the Disclosing Party certi	appears on the lines above, it will be fied to the above statements.

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Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

connection with the Matter voidable by the City.
X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.
A. CERTIFICATION REGARDING LOBBYING
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.				
501(c)(4) of the Internal Re	y certifies that either: (i) it is not an organization described in section evenue Code of 1986; or (ii) it is an organization described in section evenue Code of 1986 but has not engaged and will not engage in "Lobbying"			
5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.				
B. CERTIFICATION REC	GARDING EQUAL EMPLOYMENT OPPORTUNITY			
If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.				
Is the Disclosing Party the	Applicant?			
[] Yes	[ ] No			
If "Yes," answer the three	questions below:			
1. Have you developed federal regulations? (See 4	and do you have on file affirmative action programs pursuant to applicable I CFR Part 60-2.) [] No			
2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?  [] Yes  [] No				
3. Have you participate equal opportunity clause?	ed in any previous contracts or subcontracts subject to the			
[] Yes	[] No			
If you checked "No" to que	estion 1. or 2. above, please provide an explanation:			

# SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERM ANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

#### **CERTIFICATION**

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

TRIPS Holding Company, LLC	_	
(Print or type name of Disclosing Party)		
By: Duth		
(Sign here)	<del></del>	
David Rose		
(Print or type name of person signing)		
Vice President		
(Print or type title of person signing)		
Signed and sworn to before me on (date)	3-21-17	,
at Anne Arundel County, MD	(state).	
Tracil B. Bodnan	Notary Public.	=
Commission expires:	***	
TRACIE B. BODNAR Notary Public-Maryland Anne Arundel County My Commission Expires June 03, 2018	Page 12 of 13	



## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

#### FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[X] No

[ ] Yes

such person is	 me and title of	the elected city	official or departr	f the legal entity to which ment head to whom such aship.