

### City of Chicago



O2014-1455

# Office of the City Clerk Document Tracking Sheet

Meeting Date: 3/5/2014

Sponsor(s): Emanuel (Mayor)

Type: Ordinance

Title: Inducement language for O'Hare Special Facility Revenue

Bonds

Committee(s) Assignment: Committee on Finance

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#### OFFICE OF THE MAYOR

CITY OF CHICAGO

RAHM EMANUEL MAYOR

March 5, 2014

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

Ladies and Gentlemen:

At the request of the Chief Financial Officer and the Commissioner of Aviation, I transmit herewith an ordinance authorizing inducement language for O'Hare Special Facility Revenue Bonds.

Your favorable consideration of this ordinance will be appreciated.

Very truly yours,

Mayor

AN ORDINANCE Declaring Intent to Issue City of Chicago Chicago O'Hare International Airport Special Facility Revenue Bonds in an Aggregate Principal Amount Not to Exceed \$200,000,000 for the Benefit of Transportation Infrastructure Properties, LLC and/or Aero O'Hare, LLC or Affiliates Thereof, Authorizing the Ground Lease for the Willow Creek Facility to be Divided into Two Separate but Substantially Identical Ground Leases so that a New DHL Facility May be Financed Separately from the Existing Facilities, and Approving the Execution and Delivery of the Recognition, Non-Disturbance and Attornment Agreement with the Tenant of the DHL Facility.

WHEREAS, the City of Chicago (the "City"), is a duly constituted and existing municipality within the meaning of Section 1 of Article VII of the 1970 Constitution of the State of Illinois (the "Constitution") having a population in excess of 25,000 and is a home rule unit of local government under Section 6(a) of Article VII of the Constitution; and

WHEREAS, the City owns and operates an airport known as Chicago O'Hare International Airport (the "Airport"); and

Whereas, the City leases certain property at the Airport to affiliates of Transportation Infrastructure Properties, LLC, a Delaware limited liability company, including Aero O'Hare, LLC, a Delaware limited liability company, and Aero Chicago, LLC (collectively, and together with one or more affiliates of either or both such entities, the "Borrower") pursuant to (i) (for the NE Cargo facility referenced below) the Aero Chicago LLC Cargo Facility Phase I Lease, dated August 8, 2012 between City of Chicago and Aero Chicago, LLC, Aero Chicago, LLC Phase I Cargo Facility, Chicago O'Hare International Airport and (ii) (for the DHL Global Forwarding Center referenced below) the Lease At Chicago O'Hare International Airport between City of Chicago and O'Hare Tech Center II, LLC, dated February 5, 2002 (Location: Willow Creek Parcel (bounded on the north by Touhy Avenue and to the east by Lee Street) O'Hare International Airport, Chicago, Illinois, as amended June 14, 2002 and subsequently assigned to a Borrower affiliate (the "Willow Creek Ground Lease"), which facilities are to be managed by Aeroterm, US, Inc.; and

WHEREAS, the Borrower has requested that the City issue its special facility airport revenue bonds, notes or other indebtedness in an amount not to exceed Two Hundred Million Dollars (\$200,000,000) (the "Bonds") in one or more series (and which series may be for the benefit of separate Borrower affiliates) for the purpose of financing costs of acquisition, construction and equipping of (i) the NE Cargo/O'Hare International Airport Cargo Center, Phase 1 (the "NE Project"), consisting of multiple aircraft positions, a warehouse building with office space and related roadway and other improvements, expected to cost up to \$128 million (and to be financed with, Bonds in an aggregate principal amount not to exceed \$130,000,000), and (ii) the DHL Global Forwarding Center, consisting of a warehouse building with related

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office space, truck dock positions and related roadway and other improvements, expected to cost up to \$52 million (and to be financed with Bonds in an aggregate principal amount not to exceed, \$70,000,000), each located at the Airport (the "DHL Project" and, collectively with the NE Project, the "Projects"); and

WHEREAS, it is intended that the interest on the Bonds will be excluded from gross income for federal income tax purposes; and

WHEREAS, it is intended that this ordinance shall constitute a declaration of intent to reimburse certain eligible expenditures for the Projects made prior to the issuance of the Bonds from the proceeds of the Bonds (if and when issued) within the meaning of Section 1.150-2 of the Treasury Regulations promulgated under the Internal Revenue Code of 1986, as amended (the "Treasury Regulations"); and

WHEREAS, the Borrower for the DHL Project desires to be able to finance the construction of the DHL Project separately from the financing structure in place for the other facilities located on the land covered by the Willow Creek Ground Lease and the City desires to accommodate the Borrower by permitting the Willow Creek Ground Lease to be divided into two ground leases, the terms of which two ground leases will be substantially similar to each other and to the existing Willow Creek Ground Lease, except as necessary and appropriate to have one such ground lease cover the land for the DHL Project (the "DHL Site") and cover the remaining land covered by the existing Willow Creek Ground Lease; and

WHEREAS, the Borrower wishes to lease the DHL Global Forwarding Center to Air Express International USA, Inc., an Ohio corporation d/b/a DHL Global Forwarding (the "Tenant") under a net lease of the DHL Site, and the City, Borrower and Tenant have proposed to enter into a Recognition, Non-Disturbance and Attornment Agreement (the "DHL SNDA") in substantially the form attached hereto as Exhibit A, to confirm their understanding with respect to the rights of Tenant and City in connection therewith; and

WHEREAS, the City has determined that it is necessary and advisable to authorize the execution and delivery of the DHL SNDA, and that the DHL SNDA is authorized by the Constitution and constitutes a valid public purpose thereunder;

Now, Therefore,

Be It Ordained by the City Council of the City of Chicago:

Section 1. The above recitals are expressly incorporated in and made a part of this ordinance as though fully set forth herein.

Section 2. The City intends to issue the Bonds and lend the proceeds thereof to the Borrower for the purpose of financing costs of the Projects. The maximum aggregate principal amount of Bonds which the City intends to issue for the Projects will not exceed Two Hundred Million Dollars (\$200,000,000), of which up to \$130,000,000 aggregate principal amount will be

issued with respect to the NE Project and up to \$70,000,000 aggregate principal amount will be issued with respect to the DHL Project.

- Section 3. Certain costs may be incurred by the Borrower in connection with the Projects prior to the issuance of the Bonds. The City reasonably expects to reimburse such costs with proceeds of the Bonds.
- Section 4. The costs to be reimbursed will be paid from funds of the Borrower which have been allocated to other purposes.
- Section 5. This ordinance is consistent with the budgetary and financial circumstances of the City. No funds from sources other than the Bonds are, or are reasonably expected to be, reserved, allocated on a long-term basis or otherwise set aside by the City for costs of the Projects to be paid from the proceeds of the Bonds.
- Section 6. This ordinance constitutes a declaration of official intent under Section 1.150-2 of the Treasury Regulations.
- Section 7. The division of the Willow Creek Ground Lease into two ground leases, as described in the Recitals clauses of this Ordinance, is hereby authorized and the Mayor of the City and/or the Commissioner of the Chicago Department of Aviation (collectively, the "Authorized Officers") are hereby authorized to execute and deliver one or more new ground leases for and on behalf of the City and such other documentation as shall be reasonably necessary and appropriate to effectuate such division.
- Section 8. The lease by the Borrower of the DHL Global Forwarding Center to Tenant is hereby found and declared to constitute a valid public purpose within the meaning of the Constitution. The form of the DHL SNDA attached hereto as *Exhibit A* is hereby approved in all respects. An Authorized Officer is hereby authorized to execute and deliver the DHL SNDA for and on behalf of the City. The DHL SNDA, as executed and delivered by the City, may contain such changes or revisions as shall be approved by an Authorized Officer, the execution and delivery thereof to constitute conclusive evidence of the City Council's approval of any and all changes or revisions therein or to other documents collateral thereto. No further approval or action of the City Council shall be necessary or required for the actions, executions and deliveries contemplated in and directed in this Section 8 to be effective, and any such actions, executions and deliveries will constitute the legal and validly binding actions of the City.
- Section 9. This ordinance is adopted pursuant to the powers of the City as a home rule unit under Article VII, Section 6(a) of the Constitution. The Authorized Officers, for and on behalf of the City, shall be, and hereby are, authorized and directed to do any and all things necessary to effect the performance of all obligations of the City under and pursuant to this ordinance and the performance of all other acts of whatever nature necessary to effect and carry out the authority conferred by this ordinance. The Authorized Officers and other officers, agents and employees of the City are hereby further authorized and empowered for and on behalf of the City, to execute and deliver all papers, documents, certificates and other instruments that may be required to carry out the authority conferred by this ordinance.

Section 10. To the extent that any ordinance, resolution, rule, order or provision of the Municipal Code, or part thereof, is in conflict with the provisions of this ordinance, the provisions of this ordinance shall control. If any section, paragraph, clause or provision of this ordinance shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this ordinance.

Section 11. This ordinance shall be in full force and effect immediately upon its passage and approval by the Mayor of the City.

### **EXHIBIT A**

## RECORDING REQUESTED BY AND WHEN RECORDED MAIL TO:

Sheppard, Mullin, Richter & Hampton, LLP 650 Town Center Drive, 4th Floor Costa Mesa, California 92626 Attn: Aaron J. Sobaski, Esq.

SPACE ABOVE RESERVED FOR RECORDER'S USE

#### RECOGNITION, NON-DISTURBANCE AND ATTORNMENT AGREEMENT

THIS RECOGNITION, NON-DISTURBANCE AND ATTORNMENT AGREEMENT ("Agreement") is made as of \_\_\_\_\_\_\_, 2014 by and between AIR EXPRESS INTERNATIONAL USA, INC., an Ohio corporation d/b/a DHL Global Forwarding ("Tenant"), AERO O'HARE, LLC, an Illinois limited liability company ("Landlord"), and THE CITY OF CHICAGO, a municipal corporation (the "City").

#### RECITALS

WHEREAS, Landlord is the owner of a ground leasehold interest in and to that certain real property described on <u>Schedule 1</u> attached hereto, together with the improvements thereon (the "<u>Property</u>") pursuant to that certain Lease at Chicago O'Hare International Airport dated February 5, 2002, as amended by that certain Amendment to Ground Lease dated June 14, 2002 (collectively, the "<u>Master Lease</u>") entered into between Landlord, as lessee, and City, as lessor;

WHEREAS, Landlord and Tenant have entered into a certain Net Lease dated \_\_\_\_\_\_, 2014 (as the same may hereafter be amended, modified, renewed, extended or replaced, the "Space Lease"), whereby Landlord leases to Tenant a portion of the Property (such portion, as described more completely in the Lease, the "Premises"); and

WHEREAS, City, Landlord, and Tenant, desire to confirm their understanding with respect to the Space Lease, the Property, the Premises, the Master Lease, and the rights of Tenant and City in connection therewith.

NOW THEREFORE, in consideration of the mutual covenants and agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

#### AGREEMENTS

1. <u>Space Lease is Subordinate</u>. Tenant hereby acknowledges and agrees that the Space Lease and the leasehold estate created thereby and all of Tenant's rights thereunder are subordinate and subject to the Master Lease and its terms and conditions, and to any and all renewals, modifications, consolidations, replacements and extensions thereof; provided, as

between Landlord and Tenant only, the foregoing shall not in any way be construed to amend or modify Landlord's or Tenant's expressed rights, obligations or liabilities under the Space Lease with respect to any amendments or modifications to the Master Lease made and/or entered into after the date of the Space Lease. This Agreement shall be effective upon the full execution and delivery hereof by each of Landlord, Tenant and City. Upon the full execution and delivery of this Agreement, City and Landlord shall cause an original executed copy of this Agreement to be recorded in the Official Records of Cook County, Illinois, and also shall, at no expense to Tenant, deliver to Tenant a conformed copy of the recorded Agreement (which shall contain all applicable recording information).

- 2. Recognition, Non-Disturbance and Attornment. In the event that the Master Lease should expire or terminate prior to the Space Lease, it is agreed that, subject to the terms and conditions of this Agreement, and so long as at the time of such expiration or termination the Tenant is not in default under the Space Lease (beyond all applicable notice and cure periods), then at the time of that expiration or termination: (a) City shall not disturb Tenant in Tenant's possession of the Premises and City shall recognize Tenant as its direct tenant of the Premises under the then applicable terms and conditions of the Space Lease, and the Space Lease shall thereafter continue in full force and effect as a direct lease between City and Tenant, and (b) Tenant agrees to attorn to City and to recognize City as Tenant's landlord, upon the then applicable terms and conditions of the Space Lease.
- Limitations on City's Liability. In the event of the recognition and attornment 3. described above in Section 2, Tenant and City hereby agree that City shall not be (a) liable for any act or omission of the Landlord under the Space Lease; (b) liable for the performance of Landlord's covenants under the Space Lease which arise and accrue prior to City succeeding to the interest of Landlord under the Space Lease or acquiring such right to possession including, without limitation, performance of the Landlord's obligations under the Work Letter; (c) subject to any offsets or defenses which the Tenant may have at any time against Landlord excluding any expressed abatement rights contained in the Space Lease which may be applicable, or continue to be applicable, after City succeeds to Landlord's interest in and to the Space Lease; (d) bound by any rent which the Tenant may have paid previously for more than one (1) month; (e) liable for the performance of any covenant of Landlord under the Space Lease which is capable of performance only by Landlord; or (d) liable for (i) construction or restoration by Landlord of any improvements to the Premises, or to any other improvements on or to the Premises, or (ii) payment by Landlord of any allowances for construction or other cash payments. Without limiting the foregoing, City and Tenant hereby agree that in all events the City's liability to Tenant shall be limited as provided in Sections 7.1(c), 7.1(e), 7.1(f), 7.1(g), 7.1(h), 14.4 and 15.13 of the Master Lease.
- 4. <u>Subsequent Transfer by City</u>. In the event of the recognition and attornment described above in <u>Section 2</u>, Tenant hereby agrees that the City shall have the right at any time, by providing written notice thereof to the Tenant, to assign its rights, title and interest in and to the Premises and under the Space Lease to a third party selected by the City, and from and after the effective date of such assignment, the City shall no longer have any obligation or liability under the Space Lease.

- 5. Landlord Default Space Lease. If the Landlord defaults under any provision of the Space Lease, and if such Landlord default would entitle Tenant to terminate the Space Lease, then Tenant agrees to provide notice to the City of such continuing default and any right to terminate Tenant may have on account thereof, and City may elect, in its sole and absolute discretion, to cure any such default within a period commensurate with any such cure period afforded to Landlord under the Space Lease, in all events not to exceed sixty (60) days. The foregoing shall not in any way limit any of Tenant's other rights or remedies under the Space Lease with respect to any Landlord default thereunder, and shall only limit, to the extent expressly set forth above in this paragraph, Tenant's right to terminate the Space Lease on account of a Landlord default thereunder.
- 6. Landlord Default Master Lease. The City agrees to endeavor to provide Tenant with written notice of any Landlord default under the Master Lease which (a) relates to the Premises or any common areas of the Property which may be used by Tenant in connection with its operations, or (b) could lead to a termination of the Master Lease. So long as the Landlord default in question is not caused by a Tenant default under the Space Lease, then the City agrees that Tenant may, but shall not be required to, cure such default on Landlord's behalf, and City agrees to accept Tenant's performance in such instance(s). Tenant's right to perform such obligations on Landlord's behalf, and its remedies and recoveries related thereto, are set forth, if at all, in the Space Lease, and with respect to the foregoing, as between Tenant and Landlord, the terms and conditions of the Space Lease shall control. The City retains all remedies under Section 10.2 of the Master Lease for all Events of Default under Section 10.1 of the Master Lease, including but not limited to the failure of Landlord to pay all Rent required under the Master Lease, if such failure is not cured by Tenant.
- 7. Notice. Any notice or other communication made or given by any party in connection with this Agreement shall be sent by registered or certified mail, postage prepaid, return receipt requested, or by overnight courier service addressed to the other parties at their respective addresses set forth on the signature pages below, or, at such other addresses as the parties shall specify in writing. Such notices shall be deemed given on the date of receipt (or refusal) of delivery of said notice.

#### 8. Miscellaneous.

- (a) City's enforcement of any provisions of this Agreement or the Master Lease shall not entitle Tenant to claim any interference with the contractual relations between Landlord or Tenant or give rise to any claim or defense against City with respect to the enforcement of such provisions.
- (b) This Agreement shall inure to the benefit of the parties hereto and their respective successors and assigns.
- (c) The captions appearing under the paragraph number designations of this Agreement are for convenience only and are not a part of this Agreement and do not in any way limit or amplify the terms and provisions of this Agreement.

- (d) If any portion or portions of this Agreement shall be held invalid or inoperative, then all of the remaining portions shall remain in full force and effect, and, so far as is reasonable and possible, effect shall be given to the intent manifested by the portion or portions held to be invalid or inoperative.
- (e) This Agreement shall be governed by and construed in accordance with the laws of the State in which the Property is located.
- (f) This Agreement may be executed in any number of separate counterparts, each of which shall be deemed an original, but all of which, collectively and separately, shall constitute one and the same agreement.
- (g) This Agreement cannot be altered, modified, amended, waived, extended, changed, discharged or terminated orally or by any act on the part of Tenant, Landlord or City, but only by an agreement in writing signed by all parties hereto.
- (h) In the event of a dispute between any of the parties hereto over the meaning of this Agreement, all parties hereto shall be deemed to have been the drafter hereof, and any applicable law that states that contracts are construed against the drafter shall not apply.

Remainder of page intentionally left blank.
Signatures on following pages.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

	TENANT:
	AIR EXPRESS INTERNATIONAL USA, INC., an Ohio corporation d/b/a DHL Global Forwarding
	By:
	Name:
	Its:
	Addresses
	DHL Global Forwarding 1210 South Pine Island Road Plantation, Florida 33324 Attn: Suite 200 - Real Estate
	With a copy of all notices also to:
	DHL Global Forwarding 1210 South Pine Island Road Plantation, Florida 33324 Attn: Suite 100 Legal
STATE OF)	
COUNTY OF	
personally appearedbasis of satisfactory evidence) to be the per instrument and acknowledged to me that	re me,, a Notary Public,, personally known to me (or proved to me on the son(s) whose name(s) is/are subscribed to the within at he/she/they executed the same in his/her/their /their signature(s) on the instrument the person(s), or ) acted, executed the instrument.
WITNESS my hand and official seal	•
Signature	·

	LANDLORD:
	AERO O'HARE, LLC, an Illinois limited liability company
	By:
	Name:
	Its:
	Address
	Aero O'Hare, LLC 201 West Street, Suite 200 Annapolis, Maryland 21401 Attn:
STATE OF) COUNTY OF)	
instrument and acknowledged to me that	me,, a Notary Public, personally known to me (or proved to me on the a(s) whose name(s) is/are subscribed to the within the/she/they executed the same in his/her/their eir signature(s) on the instrument the person(s), or eted, executed the instrument.
WITNESS my hand and official seal.	
Signature	<del></del>

	<u>CITY</u> :
	THE CITY OF CHICAGO, a municipal corporation
	By:
	Name:
	Its:
	Addresses
	Attn:
With copies of all notices also to:	
City of Chicago Chicago Department of Aviation Chicago O'Hare International Airport 10510 W. Zemke Road Chicago, Illinois 60666 Attn: Commissioner, Chicago Department of Aviation	City of Chicago Department of Law 30 North LaSalle Street, Suite 1400 Chicago, Illinois 60602 Attention: Chief Assistant Corporation Counsel, Aviation, Environmental, Regulatory and Contracts Division
STATE OF ILLINOIS )	
COUNTY OF COOK )	
basis of satisfactory evidence) to be the person(instrument and acknowledged to me that he/she	ir signature(s) on the instrument the person(s), or
Signature	_

## SCHEDULE 1 (cover page)

#### Legal Description of Property

See legal description appended behind this cover page.

#### 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: <u>Aero O'Hare, LLC</u>
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:  c/o GI Partners, 2810 Sand Hill Rd, Suite 210,  Menlo Park, CA 94025
C. Telephone: 650-233-3612 Fax: 650-233-3601 Email: tony@gipartners.com
D. Name of contact person: Tony P. Lin
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): Inducement Ordinance for capital projects for Aero O'Hare, LLC, Aero Chicago, LLC and related entities at Chicago O'Hare International Airport
6. Which City agency or department is requesting this EDS? Departments of Aviation and Finance
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # and Contract #

Page 1 of 13

Ver. 01-01-12

#### SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

#### A. NATURE OF THE DISCLOSING PARTY

George Psaras, Jr.

Aero O'Hare Holdings, LLC

1. Indicate the nature of the Disclosi	ng Party:
[] Person	[ ] Limited liability company
[] Publicly registered business corporati	
[ ] 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)
[]	[] Cutof (picuso specify)
2. For legal entities, the state (or fore	ign country) of incorporation or organization, if applicable:
Illinois	
3. For legal entities not organized in t business in the State of Illinois as a foreig	he State of Illinois: Has the organization registered to do n entity?
[]Yes []No	[x] N/A
B. IF THE DISCLOSING PARTY IS A I	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, als	so list below all members, if any, which are legal entities. If
there are no such members, write "no mem	bers." For trusts, estates or other similar entities, list below
the legal titleholder(s).	
If the entity is a general partnership, lim	ited partnership, limited liability company, limited liability
·	name and title of each general partner, managing member,
	controls the day-to-day management of the Disclosing Party.
NOTE: Each legal entity listed below mus	• • • •
Name	Title
Richard A. Magnuson	Chairman
John K. Saer, Jr.	President Control of the President
Tony P. Lin	Senior Vice President

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,

Senior Vice President

Sole Member

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.

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c/o Gl Partners, 2180 Sand Hill Road Suite 210, Menio Park, CA 94025	Disclosing Party 100%
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Suite 210 Manie Dark CA 94025	
ONING & IV. MEINV FRIM, UM PHUED	
SS RELATIONSHIPS WITH C	ITY ELECTED OFFICIALS
had a "business relationship," as of official in the 12 months before the	lefined in Chapter 2-156 of the Municipal he date this EDS is signed?
x No	
the name(s) of such City elected	official(s) and describe such
	had a "business relationship," as of official in the 12 months before the No

#### 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 Disc (subcontractor, attor lobbyist, etc.)		Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Greenberg Traurig, LLP	2001 Market St		Attorney	\$25,000 estimated
	Philadelphia, P.	A 19103		
S				
(Add sheets if necessary	)			
[X] Check here if the Dis	closing Party h	nas not retained, nor ex	spects to retain	in, any such persons or entities.
SECTION V CERTII	FICATIONS			
A. COURT-ORDERED	CHILD SUPPO	ORT COMPLIANCE		
<del>-</del>		-		entities that contract with the aghout the contract's term.
Has any person who direct arrearage on any child su	•	*		sing Party been declared in nt jurisdiction?
[] Yes [] No	= =	No person directly or i closing Party.	ndirectly own	ns 10% or more of the
If "Yes," has the person e	ntered into a c	ourt-approved agreem	ent for payme	ent of all support owed and

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[] Yes [] No

#### **B. FURTHER CERTIFICATIONS**

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 Univerified 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.

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").  N/A
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 [xi 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 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):

Name	Business Address	Nature of Interest
	sed "Yes" to Item D.1., provide the rees having such interest and identi	names and business addresses of the City fy the nature of such interest:
[]Yes	ī <sub>x</sub> No	
Does the Matter in	volve a City Property Sale?	
elected official or any other person of for taxes or assess "City Property Sal	employee shall have a financial into or entity in the purchase of any prop ments, or (iii) is sold by virtue of le	ive bidding, or otherwise permitted, no City terest 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, ten pursuant to the City's eminent domain powering of this Part D.
NOTE: If you ch Item D.1., proceed	· ·	to Items D.2. and D.3. If you checked "No" to
[]Yes	x) No	
	financial interest in his or her own	Municipal Code: Does any official or employee name or in the name of any other person or
	ms that are defined in Chapter 2-15 sed in this Part D.	6 of the Municipal Code have the same
D. CERTIFICAT	TION REGARDING INTEREST II	N CITY BUSINESS
	," the word "None," or no response umed that the Disclosing Party cer	e appears on the lines above, it will be tified to the above statements.
If the letters "NA	," the word "None," or no response	e appears on the lines above, it will be

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 connection with the Matter voidable by the City.	in
1. The Disclosing Party verifies that the Disclosing Party has searched any and all record the Disclosing Party and any and all predecessor entities regarding records of investments or a from slavery or slaveholder insurance policies during the slavery era (including insurance policies) that provided coverage for damage to or injury or death of their slaves) the Disclosing Party has found no such records.	profits icies
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above Disclosing Party has found records of investments or profits from slavery or slaveholder insurpolicies. The Disclosing Party verifies that the following constitutes full disclosure of all sucrecords, including the names of any and all slaves or slaveholders described in those records:	rance
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS	
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not fed funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the C 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 wirespect to the Matter: (Add sheets if necessary):	i <b>th</b>
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "N appear, it will be conclusively presumed that the Disclosing Party means that NO persons or er registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf	atities
Disclosing Party with respect to the Matter.)	<b>51 411</b> 0
2. The Disclosing Party has not spent and will not expend any federally appropriated funds any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay a person or entity to influence or attempt to influence an officer or employee of any agency, as deapplicable federal law, a member of Congress, an officer or employee of Congress, or an employee of Congress, in connection with the award of any federally funded contract, making at federally funded grant or loan, entering into any cooperative agreement, or to extend, continue,	ny efined by oyee of a ny

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

	rty will submit an updated certification at the end of each calendar quarter in vent that materially affects the accuracy of the statements and information set and A.2. above.
501(c)(4) of the Internal l	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 using 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 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 developed federal regulations? (See 4	l and do you have on file affirmative action programs pursuant to applicable 11 CFR Part 60-2.) [] No
Contract Compliance Programmer the applicable filing	•
[] 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	stion 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 PERMANENT 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 O'Here IIC

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.

Acro O Harc, EEC		
(Print or type name of Disclosing Party)		
Ву:		
(Sign here)		
Tony P. Lin		
(Print or type name of person signing)		
Senior Vice President		
(Print or type title of person signing)		
Signed and sworn to before me on (date) _		,
at County,	(state).	
Mrtc find the little lines lite och	Notary Public.	[SEE ATTACHED CERTIFICATE.]
Commission expires:	•	

## CALIFORNIA

JURAT C	ERTIFICATE
State of California	
County of San Mateo	
Subscribed and sworn to (or affirmed) before me on	this, day of, 2014,
by 7.5514 1.120	
proved to me on the basis of satisfactory evidence to	
WITNESS MY HAND AND OFFICIAL SEAL.	
Signature of Notary Public	CORDON  68352 MAR  ON PUO  NATEO CE  INC.  (Notary Seal)
The jurat contained within this document is in accordance before a notary shall use the preceding wording or substar and 8202. A jurat certificate cannot be affixed to a docum including electronic means, whereby the signer did not pe known by the notary public. The seal and signature canno	rsonally appear before the notary public, even if the signer is t be affixed to a document without the correct notarial n affidavit on the same document as the notarial certificate
DESCRIPTION OF ATTACHED DOCUMENT City of Chicago Economic Disclosure Statement and Affidavit (Title of document)  Number of Pages(Including jurat)	CAPACITY CLAIMED BY THE SIGNER  Individual Corporate Officer Partner Attorney-In-Fact Trustee Other:
Document Date	·
(Additional Information)	
(Additional Information)	

## 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	d; (3) the name and title of the	e of such person, (2) the name of the legal entity to which he elected city official or department head to whom such e 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: <u>Aero O'Hare Holdings, LLC</u>	
Check ONE of the following three boxes:	
<ul> <li>Indicate whether the Disclosing Party submitting this EDS is:</li> <ol> <li>[] the Applicant</li> <li>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: <u>Aero O'Hare, LLC</u></li> </ol> </ul>	he
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:	1
B. Business address of the Disclosing Party: c/o GI Partners, 2810 Sand Hill Rd, Suite 210, Menlo Park, CA 94025	
C. Telephone: 650-233-3612 Fax: 650-233-3601 Email: tony@gipartners.com	
D. Name of contact person: Tony P. Lin	
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): Inducement Ordinance for capital projects for Aero O'Hare, LLC, Aero Chicago, LLC and related entities at Chicago O'Hare International Airport	
. Which City agency or department is requesting this EDS? Departments of Aviation and Finance	
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:	
Specification # and Contract #	

#### SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

#### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the I	isclosing Party:
[] Person	[v] Limited liability company
[] Publicly registered business co	
[] Privately held business corpora	ation [] 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:
mar Ols	
3. For legal entities not organi	zed in the State of Illinois: Has the organization registered to do
business in the State of Illinois as a	
[] Yes [] No	J <sub>x</sub> J N/A
B. IF THE DISCLOSING PARTY	IS A LEGAL ENTITY:
1. List below the full names an	d titles of all executive officers and all directors of the entity.
NOTE: For not-for-profit corporate	ons, also list below all members, if any, which are legal entities. If
	o members." For trusts, estates or other similar entities, list below
the legal titleholder(s).	•
- , ,	ip, limited partnership, limited liability company, limited liability

Name	Title	
Richard A. Magnuson	Chairman	
John K. Saer, Jr.	President	
Tony P. Lin	Senior VIce President	
George Psaras, Jr.	Senior Vice President	
Transporation Infrastructure Properties, LLC	Sole Member	

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.

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	
Transportation Infrastructura Properties, LLC	c/n GI Pariners, 2180 Sand	Hill Road 100%	
	Suite 210, Menio Park, C/	94025	
SECTION III – BUSINE	es relationships w	TH CITY ELECTED OFFICIALS	
		p," as defined in Chapter 2-156 of the Munic efore the date this EDS is signed?	pal
[]Yes	lx No		
If yes, please identify below relationship(s):	the name(s) of such City e	lected 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 anticipate to be retained)	ed Address	(subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necess	sary)		
[X] Check here if the	Disclosing Party	has not retained, nor expects to	retain, any such persons or entities.
SECTION V CER	TIFICATIONS		
A. COURT-ORDER	ED CHILD SUPP	ORT COMPLIANCE	
<del>-</del>		15, substantial owners of busine their child support obligations t	ess entities that contract with the hroughout the contract's term.
	=	ly owns 10% or more of the Disons by any Illinois court of comp	
[] Yes [		No person directly or indirectly sclosing Party.	owns 10% or more of the
If "Yes," has the pers is the person in comp		court-approved agreement for pagreement?	syment of all support owed and
[] Yes [	] No		
B. FURTHER CERT	IFICATIONS		
consult for defined ter submitting this EDS is certifies as follows: (i with, or has admitted	rms (e.g., "doing b s the Applicant an ) neither the Appli guilt of, or has eve	pter 1-23, Article I ("Article I") ousiness") and legal requirement d is doing business with the City cant nor any controlling personer been convicted of, or placed upted, or conspiracy to commit b	es), if the Disclosing Party y, then the Disclosing Party is currently indicted or charged ander supervision for, any

Relationship to Disclosing Party Fees (indicate whether

Name (indicate whether

Business

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:  The Disclosing Party makes these certifications to its actual knowledge after reasonable inquiry.		

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").  N/A
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.  N/A
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is
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):

Name	Business Address	Nature of Interest
•	ked "Yes" to Item D.1., provide the rees having such interest and identi	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 any other person of for taxes or assess "City Property Sal	employee shall have a financial into 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 serty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, cen pursuant to the City's eminent domain power ning of this Part D.
NOTE: If you ch Item D.1., proceed	· ·	to Items D.2. and D.3. If you checked "No" to
[] Yes	x   No	
	financial interest in his or her own	Municipal Code: Does any official or employee name or in the name of any other person or
	ms that are defined in Chapter 2-15 sed in this Part D.	6 of the Municipal Code have the same
D. CERTIFICAT	tion regarding interest in	N CITY BUSINESS
	sumed that the Disclosing Party cert	
	.," the word "None," or no response	

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.	
× 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 professor 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.	fits s
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 entiti registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)	es
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to 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 defin applicable federal law, a member of Congress, an officer or employee of Congress, or an employed member of Congress, in connection with the award of any federally funded contract, making any	ed by

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

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

Activities".

	derally 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 t	he three questions below:
	eveloped and do you have on file affirmative action programs pursuant to applicable? (See 41 CFR Part 60-2.) [] No
Contract Complian	led with the Joint Reporting Committee, the Director of the Office of Federal ace Programs, or the Equal Employment Opportunity Commission all reports due le filing requirements?  [] No
3. Have you po equal opportunity of [] Yes	articipated in any previous contracts or subcontracts subject to the clause?  [] 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 PERMANENT 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 U Hare Holdings, LLC		
(Print or type name of Disclosing Party)		
Ву:		
(Sign here)		
Tony P. Lin		
(Print or type name of person signing)		
Senior Vice President		
(Print or type title of person signing)		
Signed and sworn to before me on (date)		,
at County,	(state).	
Jeographica Color of Color dates 215'4	_ Notary Public.	[SEE ATTACHED CERTIFICATE.]
Commission expires:	•	

# **CALIFORNIA**

JURAT CE	RTIFICATE
State of California	
County of San Mateo	
Subscribed and sworn to (or affirmed) before me on t	
by 1000 P. Lin	
proved to me on the basis of satisfactory evidence to	
WITNESS MY HAND AND OFFICIAL SEAL.  Signature of Notary Public	CORDON  PUR CORDON  PUR CORDON  A CO
	(Notary Seal)
OPTIONAL IN  The jurat contained within this document is in accordance we before a notary shall use the preceding wording or substants and 8202. A jurat certificate cannot be affixed to a document including electronic means, whereby the signer did not persknown by the notary public. The seal and signature cannot lewording. As an additional option an affiant can produce an wording to eliminate the use of additional documentation.	ally similar wording pursuant to Civil Code sections 1189 at sent by mail or otherwise delivered to a notary public, onally appear before the notary public, even if the signer is be affixed to a document without the correct notarial
DESCRIPTION OF ATTACHED DOCUMENT City of Chicago Economic Disclosure Statement and Affidavit (Title of document)	CAPACITY CLAIMED BY THE SIGNER  Individual Corporate Officer Partner Attorney-In-Fact
Number of Pages(Including jurat)	Trustee Other:
Document Date	
(Additional Information)	

# 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?

F 3 37

[ ] Yes	<sub>X</sub> N0	
such person is connec	ted; (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:	
Transportation Infrastructure Properties, 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 Applicant in which the Disclosing Party holds an interest: <u>Aero O'Hare, LLC</u> OR</li> </ol>	of the
3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the enti- which the Disclosing Party holds a right of control:	ty in
B. Business address of the Disclosing Party: c/o GI Partners, 2810 Sand Hill Rd, Suite 210, Menlo Park, CA 94025	
C. Telephone: 650-233-3612 Fax: 650-233-3601 Email: tony@gipartners.com	
D. Name of contact person: Tony P. Lin	
E. Federal Employer Identification No. (if you have one):	
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter which this EDS pertains. (Include project number and location of property, if applicable):  Inducement Ordinance for capital projects for Aero O'Hare, LLC, Aero Chicago, LLC and related entition Chicago O'Hare International Airport	
G. Which City agency or department is requesting this EDS? Departments of Aviation and Finance	·
If the Matter is a contract being handled by the City's Department of Procurement Services, ple complete the following:	ease
Specification # and Contract #	

#### SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

#### A. NATURE OF THE DISCLOSING PARTY

George Psaras, Jr.

Trips Holding Company, LLC

1. Indicate the nature of the Disclosing P	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))?
[] 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	
business in the State of Illinois as a foreign ent	
[] Yes [x] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEGA	AL ENTITY:
NOTE: For not-for-profit corporations, also lis	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.
NOTE: Each legal entity listed below must sub	
Name	Title
Richard A. Magnuson	Chairman
John K. Saer, Jr.	President
Tony P Lin	Senior Vice President

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,

Senior Vice President

Sole Member

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
Trips Holding Company, LLC	c/o GI Partners, 2180 Sand Hill Road	100%
	Suite 210, Menlo Park, CA 94025	
SECTION III BUSINI	ess relationships with c	ITY ELECTED OFFICIALS
_	y had a "business relationship," as d official in the 12 months before t	defined in Chapter 2-156 of the Municipal the date this EDS is signed?
[]Yes	l <sub>x</sub> No	
If yes, please identify belovelationship(s):	w 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 retained or anticipated to be retained)	Business Address	Relationship to Dis (subcontractor, atto lobbyist, etc.)		Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Greenberg Traurig, LLP	2001 Market Str		Attorney	\$25,000 estimated
	Philadelphia, PA			
(Add sheets if necessary	·)			
[X] Check here if the Dis	sclosing Party h	as not retained, nor e	xpects to retai	n, any such persons or entities.
SECTION V CERTI	FICATIONS			
A. COURT-ORDERED	CHILD SUPPO	ORT COMPLIANCE		
<del>-</del>				entities that contract with the aghout the contract's term.
Has any person who directarrearage on any child su	•			sing Party been declared in nt jurisdiction?
[] Yes [] No	_ <del>_</del>	lo person directly or closing Party.	indirectly owr	ns 10% or more of the
If "Yes," has the person e is the person in complian-		• •	nent for payme	ent of all support owed and
[] Yes [] N	o			

#### B. FURTHER CERTIFICATIONS

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:			
The Disclosing Party makes these certifications to its actual knowledge after reasonable inquiry.			

presumed that the Disclosing Party certified to the above statements.	
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the fo complete list of all current employees of the Disclosing Party who were, at any time du month period preceding the execution date of this EDS, an employee, or elected or approf the City of Chicago (if none, indicate with "N/A" or "none").  N/A	uring the 12-
9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following leading to the Disclosing Party has given or caused to be given, at an 12-month period preceding the execution date of this EDS, to an employee, or elected official, of the City of Chicago. For purposes of this statement, a "gift" does not include made generally available to City employees or to the general public, or (ii) food or dring course of official City business and having a retail value of less than \$20 per recipient (with "N/A" or "none"). As to any gift listed below, please also list the name of the City N/A	ny time during the or appointed de: (i) anything ak provided in the (if none, indicate
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 pledge	es:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Mode. We further pledge that none of our affiliates is, and none of them will become, a lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming lender or becoming an affiliate of a predatory lender may result in the loss of the privile business with the City."	predatory g a predatory
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of 2-32 of the 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

			the names and business addresses of the City entify the nature of such interest:
[]Ye	es	「x¯ No	
Does the	Matter involve a	City Property Sale?	
elected of any other for taxes "City Pro-	official or employ or person or entity of or assessments, of operty Sale"). Co	ee shall have a financial in the purchase of any p 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, taken pursuant to the City's eminent domain power meaning of this Part D.
	If you checked " l., proceed to Par		eed to Items D.2. and D.3. If you checked "No" to
of the C	City have a financing the Matter?		own name or in the name of any other person or
meanin	gs when used in th	his Part D.	-156 of the Municipal Code have the same he Municipal Code: Does any official or employee
D. CEI	RTIFICATION R	EGARDING INTERES	I IN CITY BUSINESS
			onse appears on the lines above, it will be certified 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 connection with the Matter voidable by the City.	' in
x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records the Disclosing Party and any and all predecessor entities regarding records of investments or from slavery or slaveholder insurance policies during the slavery era (including insurance policies during to slaveholders that provided coverage for damage to or injury or death of their slaves the Disclosing Party has found no such records.	profits dicies
2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above Disclosing Party has found records of investments or profits from slavery or slaveholder insupplicies. The Disclosing Party verifies that the following constitutes full disclosure of all surrecords, including the names of any and all slaves or slaveholders described in those records	irance ch
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS	
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the 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 verspect to the Matter: (Add sheets if necessary):	vith
(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "appear, it will be conclusively presumed that the Disclosing Party means that NO persons or registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf Disclosing Party with respect to the Matter.)	entities
2. The Disclosing Party has not spent and will not expend any federally appropriated fundany person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay person or entity to influence or attempt to influence an officer or employee of any agency, as applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of Congress, in connection with the award of any federally funded contract, making	any defined by loyee of a

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

negotiations.	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 ble filing requirements?  [] No
·	articipated in any previous contracts or subcontracts subject to the
equal opportunity	clause?
[]Yes	[ ] No
If you checked "N	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 PERMANENT 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.

Transportation Infrastructure Properties, LLC		
(Print or type name of Disclosing Party)		
Ву:		
(Sign here)		
Tony P. Lin		
(Print or type name of person signing)		
Senior Vice President		
(Print or type title of person signing)		
Signed and sworn to before me on (date)		1
atCounty,	_ (state).	
FIFTY ROPEN CHESTER ME KINNET OUT	_ Notary Public.	[SEE ATTACHED CERTIFICATE.]
Commission expires:		

# CALIFORNIA JURAT CERTIFICATE

JURAT CE	CRTIFICATE
State of California	
County of San Mateo	
Subscribed and sworn to (or affirmed) before me on	this The day of February, 2014,
by 73.48 215	
proved to me on the basis of satisfactory evidence to	be the person(s) who appeared before me.
WITNESS MY HAND AND OFFICIAL SEAL.  Signature of Notary Public	RDON S8352 MAR SNOW S
	(Notary Seal)
OPTIONAL II	NFORMATION
The jurat contained within this document is in accordance before a notary shall use the preceding wording or substant and 8202. A jurat certificate cannot be affixed to a docume including electronic means, whereby the signer did not per known by the notary public. The seal and signature cannot wording. As an additional option an affiant can produce an wording to eliminate the use of additional documentation.	tially similar wording pursuant to Civil Code sections 1189 ont sent by mail or otherwise delivered to a notary public, sonally appear before the notary public, even if the signer is be affixed to a document without the correct notarial
DESCRIPTION OF ATTACHED DOCUMENT City of Chicago Economic Disclosure Statement and Affidavit (Title of document)	CAPACITY CLAIMED BY THE SIGNER  Individual Corporate Officer Partner
Number of Pages(Including jurat)  Document Date	Attorney-In-Fact Trustee Other:
Transportation Throughout as Proportional C. (Additional Information)	

# 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 th	e of such person, (2) the name of the legal entity to white 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: <u>Trips Holding Company, LLC</u>
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/o GI Partners, 2810 Sand Hill Rd, Suite 210, Menlo Park, CA 94025
C. Telephone: 650-233-3612 Fax: 650-233-3601 Email: tony@gipartners.com
D. Name of contact person:
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):  Inducement Ordinance for capital projects for Aero O'Hare, LLC, Aero Chicago, LLC and related entities at Chicago O'Hare International Airport
G. Which City agency or department is requesting this EDS? Departments of Aviation and Finance
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # and Contract #

### SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

CalEast CAC, LLC

<ol> <li>Indicate the nature of the Disclosing Particle 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>	arty:  [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 c	country) 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 name	il 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, rols the day-to-day management of the Disclosing Party. mit an EDS on its own behalf.
Name	Title
Richard A. Magnuson	Chairman
John K. Saer, Jr.	President
Tony P. Lin	Senior Vice President
George Psaras, Jr.	Senior Vice President

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,

Sole Mambar

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
CalEast CAC, LLC	c/o GI Partners, 2180 Sand Hill Road	100%
	Suite 210, Menlo Park, CA 94025	
SECTION III I	Business relationships with	H CITY ELECTED OFFICIALS
	sing Party had a "business relationship," ty elected official in the 12 months befo	as defined in Chapter 2-156 of the Municipal ore the date this EDS is signed?
[]Yes	1x No	
If yes, please ident relationship(s):	tify below the name(s) of such City elec	ted 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 Disc (subcontractor, attornlobbyist, etc.)		Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Greenberg Traurig, LLP	2001 Market St		attorney	\$25,000 estimated
	Philadelphia, Pa	A 19103		
····				
(Add sheets if necessary	)			
[X] Check here if the Dis	closing Party h	as not retained, nor ex	pects to retai	n, any such persons or entities.
SECTION V CERTIF	FICATIONS			
A. COURT-ORDERED	CHILD SUPPO	ORT COMPLIANCE		
				entities that contract with the aghout the contract's term.
Has any person who direct arrearage on any child sup	•	▼		sing Party been declared in nt jurisdiction?
[] Yes [] No		No person directly or in closing Party.	ndirectly own	ns 10% or more of the
If "Yes," has the person e		•	ent for payme	ent of all support owed and

#### **B. FURTHER CERTIFICATIONS**

[] No

[] Yes

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:
The Disclosing Party makes these certifications to its actual knowledge after reasonable inquiry.

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 month period	e best of the Disclosing Party's knowledge after reasonable inquiry, the following is a cof all current employees of the Disclosing Party who were, at any time during the 12-1 preceding the execution date of this EDS, an employee, or elected or appointed official, f Chicago (if none, indicate with "N/A" or "none").	
12-month per official, of th made general course of offi	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 e City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything ly available to City employees or to the general public, or (ii) food or drink provided in the cial City business and having a retail value of less than \$20 per recipient (if none, indicate r "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 Di	sclosing Party certifies that the Disclosing Party (check one)	
[ ] is	is not	
a "financial in	stitution" as defined in Section 2-32-455(b) of the Municipal Code.	
2. If the D	Pisclosing Party IS a financial institution, then the Disclosing Party pledges:	
Code. We fur lender as defin	and will not become a predatory lender as defined in Chapter 2-32 of the Municipal ther pledge that none of our affiliates is, and none of them will become, a predatory need in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory ming an affiliate of a predatory lender may result in the loss of the privilege of doing the 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):	

	A," the word "None," or no response sumed that the Disclosing Party cert	appears on the lines above, it will be ified to the above statements.
D. CERTIFICA	TION REGARDING INTEREST IN	CITY BUSINESS
	rms that are defined in Chapter 2-15 used in this Part D.	6 of the Municipal Code have the same
	a 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 continued in the D.1., proceed	- •	to Items D.2. and D.3. If you checked "No" to
elected official or any other person for taxes or assess "City Property Sa	r employee shall have a financial int or entity in the purchase of any prop sments, 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 gal 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 is	nvolve 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
<del></del>		

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.	ny m		
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 at Disclosing Party has found records of investments or profits from slavery or slaveholder is policies. The Disclosing Party verifies that the following constitutes full disclosure of all records, including the names of any and all slaves or slaveholders described in those records.	nsurance such		
SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS			
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is no funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by tand 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 Part 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 appear, it will be conclusively presumed that the Disclosing Party means that NO persons or registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behavioring Party with respect to the Matter.)	or entities		
2. The Disclosing Party has not spent and will not expend any federally appropriated frany person or entity listed in Paragraph A.1. above for his or her lobbying activities or to person or entity to influence or attempt to influence an officer or employee of any agency, applicable federal law, a member of Congress, an officer or employee of Congress, or an ember of Congress, in connection with the award of any federally funded contract, making federally funded grant or loan, entering into any cooperative agreement, or to extend, continued to the contract of the contr	ay any as defined by mployee of a ag 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 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.

negotiations.	
Is the Disclosing Party th	e Applicant?
[]Yes	[ ] No
If "Yes," answer the three	questions below:
1. Have you develope federal regulations? (See	ed and do you have on file affirmative action programs pursuant to applicable 41 CFR Part 60-2.)
[] Yes	[] 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 participate 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 PERMANENT 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)		
Ву:		
(Sign here)		
Tony P. Lin		
(Print or type name of person signing)		
Senior Vice President		
(Print or type title of person signing)		
Signed and sworn to before me on (date)		1
at County,	_ (state).	
PICE Polish of with a Labor HA OF	Notary Public.	[SEE ATTACHED CERTIFICATE.]
Commission expires:	•	

	LIFORNIA CEDTIEICATE	
State of California	CERTIFICATE	
County of San Mateo		
•		0014
Subscribed and sworn to (or affirmed) before me of	on this 1" day of tarially	, 2014,
by Tong P. Lin		
proved to me on the basis of satisfactory evidence		
WITNESS MY HAND AND OFFICIAL SEAL.		
Miggiff	CORDON	
Signature of Notary Public	CORDON COMMINICON CONTROL OF THE PUBLISH OF THE PUB	
	NON NO	
	ALIFOTO OS	
	MATEO PRINT	OT ( Carl)
	минит	(Notary Seal)
	,	
OPTIONAL	A LEILUDEN Y WAVEL	
UFIIUMAI	L INFORMATION	
The jurat contained within this document is in accordant before a notary shall use the preceding wording or substand 8202. A jurat certificate cannot be affixed to a document including electronic means, whereby the signer did not known by the notary public. The seal and signature can wording. As an additional option an affiant can produce wording to eliminate the use of additional documentation.	tantially similar wording pursuant to Ci- ument sent by mail or otherwise delivered personally appear before the notary pub- not be affixed to a document without the ean affidavit on the same document as t	vil Code sections 1189 ed to a notary public, elic, even if the signer is e correct notarial
DESCRIPTION OF ATTACHED DOCUMENT City of Chicago Economic Disclosure Statement	CAPACITY CLAIMED BY THE	SIGNER
and Affidavit	Individual	
(Title of document)	Corporate Officer Partner	
	Partner Attorney-In-Fact	
Number of Pages(Including jurat)	Trustee Other:	
Document Date	Ouiot.	
(Additional Information)	-	

#### 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	
such person is connec	eted; (3) the name and title of the	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

	ty submitting this EDS. Include d/b/a/ if applicable:
Check ONE of the following three b	ooxes:
Indicate whether the Disclosing Party  1. [] the Applicant  OR	submitting this EDS is:
	ct or indirect interest in the Applicant. State the legal name of the ng Party holds an interest: <u>Aero O'Hare, LLC</u>
	control (see Section II.B.1.) State the legal name of the entity in a right of control:
B. Business address of the Disclosing	g Party: c/o GI Partners, 2810 Sand Hill Rd, Suite 210, Menlo Park, CA 94025
C. Telephone: <u>650-233-3612</u> Fax: <u>65</u>	50-233-3601 Email: tony@gipartners.com
D. Name of contact person: Tony P	. Lin
E. Federal Employer Identification No	o. (if you have one):
which this EDS pertains. (Include pro	ection or other undertaking (referred to below as the "Matter") to bject number and location of property, if applicable): as for Aero O'Hare, LLC, Aero Chicago, LLC and related entities at
G. Which City agency or department is	requesting this EDS? Departments of Aviation and Finance
If the Matter is a contract being han complete the following:	dled by the City's Department of Procurement Services, please
Specification #	and Contract #

#### SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

#### A. NATURE OF THE DISCLOSING PARTY

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 corporatio	n also a 501(c)(3))?
[] Limited partnership	[]Yes []]	No
[] Trust	[] Other (please specify)	
Delaware		
3. For legal entities not organized in the Student state of Illinois as a foreign ent	<u> </u>	on registered to do
[] Yes [x] No	[] N/A.	
B. IF THE DISCLOSING PARTY IS A LEGA	AL 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	
Richard A. Madnuson	Chairman	
John K Saer, Jr.	President	
Tony P Lin	Senior Vice President	
George Psaras, Jr.	Senior Vice President	
CalEast Air Cargo, LLC	Sole 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.

NT . .

Name	Business Address	Percentage interest in the	
		Disclosing Party	
CalEast Air Cargo, LLC	c/o GI Partners, 2180 Sand H	Hill Road 100%	
	Suite 210, Menlo park, CA 9	94025	
SECTION III – BUSINI	ess relationships wi	TH CITY ELECTED OFFICIALS	
_	-	p," as defined in Chapter 2-156 of the lefore the date this EDS is signed?	Municipal
[]Yes	X No		
If yes, please identify belo relationship(s):	w the name(s) of such City ele	lected 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.
	N/A		
(Add sheets if necessary)			
[X] Check here if the Disc	closing Party l	has not retained, nor expects to retai	n, any such persons or entities.
SECTION V CERTIF	ICATIONS		
A. COURT-ORDERED (	CHILD SUPP	ORT COMPLIANCE	
<b>-</b>		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 [] No		No person directly or indirectly own sclosing Party.	as 10% or more of the
If "Yes," has the person er is the person in compliance		court-approved agreement for payme reement?	ent of all support owed and
[] Yes [] No	)		
B. FURTHER CERTIFIC	ATIONS		

I. 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:
The disclosure party makes these certifications to its actual knowledge after reasonable inquiry.

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").  N/A
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.  N/A
C. CERTIFICATION OF STATUS AS EDUANCIAL INSCRIPTION
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):

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 fx] 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 []No 3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City **Business Address** 

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

Name 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 connection with the Matter voidable by the City.	contract entered into with the City in
_x_1. The Disclosing Party verifies that the Disclosing the Disclosing Party and any and all predecessor entities a from slavery or slaveholder insurance policies during the issued to slaveholders that provided coverage for damage the Disclosing Party has found no such records.	egarding records of investments or profits slavery era (including insurance policies
2. The Disclosing Party verifies that, as a result of condition of Disclosing Party has found records of investments or profipolicies. The Disclosing Party verifies that the following records, including the names of any and all slaves or slave	its from slavery or slaveholder insurance constitutes full disclosure of all such
SECTION VI CERTIFICATIONS FOR FEDERAL	
NOTE: If the Matter is federally funded, complete this funded, proceed to Section VII. For purposes of this Sect and proceeds of debt obligations of the City are not federal	ion VI, tax credits allocated by the City
A. CERTIFICATION REGARDING LOBBYING	
1. List below the names of all persons or entities regis Disclosure Act of 1995 who have made lobbying contacts respect to the Matter: (Add sheets if necessary):	
(If no explanation appears or begins on the lines above, or appear, it will be conclusively presumed that the Disclosing registered under the Lobbying Disclosure Act of 1995 have Disclosing Party with respect to the Matter.)	g Party means that NO persons or entities
2. The Disclosing Party has not spent and will not expeany person or entity listed in Paragraph A.1. above for his operson or entity to influence or attempt to influence an office applicable federal law, a member of Congress, an officer or member of Congress, in connection with the award of any federally funded grant or loan, entering into any cooperative	or her lobbying activities or to pay any cer or employee of any agency, as defined by employee of Congress, or an employee of a 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.

negotiations.		
Is the Disclosing Pa	arty the Applicant?	
[]Yes	[ ] No	
If "Yes," answer th	e three questions below:	
	veloped and do you have on file (See 41 CFR Part 60-2.)	affirmative action programs pursuant to applicable
Contract Compliance		mittee, the Director of the Office of Federal yment Opportunity Commission all reports due
[]Yes	[] No	
3. Have you parequal opportunity cl	rticipated in any previous contrac ause?	ets or subcontracts subject to the
[]Yes	[ ] No	
If you checked "No'	'to question 1. or 2. above, pleas	se 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 PERMANENT 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

Calback CAC IIC

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.

Calbast CAC, LLC		
(Print or type pame of Disclosing Party)		
Ву:		
(Sign here)		
Tony P. Lin		
(Print or type name of person signing)		
Senior Vice President		
(Print or type title of person signing)		
Signed and sworn to before me on (date)		<u>.</u>
at County,	(state).	
The later that The Production of the	Notary Public.	[SEE ATTACHED CERTIFICATE.]
Commission expires:	·	·

## **CALIFORNIA**

JURAT CI	ERTIFICATE
State of California	
County of San Mateo	
Subscribed and sworn to (or affirmed) before me on	this
by Tom; 1:1.	<del>-</del>
09	·
proved to me on the basis of satisfactory evidence to	be the person(s) who appeared before me.
WITNESS MY HAND AND OFFICIAL SEAL.	
Signature of Notary Public	CORDON CORDON TO SELECTION OF THE PUBLIC TO SELE
	WWO CALIFOR SECTION AND MATEORY OF THE PROPERTY OF THE PROPERT
	MAN MATE OF THE MAN
	(Notary Seal)
	(110 m) 50 m)
OPTIONAL I	INFORMATION
before a notary shall use the preceding wording or substar and 8202. A jurat certificate cannot be affixed to a docum	rsonally appear before the notary public, even if the signer is t be affixed to a document without the correct notarial a affidavit on the same document as the notarial certificate
DESCRIPTION OF ATTACHED DOCUMENT	CAPACITY CLAIMED BY THE SIGNER
City of Chicago Economic Disclosure Statement and Affidavit	Individual
(Title of document)	Corporate Officer
	Partner
Number of Pages (Including jurat)	Attorney-In-Fact Trustee
taninger of 1 ages(theinquig lingt)	Other:
Document Date	
Caltinal Information)	
(Additional Information)	

#### 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 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	
ted; (3) the name and title of the	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.
ĺ	fy below (1) the name and title ted; (3) the name and title of the

### 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: <u>CalEast Air Cargo, LLC</u>
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: <u>Aero O'Hare, LLC</u></li> <li>OR</li> </ol>
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/o GI Partners, 2810 Sand Hill Rd, Suite 210, Menlo Park, CA 94025
C. Telephone: 650-233-3612 Fax: 650-233-3601 Email: tony@gipartners.com
D. Name of contact person: Tony P. Lin
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):  Inducement Ordinance for capital projects for Aero O'Hare, LLC, Aero Chicago, LLC and related entities at Chicago O'Hare International Airport
G. Which City agency or department is requesting this EDS? Departments of Aviation and Finance
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # and Contract #

Page 1 of 13

Ver. 01-01-12

#### SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

#### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing	g Party:
[] Person	[x] Limited liability company
[] Publicly registered business corporation	n [] 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	gn country) of incorporation or organization, if applicable
3. For legal entities not organized in th business in the State of Illinois as a foreign	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	
Richard A. Magnuson	Chairman	
John K Saer, Jr.	President	
Tony P. Lin	Senior Vice President	
George Psaras, Jr.	Senior Vice President	
CalEast Air Cargo Investors, LLC	99% 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  CalEast Air Cargo Investors, LLC c/o GI Partners		s Address	Percentage Interest in the
		c/o GI Partners	Disclosing Party 99%
		2180 Sand Hill Rd,	Suite 210
		Menlo Park, CA 94	4025
	·		
Has the Disclosin	ng Party had a "bi	usiness relationship,"	H CITY ELECTED OFFICIALS  as defined in Chapter 2-156 of the Municipal ore the date this EDS is signed?
[]Yes	(x) No		
If yes, please identif relationship(s):	y below the name	e(s) of such City elec	ted 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	y)		
[X] Check here if the Di	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	
	•	ly owns 10% or more of the Disclosons by any Illinois court of competer	
[] Yes [] N		No person directly or indirectly own sclosing Party.	as 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 []N	lo		
B. FURTHER CERTIFI	CATIONS		

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:
The Disclosing Party makes these certifications to its actual knowledge after reasonable inquiry.

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").  N/A
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.  N/A
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):

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 [] 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.
the Disclosing Party and any and all pre from slavery or slaveholder insurance pe	at the Disclosing Party has searched any and all records of decessor entities regarding records of investments or profits olicies during the slavery era (including insurance policies rerage for damage to or injury or death of their slaves), and records.
Disclosing Party has found records of in policies. The Disclosing Party verifies t	at, as a result of conducting the search in step 1 above, the evestments or profits from slavery or slaveholder insurance that the following constitutes full disclosure of all such all slaves or slaveholders described in those records:
SECTION VI CERTIFICATIONS I	FOR FEDERALLY FUNDED MATTERS
	ed, complete this Section VI. If the Matter is not federally poses of this Section VI, tax credits allocated by the City City are not federal funding.
A. CERTIFICATION REGARDING LO	DBBYING
	os or entities registered under the federal Lobbying obbying contacts on behalf of the Disclosing Party with essary):
appear, it will be conclusively presumed to	that the Disclosing Party means that NO persons or entities Act of 1995 have made lobbying contacts on behalf of the er.)
any person or entity listed in Paragraph A person or entity to influence or attempt to applicable federal law, a member of Congmember of Congress, in connection with the	and will not expend any federally appropriated funds to pay .1. above for his or her lobbying activities or to pay any influence an officer or employee of any agency, as defined by cress, an officer or employee of Congress, or an employee of the award of any federally funded contract, making any to 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 t	updated	certification	at the	end of	each o	calendar	quarter in
which	there	occurs any	y event tha	t materially	affects	the accurac	y of the	statem	ents a	and infor	mation set
forth i	n par	agraphs 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.	$\cdot$
Is the Disclosing Party	the Applicant?
[]Yes	[ ] No
If "Yes," answer the thr	ee questions below:
1. Have you develoged federal regulations? (See	ped and do you have on file affirmative action programs pursuant to applicable ee 41 CFR Part 60-2.)
[] Yes	[ ] No
	ith the Joint Reporting Committee, the Director of the Office of Federal ograms, or the Equal Employment Opportunity Commission all reports due ng requirements?
[] Yes	[] No
3. Have you particip equal opportunity clause	pated in any previous contracts or subcontracts subject to the?
[]Yes	[]No
If you checked "No" to o	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 PERMANENT 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.

CalEast Air Cargo, LLC		
(Print or type name of Disclosing Party)		
By:		
(Sign here)		
Tony P. Lin		
(Print or type name of person signing)		
Senior Vice President		
(Print or type title of person signing)		
Signed and sworn to before me on (date)		
at County,	(state).	
The fished startification is fighter gold	My Notary Public.	[SEE ATTACHED CERTIFICATE.]
Commission expires:	^	

#### CALIFORNIA JURAT CERTIFICATE

JURAT CI	ERTIFICATE	
State of California		
County of San Mateo		
Subscribed and sworn to (or affirmed) before me on		
by Tibes P. La		,
proved to me on the basis of satisfactory evidence to	be the person(s) who appeared before	me.
WITNESS MY HAND AND OFFICIAL SEAL.		
M. March	CORDON MILL	
Signature of Notary Public	PRY PURP	
	NA CONTROL OF THE PROPERTY OF	
	TEOR AND TO SEE SEE SEE SEE SEE SEE SEE SEE SEE SE	
	ON EXPIRES	Notary Seal)
	(	itolary scary
OPTIONAL	NFORMATION	<del> </del>
The jurat contained within this document is in accordance before a notary shall use the preceding wording or substant and 8202. A jurat certificate cannot be affixed to a docume including electronic means, whereby the signer did not per known by the notary public. The seal and signature cannot wording. As an additional option an affiant can produce ar wording to eliminate the use of additional documentation.	with California law. Any affidavit subscritially similar wording pursuant to Civil Cent sent by mail or otherwise delivered to a conally appear before the notary public, education be affixed to a document without the corresponding to the contract of the	ode sections 1189 a notary public, ven if the signer is rect notarial
DESCRIPTION OF ATTACHED DOCUMENT City of Chicago Economic Disclosure Statement	CAPACITY CLAIMED BY THE SIGN	NER
and Affidavit	Individual	
(Title of document)	Corporate Officer	
	Partner Attorney-In-Fact	
Number of Pages(Including jurat)	Trustee	
Document Date	Other:	<del></del>
(Additional Information)		

# 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	ted; (3) the name and title of the	e 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

	e of the Disclosing Party submitted Cargo Investors, LLC	ing this EDS. Include d/b/a/ if applicable:
Check ONE o	f the following three boxes:	
Indicate wheth  1. [] the Ap  OR	er the Disclosing Party submittin	g this EDS is:
	· ·	ect interest in the Applicant. State the legal name of the olds an interest:  Aero Chicago, LLC
3. [] a legal		e Section II.B.1.) State the legal name of the entity in control:
B. Business ad	ldress of the Disclosing Party:	c/o GI Partners, 2810 Sand Hill Rd, Suite 210, Menlo Park, CA 94025
C. Telephone:	650-233-3612 Fax: 650-233-36	01 Email: tony@gipartners.com
D. Name of co	ntact person: Tony P. Lin	<del></del>
E. Federal Emp	oloyer Identification No. (if you h	nave one): N/A
which this EDS Inducement Ord	pertains. (Include project numb	ther undertaking (referred to below as the "Matter") to er and location of property, if applicable):  O'Hare, LLC, Aero Chicago, LLC and related entities at
G. Which City a	gency or department is requesting	g this EDS? Departments of Aviation and Finance
If the Matter complete the		e City's Department of Procurement Services, please
Specification	ı #	and Contract #

#### SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

#### A. NATURE OF THE DISCLOSING PARTY

<ol> <li>Indicate the nature of the Disclosing Presented</li> </ol>	arty:
[] Person	bd 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 .	·
<ol> <li>For legal entities not organized in the S business in the State of Illinois as a foreign ent</li> </ol>	tate of Illinois: Has the organization registered to do hity?
[ ] Yes [k] No	[]N/A
B. IF THE DISCLOSING PARTY IS A LEG	AT RNTTTV-

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 logal 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: Bach legal entity listed below must submit an EDS on its own behalf.

Name:	Title
Richard A. Magnuson	Chairman
John K. Saer, Jr.	President
Tony P. Lin	. Senior Vice President
George Psaras, Jr.	Senior Vice President
CalEast Industrial Investors,	LLC Sole 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.

Projects Address.

Percentage Interest in the

i

17 auto Dumine Autore		Disclosing Party					
CalEast	Industrial	Investors,	LLC, see		•	100%	
	· · · · · · · · · · · · · · · · · · ·		·	·			
SECTION	III – BUŞINE	SS RELATIO	vships w	ITH CITY I	LLECTED Ó	PFICIALS	
	•			• -	•	-156 of the Munic	ipal
Code, with	any City elected	d official in the	12 months b	etore the dat	10 to 10 10 10 10 10 10 10 10 10 10 10 10 10	ngned?	
[]Yes		k] No					
If yes, pleas relationship	•	v the name(s) of	such City e	lected offici	al(s) and descr	ribe such	
<del></del>		<u>.</u>	<del></del>	<del></del>		<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.
	N/A		
(Add sheets if necessary)			
[X] Check here if the Disc	closing Party l	nas 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 e their child support obligations throu	
· -	<u> </u>	ly owns 10% or more of the Disclos ons by any Illinois court of competer	-
[] Yes [] No		No person directly or indirectly owr sclosing Party.	as 10% or more of the
If "Yes," has the person er is the person in compliance		ourt-approved agreement for paymoreement?	ent of all support owed and
[] Yes [] No	•		
B. FURTHER CERTIFIC	ATIONS		

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 BDS, 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 incligible 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:							
The	Disclosing	Party makes	these	certifications	to it	s actual	knowledge
aft	er reasonab	le inquiry.					
				•	_		

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").  N/A
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.  N/A
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION  1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [6] 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):

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

is sold by virtue of lesation for property tal nterest within the mea Property Sale?	egal process at the suit of the City (collectively, ken pursuant to the City's eminent domain pow	•
is sold by virtue of losation for property tal atterest within the mea	egal process at the suit of the City (collectively, ken pursuant to the City's eminent domain pow	,
is sold by virtue of lession for property talesterest within the mea	egal process at the suit of the City (collectively, ken pursuant to the City's eminent domain pow	,
is sold by virtue of lession for property tal	egal process at the suit of the City (collectively, ken pursuant to the City's eminent domain pow	•
ll have a financial int	_ · · · · · · · · · · · · · · · · · · ·	
to Item D.1., proceed	to Items D.2, and D.3. If you checked "No" to	)
Νo		
		<b>;</b>
fined in Chapter 2-15 rt D.	6 of the Municipal Code have the same	
DING INTEREST I	N CITY BUSINESS	
- <u>-</u>		
	Disclosing Party cert DING INTEREST II fined in Chapter 2-15 t D. fon 2-156-110 of the least in his or her own to Item D.I., proceed a process of competitial have a financial interest.	on 2-156-110 of the Municipal Code: Does any official or employed rest in his or her own name or in the name of any other person or

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 BDS 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 profifrom 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 I 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 smember 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.	submit 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:
	leveloped and do you have on file affirmative action programs pursuant to applicable s? (See 41 CFR Part 60-2.)
[]Yes .	[] No
Contract Complianunder the application	filed with the Joint Reporting Committee, the Director of the Office of Federal nee Programs, or the Equal Employment Opportunity Commission all reports due ble filing requirements?
[]Yes.	[] 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 - 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.
- B. 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 PERMANENT 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. I., 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.

CalEast Air Cargo In	ivestors, LLC		
(Print or Type name of	f Disclosing Party)		
By:			
(Sign here)			
Tony P. Lin			
(Print or type name of	person signing)		
Senior Vice Presiden	nt		
(Print or type title of p	erson signing)		
Signed and sworn to b	efore me on (date)		
at	County,	(state).	SEE ATTACHED CERTIFICATION.
Sec. 24 15 640	प्रति से त्या क्री र विकार Notary	Public.	
	541/1d		
Commission expires:_			

## **CALIFORNIA**

JURAT CERTIFICATE			
State of California			
County of San Mateo			
Subscribed and sworn to (or affirmed) before me on this			
by 1000 12 1-10			
proved to me on the basis of satisfactory evidence to be the person(3) who appeared before me.			
WITNESS MY HAND AND OFFICIAL SEAL.			
Signature of Notary Public			
The state of the s			
(Notary Seal)			
OPTIONAL INFORMATION			
The jurat contained within this document is in accordance with California law. Any affidavit subscribed and sworn to before a notary shall use the preceding wording or substantially similar wording pursuant to Civil Code sections 1189 and 8202. A jurat certificate cannot be affixed to a document sent by mail or otherwise delivered to a notary public, including electronic means, whereby the signer did not personally appear before the notary public, even if the signer is known by the notary public. The seal and signature cannot be affixed to a document without the correct notarial wording. As an additional option an affiant can produce an affidavit on the same document as the notarial certificate wording to eliminate the use of additional documentation.			
DESCRIPTION OF ATTACHED DOCUMENT City of Chicago Economic Disclosure Statement  CAPACITY CLAIMED BY THE SIGNER			
and Affidavit Individual (Title of document) Corporate Officer Partner			
Number of Pages(Including jurat) Attorney-In-Fact Trustee Other:			
Document Date			
(Additional Information)			

# 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 RDS 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 comed	sted; (3) the name and title of the	e of such person, (2) the name of the legal entity one elected city official or department head to who e nature of such familial relationship.	
· · · · · · · · · · · · · · · · · · ·			

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

## SECTION I -- GENERAL INFORMATION

A. Legal name of the Discle  CalEast Industrial Inves	sing Party submitting this EDS. Include d/b/a/ if applicable:
Check ONE of the following	g three boxes:
Indicate whether the Disclos  1. [] the Applicant  OR	ng Party submitting this EDS is:
	ng a direct or indirect interest in the Applicant. State the legal name of the Disclosing Party holds an interest: <u>Aero O'Hare, LLC</u>
	right of control (see Section II.B.1.) State the legal name of the entity in ry holds a right of control:
B. Business address of the I	isclosing Party: c/o GI Partners, 2810 Sand Hill Rd, Suite 210, Menlo Park, CA 94025
C. Telephone: <u>650-233-361</u>	Fax: 650-233-3601 Email: tony@gipartners.com
D. Name of contact person:	Tony P. Lin
E. Federal Employer Identifi	ation No. (if you have one):
which this EDS pertains. (In	ct, transaction or other undertaking (referred to below as the "Matter") to clude project number and location of property, if applicable): al projects for Aero O'Hare, LLC, Aero Chicago, LLC and related entities at irport
G. Which City agency or dep	rtment is requesting this EDS? Departments of Aviation and Finance
If the Matter is a contract complete the following:	eing handled by the City's Department of Procurement Services, please
Specification #	and Contract #
Ver. 01-01-12	Page 1 of 13

#### SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

### A. NATURE OF THE DISCLOSING PARTY

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)
California  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?
[] Yes [x] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEGA	AL 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	
Richard A. Magnuson	Chairman	
John K Saer, Jr.	President	
Tony P. Lin	Senior Vice President	
George Psaras, Jr.	Senior Vice President	
GIP Manager (CalEast) LLC	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.

Percentage Interest in the

Business Address

Name

		Disclosing Party
CalEast Global L	ogistics, LLC	99.75%
c/o GI Partners, 2	180 Sand Hill Rd, Suite 210,	Menlo Park, CA 94025
*Entity is an instr	ument of the California Publi	c Employees' Retirement System, and agency of the executive branch
of California State	Government, and also a pub	lic pension plan.
SECTION III -	BUSINESS RELATIONS	SHIPS WITH CITY ELECTED OFFICIALS
	<del>-</del> -	relationship," as defined in Chapter 2-156 of the Municipal months before the date this EDS is signed?
[]Yes	[x] No	
If yes, please ident relationship(s):	tify below the name(s) of s	uch 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 Disc	closing Party h	as not retained, nor expects to retai	n, any such persons or entities.
SECTION V CERTIFI	ICATIONS		
A. COURT-ORDERED C	CHILD SUPPO	ORT COMPLIANCE	
		15, substantial owners of business e their child support obligations throu	
	-	y owns 10% or more of the Disclos ns by any Illinois court of competer	
[] Yes [] No		No person directly or indirectly own closing Party.	as 10% or more of the
If "Yes," has the person er is the person in compliance		ourt-approved agreement for paymereement?	ent of all support owed and
[] Yes [] No			
B. FURTHER CERTIFIC	ATIONS		

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
  - c. 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:
The disclosing Party makes these certifications to its actual knowledge after reasonable inquiry.

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").  N/A
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.  N/A
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):

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 [] 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.	sany contract entered into with the City in		
_x_l. 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 Disclosing Party has found records of investments or policies. The Disclosing Party verifies that the follow records, including the names of any and all slaves or s	profits from slavery or slaveholder insurance ving constitutes full disclosure of all such		
SECTION VI CERTIFICATIONS FOR FEDER	ALLY FUNDED MATTERS		
NOTE: If the Matter is federally funded, complete funded, proceed to Section VII. For purposes of this and proceeds of debt obligations of the City are not federally	Section VI, tax credits allocated by the City		
A. CERTIFICATION REGARDING LOBBYING			
1. List below the names of all persons or entities r Disclosure Act of 1995 who have made lobbying contrespect to the Matter: (Add sheets if necessary):	<del></del>		
(If no explanation appears or begins on the lines above appear, it will be conclusively presumed that the Discleregistered under the Lobbying Disclosure Act of 1995 Disclosing Party with respect to the Matter.)	osing Party means that NO persons or entities		
2. The Disclosing Party has not spent and will not any person or entity listed in Paragraph A.1. above for person or entity to influence or attempt to influence an applicable federal law, a member of Congress, an offic member of Congress, in connection with the award of a federally funded grant or loan, entering into any cooper	his or her lobbying activities or to pay any officer or employee of any agency, as defined by er or employee of Congress, or an employee of a 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.

negotiations.	submit the following information with their bids of in writing at the outset of
Is the Disclosing I	Party the Applicant?
[]Yes	[]No
If "Yes," answer to	ne 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	led 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 page equal opportunity of	rticipated in any previous contracts or subcontracts subject to the lause?
[] 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 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 PERMANENT 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

CalEast Industrial Investors, 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.

CUIZUST INGUSTRIAL INVOSTORS, ELEC		
(Print or type-name of Disclosing Party)		
Ву:		
(Sign here)		
Tony P. Lin		
(Print or type name of person signing)	·	
Senior Vice President		
(Print or type title of person signing)	•	
Signed and sworn to before me on (date) _		,
at County,	(state).	
Write belief of with fact or front and	\ \ Notary Public.	[SEE ATTACHED CERTIFICATE.]
Commission expires:	•	

	FORNIA
JURAT CE State of California	CRTIFICATE
State of Camorina	
County of San Mateo	
-	nike Ci
Subscribed and sworn to (or affirmed) before me on t	this <u>\ \ \ \ day</u> of <u>\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \</u>
by 1957 P. Lin	
by 115 4 1 - 115	······································
proved to me on the basis of satisfactory evidence to	be the person(s) who appeared before me.
WITNESS MY HAND AND OFFICIAL SEAL.	
WITHESS WITHAM AND OFFICIAL SEAR.	
We William	.autilitur.
1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	CORDON
Signature of Notary Public	111 4 668352 MFR
	**************************************
	ON AN MATEO OF STATE
	38 TENE
	O SCALIFOR OF O
	(Notary Seal)
	"Minimum"
OPTIONAL II	NFORMATION
The livest and included within this document is in accordance.	
The jurat contained within this document is in accordance before a notary shall use the preceding wording or substant	
and 8202. A jurat certificate cannot be affixed to a docume	
including electronic means, whereby the signer did not personal	sonally appear before the notary public, even if the signe
known by the notary public. The seal and signature cannot	
wording. As an additional option an affiant can produce an wording to eliminate the use of additional documentation.	
wording to eminimate the use of additional documentation.	
DESCRIPTION OF ATTACHED DOCUMENT	CAPACITY CLAIMED BY THE SIGNER
City of Chicago Economic Disclosure Statement and Affidavit	Individual
(Title of document)	Corporate Officer
	Partner Partner
	Attorney-In-Fact
	Tr4
Number of Pages(Including jurat)	Trustee
	Other:
Document Date	Other:
	Other:

# 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 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 conne	cted; (3) the name and title of the	e of such person, (2) the name of the legal entity to which ne elected city official or department head to whom such e 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:
GIP MANAGER (CALEAST), LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is:  1. [] 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. [X] 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: CalEast Industrial Investors, LLC
B. Business address of the Disclosing Party: c/o GI Partners, 2810 Sand Hill Rd, Suite 210, Menlo Park, CA 94025
C. Telephone: 650-233-3612 Fax: 650-233-3601 Email: tony@gipartners.com
D. Name of contact person: Tony P. Lin
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): <u>Inducement Ordinance for capital projects for Aero O'Hare, LLC, Aero Chicago, LLC and related entities at Chicago O'Hare International Airport</u>
G. Which City agency or department is requesting this EDS? Departments of Aviation and Finance
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # and Contract #

Page 1 of 13

Ver. 01-01-12

## 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 California	ountry) of incorporation or organization, if applicable:
3. For legal entities not organized in the St business in the State of Illinois as a foreign enti	ate of Illinois: Has the organization registered to do ity?
[] 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	l executive officers and all directors of the entity.  t 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,  nit an EDS on its own behalf.
Name RAM (CalEast) LLC	Title Sole 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
RAM (Ca)	East) LLC c/o GI Partners	100%
	2180 Sand Hill R	d, Suite 210
	Menlo Park, CA 9	4025
SECTION I	II — Business relationships v	WITH CITY ELECTED OFFICIALS
Has the Di	icologing Party had a "hycinese relations	thip," as defined in Chapter 2-156 of the Municipal
	ny City elected official in the 12 months	
[ ] <b>Y</b> es	[k] No	
If yes, please relationship(s)	identify 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 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.				
			<u>, , , , , , , , , , , , , , , , , , , </u>				
(Add sheets if necessary)							
[X] Check here if the Disc	losing Party h	nas not retained, nor expects to retai	n, any such persons or entities.				
SECTION V CERTIFI	CATIONS						
A. COURT-ORDERED C	CHILD SUPPO	ORT COMPLIANCE					
Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.							
		ly owns 10% or more of the Disclos ns by any Illinois court of competer					
[] Yes [] No [X] No person directly or indirectly owns 10% or more of the Disclosing Party.							
If "Yes," has the person en		ourt-approved agreement for paymoreement?	ent of all support owed and				
[] Yes [] No							
B. FURTHER CERTIFIC	ATIONS						

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	g Party is unable	to ceruity	y to any of the above	statemen	its in this P	an is (Funder	
Certi	fications), the Dis-	closing Party mu	st explai	n below:				
T	he Disclosing	Party makes	these	certifications	to its	actual	knowledge	
a	fter reasonab	le inquiry.						
	<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").  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 [K] 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):

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

No 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

[]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.	m me ony m			
* 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 profit 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 st Disclosing Party has found records of investments or profits from slavery or slaveh policies. The Disclosing Party verifies that the following constitutes full disclosure records, including the names of any and all slaves or slaveholders described in those	older insurance e of all such			
SECTION VI – CERTIFICATIONS FOR FEDERALLY FUNDED MATTER	RS			
NOTE: If the Matter is federally funded, complete this Section VI. If the Matte funded, proceed to Section VII. For purposes of this Section VI, tax credits allocat 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 Lo Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosin 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	ne word "None"			
appear, it will be conclusively presumed that the Disclosing Party means that NO pe registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts Disclosing Party with respect to the Matter.)	rsons or entities			
2. The Disclosing Party has not spent and will not expend any federally appropriany person or entity listed in Paragraph A.1. above for his or her lobbying activities of person or entity to influence or attempt to influence an officer or employee of any agapplicable federal law, a member of Congress, an officer or employee of Congress, on member of Congress, in connection with the award of any federally funded contract, federally funded grant or loan, entering into any cooperative agreement, or to extend	or to pay any gency, as defined by or an employee of a 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 negotiations.	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	iled with the Joint Reporting Committee, the Director of the Office of Federal nee Programs, or the Equal Employment Opportunity Commission all reports due ble filing requirements?  [] No
3. Have you pequal 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 – 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 PERMANENT 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.

WITH HOLD INSTRUCTION	Notary Public.
at County,	
Signed and sworn to before me on (date)	
(Print or type title of person signing)	
Executive Managing Director	
(Print or type name of person signing)	
Richard A. Magnuson	
	[SEE ATTACHED CERTIFICATE.]
(Sign here)	
By: Magn (Sign here)	
(Print or type name of Disclosing Party)	
GIP Manager (CalEast) LLC	

## CALIFORNIA JURAT CERTIFICATE

JURAT CERTIFICATE		
State of California		
County of Specification		
Subscribed and sworn to (or affirmed) before me on t	his <u>ু ু d</u> ay of <u>ভিন্ত ১৯০২ ,</u> 2014,	
by Richard F. Minge	11680	
·		
proved to me on the basis of satisfactory evidence to	be the person(s) who appeared before me.	
WITNESS MY HAND AND OFFICIAL SEAL.	annullure.	
Maria	CORDON	
Signature of Notary Public	* *** 87 PUAP O	
Signature of Notary Fuoric	30 1 30 E	
Signature of Notary Lubic		
	S. S. TFOR SE SE	
7	MISSION EXPERIMENTAL PROPERTY OF THE PROPERTY	
	(Notary Seal)	
	(*******, *****************************	
OPTIONAL P	NFORMATION	
OTHORADE	TORMATION	
The jurat contained within this document is in accordance wherever a material was the presenting wording or substant		
before a notary shall use the preceding wording or substant and 8202. A jurat certificate cannot be affixed to a docume		
including electronic means, whereby the signer did not personal	sonally appear before the notary public, even if the signer is	
known by the notary public. The seal and signature cannot wording. As an additional option an affiant can produce an		
wording to eliminate the use of additional documentation.		
DESCRIPTION OF ATTACHED DOCUMENT	CAPACITY CLAIMED BY THE SIGNER	
(Title of document)	Individual	
(Title of document)	Corporate Officer	
Number of Pages(Including jurat)	Partner Attorney-In-Fact	
	Trustee	
Document Date	Other:	
(Additional Information)	·	
(Additional Information)		

# 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	[¾] 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.
NAMES (SATISATION OF PROPERTY SERVICES SERVICES AND ASSOCIATED ASSOCIATED ASSOCIATED ASSOCIATION ASSOC		

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

## SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing RAM (CALEAST), LLC	Party submitting this EDS. Include d/b/a/ if applicable:
Check ONE of the following thr	ee boxes:
Indicate whether the Disclosing F  1. [] the Applicant  OR  2. [] a legal entity holding a d	arty submitting this EDS is:  rect or indirect interest in the Applicant. State the legal name of the
	losing Party holds an interest:
3. [X] a legal entity with a righ	t of control (see Section II.B.1.) State the legal name of the entity in lds a right of control: GIP Manager (CalEast) LLC
B. Business address of the Disclo	sing Party: c/o GI Partners, 2810 Sand Hill Rd, Suite 210, Menlo Park, CA 94025
C. Telephone: <u>650-233-3612</u> Fa	: 650-233-3601 Email: tony@gipartners.com
D. Name of contact person:	ny P. Lin
E. Federal Employer Identificatio	No. (if you have one):
which this EDS pertains. (Include	ensaction or other undertaking (referred to below as the "Matter") to project number and location of property, if applicable): ojects for Aero O'Hare, LLC, Aero Chicago, LLC and related entities at
. Which City agency or departme	nt is requesting this EDS? Departments of Aviation and Finance
If the Matter is a contract being complete the following:	handled by the City's Department of Procurement Services, please
Specification #	and Contract #

#### SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

## A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party: [ ] Person kd 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: Delaware 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 k] 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 Richard A. Magnuson Sole 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.

Decompose Interest in the

Rusiness Address

Name

11000	Duamese Munices	r orcentage microse m me
		Disclosing Party
Richard A.	Magnuson c/o GI Partners	100%
	2180 Sand Hill Rd	, Suite 210
<del></del>	Menlo Park, CA	
•		
SECTION III —	BUSINESS RELATIONSHIPS WIT	H CITY ELECTED OFFICIALS
Has the Disclos	ing Party had a "business relationship."	as defined in Chapter 2-156 of the Municipal
	ty elected official in the 12 months before	
[]Yes	🕅 No	
- <del>-</del>	ify below the name(s) of such City elec	ted 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 who retained or anticipate to be retained)		Relationship to Disclosing Part (subcontractor, attorney, lobbyist, etc.)	y Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if neces	sary)		
[x] Check here if the	Disclosing Party	has not retained, nor expects to retain	in, any such persons or entities.
SECTION V - CE	RTIFICATION	S	
A. COURT-ORDER	RED CHILD SUI	PPORT COMPLIANCE	
		2-415, substantial owners of busines ith their child support obligations th	
	•	ctly owns 10% or more of the Disclo	<del>-</del>
[] Yes		No person directly or indirectly own isclosing Party.	s 10% or more of the
If "Yes," has the pers is the person in comp		court-approved agreement for paymagreement?	ent of all support owed and
[] Yes	[ ] No		
B. FURTHER CERT	TFICATIONS		
consult for defined te	rms (e.g., "doing	napter 1-23, Article I ("Article I")(what business") and legal requirements), and is doing business with the City, the	if the Disclosing Party

## B

Ç 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.	7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further											
Certi	Certifications), the Disclosing Party must explain below:											
T?	he Disc	losing	Party	makes	these	certif:	cations	to it	ts	actual	knowl	edge
a	fter re	asonab	le inq	uiry.								
										-		_
								THE RESERVE OF LINES.			Lacarral, També	

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 [K] 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):
· · · · · · · · · · · · · · · · · · ·

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 clected 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 [] 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.	
× 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 profifrom 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.	ts
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 federal 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.	ily
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.)	S
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to p 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 define applicable federal law, a member of Congress, an officer or employee of Congress, or an employee 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, rene	d by

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

Page 9 of 13

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 sul negotiations.	omit the following information with their bids or in writing at the outset of
ls the Disclosing Par	ty the Applicant?
[]Yes	[ ] No
If "Yes," answer the	three questions below:
	eloped and do you have on file affirmative action programs pursuant to applicable (See 41 CFR Part 60-2.)
[]Yes	[] No
	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	cipated in any previous contracts or subcontracts subject to the
equal opportunity cla	ise?
[]Yes	[ ] No
If you checked "No"	o 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/Bthics">www.cityofchicago.org/Bthics</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 PERMANENT 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.

RAM (CalEa:	st) LLC		
(Print or type	name of Disclosing Party)		
By: (Sign 1	Maghere)	•	
Distant A M		[SEE ATTACHED CERTIFI	CATE.]
Richard A. M	agnuson		
(Print or type	name of person signing)		
Sole Member			
(Print or type	title of person signing)		
Signed and sw	orn to before me on (date)		
at	County,	(state).	
Ciro Fatio	she stelleder	Notary Public.	
	1. 1. 1. 1.		

## CALIFORNIA JURAT CERTIFICATE

JURAT CI	ERTIFICATE
State of California	
County of Same Same	
County of	
	41:- TW: 1 C & Source 2014
Subscribed and sworn to (or affirmed) before me on	J
by Franci B. Magneson	
·	
proved to me on the basis of satisfactory evidence to	be the person(8) who appeared before me.
WITNESS MY HAND AND OFFICIAL SEAL.	
Mill Committee and the committee of the	WILL CORDON THE
Signature of Notary Public	PUOL QUE
	ALIFOR OF STATE OF ST
	302
	C & CHIFOR OF ON
	MATEO CE
	(Notary Seal)
	(**************************************
	1
OPTIONAL I	NFORMATION
The jurat contained within this document is in accordance	with California law. Any affidavit subscribed and sworn to
	tially similar wording pursuant to Civil Code sections 1189
and 8202. A jurat certificate cannot be affixed to a docume	ent sent by mail or otherwise delivered to a notary public,
	rsonally appear before the notary public, even if the signer is
known by the notary public. The seal and signature cannot wording. As an additional option an affiant can produce ar	
wording to eliminate the use of additional documentation.	
DESCRIPTION OF ATTACHED DOCUMENT	CAPACITY CLAIMED BY THE SIGNER
(Title of document) - AM MARCH 19	Individual
(Title of document) - Con Andrew	Corporate Officer Partner
Number of Pages(Including jurat)	Attorney-In-Fact
	Trustee Other: Sale Westber
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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 ILB.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	[¾] No	
such person is connec	cted; (3) the name and title of the	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 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: c/o GI Partners, 2810 Sand Hill Rd, Suite 210, Menlo Park, CA 94025
C. Telephone: 650-233-3612 Fax: 650-233-3601 Email: tony@gipartners.com
D. Name of contact person: Tony P. Lin
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):  Inducement Ordinance for capital projects for Aero O'Hare, LLC, Aero Chicago, LLC and related entities at Chicago O'Hare International Airport
G. Which City agency or department is requesting this EDS? Departments of Aviation and Finance
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # and Contract #

#### SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

## A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Pa	arty:
[] Person	k] Limited liability company
[ ] Publicly registered business corporation	[ ] Limited liability partnership
[] Privately held business corporation	[] Joint venture
[] Sole proprietomhip	[ ] 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	country) of incorporation or organization, if applicable
3. For legal entities not organized in the S business in the State of Illinois as a foreign en	tate of Illinois: Has the organization registered to do
[4] Yes [ ] No	[]N/A
	AT TATOMINAL.

#### 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 BDS on its own behalf.

Name	Title
Richard A. Magnuson	Chairman
John K. Saer, Jr.	President
Tony P. Lin	Senior Vice President
George Psaras, Jr.	Sanior Vice President
NE Cargo Chicago, LLC	Şole 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				
NE Cargo Chi	cago, LLC c/o GI Partners	. 10	08 "				
	2180 Sand Hill 1	Rd, Suite 210					
-	Menlo Park, CA						
	st will be transferred to date hereof.	Sphere, LLC (	or an affiliate	thereof)			
SECTION III — H	pūsiness relationships wi	TH CITY ELEC	ted officials				
•	ing Party had a "business relationship y elected official in the 12 months b		<del>-</del>	Municipal			
[]Yes	[k] No						
If yes, please identi relationship(s):	ify below the name(s) of such City e	lected official(s) s	nd 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 payfoll.

"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.
Please see attached sheet.			
(Add sheets if necessary	)		
[X] Check here if the Dis	closing Party l	nas not retained, nor expects to retai	n, any such persons or entities.
SECTION V CERTII	FICATIONS		
		ODT COMPLIANCE	
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 [] No		No person directly or indirectly own sclosing Party.	as 10% or more of the
If "Yes," has the person e is the person in compliance		ourt-approved agreement for paymereement?	ent of all support owed and
[] Yes [] N	0		•
B. FURTHER CERTIFIC	CATIONS		

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 entitles identified in Section ILB.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 BDS, 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;

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- 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 logal 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;

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- 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:				
The Disclosing Party makes these certifications to its actual knowledge	je_			
after reasonable inquiry.				

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 K] 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 Cede. 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):

ssments, or (iii) is sold by virtue of lale"). Compensation for property tate a financial interest within the me involve a City Property Sale?  [] No	aken pursuant to the City's eminent domain power
ssments, or (iii) is sold by virtue of lale"). Compensation for property tate a financial interest within the me involve a City Property Sale?	aken pursuant to the City's eminent domain power
ssments, or (iii) is sold by virtue of lale"). Compensation for property tate a financial interest within the me	aken pursuant to the City's eminent domain power
ssments, or (iii) is sold by virtue of lale"). Compensation for property ta	aken pursuant to the City's eminent domain power
r employee shall have a financial in	tive bidding, or otherwise permitted, no City aterest in his or her own name or in the name of perty that (i) belongs to the City, or (ii) is sold level process at the suit of the City (callectively
checked "Yes" to Item D.I., proceed ed to Part B.	i to Items D.2. and D.3. If you checked "No" to
[4] No	
•	Municipal Code: Does any official or employee a name or in the name of any other person or
rms that are defined in Chapter 2-15 used in this Part D.	56 of the Municipal Code have the same
tion regarding interest i	N CITY BUSINESS
A." the word "None," or no response esumed that the Disclosing Party cer	e appears on the lines above, it will be tified to the above statements.
	TION REGARDING INTEREST In the state of the second in this Part D.  ance with Section 2-156-110 of the a financial interest in his or her owner.  [K] No schecked "Yes" to Item D.I., proceeded to Part B.  Id pursuant to a process of competition employee shall have a financial in or entity in the purchase of any pro-

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 BDS 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.	
× 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 entitles 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.	

Page 9 of 13

	rty will submit an updated certification at the end of each calendar quarter in vent 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 using Party must maintain all such subcontractors' certifications for the must make such certifications promptly available to the City upon request.
B. CERTIFICATION RE	GARDING BQUAL EMPLOYMENT OPPORTUNITY
	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 developed federal regulations? (See	d and do you have on file affirmative action programs pursuant to applicable [] No
2. Have you filed with Contract Compliance Progunder the applicable filing [] Yes	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
[] Yes	[]No ·
If you checked "No" to que	stion 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 Bithics 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.cityofobicago.org/Bthics">www.cityofobicago.org/Bthics</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 BDS 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 PERMANENT 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, LLC	·	
(Print or type name of Disclosing Party)		
Ву:		
(Sign here)		
Tony P. Lin		
(Print or type name of person signing)		
Senior Vice President		
(Print or type title of person signing)		
Signed and sworn to before me on (date)		,~. 
atCounty,	(state).	FORTE A DOMESTIC A DESCRIPTION
	_ Notary Public.	[SEE ATTACHED CERTIFICATE.]
Commission expires:		

## CALIFORNIA JURAT CERTIFICATE

JURAT CE	ERTIFICATE	
State of California		
County of San Mateo		
Subscribed and sworn to (or affirmed) before me on	this The day of Fringing	, 2014,
by ToryPilan		,
WITNESS MY HAND AND OFFICIAL SEAL.  Signature of Notary Public	be the person(s) who appeared before CORDON TO THE PORT OF THE POR	re me.
		(Notary Seal)
OPTIONAL I	NFORMATION	
The jurat contained within this document is in accordance before a notary shall use the preceding wording or substan and 8202. A jurat certificate cannot be affixed to a docume including electronic means, whereby the signer did not per known by the notary public. The seal and signature cannot wording. As an additional option an affiant can produce ar wording to eliminate the use of additional documentation.	tially similar wording pursuant to Civil ( ent sent by mail or otherwise delivered to sonally appear before the notary public, be affixed to a document without the co	Code sections 1189 a notary public, even if the signer is rrect notarial
DESCRIPTION OF ATTACHED DOCUMENT City of Chicago Economic Disclosure Statement and Affidavit (Title of document)	CAPACITY CLAIMED BY THE SIC  Individual Corporate Officer Partner	GNER
Number of Pages(Including jurat)	Attorney-In-Fact Trustee Other:	
(Additional Information)		

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

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

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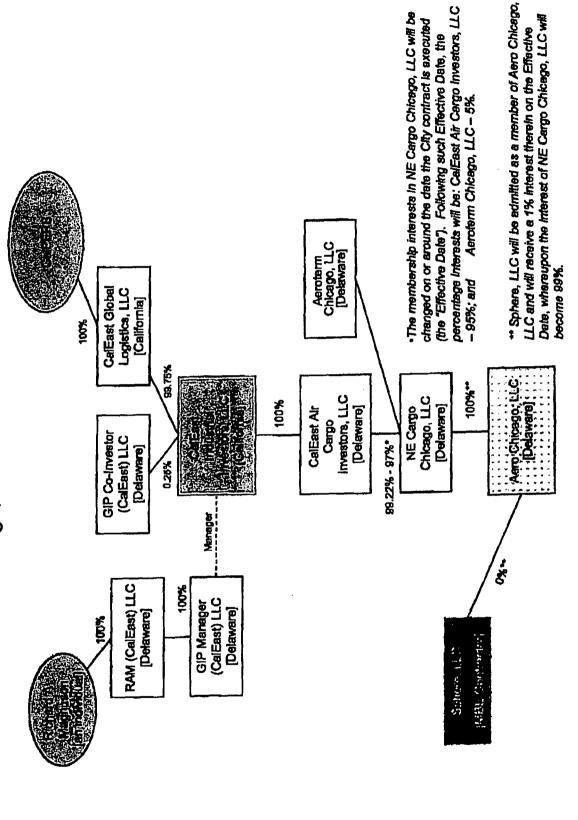
Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, 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 ILB.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a 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	[刈No	
such person is conne	cted; (3) the name and title of ti	e of such person, (2) the name of the legal entity to which ne elected city official or department head to whom such e nature of such familial relationship.
		,

# Structure Chart for Aero Chicago, LLC



## Response to Section IV - Disclosure of Subcontractors and Other Retained Parties

Name	Currently or Anticipated to be Retained?	Business Address	Relationship to Disclosing Party	Fees
Burns & McDonald	Anticipated	1431 Opus Place, Suite 400, Downers Grove, IL 60515-1164	Civil Engineer	TBD \$1.2 Million Est.
Capital Design	Anticipated	130 West Lake Street Suite 6 Bloomingdale, IL. 60108	Architect	TBD \$500K Est.
FCL	Anticipated	1150 Spring Lake Drive Itasca, IL 60143	General Contractor	TBD \$55 Million Est.
Jim Godey	Currently retained	4410 Greenway Baltimore, Maryland 21218	Attorney	\$47,726
Paul Hastings LLP	Currently retained	55 Second Street, 24th Fl. San Francisco, CA 94105	Attorney	\$15,000 Est.
The Target Group	Currently retained	330 South Wells, Suite 400, Chicago, IL 60606	Consultant	\$200,000 Est.
Ungaretti & Harris	Currently retained	70 W. Madison Street Suite 3500 Chicago, Illinois 60602	Attorney	\$37, 978

## 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:  NE Cargo Chicago, 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: <u>Aero Chicago, LLC</u></li> <li>OR</li> </ol>
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/o GI Partners, 2810 Sand Hill Rd, Suite 210, Menlo Park, CA 94025
C. Telephone: 650-233-3612 Fax: 650-233-3601 Email: tony@gipartners.com
D. Name of contact person: Tony P. Lin
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):  Inducement Ordinance for capital projects for Aero O'Hare, LLC, Aero Chicago, LLC and related entities at Chicago O'Hare International Airport
G. Which City agency or department is requesting this EDS? Departments of Aviation and Finance
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # and Contract #

# SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

# A. NATURE OF THE DISCLOSING PARTY

1. Indicate the	nature of the Disclosing Pa	irty:	
[] Person	~	k] Limited liability compa	a <b>ny</b>
[] Publicly registe	red business corporation	[ ] Limited Hability partne	rship
	usiness corporation	[] Joint venture	•
[] Sole proprietors		[] Not-for-profit corporat	ion
[] General partner	-	(Is the not-for-profit corpo	
[] Limited partner	—	Yes	[]No
[] Trust	~ <b>*</b>	[] Other (please specify)	••
2. For legal ent	ities, the state (or foreign c	ountry) of incorporation or o	rganization, if applicable:
business in the State	ities not organized in the Se c of Illinois as a foreign ent		ization registered to do
[] Yes	[k] No	[] N/A	
B. IF THE DISCLO	SING PARTY IS A LEGA	AL ENTITY:	
NOTE: For not-for- there are no such me the logal titleholder( If the entity is a g partnership or joint to manager or any other	profit corporations, also lisembers, write "no members).  eneral partnership, limited venture, list below the name or person or entity that controls.	Il executive officers and all data below all members, if any, "For trusts, estates or other partnership, limited liability and title of each general partnership the day-to-day management an EDS on its own behalf	which are legal entities. If similar entities, list below company, limited liability ther, managing member, ent of the Disclosing Party.
Vame		Title	
CalBast Air Ca	rgo Investors, LLC	Managing Member	
	<del></del>		

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.

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## 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 l	has not retained, nor expects to retai	n, any such persons or entities.
SECTION V CERTIF	ICATIONS		
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 [] No		No person directly or indirectly own sclosing Party.	as 10% or more of the
If "Yes," has the person e is the person in compliance		court-approved agreement for payme reement?	ent of all support owed and
[] Yes [] No	)		
B. FURTHER CERTIFIC	CATIONS		

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;

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- 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 BDS, 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 BDS 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:					
The disclosing party makes these certifications to its	actual knowledge				
after reasonable inquiry.					
	•				
	<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").  N/A
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.  N/A
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
[] is [5] 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):

Name	Business Address	Nature of Interest
•	d "Yes" to Item D.1., provide the es having such interest and ident	names and business addresses of the City ify the nature of such interest:
[]Yes	[.] No	
Does the Matter inve	olve a City Property Sale?	
2. Unless sold pelected official or er any other person or for taxes or assessm "City Property Sale"	oursuant to a process of competitual in the purchase of any propents, or (iii) is sold by virtue of l	ive bidding, or otherwise permitted, no City terest 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 aning of this Part D.
NOTE: If you check Item D.1., proceed t		to Items D.2. and D.3. If you checked "No" to
[]Yes	<b>[</b> 4] No	
	nancial 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 terms meanings when use		6 of the Municipal Code have the same
D. CERTIFICATION	ON REGARDING INTEREST I	N CITY BUSINESS
	the word "None," or no response ned that the Disclosing Party cer	appears on the lines above, it will be tified 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 BDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with connection with the Matter voidable by the City.	the City in
1. The Disclosing Party verifies that the Disclosing Party has searched any and the Disclosing Party and any and all predecessor entities regarding records of investr from slavery or slaveholder insurance policies during the slavery era (including insurance to slaveholders that provided coverage for damage to or injury or death of the the Disclosing Party has found no such records.	nents or profits
2. The Disclosing Party verifies that, as a result of conducting the search in step Disclosing Party has found records of investments or profits from slavery or slaveholders. The Disclosing Party verifies that the following constitutes full disclosure of records, including the names of any and all slaves or slaveholders described in those	lder insurance of all such
SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS	
NOTE: If the Matter is federally funded, complete this Section VI. If the Matter funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated 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 Lot Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing respect to the Matter: (Add sheets if necessary):	• •
(If no explanation appears or begins on the lines above, or if the letters "MA" or if the appear, it will be conclusively presumed that the Disclosing Party means that NO persegistered under the Lobbying Disclosure Act of 1995 have made lobbying contacts of Disclosing Party with respect to the Matter.)	sons or entities
2. The Disclosing Party has not spent and will not expend any federally appropriating any person or entity listed in Paragraph A.1. above for his or her lobbying activities or person or entity to influence or attempt to influence an officer or employee of any age applicable federal law, a member of Congress, an officer or employee of Congress, or member of Congress, in connection with the award of any federally funded contract, a federally funded grant or loan, entering into any cooperative agreement, or to extend,	r to pay any ency, as defined by an employee of a 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.

negotiations.		-
Is the Disclosing P	arity the Applicant?	
[]Yes	[ ] No	
If "Yes," answer th	te three questions below:	
		ive action programs pursuant to applicable
<b>-</b>	7 (Sec 41 CFR Part 60-2.)	
[ ] Yes	[] No	
Contract Complian under the applicable	led with the Joint Reporting Committee, the ce Programs, or the Equal Employment Open filing requirements?	
[]Yes	[ ] No	
3. Have you pa	rticipated in any previous contracts or sub lause?	contracts subject to the
[]Yes	[] No	
If you checked "No	" to question 1. or 2. above, please provid	c 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 BDS 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 BDS 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 BDS 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 BDS must be kept current. In the event of changes, the Disclosing Party must supplement this BDS 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 PERMANENT 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.

NE Cargo Chicago, LLC		
(Print or type name of Disclosing Party)		
Ву:		
(Sign here)		
Tony P. Lin		
(Print or type name of person signing)		
Senior Vice President of CalEast Air Cargo Investors, LLC, the managing member of the Disclosing Party (Print or type title of person signing)		
Signed and sworn to before me on (date)		
at County,	(state).	rows a management of the land
See F. Harris Controlle dates	Notary Public.	[SEE ATTACHED CERTIFICATE.]
3.149		
Commission expires:	•	

## CALIFORNIA

JURAT C	ERTIFICATE
State of California	
County of San Mateo	
Subscribed and sworn to (or affirmed) before me or	this 14 day of Francis , 2014,
by Toxin litiga	······································
proved to me on the basis of satisfactory evidence to	o be the person(s) who appeared before me.
WITNESS MY HAND AND OFFICIAL SEAL.  Signature of Notary Public	CORDON SOLUTION OF THE STATE OF
	(Notary Seal)
OPTIONAL	INFORMATION
before a notary shall use the preceding wording or substa and 8202. A jurat certificate cannot be affixed to a docum including electronic means, whereby the signer did not pe known by the notary public. The seal and signature cannot	in affidavit on the same document as the notarial certificate
DESCRIPTION OF ATTACHED DOCUMENT City of Chicago Economic Disclosure Statement and Affidavit (Title of document)	CAPACITY CLAIMED BY THE SIGNER  Individual Corporate Officer Partner
Number of Pages(Including jurat)	Attorney-In-Fact Trustee Other:
Document Date	

## 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	ĺΧÌ νο	
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 the elected city official or department head to whom such the nature of such familial relationship.
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#### 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:

#### Air Express International d/b/a DHL Global Forwarding

Check ONE of the following three boxes:

Applicant in which the Disclosing Party OR 3. [] a legal entity with a right of control (	ng this EDS is:  rect interest in the Applicant. State the legal name of the holds an interest:  see Section II.B.1.) State the legal name of the entity in control:
B. Business address of the Disclosing Party:	1210 South Pine Island Road, Second Floor
C. Telephone: 954-626-2333 Fax:	Plantation, FL 33322 Email: bob.inglis@dhl.com
D. Name of contact person: BOB INGLIS	; " ····
E. Federal Employer Identification No. (if you	have one):
F. Brief description of contract, transaction or which this EDS pertains. (Include project num	other undertaking (referred to below as the "Matter") to be and location of property, if applicable):
ENTERING INTO A LEASE WITH	AEROTERM
G. Which City agency or department is requ	uesting this EDS? THE CHICAGO DEPARTMENT
OF AVIATION	
If the Matter is a contract being handled by to complete the following: N/A	the City's Department of Procurement Services, please
Specification #	and Contract #

#### 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 venture</li> </ol>	rty: [] Limited liability company [] Limited liability partnership [] Joint
[] Sole proprietorship [] General partnership [] Limited partnership [] Trust	[] 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:
ОНІО	•
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 litthere 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, crols the day-to-day management of the Disclosing Party. comit an EDS on its own behalf.
Name	Title
DHL Global Forwarding Directors and officer	rs: PLEASE SEE ATTACHED PAGE

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

DPWN HOLDINGS (USA) INC. 1201 S. PINE ISLAND ROAD FIRST FLOOR PLANTATION, FL 33324 100%

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	[ <b>X</b> ] 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)	Business Address		nip to Disclosing Party actor, attorney, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Aaron Sobaski, Esq.	Sheppard, M 650 Town C 4 <sup>th</sup> Floor Costa Mesa,	enter Drive,	Outside Counsel	\$43,000.00
(Add sheets if necessary	)			
[] Check here if the Dis	closing Party h	as not retain	ed, nor expects to retain	n, any such persons or entities.
SECTION V CERTI	FICATIONS			
A. COURT-ORDERED	CHILD SUPP	ORT COME	PLIANCE	
•		•		entities that contract with the aghout the contract's term.
Has any person who dire arrearage on any child su	-	-		sing Party been declared in nt jurisdiction?
[] Yes [] I		No person di sclosing Part	rectly or indirectly own ty.	s 10% or more of the
If "Yes," has the person is the person in compliar			ed agreement for paym	ent of all support owed and
[]Yes []N	No.			
B. FURTHER CERTIFI	CATIONS			

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	he above statements in this Part B (Further
Certifications), the Disclosing Party must explain below:	
None	
	·

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  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):  _ Disclosing Party IS NOT a financial institution

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

Name	yees having such interest and identi  Business Address	Nature of Interest
orrelats of empto	yees having such interest and identi	ly the nature of such interest:
•	· •	names and business addresses of the City
[] Yes	[] No	
Does the Matter in	avolve a City Property Sale?	
elected official or any other person of for taxes or assess "City Property Sal	employee shall have a financial into or entity in the purchase of any prop sments, 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 perty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, can pursuant to the City's eminent domain power ning of this Part D.
NOTE: If you ch Item D.1., proceed		to Items D.2. and D.3. If you checked "No" to
[] Yes	[X] No	
	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 terr meanings when u	•	of the Municipal Code have the same
D. CERTIFICAT	TION REGARDING INTEREST IN	CITY BUSINESS
	," the word "None," or no response umed 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

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

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

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:
1. Have you developed federal regulations? (See	d and do you have on file affirmative action programs pursuant to applicable 11 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?
3. Have you participat 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.

AIR EXPRES	S INTERNAT	MONAL d/b/a
DHL Global	Forwarding	
Bv:	4	11111
	oph Remund	
Vice Pi	esident, Chie	f Operating Officer-USA

Signed and sworn to before me on (date) 1 at Broward County, Florida	<u>lecember 18, 201</u> 3 (state).
Caretal	Notary Public.
Commission expires: 2-13-14	CAROL PARK Commission # DD 960331
	Commission # DU 900301 Expires February 13, 2014 Expires February 13, 2014 Per det Thu Troy Fain Industries 200-355-7019

# 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?

(VINA

[ ] Vac

[A]140		
d; (3) the name and title of the elec	cted city official or department head to whom such	
	below (1) the name and title of sud; (3) the name and title of the elec	below (1) the name and title of such person, (2) the name of the legal entity to whice d; (3) the name and title of the elected city official or department head to whom such actionship, and (4) the precise nature of such familial relationship.

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

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

A. Legal name of the Disclosing Party submitting	ng this EDS. Include d/b/a/ if applicable:
Chapman and Cutler LLP	
Check ONE of the following three boxes:	
Indicate whether the Disclosing Party submitting  1. [X] the Applicant  OR	g this EDS is:
	ct interest in the Applicant. State the legal name of the olds an interest:
3. [] a legal entity with a right of control (so which the Disclosing Party holds a right).	ee Section II.B.1.) State the legal name of the entity in control:
B. Business address of the Disclosing Party:	111 West Monroe Street
	Chicago, Illinois 60603
C. Telephone: (312) 845-3494 Fax: (312)	516-3294 corbin@chapman.com
D. Name of contact person: William E. Corbin,	Jr
	ave one):
F. Brief description of contract, transaction or o which this EDS pertains. (Include project numb	ther undertaking (referred to below as the "Matter") to per and location of property, if applicable):
Inducement Ordinance for Aeroterm Projects	
G. Which City agency or department is requesti	ng this EDS? City of Chicago, Law Department
If the Matter is a contract being handled by the complete the following:	ne City's Department of Procurement Services, please
Specification #	and Contract #

#### 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  [X] 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	<u>,</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?
[] Yes [] No	[X] N/A
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
NOTE: For not-for-profit corporations, also be 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 is." 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, trols the day-to-day management of the Disclosing Party. Ibmit an EDS on its own behalf.
Name	Title
Timothy P. Mohan William M. Libit	Chief Executive Partner Chief Operating Partner
TYTIMATE IVI. LIQIL	Office Operating Faither

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
Not applicable - N	To partner's interest in the firm exce	eds 7.5%
SECTION III I	BUSINESS RELATIONSHIPS W	ITH CITY ELECTED OFFICIALS
**		
		ip," as defined in Chapter 2-156 of the Municipal
Code, with any Ci	ty elected official in the 12 months b	pefore the date this EDS is signed?
[] Yes	⊠ No	
If ves. please ident	tify below the name(s) of such City	elected official(s) and describe such
relationship(s):	, co.o	
r (-)		

#### 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 whethe retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) <b>NOTE:</b> "hourly rate" or "t.b.d." is
Not Applicable			not an acceptable response.
(Add sheets if necessar	y)		·
[X] Check here if the Di	sclosing Party h	as not retained, nor expects to retain	, any such persons or entities
SECTION V CERT	TIFICATIONS		
A. COURT-ORDERE	D CHILD SUPF	PORT COMPLIANCE	
<del>-</del>		-415, substantial owners of business th their child support obligations thr	
•	•	tly owns 10% or more of the Disclosons by any Illinois court of competer	_ ,
[] Yes []		To person directly or indirectly owns sclosing Party.	10% or more of the
If "Yes," has the person is the person in complia		court-approved agreement for paym greement?	ent of all support owed and
[] Yes []	No		
B. FURTHER CERTII	FICATIONS		
consult for defined term submitting this EDS is certifies as follows: (i) with, or has admitted go	ns (e.g., "doing lethe Applicant and neither the Applicant and neither the Applicalt of, or has ev	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 corrected of, or placed under the person is controlling to commit bribes.	if the Disclosing Party nen the Disclosing Party currently indicted or charged er 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.	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:
	·

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 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 th 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):

	" the word "None," or no response appears on the lines above, it will be med that the Disclosing Party certified to the above statements.
D. CERTIFICAT	ION REGARDING INTEREST IN CITY BUSINESS
Any words or term meanings when us	ns that are defined in Chapter 2-156 of the Municipal Code have the same ed in this Part D.
	ice with Section 2-156-110 of the Municipal Code: Does any official or employee financial interest in his or her own name or in the name of any other person or r?  [X] No
NOTE: If you ch Item D.1., proceed	ecked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to I to Part E.
elected official or any other person of for taxes or assess "City Property Sal	pursuant to a process of competitive bidding, or otherwise permitted, no City employee shall have a financial interest in his or her own name or in the name of r entity in the purchase of any property that (i) belongs to the City, or (ii) is sold ments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, e"). Compensation for property taken pursuant to the City's eminent domain power a financial interest within the meaning of this Part D.
Does the Matter in	volve a City Property Sale?
[] Yes	[ ] No
· ·	ked "Yes" to Item D.1., provide the names and business addresses of the City vees 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

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.		

Page 9 of 13

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

connection with the Matter voidable by the City.

- 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 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 applicab ? (See 41 CFR Part 60-2.) [] No
Contract Complianunder the applicab	iled 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?
[] Yes	[] No
equal opportunity	articipated in any previous contracts or subcontracts subject to the
[] Yes	[] No
If you checked "N	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 **PERMANENT 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

Chapman and Cutler LLP

(Print or type name of Disclosing Party)

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.

By: WMcam E. Corbing.	
(Sign here)	
William E. Corbin, Jr.	_
(Print or type name of person signing)	
Partner and Authorized Signatory	
(Print or type title of person signing)	
Signed and sworn to before me on (date)	February 25, 2014 ,
at Cook County, Illinois	(state).
Shelly a. Scinto	Notary Public SHELLY A SCINTO OFFICIAL SEAL Notary Public State of Illinois My Commission Expires
Commission expires:	Movember 06, 2017

#### 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		uch person, (2) the name of the legal cted city official or department head are of such familial relationship.	

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

#### SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitt	ing this EDS. Include d/b/a/ if applicable:
Charity & Associates, P.C.	
Check ONE of the following three boxes:	
Indicate whether the Disclosing Party submittin  1. [x] the Applicant  OR.	g this EDS is:
Applicant in which the Disclosing Party h	olds an interest:
3. [] a legal entity with a right of control (so which the Disclosing Party holds a right of o	control:
B. Business address of the Disclosing Party:	20 N. Clark Street, Suite 1150
•	Chicago, Illinois 60602
	2) 849–9001 Email-elvin decity@decity-associates.com
D. Name of contact person: Elvin E. Char	ity .
E. Federal Employer Identification No. (if you h	
F. Brief description of contract, transaction or of which this EDS pertains. (Include project numb	her undertaking (referred to below as the "Matter") to er and location of property, if applicable):
Co-counsel in connection with the Ind	lucement Ordinance for Aeroterm Projects.
G. Which City agency or department is requesting	ng this EDS? Law Department
If the Matter is a contract being handled by th complete the following:	e City's Department of Procurement Services, please
Specification#	and Contract#

#### SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

#### A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Par [ ] Person [ ] Publicly registered business corporation [ ] Privately held business corporation [ ] Sole proprietorship [ ] General partnership [ ] Limited partnership [ ] Trust	[] 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) Professional Corporation
2. For legal entities, the state (or foreign co	ountry) of incorporation or organization, if applicable:
3. For legal entities not organized in the State of Illinois as a foreign enti	•
[] 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	l executive officers and all directors of the entity.  t 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 Elvin E. Charity	Title ~ President
Alan M. Bell	Secretary

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 Addi	ress	P	ercentage Int	erest	in the	
				$\Gamma$	isclosing Pa	rty	•	
Elvin E.	Charity	20 N. Clark	Street,	#1150 <b>,</b>	Chicago,	IL	60602	10.0%
	<u></u>	•		<del></del>	· · · · · · · · · · · · · · · · · · ·		<del></del>	
			<del></del>					
SECTION	m – busn	VESS RELATIO	NSEERS W	ITH CIT	Y ELECTE)	O OF	FICIAL	S
		rty had a "busines ted official in the		_				e Municipal
[]Yes		oN [x]						
If yes, pleaso relationship(	-	low the name(s) o	f such City	elected of	ficial(s) and o	lescri	ibe such	
		· · · · · · · · · · · · · · · · · · ·						<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.

Name (indicate was retained or anticip 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 nece	essarv)			
k) Check here if th	le Discloi	sing Party ha	s not retained, nor expects to retain	, any such persons or entities.
SECTION V - C	ERTIFI(	CATIONS		
A. COURT-ORDE	ERED CE	IILD SUPPO	ORT COMPLIANCE	,
~			415, substantial owners of business their child support obligations thro	
	-		y owns 10% or more of the Disclos as by any Illinois court of competen	
[]Yes	oN [k]		person directly or indirectly owns losing Party.	10% or more of the
If "Yes," has the pe is the person in con			ourt-approved agreement for payme eement?	nt of all support owed and
[]Yes	[] No			
B. FURTHER CER	RTIFICA	TIONS		
consult for defined submitting this EDS certifies as follows: with, or has admitte criminal offense inv	terms (e.g. is the A (i) neithed d guilt of volving ac	g., "doing bu pplicant and er the Applic , or has ever ctual, attemp	ter 1-23, Article I ("Article I") (whit is in ess") and legal requirements), if is doing business with the City, the eart nor any controlling person is curbeen convicted of, or placed under ted, or conspiracy to commit briber fficer or employee of the City or an	the Disclosing Party on the Disclosing Party urrently indicted or charged 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
Certi	fications), the Disclosing Party must explain below:

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").

  In August 2006, Elvin E. Charity was appointed by Mayor Richard M. Daley as Chairman of the Chicago Gary Regional Airport Authority and he continues to serve in that capacity.
- 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. N/A

#### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- [] is [] 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):

<del></del>		
•	" 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.
D. CERTIFICATI	ON REGARDING INTEREST IN	CITY BUSINESS
Any words or term meanings when us	_	of the Municipal Code have the same
	financial interest in his or her own	Sunicipal Code: Does any official or employee name or in the name of any other person or
[]Yes	[A] No	
NOTE: If you che Item D.I., proceed		to Items D.2. and D.3. If you checked "No" to
elected official or e any other person or for taxes or assessn "City Property Sale	employee shall have a financial inte entity in the purchase of any prope nents, or (iii) is sold by virtue of le	we bidding, or otherwise permitted, no City crest 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, en pursuant to the City's eminent domain power using of this Part D.
Does the Matter inv	volve a City Property Sale?	
[]Yes	[x] No	
	ed "Yes" to Item D.1., provide the ees having such interest and identif	names and business addresses of the City  y the nature of such interest:
Name	Business Address	Nature of Interest
	<u></u>	

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

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:
GE GETONI TIL GED MINIG I TRONIG HOD BED ED I TILT HONDED AG I TRUTH A
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

connection with the Matter voidable by the City.

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

	,
_	arty will submit an updated certification at the end of each calendar quarter in vent that materially affects the accuracy of the statements and information set and A.2. above.
501(c)(4) of the Internal	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 pa subcontract and the Disc	Party is the Applicant, the Disclosing Party must obtain certifications equal in ragraphs A.1. through A.4. above from all subcontractors before it awards any osing Party must maintain all such subcontractors' certifications for the dimust make such certifications promptly available to the City upon request.
B. CERTIFICATION RI	EGARDING EQUAL EMPLOYMENT OPPORTUNITY
·	funded, federal regulations require the Applicant and all proposed the following information with their bids or in writing at the outset of
Is the Disclosing Party th	e Applicant?
[]Yes	[]No
If "Yes," answer the three	questions below:
<ol> <li>Have you develope federal regulations? (See [] Yes</li> </ol>	ed and do you have on file affirmative action programs pursuant to applicable 41 CFR Part 60-2.) [] No
•	th 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 participa equal opportunity clause?	ted in any previous contracts or subcontracts subject to the
	nestion 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 PERMANENT 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.

Charity & Associates, P.C.
(Print or type name of Disclosing Party)
By: M. C.
(Sign here)
Elvin E. Charity
(Print or type name of person signing)
President
(Print or type title of person signing)

Signed and sworn to before me on (date) tebruary 14, 2014, at 600 County, Lling, 5 (state).

Commission expires: 01/24/2015

OFFICIAL SEAL
TIMOTHY K. HINCHMAN
Notary Public - State of Illinois
My Commission Expires Jan 24, 2015

# 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?

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such person is connec	ify below (1) the name and title of the ted; (3) the name and title of the relationship, and (4) the precise n	elected city official or o	department head to whom su	