

## Office of the City Clerk

City Hall 121 N. LaSalle St. Room 107 Chicago, IL 60602 www.chicityclerk.com

## Legislation Details (With Text)

File #: O2021-5097

Type: Ordinance Status: Recommended for Passage

File created: 11/17/2021 In control: Committee on Zoning, Landmarks and Building

Standards

Final action:

Title: Zoning Reclassification Map No. 1-G at 1300 W Carroll Ave - App No. 20866

Sponsors: Misc. Transmittal Indexes: Map No. 1-G

**Attachments:** 1. O2021-5097.pdf

	Date	Ver.	Action By	Action	Result
-	6/20/2023	1	Committee on Zoning, Landmarks and Building Standards		
	11/17/2021	1	City Council	Referred	

ORDINANCE  $j^2 2-02$ 

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

SECTION 1. That the Chicago Zoning Ordinance be amended by changing all ofthe M2-3 Light Industry District symbols and indications as shown on Map 1-G in the area bounded by:

West Carroll Avenue; North Ada Street; a line 189.00 feet north of and parallel to West Carroll Avenue; North Elizabeth Street; a line 177.70 feet north of and parallel to West Carroll Avenue; the 15-foot public alley east of and parallel to North Elizabeth Street; the 15-foot public alley north of and parallel to West Carroll Avenue; and a line 28.75 feet east of and parallel to North Elizabeth Street

to those of a DX-7 Downtown Mixed-Use District.

SECTION 2. That the Chicago Zoning Ordinance be amended by changing all of the DX-7 Downtown Mixed-Use District symbols and indications as shown on Map 1-G in the area bounded by:

West Carroll Avenue; North Ada Street; a line 189.00 feet north of and parallel to West Carroll Avenue; North Elizabeth Street; a line 177.70 feet north of and parallel to West Carroll Avenue; the 15-foot public alley east of and parallel to North Elizabeth Street; the 15-foot public alley north of and parallel to West Carroll Avenue; and a line 28.75 feet east of and parallel to North Elizabeth Street

to those of a Residential-Business Planned Development which is hereby established in the area above described, subject to such use and bulk regulations as are set forth in the Plan of Development herewith attached and made a part thereof and to no others.

SECTION 3. This Ordinance shall be in force and effect from and after its passage and due publication.

Address: 1300 W. Carroll, Chicago, Illinois, 60607

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## RESIDENTIAL-BUSINESS PLANNED DEVELOPMENT NO. PLANNED DEVELOPMENT STATEMENTS

- The area delineated herein as Planned Development Number TBD (Planned Development) consists of approximately 95,508 square feet of property which is depicted on the attached Planned Development Boundary and Property Line Map (Property). 1300 W. Carroll Owner, LLC is the owner of the Property and the "Applicant" for this Planned Development.
- 2. The requirements, obligations and conditions contained within this Planned Development shall be binding upon the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors. All rights granted hereunder to the Applicant shall inure to the benefit of the Applicant's successors and assigns and, if different than the Applicant, the legal title holder and any ground lessors. Furthermore, pursuant to the requirements of Section 17-8-0400 of the Chicago Zoning Ordinance, the Property, at the time of application for amendments, modifications or changes (administrative, legislative or otherwise) to this Planned Development are made, shall be under single ownership or designated control. Single designated control is defined in Section 17-8-0400.
- 3. All applicable official reviews, approvals or permits are required to be obtained by the Applicant or its successors, assignees or grantees. Any dedication or vacation of streets or alleys or grants of easements or any adjustment of the right-of-way shall require a separate submittal to the Department of Transportation on behalf of the Applicant or its successors, assigns or grantees.

Any requests for grants of privilege, or any items encroaching on the public way, shall be in compliance with the Planned Development.

Ingress or egress shall be pursuant to the Planned Development and may be subject to the review and approval of the Departments of Planning and Development and Transportation. Closure of all or any public street or alley during demolition or construction shall be subject to the review and approval of the Department of Transportation.

All work proposed in the public way must be designed and constructed in accordance with the Department of Transportation Construction Standards for Work in the Public Way and in compliance with the Municipal Code of Chicago. Prior to the issuance of any Part II approval, the submitted plans must be approved by the Department of Transportation.

Pursuant to a negotiated and executed Perimeter Restoration Agreement ("Agreement") by and between the Department of Transportation's Division of Infrastructure Management and the Applicant, the Applicant shall provide improvements and restoration of all public way adjacent to the property, which may include, but not be limited to, the following as shall be reviewed and determined by the Department of Transportation's Division of Infrastructure Management:

- Full width of streets
- Full width of alleys
- Curb and gutter
- Pavement markings
- Sidewalks
- ADA crosswalk ramps
- Parkway & landscaping

Applicant: 1300 W. Carroll Owner, LLC Address. ! 300 W Carroll, Chicago, IL 60607

Introduced: November 17, 2021

Plan Commission TBD

The Perimeter Restoration Agreement must be executed prior to any Department of Transportation and Planned Development Part II review permitting. The Agreement shall reflect that all work must comply with current Rules and Regulations and must be designed and constructed, in accordance with the Department of Transportation's Construction Standards for work in the Public Way and in compliance with the Municipal Code of Chicago Chapter 10-20. Design of said improvements should follow the Department of Transportation's Rules and Regulations for Construction in the Public Way as well as The Street and Site Plan Design Guidelines. Any variation in scope or design of public way improvements and restoration must be approved by the Department of Transportation.

- 4. This Plan of Development consists of Statements; a Bulk Regulations Table; an Existing Zoning Map; an Existing Land Use Map; a Planned Development Boundary and Property Line Map; a Subarea Map; a Site Plan; a Landscape Plan; and Building Elevations (North, South, East and West) prepared by Skidmore, Owings & Merrill and dated submitted herein. In any instance where a provision of this Planned Development conflicts with the Chicago Building Code, the Building Code shall control. This Planned Development conforms to the intent and purpose of the Chicago Zoning Ordinance, and all requirements thereto, and satisfies the established criteria for approval as a Planned Development. In case of a conflict between the terms of this Planned Development Ordinance and the Chicago Zoning Ordinance, this Planned Development shall control.
- 5. The following uses are permitted in the area delineated herein as Planned Development

Residential Above the Ground Floor; Vacation Rental; Shared Housing; Animal Services (excluding overnight boarding and kennels); Office; Hotel; Daycare; Business Equipment Sales and Service; Business Support Services; Urban Farm (rooftop operation); Communication Service Establishments; Eating and Drinking Establishments (all, including Taverns); Entertainment and Spectator Sports (excluding inter-track wagering facilities); Indoor Special Events including incidental liquor sales; Financial Services (excluding payday loans and pawn shops); Food and Beverage Retail Sales; Medical Services; Personal Service; General Retail Sales; Participant Sports and Recreation; Limited and Artisan Manufacturing; Production and Industrial Services; Co-located Wireless Communication Facilities, accessory parking and incidental and accessory uses.

6. On-Premise signs and temporary signs, such as construction and marketing signs, shall be permitted within the Planned Development, subject to the review and approval of the Department of Planning and Development. Off-Premise signs are prohibited within the boundary of the Planned Development.

- 7. For purposes of height measurement, the definitions in the Chicago Zoning Ordinance shall apply. The height of any building shall also be subject to height limitations, if any, established by the Federal Aviation Administration.
- 8. The maximum permitted floor area ratio (FAR) for the Property shall be in accordance with the attached Bulk Regulations and Data Table. For the purpose of FAR calculations and measurements, the definitions in the Zoning Ordinance shall apply. The permitted FAR identified in the Bulk Regulations and Data Table has been determined using a net site area of 95,508 square feet and a base FAR of 7.0.

The Applicant acknowledges that the project has received a bonus FAR of 4.5, pursuant to Sec. 17-4-1000 of the Zoning Ordinance. With this bonus FAR, the total FAR for the Planned Development is 11.5 In exchange for the bonus FAR, the Applicant is required to make a corresponding payment, pursuant to Sections 17-4-1003-B & C, prior to the issuance of the first building permit for any building in the Planned Development; provided, however, if the Planned Development is constructed in phases, the bonus payment may be paid on a pro rata basis as the first building permit for each subsequent hew building or phase of construction is issued. The bonus payment will be recalculated at the time of

Applicant. 1300 W. Carroll Owner, LLC
Address 1300 W Carroll, Chicago, 11. 60607

Introduced: November 17,2021

Plan Commission TBI)

payment (including partial payments for phased developments) and may be adjusted based on changes in median land values in accordance with Section 17-4-1003-C.3

The bonus payment will be split between three separate funds, as follows: 80% to the Neighborhoods Opportunity Fund, 10% to the Citywide Adopt-a-Landmark Fund and 10% to the Local Impact Fund. In lieu of paying the City directly, the Department may: (a) direct developers to deposit a portion of the funds with a sister agency to finance specific local improvement projects;"(b) direct developers to deposit a portion of the funds with a landmark property owner to finance specific landmark restoration projects; or (c) approve proposals for in-kind improvements to satisfy the Local Impact portion of the payment.

- 9. Upon review and determination, Part II Review, pursuant to Section 17-13-0610, a Part II Review Fee shall be assessed by the Department of Planning and Development. The fee, as determined by staff at the time, is final and binding on the Applicant and must be paid to the Department of Revenue prior to the issuance of any Part II approval.
- 10. The Site and Landscape Plans shall be in substantial conformance with the Landscape Ordinance and any other corresponding regulations and guidelines, including Section 17-13-0800. Final landscape plan review and approval will be by the Department of Planning and Development. Any interim reviews associated with site plan review or Part II reviews, are conditional until final Part II approval.
- 11. The Applicant shall comply with Rules and Regulations for the Maintenance of Stockpiles promulgated by the Commissioners of the Departments of Streets and Sanitation, Fleet and Facility Management and Buildings, under Section 13-32-085, or any other provision of the Municipal Code of Chicago.
- 12. The terms and conditions of development under this Planned Development ordinance may be modified administratively, pursuant to Section 17-13-0611-A, by the Zoning Administrator upon the application for such a modification by the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors.
- 13. The Applicant acknowledges that it is in the public interest to design, construct and maintain the project in a manner which promotes, enables and maximizes universal access throughout the Property. Plans for all buildings and improvements on the Property shall be reviewed and approved by the Mayor's Office for People with Disabilities to ensure compliance with all applicable laws and regulations related to access for persons with disabilities and to promote the highest standard of accessibility.

- 14. The Applicant acknowledges that it is in the public interest to design, construct, renovate and maintain all buildings in a manner that provides healthier indoor environments, reduces operating costs and conserves energy and natural resources. The Applicant shall obtain the number of points necessary to meet the requirements of the Chicago Sustainable Development Policy, in effect at the time the Part II review process is initiated for each improvement that is subject to the aforementioned Policy and must provide documentation verifying compliance.
- 15. Prior to the Part II Approval (Section 17-13-0610 of the Chicago Zoning Ordinance) for any building in Subareas B, the Applicant shall submit a site plan, landscape plan and building elevations for the specific Subarea for review and approval in accordance with the Site Plan Review provisions of Section 17-13-0800 of the Chicago Zoning Ordinance. Review and approval by Department of Planning and Development (DPD) and review by the Chicago Plan Commission for a courtesy presentation and comment is intended to assure that specific development components substantially conform with the Planned Development (PD) and to assist the City in monitoring ongoing development. Subarea Site Plan Approval Submittals (Section 17-13-0800) need only include that portion of the Property for which

Applicant: 1300W Carroll Owner, LLC Address. 1300 W Carroll, Chicago, II. 60607

Introduced November 1 7, 2021

Plan Commission TBD

approval is being sought by the Applicant. If the Applicant is seeking approval for a portion of the Property that represents less than an entire Subarea, the Applicant shall also include a site plan for that area of the Property which is bounded on all sides by either public Rights-of-Way or the boundary of the nearest Sub-Area. The site plan provided shall include all dimensioned and planned street Rights-of-Way.

No Part II approval for any portion of the Property shall be granted until Site Plan approval has been granted. Following, approval by DPD, the approved Sub-Area Site Plan Approval Submittals, supporting data and materials shall be made part of the main file and shall be deemed to be an integral part of the PD.

Provided the Site Plan Submittal required hereunder is in general conformance with this Planned Development and the Design Guidelines, and provided Applicant has timely provided all Site Plan Submittals, the Commissioner of DPD (the "Commissioner") shall issue such site plan approval and the Plan Commission shall conduct its review hearing ofthe Site Plan Submittal. Following approval of a Site Plan Submittal by the Commissioner, the approved plan shall be kept on permanent fde with the Department of Planning and Development and shall be deemed to be an integral part of this Planned Development.

After approval of the Sub-Area Site Plan, changes or modifications may be made pursuant to the provisions of Statement 12. In the event of any inconsistency between approved plans and the terms of the PD, the terms of the PD shall govern. Any Subarea Site Plan Approval Submittals shall, at a minimum, provide the following information:

fully-dimensioned site plan (including a footprint of the proposed improvements); location and dimensions of all parking spaces and loading berths; fully-dimensioned building elevations; building sections of the improvements; building materials list; fully-dimensioned landscape plan(s); statistical information applicable to the subject Subarea, including floor area, the applicable floor area ratio, uses to be established, floor area devoted to all uses; building heights and setbacks; if requested by DPD, a School Impact Study may be required with a future site plan submittal; and an approved Site Plan by CDOT, Fire Prevention Bureau, Mayor's Office for People with Disabilities, and the Building Departments Division of Storm water Management.

Subarea Site Plan Approval Submittals shall include all other information necessary to illustrate substantial conformance to the PD.

16. The Applicant acknowledges that it is the policy of the City to maximize opportunities for Minority and Womenowned Business Enterprises ("M/WBEs") and city residents to compete for contracts and jobs on construction projects approved through the planned development process. To assist the city in promoting and tracking such

M/WBE and city resident participation, an applicant for planned development approval shall provide information at three points in the city approval process. First, the applicant must submit to DPD, as part of its application for planned development approval, an M/WBE Participation Proposal. The M/WBE Participation Proposal must identify the applicant's goals for participation of certified M/WBE firms in the design, engineering and construction of the project, and of city residents in the construction work. The city encourages goals of 26% MBE and 6% WBE

Applicant 1300 W Carroll Owner, LLC Address 1300 W Carroll, Chicago. II. 60607

Introduced. November 17,2021

Plan Commission TBI"

participation (measured against the total construction budget for the project or any phase thereof), and (ii) 50% city resident hiring (measured against the total construction work hours for the project or any phase thereof). The M/WBE Participation Proposal must include a description of the Applicant's proposed outreach plan designed to inform M/WBEs and city residents of job and contracting opportunities. Second, at the time of the Applicant's submission for Part II permit review for the project or any phase thereof, the Applicant must submit to DPD (a) updates (if any) to the Applicant's preliminary outreach plan, (b) a description of the Applicant's outreach efforts and evidence of such outreach, including, without limitation, copies of certified letters to M/WBE contractor associations and the ward office of the alderman in which the project is located and receipts thereof; (c) responses to the Applicant's outreach efforts, and (d) updates (if any) to the applicant's M/WBE and city resident participation goals. Third, prior to issuance of a Certificate of Occupancy for the project or any phase thereof, the Applicant must provide DPD with the actual level of M/WBE and city resident participation in the project or any phase thereof, and evidence of such participation. In addition to the forgoing, DPD may request such additional information as the department determines may be necessary or useful in evaluating the extent to which M/WBEs and city residents are informed of and utilized in planned development projects. All such information will be provided in a form acceptable to the Zoning Administrator, DPD will report the data it collects regarding projected and actual employment of M/WBEs and city residents in planned development projects twice yearly to the Chicago Plan Commission and annually to the Chicago City Council and the Mayor.

17. The Applicant acknowledges and agrees that the rezoning of the Property from M2-3 Neighborhood Commercial District, to DX-7 Downtown Mixed-Use District, and then to this Residential-Business Planned Development ("PD") is an "entitlement" that triggers the requirements of Section 2-44-085 of the Municipal Code of Chicago (the "ARO"). The PD is located in a downtown district within the meaning of the ARO and permits the construction of 971 dwelling units. The Applicant intends to construct a 338-unit rental development in Subarea A and a potential 633-unit rental development in Subarea B, subject to Site Plan Approval as set forth in Statement 15.

Developers of rental projects in downtown districts with 30 or more units must provide between 10% and 20% of the units in the residential development as affordable units, depending on the average depth of affordability provided, as described in subsection (F)(2) of the ARO. Regardless of the applicable percentage of affordable units in the rental project, developers must construct at least 25% of the affordable units on-site and another 25% on-site or off-site (collectively, the "Required Units"), and may satisfy the balance of their affordable housing obligation through: (a) the establishment of additional on-site or off-site affordable units; (b) payment of a fee in lieu of the establishment of on-site or off-site affordable units; or (c) any combination thereof. All on-site affordable units must be accessible dwelling units, as required under subsection (W)(10) of the ARO, and developers must give preference in leasing accessible units to people with disabilities. All off-site affordable units must have at least two bedrooms and must be located in a downtown district, inclusionary housing area, or community preservation area. Whether on-site or off-site, developers must give preference in leasing affordable units of two bedrooms or more to multi-person households, as specified in the ARO rules. If a residential project is located in a transit-served location, off-site units must be located in a substantially comparable transit-served location.

The Applicant has elected the 20% option as set forth in the chart in subsection (F)(2) of the ARO. As a result, and assuming a 633-unil rental development in Subarea B, the Applicant's overall affordable housing obligation is 194 affordable units (20% of 971 rounded down) and half of those affordable units are Required Units. Pursuant to subsection (T) of the ARO, the Applicant must either pay a fractional in lieu fee or provide an additional unit to satisfy the fractional obligation. The Applicant has agreed to satisfy its affordable housing obligation by providing all

20% affordable units in the PD, as set forth in the Affordable Housing. Profile (AHP) attached hereto..The Applicant agrees that the

Applicant: 1300 W. Carroll Owner, LLC Address 1300 W Carroll, Chicago. II... 60607

Introduced. November 17, 2021

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affordable rental units must be affordable to households with a range of incomes averaging 60% of the Chicago Primary Metropolitan Statistical Area Median Income (AMI), as updated annually, provided that (x) the maximum income level for any affordable unit may not exceed 80% of the AMI, (y) at least one-third must be affordable to households at or below 50% of the AMI, of which one-sixth must be affordable to households at or below 40% of the AMI, and (z) all income levels must be multiples of 10% of the AMI.

If the Applicant requests to change its method of compliance with the ARO after the passage of this PD, the Applicant shall update and resubmit the AHP to DOH for review and approval. DOH may adjust the AHP in accordance with the ARO without amending the PD, provided however, any request to relocate affordable units from on-site to an off-site location requires an informational presentation to the Plan Commission. Prior to the issuance of any building permits for any residential building in the PD, including, without limitation, excavation or foundation permits, the Applicant must execute and record an Inclusionary Housing Agreement ("IHA") in accordance with subsection (N) of the ARO. The terms of the IHA and any amendments thereto are incorporated herein by this reference. The Applicant acknowledges and agrees that the IHA will be recorded against Subarea A (and, if residential, Subarea B) of the PD, and will constitute a lien against such property. The Commissioner of DOH may enforce remedies for any breach of this Statement 17, including any breach of any IHA, and enter into settlement agreements with respect to any such breach, subject to the approval of the Corporation Counsel, without amending the PD.

This statement does not include all ARO requirements and options. It is intended to provide an overview of the application of the ARO to this PD. In the event of any conflict between this statement and the terms and conditions of the ARO, the ARO shall govern.

18. This Planned Development shall be governed by Section 17-13-0612. Should this Planned Development ordinance lapse, the Commissioner of the Department of Planning and Development shall initiate a Zoning Map Amendment to rezone the property to the DX-7 Downtown Mixed-Use District.

Applicant. 1300 W Carroll Owner. LLC
Address. i300 W. Carroll. Chicago, IL 60607

Introduced November 17,2021

Plan Commission. TBD

# RESIDENTIAL-BUSINESS PLANNED DEVELOPMENT NO. BULK REGULATIONS AND DATA TABLE

Gross Site Area (sf): 134,845

Area of Public Rights-of-Way (sf): 39,337

Net Site Area (sf): 95,508

Subarea A: 60,084

Subarea 13: 35,424

Maximum Floor Area Ratio: 11.5

Subarea A: 8.795

Subarea B: 16.09

Maximum Permitted Dwelling Units: 971

Subarea A: 338

Subarea B: 633

Minimum Off-Street Parking Spaces: 715

Subarea A: 460

Subarea B: 255

Minimum Off-Street Loading Berths:

Subarea A: 4(10'x 25')

Subarea B: 2 (10'x 25')

Maximum Building Height:

Subarea A: 418'0"

Subarea B: 515'0"

Minimum Setbacks: In accordance with plans

Applicant: Address 1300 W. Carroll Owner, LLC 1300 W. Carroll, Chicago, IL 60607

Introduced November 17, 2021

Plan Commission:

## **EXISTING ZONING MAP**

Applicant: 1300 W.CARROLL OWNER. LLC Address: 1300 W CARROLL. CHICAGO, IL 60607

Introduced: NOVEMBER 17. 2021

Plan Commission: TBD

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**SPACE** 

## **EXISTING LAND USE MAP**

Applicant: 1300 W. CARROLL.OWNER. LLC . Address: 1300 W CARROLL. CHICAGO. IL60607 Introduced: NOVEMBER 17. 2021 Plan Commission: TBD

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NET SITE AREA = AREA IN RIGHT OF WAY= GROSS SITE AREA = 134.885 SF 39,337 SF 95,508 SF

Applicant: 1300 W. CARROLL OWNER. LLC Address: 1300 W. CARROLL, CHICAGO, IL 60607 introduced: NOVEMBER 17, 2021 Plan Commission: TBD

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SUBAREAA NET SITE AREA = 84,557 SF SUBAREA B NET SITE AREA = 50,328 SF Introduced: NOVEMBER 17 202i

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File #: O2021-5097, Version: 1		
Applicant: 1300 W. CARROLL OWNER. LLC Address: 1300 W CARROLL, CHICAGO, IL 60607 Plan Commission: TBD		
Applicant: 1300 W. CARROLL OWNER, LLC Address: 1300 W CARROLL, CHICAGO, IL 60607 Introduce	ed: NOVEMBER 17, 20	021 Plan Commission:
SUBAREA A : NORTH ELEVATION		
Applicant: 1300 W CARROLL OWNER. LLC Address: 1300 W CARROLL. CHICAGO. IL 60607 Introduce	d: NOVEMBER 17.202	21 Plan Commission:
SUBAREA A: EAST ELEVATION		
Applicant: 1300 W. CARROLL OWNER, LLC Address: 1300 W CARROLL, CHICAGO, IL 60607 Introduce Commission: TBD  MASONRY CLAD COLUMN COVERS	ed: NOVEMBER 17, 20	021 Plan
MASPWI.CLAD SPANDREL PANELS		
ALUMINUM   GLASS FACADE SYSTEM WITH OPERABLE WINDOWS	mi	
SUBJECT TO FUTURE SITE PLAN APPROVAL	mm	
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File #: O2021-5097, Version: 1			
SUBAREA A: SOUTH ELEVATION			

Applicant: 1300 W CARROLL OWNER. LLC Address: 1300 W. CARROLL. CHICAGO. IL 60607 Introduced: NOVEMBER 17. 2021 Plan Commission: TBD

## **SUBAREA A: WEST ELEVATION**

Applicant: 1300 W CARROLL OWNER. LLC Address: 1300 W. CARROLL. CHICAGO. IL 60607 Introduced: NOVEMBER i7. 2021 Plan Commission: TBD

#### PINS:

17-08-306-003 through 011-0000 and 17-08-307-004 through 006-0000

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## APPLICATION FOR AN AMENDMEN T TO THE CHICAGO ZONING ORDINANCE

1. ADDRESS of the property Applicant is seeking to rezone:

1300 W. Carroll. Chicago. Illinois 60607

- 2. Ward Number that property is located in: 27th Ward
- 3. APPLICANT 1300 W. Carroll Owner, LLC

ADDRESS 333 N. Green. Suite 1100

CITY Chicago STATE IL ZIP CODE 60607

PHONE 312-466-4100 EMAIL fkrol@sterlingbav.com <mailto:fkrol@sterlingbav.com>

CONTACT PERSON Fred Krol

Is the applicant the owner of the property? YES X NO

If the applicant is not the owner of the property, please provide the following information regarding the owner and attach written authorization from the owner allowing the applicant to proceed.

OWNER Same as above

**ADDRESS** 

CITY STATE ZIP CODE

PHONE EMAIL

#### **CONTACT PERSON**

4. If the Applicant/Owner of the property has obtained a lawyer as their representative for the rezoning, please provide the following information:

ATTORNEY Rich Klawiter & Katie Jahnke Dale - DLA Piper LLP (US)

ADDRESS 444 West Lake Street. Suite 900

CITY Chicago STATE IL ZIP CODE 60606

PHONE (312) 368-2153 7-7243 FAX (312)251-2856

EMAIL katie.dale(g).dlapiper.com / richard.klawiter(2).dlapiper.com

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5. If the applicant is a legal entity (Corporation, LLC, Partnership, etc.) please provide the names of all owners as disclosed on the Economic Disclosure Statements:

See attached Economic Disclosure Statements

- 6. On what date did the owner acquire legal title to the subject property? 2020
- 7. Has the present owner previously rezoned this property? If yes, when? No
- 8. Present Zoning District M2-3 Light Industry District

Proposed Zoning District DX-7 Downtown Mixed-Use District then a Residential-Business Planned

Development

- 9. Lot size in square feel (or dimensions) 95,508 SF
- 10. Current Use of the Property Vacant
- 11. Reason for rezoning the property Mandatory Planned Development pursuant to Sections 17-8-0512 (Tall Buildings'), 17-8-0513 (Large Residential Developments) and 17-8-0514 (Bonus Floor Area).
- 12. Describe the proposed use of the property after the rezoning. Indicate the number of dwelling units; number of parking spaces; approximate square footage of any commercial space; and height of the proposed building. (BE SPECIFIC)

The Applicant requests a rezoning of the subject property from the M2-3 Neighborhood Commercial District to the DX-7 Downtown Mixed-Use District then to a Residential-Business Planned Development to create a two-subarea planned development. Subarea A. located on the eastern portion ofthe property, would permit the construction of a 418'0" foot tall building with 338 residential units above 460 vehicular parking spaces, 204.780 square feet of office space, and ground floor commercial uses, together with accessory and incidental uses. Subarea B, located on the western portion of the property, would permit the construction of a 515'0" foot tall building with either 633 residential units or 569.657 square feet of office space (or a mixed-use development of the two foregoing uses) above 255 vehicular parking spaces and ground-floor commercial uses, together with accessory and incidental uses.

13. The Affordable Requirements Ordinance (ARO) that requires on-site affordable housing units and/or a financial contribution for residential housing projects with ten or more units that receive a zoning change which, among other triggers, increases the allowable floor area, or, for existing Planned Developments, increases . the number of units (see attached fact sheet or visit www.cityotchicago.org/ARO <a href="http://www.cityotchicago.org/ARO">http://www.cityotchicago.org/ARO</a> for more information). Is this project subject to the ARO?

YES X NO-

L:AST\ 185666627.3 <u>COUNTY OF COOIL</u> <u>\LUk/OU</u>	STATE OF
	authorized signatory of 1300 W. Carroll Owner, LLC, being first duly sworn on oath, states that tents and the statements eofttaioed iftfhe. documents submitted herewith are true and correct.
Subscribed and Sworn Notary Public	to before me this Zfc^day of October, 2021.
Signature of Applicant	
JENNIFER STEINBORN	OFFICIAL SEAL Notary Public. Stale of Illinois My Commission Expires October 16, 2024
Date of Introduction:	
File Number:	
Ward:	

DLA Piper Ilp (us)
444 West Lake Street, Suite 900
Chicago, Illinois 60606
www.dlapiper.com <a href="http://www.dlapiper.com">http://www.dlapiper.com</a>>

Katie Jahnke Dale katie.dale@us.dlapiper.com <mailto:katie.dale@us.dlapiper.com> T 312.368.2153

November 3, 2021

The Honorable Tom Tunney, Chairman City of Chicago Committee on Zoning Room 304, City Hall 121 North LaSalle Street Chicago, Illinois 60602

The Honorable Teresa Cordova, Chairwoman Chicago Plan Commission Room 1000, City Hall 121 North LaSalle Street Chicago, Illinois 60602

Re: Application for Residential-Business Planned Development / Affidavit of Notice of Filing 1300 W. Carroll, Chicago, IL

Dear Chairman Tunney and Chairwoman Cordova:

The undersigned, Katie Jahnke Dale, an attorney with the law firm of DLA Piper LLP (US), which firm represents 1300 W. Carroll Owner, LLC, the applicant for a proposal to rezone the subject property from the M2-3 Neighborhood Commercial District to the DX-7 Downtown Mixed-Use District then to a Residential-Business Planned Development certifies that they intend to comply with the requirements for Section 17-13-0107 of the Chicago Zoning Ordinance by sending written notice to such property owners who appear to be the owners of the property within the subject area not solely owned by the applicant, and to the owners of all property within 250 feet in each direction ofthe lot line of the subject property, exclusive of public roads, streets, alleys and other public ways. Said written notice will be sent by First Class U.S. Mail, no more than 30 days before filing the application.

The undersigned certifies that the notice contains the address of the property sought to be rezoned; a statement ofthe intended use ofthe property; the name and address of the applicant; the name and address of the owner; a statement that the applicant intends to file the application for change in zoning on approximately November 17, 2021; and a source for additional information on the application.

The undersigned certifies that they have made a bona fide effort to determine the addresses of the parties to be notified under Section 17-13-0107 of the Chicago Zoning Ordinance, and that the accompanying list of names and addresses of surrounding property owners within 250 feet of the subject site is a complete list containing the names and addresses of the people required to be served.

Very truly yours,

**DLA Piper LLP (US)** 

Subscriped and sworn to before me ThisO<sup>day</sup> ofKWmbftT2021.

ILLIANA SILVA Official Seal Notary Public - State of Illinois My Commission Expires Aug 12, 2023

EASTM 85977445.1

DLA Piper IIp (us) 444 W Lake Street Suite 900 Chicago, Illinois 60606 www dlapiper com

Katie Jahnke Dale katie.dale@us dlapiper com T 312.368.2153

File #:	O2021-5097,	Version:	1
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November 17, 2021

#### FIRST CLASS MAIL

Dear Property Owner:

In accordance with the requirements for an Amendment to the Chicago Zoning Ordinance, specifically Section 17 -13-0107 of the Municipal Code of the City of Chicago, please be informed that on or about November 17, 2021, the undersigned, on behalf of 1300 W. Carroll Owner, LLC (the "Applicant"), intends to file an application to rezone the property located at 1300 W. Carroll, Chicago, IL (the "Property") from the M2-3 Neighborhood Commercial District to the DX-7 Downtown Mixed-Use District then to a Residential-Business Planned Development. A map of the Property is printed on the reverse side of this letter.

The Property is currently vacant. The Applicant requests a rezoning of the subject property from the M2-3 Neighborhood Commercial District to the DX-7 Downtown Mixed-Use District then to a Residential-Business Planned Development, to create a two-subarea planned development. Subarea A, located on the eastern portion of the property, would permit the construction of a 418'0" foot tall building with 338 residential units above 460 vehicular parking spaces, 204,780 square feet of office space, and ground floor commercial uses, together with accessory and incidental uses. Subarea B, located on the western portion of the property, would permit the construction of a 515'0" foot tall building with either 633 residential units or 569,657 square feet of office space (or a mixed-use development of the two foregoing uses) above 255 vehicular parking spaces and ground-floor commercial uses, together with accessory and incidental uses.

Please note that the Applicant is not seeking to rezone or purchase your property. You are receiving this notice as required by the Chicago Municipal Code because the assessor's tax records indicate that you own property within 250 feet of the Property.

I am an authorized representative of the Applicant and my address is 444 W. Lake Street, Suite 900, Chicago, IL 60606. The Applicant is the owner of the property and its address is 333 N. Green, Suite 1100, Chicago, IL 60607.

Please contact me at 312-368-2153 with questions or to obtain additional information.

Very truly yours,

Katie Jahnke Dale

**DLA Piper LLP (US)** 

EASTM 85977446.1

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

#### SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

1300 W.Carroll Owner, LLC

File #: O2021-5097, Version: 1	
Check ONE of the following three boxes:	
Indicate whether the Disclosing Party submitt 1. $ x $ the Applicant OR	ing this EDS is:
<ul><li>2. the contract, transaction or other under</li><li>2. "Matter"), a direct or indirect interest in</li><li>2. name:</li><li>OR</li></ul>	nticipated to hold within six months after City action on taking to which this EDS pertains (referred to below as the n excess of 7.5% in the Applicant. State the Applicant's legal
3. [] a legal entity with a direct or indirect the legal name of the entity in which the Disclo	ect right of control of the Applicant (see Section 11(B)(1)) State osing Party holds a right of control:
B. Business address of the Disclosing Party:	333 N. Green Street, Suite 1100 Chicago, IL 60607
C. <u>Telephone</u> : 312-466-4142	2-874-7008 Email: asimpson@stcrlingbay.com
<pre><mailto:asimpson@stcrlingbay.com></mailto:asimpson@stcrlingbay.com></pre>	
D. Name of contact person: Anna Simpson	
E. Federal Employer Identification No. (if yo	u have one):
F. Brief description of the Matter to which property, if applicable):	h this EDS pertains. (Include project number and location of
Application for planned development for the p	property commonly known as 1300 W. Carroll Ave Chicago'
G. Which City agency or department is reque	sting this EDS? ppp
If the Matter is a contract being handled by the complete the following:	e City's Department of Procurement Services, please
Specification # n/A	and Contract # N/A
Ver.2018-1	Page 1 of 15
SECTION II - DISCLOSURE OF OWNERS	HIP INTERESTS
A. NATURE OF THE DISCLOSING PART	Y
<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> </ol>	rty:  [x] Limited liability company  [] Limited liability partnership  [] Joint venture

File #: O2021-5097, Ver	rsion: 1	
[ ] Sole proprietorship [ ] General partnership [ ] Limited partnership [ ] Trust	p	[] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [j No [] Other (please specify)
2. For legal entities, th	ne state (or foreign	country) of incorporation or organization, if applicable: Delaware
3. For legal entities not the State of Illinois as	_	State of Illinois: Has the organization registered to do business in
[x] Yes	[] No	.[] Organized in Illinois
B. IF THE DISCLOSE	ING PARTY IS A	LEGAL ENTITY:
entity; (ii) for not-for- members, write "no m trustee, executor, adm liability companies, lin	profit corporations, embers which are l inistrator, or simila mited liability partn	f applicable, of: (i) all executive officers and all directors of the all members, if any, which are legal entities (if there are no such egal entities"); (iii) for trusts, estates or other similar entities, the rly situated party; (iv) for general or limited partnerships, limited terships or joint ventures, each general partner, managing member, ty that directly or indirectly controls the day-to-day management of
NOTE: Each legal entity listed below must submit an EDS on its own behalf.		
Name Title		
Please see attached E	Exhibit A	

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. 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

Page 2 of 15

## Exhibit A

1300 W. Carroll Venture, LLC-Manager of 1300 W. Carroll Owner, LLC ("Applicant") 1300 W. Carroll, LLC - Manager of 1300 W. Carroll Venture, LLC Sterling Bay Capital Partners 111, LP - Manager of 1300 W. Carroll, LLC

Sterling Bay Capital Partners III GP, LLC-General Partner of Sterling Bay Capital Partners III, LP Sterling Bay Capital Management

III, LP - Managing Member of Sterling Bay Capital Partners III GP, LLC

Sterling Bay Capital Management II GP, LLC - General Partner of Sterling Bay Capital Management III, LP Andrew Gloor- Sole Member of Sterling Bay Capital Management II GP, LLC

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state

File #: O2021-5097,	, Version: 1		
"None."			
NOTE: Each lega	al entity listed below may be required to	submit an EDS on its own behalf.	
Name	Business Address	Percentage Interest in the Applicant	
Please see attack	hed Exhibit B		
SECTION III - OFFICIALS	INCOME OR COMPENSATION	TO, OR OWNERSHIP BY, CITY ELECTE	D
	g Party provided any income or comper preceding the date of this EDS?	nsation to any City elected official during the    [ ] Yes [x] No	
	ng Party reasonably expect to provide a uring the 12-month period following the	any income or compensation to any City e date of this EDS? f] Yes [x j No	
If "yes" to either of such income or co		ame(s) of such City elected official(s) and describe	
City elected offici	· · · · · · · · · · · · · · · · · · ·	osing Party's knowledge after reasonable inquiry, an financial interest (as defined in Chapter 2-156 ofthe Party? [] Yes  x]No	•
<i>y</i>	lentify below the name(s) of such City te financial interest(s).	y elected official(s) and/or spouse(s)/domestic part	neı
SECTION IV D	DISCLOSURE OF SUBCONTRACTOR	RS AND OTHER RETAINED PARTIES	
defined in MCC C Party has retained and the total amou employees who are uncertain whether	Chapter 2-156), accountant, consultant as or expects to retain in connection with ant of the fees paid or estimated to be paid e paid solely through the Disclosing Paid	s address of each subcontractor, attorney, lobbyist (and any other person or entity whom the Disclosing the Matter, as well as the nature of the relationship, id. The Disclosing Party is not required to disclose rty's regular payroll. If the Disclosing Party is ion, the Disclosing Party must either ask the City	
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Page 3 of 15

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Name (indicate whether Business Relationship to Disclosing Party retained or anticipated to be retained)

Relationship to Disclosing Party Pees (indicate whether paid or estimated.) NOTE:

| lobbyist, etc.) | "hourly rate" or "t.b.d." is not an acceptable response.

DLA Piper LLP (US)-retained-444 N. Lake Street, Suite 900, Chicago, IL 60606 (attorney )- Estimated Fees \$25,000 i-Gremley &

Bicdermann, Inc.- retained- 4505 North Elston Avenue, Chicago, IL 60631 (surveyor)- Estimated Fees SI,850

Kcnig. I.indgren. O'Hara, Ahoona, Inc.- (anticipated) -9575 West Higgins Rd., Suite 400, Roscmonl, II. 60018 (traffic study)- Estimated Fees \$20,000 "STiKIrriore, Owings & Merrill (retained)- 224 N. Michigan Avenue, Suite 100U, Chicago, 11. 60604 (architect )-Lstimaled Fees \$300,000

(Add sheets if necessary)

[] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

#### **SECTION V - CERTIFICATIONS**

File #: O2021-5097	'. Version: 1
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#### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC 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.

Has any person who directly or indirectly owns 10% or more ofthe Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[ J Yes [x] No [] No person directly or indirectly owns 10% or more of the Disclosing Party.

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?

[JYes []No

#### B. FURTHER CER TIFICATIONS

- 1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

- 3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(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, during the 5 years before 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, slate 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 subparagraph (b) above;

- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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").

PageSof 15

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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms | ofthe Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Vcr.2018-1 Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

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

N/A

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.

12. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees ofthe Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

File	#:	02021	-5097	Version:	1

N/A

13. To the best ofthe 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, ofthe 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N7

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

1. The Disclosing Party certifies that the Disclosing Party (check one)

[] is [x] is not

a "financial institution" as defined in MCC Section 2-32-455(b).

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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss ofthe privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

N/A

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 FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or

File #: O2021-5097, Version	: 1		
in the name of any other person or entity in the Matter?			
[ 1 Yes	(x J No		
NOTE: If you checked "Y skjp Items D(2) and D(3)	, , <u>=</u>	s D(2) and D(3). If you checked "No" to Item D(1),	
employee shall have a fina the purchase of any proper by virtue of legal process a	ancial interest in his or her own na rty that (i) belongs to the City, or ( at the suit ofthe City (collectively,	no or otherwise permitted, no City elected official or me or in the name of any other person or entity in (ii) is sold for taxes or assessments, or (iii) is sold "City Property Sale"). Compensation for property constitute a financial interest within the meaning	
Does the Matter involve a	City Property Sale?		
[] Yes	[ ] No		
•	to Item D(l), provide the name nancial interest and identify the na	es and business addresses of the City officials or ture ofthe financial interest:	
Name	Business Address	Nature of Financial Interest	
4. The Disclosing Party for any City official or employ	*	financial interest in the Matter will be acquired by	

## Page8of15

#### 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 (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

- x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
- 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the

names of any and all slaves or slaveholders described in those records:

#### SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

#### A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, 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, as amended, have made lobbying contacts on behalf of the Disclosing Parly 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(l) 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 Ver.2018-1

Page 9 of 15

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

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(1) and A(2) above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(l) 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

File #: O2021-5097, Version: 1
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 o negotiations.
Is the Disclosing Party the Applicant?
[] Yes [] No
If "Yes," answer the three questions below:
1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)  [] Yes  [] No
2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[] Yes [] No [] Reports not required
3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[] Yes [  No
If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

#### SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <a href="http://www.cityofchicago.org/Ethics">http://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 this ordinance.

- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

#### Page tl of 15

#### CERTIFICATION

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

1300 W. Carroll Owner, LLC

(Sign here)

#### Andrew Gloor

(Print or type name of person signing)

Sole Member of Sterling Bay Capital Management IrGP, LLC, general partner ol Sterling Bay Capital Management III, LP, managing member of Sterling Bay Capital Partners III GP, LLC, general partner of Sterling Way Capital Partners HI, LP, manager of 1300 W. Carroll, LLC, manager of 1300 W. Carroll Venture, LLC, managing member of 1300 W. Carroll Owner. LLC

(Print or type title of person signing)

Signed and sworn to before me on (date) October 14, 2021

at Cook. County, Illinois (state).

Commission expires:

Page 12 of 15

# 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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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 Il.B.l.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

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limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% 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

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 15

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

#### BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[]Yes [x]No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[ J Yes [ ] No [x] The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.



Page 14 of 15

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

#### PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com' <a href="http://www.amlegal.com">http://www.amlegal.com</a>). generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[ J Yes

I ]No

[x] N/A -1 am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This

certification shall serve as the affidavit required by MCC Section 2-92-385(c)(l). If you checked "no"

File #: O2021-5097, Version: 1				
to the above, please explain.				

Page 15ot"15

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

#### SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

1300 W. Carroll Venture, LLC

### Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant OR
- 2. [x] a legal entity currently holding, or anticipated to hold within six months after City action on
- 2. the contract, transaction or other undertaking to which this EDS pertains (referred to below as the
- 2. "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal
- 2. name: 1300 W. Carroll Owner, LLC

OR

3. [] a legal entity with a direct or indirect right of control of the Applicant (see Section 11(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: 333 N. Green Street, Suite 1100 Chicago, IL 60607

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C. Telephone: 312-46	66-4142	Fax: 312-874-7008 Email: asimpson@sterlingbay.com				
<mailto:asimpson@sterli< td=""><td>ngbay.com&gt;</td><td></td></mailto:asimpson@sterli<>	ngbay.com>					
D. Name of contact person	on: Anna Simpson					
E. Federal Employer Ide	entification No. (if yo	ou have one):				
F. Brief description of property, if applicable):	the Matter to whic	h this EDS pertains. (Include project number and location of				
Application for planned	development for the	property located at 1300 W. Carroll Avenue, Chicago				
G. Which City agency or	department is reque	sting this EDS? DPD				
If the Matter is a contract complete the following:	being handled by th	e City's Department of Procurement Services, please				
Specification # N/A		and Contract # N/A				
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SECTION II - DISCLOS	SURE OF OWNERS	SHIP INTERESTS				
A. NATURE OF THE D	DISCLOSING PART	Y				
1. Indicate the nature [ ] Person j ] Publicly registered bu [ ] Privately held busines [ ] Sole proprietorship I ] General partnership [ ] Limited partnership f ] Trust	siness corporation	fx ] 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 cou	ntry) of incorporation or organization, if applicable:				
Delaware						
3. For legal entities not	organized in the Stat	e of Illinois: Has the organization registered to do				
business in the State of I	llinois as a foreign er	ntity?				
[x]Yes	[ ] No	[ ] Organized in Illinois				
B. IF THE DISCLOSING	G PARTY IS A LEG	AL ENTITY:				

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

Please see attached Exhibit A

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% ofthe Applicant. 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

Page 2 of 15

#### Exhibit A

1300 W. Carroll Venture, LLC- Manager of 1300 W. Carroll Owner, LLC ("Applicant") 1300 W. Carroll, LLC - Manager of

1300 W. Carroll Venture, LLC Sterling Bay Capital Partners [11, LP - Manager of 1300 W. Carroll, LLC

Sterling Bay Capital Partners III GP, LLC-General Partner of Sterling Bay Capital Partners III, LP

Sterling Bay Capital Management III, LP - Managing Member of Sterling Bay Capital Partners HI GP, LLC

Sterling Bay Capital Management II GP, LLC - General Partner of Sterling Bay Capital Management III, LP

Andrew Gloor- Sole Member of Sterling Bay Capital Management II GP, LLC

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name Business Address Percentage Interest in the Applicant

Please see attached Exhibit B

# SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the

12-month period preceding the date of this EDS?

[ J Yes

fx] No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [j Yes |x] No

If "yes" to either ofthe above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best ofthe Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? I [Yes [x]No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner (s) and describe the financial interest(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 (as defined in MCC Chapter 2-156), 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. 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.

Page 3 of 15

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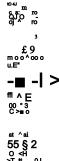
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Name (indicate whether Business Relationship to Disclosing Party retained or anticipated Address (subcontractor, attorney, lobbyist, etc.)	Pees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary)  [x] Check here if the Disclosing Party has not retained, nor expectation of the content of the cont	pects to retain, any such persons or
entities. SECTION V - CERTIFICATIONS	
A. COURT-ORDERED CHILD SUPPORT COMPLIANCE	
Under MCC Section 2-92-415, substantial owners of business entities the in compliance with their child support obligations throughout the contra	•
Has any person who directly or indirectly owns 10% or more ofthe Disc on any child support obligations by any Illinois court of competent juris	
I J Yes [x] No [ J No person directly or indirectly owns 10% or mo	re ofthe Disclosing Party.
If "Yes," has the person entered into a court-approved agreement for paperson in compliance with that agreement?	yment of all support owed and is the
[] Yes [] No	
D. ELIDTHED CEDTIFICATIONS	

# B. FURTHER CERTIFICATIONS

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills,

designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page4o/'15

- 3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- c. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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").

Page 5of15

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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 ofthe 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5) (Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management

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10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. If the Disclosing Party is unable to certify to any ofthe above statements in this Part 13 (Further Certifications), the Disclosing Party must explain below:

N/A

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.

12. 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 date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

13. 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, ofthe 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A". or "none"). As to any gift listed below, please also list the name ofthe City recipient.

N/A

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

1. The Disclosing Party certifies that the Disclosing Party (check one)

- a "financial institution" as defined in MCC Section 2-32-455(b).
- 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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

Page 7 of IS

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

N/A

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 FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, 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(l), proceed to Items D(2) and D(3). If you checked "No" to Item D(l), skip Items D(2) and D(3) and 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 ofthe 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(l), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name Business Address Nature of Financial Interest

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

Page 8 of IS

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check cither (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 (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

- x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
- 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

#### SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

### A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, 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, as amended, have made lobbying contacts on behalf of the Disclosing Party

File #: O2021-5097, Version	: 1	
with respect to the Matter.	)	
any person or entity li person or entity to infl	sted in paraguence or att	pent and will not expend any federally appropriated funds to pay graph A(l) above for his or her lobbying activities or to pay any tempt to influence an officer or employee of any agency, as defined per of Congress, an officer or employee of Congress, or an employee Page 9 of 15
funded grant or loan, ente	ring into an	ion with the award of any federally funded contract, making any federally y cooperative agreement, or to extend, continue, renew, amend, or modify loan, or cooperative agreement.
	hat materia	mit an updated certification at the end of each calendar quarter in which illy affects the accuracy ofthe statements and information set forth in
the Internal Revenue Cod	e of 1986; out has not en	that either: (i) it is not an organization described in section 501(c)(4) of or (ii) it is an organization described in section 501(c)(4) of the Internal gaged and will not engage in "Lobbying Activities," as that term is act of 1995, as amended.
and substance to paragrap and the Disclosing Parly i	hs A(l) thro nust mainta	applicant, the Disclosing Party must obtain certifications equal in form ugh A(4) above from all subcontractors before it awards any subcontract in all such subcontractors' certifications for the duration of the Matter and the available to the City upon request.
B. CERTIFICATION RE	GARDING	EQUAL EMPLOYMENT OPPORTUNITY
	•	nded, federal regulations require the Applicant and all proposed owing information with their bids or in writing at the outset of
Is the Disclosing Party the	e Applicant?	
If "Yes," answer the three	questions b	elow:
Have you developed as regulations? (See 41 CFR  [] Yes	•	ave on file affirmative action programs pursuant to applicable federal
Compliance Programs, or filing requirements?	the Equal E	orting Committee, the Director of the Office of Federal Contract mployment Opportunity Commission all reports due under the applicable
[] Yes	[ ] No	f] Reports not required
3. Have you participated opportunity clause?	in any previ	ous contracts or subcontracts subject to the equal

File #: O2021-5097	, Version: 1		
[] Yes	[ ] No		

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

#### SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <a href="http://www.cityofchicago.org/Ethics">http://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 this ordinance.
- 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 City transactions. 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 ofthe information provided in, and appended to, this EDS may be made publicly available 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 lakes 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

#### **CERTIFICATION**

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

(Sign here)

1300 W. Carroll Venture, LLC

Andrew Gloor

(Print or type name of person signing)

Sole Member of Sterling Bay Capital Management II GP, LLC, general partner of Sterling Bay Capital Management III, LP, managing member of Sterling Bay Capital Partners III GP, LLC, general partner of Sterling Bay Capital Partners 111, LP, manager of 1300 W Carroll, LLC, manager of 1300 W Carroll Venture, LLC

(Print or type title of person signing)

Signed and sworn to before me on (date) October 14, 2021

at Cook County, Illinois (state).

**Notary Public** 

Commission expires: October 16, 2024

# 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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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 ofthe 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.l.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% 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

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND **AFFIDAVIT** APPENDIX B

# BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct

which has only an indirec	1 1	ding 7.5% (an "Owner"). It is not to be completed by any legal entity rest in the Applicant.
1. Pursuant to MCC Sect or problem landlord pursu		s the Applicant or any Owner identified as a building code scofflaw tion 2-92-416?
[ ] Yes	[x] No	
**	· , 1	ly traded on any exchange, is any officer or director of the Applicant roblem landlord pursuant to MCC Section 2-92-416?
[ J Yes	[] No	[x] The Applicant is not publicly traded on any exchange.
	· 1	y below the name of each person or legal entity identified as a rd and the address of each building or buildings to which the pertinent

Page 14 of 15

## AFFIDAVIT APPENDIX C

### PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this LDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <a href="http://www.amlegal.com">http://www.amlegal.com</a>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[ J Yes
[ ] No
fx] N/A -1 am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This
certification shall serve as the affidavit required by MCC Section 2-92-385(c)(l). If you checked "no"
to the above, please explain.

Page 15 of 15

# DISCLOSURE STATEMENT AND AFFIDAVIT

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

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

1300 W. Carroll, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant OR
- 2. [x] a legal entity currently holding, or anticipated to hold within six months after City action on
- 2. the contract, transaction or other undertaking to which this EDS pertains (referred to below as the
- 2. "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal
- 2. name: 1300 W. Carroll Owner, LLC OR
- 3. [] a legal entity with a direct or indirect right of control of the Applicant (see Section 11(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: 333 N. Green Street, Suite 1100 Chicago, IE 60607
- C. <u>Telephone: 312-466-4142</u> Fax: 312-874-7008 <u>Email: asimpson@sterlingbay.com</u> <mailto:asimpson@sterlingbay.com>
- D. Name of contact person: Anna Simpson
- E. Federal Employer Identification No. (if you have one):
- F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application for planned development for property commonly known as 1300 W. Carroll Avenue, Chicago

G. Which City agency or department is requesting this EDS? DPD

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # N/A and Contract # N/A

Ver.2018-1 Paget of 15

File #: O2021-5097, Version: 1
SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS
A. NATURE OF THE DISCLOSING PARTY
f J Person  [ 1 Publicly registered business corporation f J Privately held business corporation  [ J Sole proprietorship \
<ul><li>2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable: Delaware</li><li>3. For legal entities not organized in the Slate of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?</li></ul>
[ J Yes [xJ No   ] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:
L List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.
NOTE: Each legal entity listed below must submit an EDS on its own behalf.
Name Title Please see attached Exhibit A '
2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. 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

Page 2 of 15

File #: O2021-5097, Version: 1		

#### Exhibit A

1300 W. Carroll Venture, LLC- Manager of 1300 W. Carroll Owner, LLC ("Applicant") 1300 W. Carroll, LLC - Manager of 1300 W. Carroll Venture, LLC Sterling Bay Capital Partners III, LP - Manager of 1300 W. Carroll, LLC Sterling Bay Capital Partners III GP, LLC - General Partner of Sterling Bay Capital Partners III, LP Sterling Bay Capital Management III, LP - Managing Member of Sterling Bay Capital Partners III GP, LLC Sterling Bay Capital Management II GP, LLC - General Partner of Sterling Bay Capital Management III, LP Andrew Gloor- Sole Member of Sterling Bay Capital Management II GP, LLC limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, slate "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name Business Address Percentage Interest in the Applicant

Please see attached Exhibit B

# SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City	elected official	during the
12-month period preceding the date of this EDS?	[] Yes	[x] No
Does the Disclosing Party reasonably expect to provide any income or comp	ensation to any	City
elected official during the 12-month period following the dale of this EDS?	[ J Yes	(x 1 No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best ofthe Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

( ] Yes [xJ No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner (s) and describe the financial.interest(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 (as defined in MCC Chapter 2-156), 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. 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.

Page 3 of IS

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Name (indicate whether Business
                                        Relationship to Disclosing Party Fees (indicate whether
                                                                                paid or estimated.') NOTE:
 retained or anticipated
                            Address
                                        (subcontractor, attorney,
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lobbyist, etc.)

"hourly rate" or "t.b.d." is

not an acceptable response.

File #: O2021-5097, Version: 1	
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(Add sheets if necessary)

fx] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

#### **SECTION V - CERTIFICATIONS**

#### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC 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.

Has any person who directly or indirectly owns 10% or more ofthe Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[ J Yes [x] No [] No person directly or indirectly owns 10% or more of the Disclosing Party.

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 [ 1 No

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

- 1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) belowj has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they .. can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

- 3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the dale of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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").

Page 5 of 15

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 5 years before the date of this EDS. or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the dale 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 ofthe 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Dcbarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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 ofthe United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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. NO TE: If MCC Chapter 1 -23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such Vcr.2018-1

  Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. 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:

N/A

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.

12. To the best ofthe 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 date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

\_

13. 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" docs 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name ofthe City recipient.

N/A

## C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Parly (check one)

 $\begin{bmatrix} \\ \end{bmatrix}$  is  $\begin{bmatrix} \\ x \end{bmatrix}$  is not

- a "financial institution" as defined in MCC Section 2-32-455(b).
- 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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss ofthe privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

#### N/A

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.

File #: O2021-5097, \	/ersion: 1				
D. CERTIFICATIO	ON REGARDING FINANCIAL	INTEREST IN CITY BUSINESS			
Any words or terms	s defined in MCC Chapter 2-156	have the same meanings if used in this Part D.			
reasonable inquiry,		the best of the Disclosing Party's knowledge after the City have a financial interest in his or her own name or er?			
[] Yes	[x] No				
•	ked "Yes" to Item D(l), proceed to D(3) and proceed to Part E.	to Items D(2) and D(3). If you checked "No" to Item D(l),			
employee shall have the purchase of any by virtue of legal pr	e a financial interest in his or her property that (i) belongs to the Cocess at the suit of the City (colle	bidding, or otherwise permitted, no City elected official or own name or in the name of any other person or entity in City, or (ii) is sold for taxes or assessments, or (iii) is sold ectively, "City Property Sale"). Compensation for property loes not constitute a financial interest within the meaning			
Does the Matter inv	olve a City Property Sale?				
f]Yes	[ ] No	[ ] No			
•	\ /· •	ne names and business addresses of the City officials or y the nature of the financial interest:			
Name	Business Address	Nature of Financial Interest			

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

Page 8 of 15

#### Ii. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

1\*16386 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 (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders

that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

#### SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City arc 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, as amended, 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, as amended, 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(l) 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

Ver.20I8-1

Page 9of15

of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grunt 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," as that term is

defined in the Lobbying Di	sclosure A	ct of 1995, as amended.
substance to paragraphs A( the Disclosing Party must n	l) through naintain all	pplicant, the Disclosing Party must obtain certifications equal in form and A(4) above from all subcontractors before it awards any subcontract and I such subcontractors' certifications for the duration of the Matter and Iy available to the City upon request.
B. CERTIFICATION REG	ARDING	EQUAL EMPLOYMENT OPPORTUNITY
		nded, federal regulations require the Applicant and all proposed owing information with their bids or in writing at the outset of
Is the Disclosing Party the []Yes	Applicant? [ INo	
If "Yes," answer the three q	uestions b	elow:
regulations? (See 41 CFR P	•	ave on file affirmative action programs pursuant to applicable federal
<u> </u>	-	orting Committee, the Director of the Office of Federal Contract imployment Opportunity Commission all reports due under the applicable
[] Yes	[] No	[  Reports not required
opportunity clause?	• 1	ous contracts or subcontracts subject to the equal
[] Yes	[] No	
If you checked "No" to ques	stion (1) or	(2) above, please provide an explanation:
Page 10 of 15		
SECTION VII - FURTHEI	R ACKNO	WLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

File #: O2021-5097, Version: 1

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on

persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Elhics <a href="http://www.cityofchicago.org/Elhics">http://www.cityofchicago.org/Elhics</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 this ordinance.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection wiffi 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 City transactions. 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 ofthe information provided in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

#### Page II of 15

## **CERTIFICATION**

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

1300 W. CARROLL, LLC

(Sign here)

Andrew Gloor

(Print or type name of person signing)

Sole member of Sterling Bay Capital Management II GP, LLC, general partner of Sterling Bay Capital Management III, LP. managing member of Sterling Bay Capital Partners HI GP, LLC, general partner of Sterling Bay Capital Partners HI, LP, manager of 1300 W. Carroll, LLC

(Print or type title of person signing)

Signed and sworn to before me on (date) October 14, 2021

Commission expires: October 16. 2024

Page 12 of 15

# 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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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 LDS 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 ofthe 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 ILD.l.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general

File	#:	02021	-5097	Version:	1

partnership; all general partners and limited partners ofthe Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members ofthe 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% 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?

[ JYes IxlNo

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 15

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

# BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[] Yes [x] No

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

[ j Yes | J No [x] The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.



Page 14 oriS

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

#### PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <a href="http://www.amlegal.com">http://www.amlegal.com</a>). generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalfof an Applicant that is a contractor pursuant to MCC Section 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

M Yes f ] No

[x] N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1). If you checked "no"

File #: O2021-5097, Version: 1
to the above, please explain.

Page 15 of 15

# CITY OI CHICAGO I.( ON OMIC 1)1 SC LOS U R E STATE M ENT AND AFFIDAVIT

## **SECTION I - GENERAL INFORMATION**

A. Legal name of hc Disclosing Parly submitting this EDS. Include d/b/a/ if applicable: AS Property No. 2 LP

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant OR
- 2. k/] a legal entity currently holding, or anticipated to hold within six months alter City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: 1300 W Carroll Owner, LLC

OR

- 3. | ] a legal entity with a direct or indirect right of control of the Applicant (see Section 11(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: 3411 Silverside Road, Tatnall Building #104

City of Wilmington, Newcastle County, Delaware, 19810

File #: O2021-5097, Ve	ersion: 1			
C Telephone" +^	8748 78789	Fax' ~		Email' mfidge@australiansuper.com
<mailto:mfidge@aus< td=""><td>traliansuper.com</td><td>n&gt;</td><th></th><th></th></mailto:mfidge@aus<>	traliansuper.com	n>		
D. Name of contact p	person: Matthew	v Fidge		
E. Federal Employer	Identification	No. (if you have on	one): N/A	
F. Brief description property, if appl icable		to which this E	EDS pertains.	(Include project number and location of
Application for planned deve	lopment for the prope	erty commonly referred a	as 1300 W Carroll A	Ave. Chicago, IL
G. Which City agency	y or department	is requesting this	EDS?	
If the Matter is a complete the following	_	handled by the	e City's Depa	artment of Procurement Services, please
Specification #		anfj C	Contract ft N/A	1
Ver.2018-1		Pane 1 c	of 15	
SECTION II - DISC	LOSURE OI O	WNERSHIP INTI	ERESTS	
A. NATURE OF 1 il	l. DISCLOSINO	G PARTY		
[ ] Publicly registered General partnership [2   ] Limited liability of     Limited liability pa [ ] Joint venture [ ] Not-for-profit corp (Is the not-for-profit of	business corporations business corporation business busin	nership [ ] Trust  a 501(c)(3))?		es corporation [] Sole proprietorship [J
2. For legal entities	s, the state (or	foreign country	) of incorpor	ration or organization, if applicable: State
of Delaware				
3. For legal entities business in the State	-		ois: Has the o	rganization registered to do
[] Organized in Illino	ois			

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

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

Please see attached Exhibit A

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. 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

Vcr.2018-1 Page 2 of IS

#### Exhibit A

1300 VV. Can-oil Venture, LLC- Manager of 1300 W. Carroll Owner, LLC ("Applicant") 1300 VV. Carroll. LLC - Manager of 1300 W.

Carroll Venture, LLC Sterling Bay Capital Partners III, LP - Manager ol" 1300 VV. Carroll, LLC

Sterling BayCapital Partners III GP, LLC-General Partner of Sterling Bay Capital Partners 111. LP

Sterling Bay Capital Management III, LP - Managing Member of Sterling Bay Capital Partners III GP, LLC

Sterling Bay Capital Management II GP, LLC - General Partner of Sterling Bay Capital Management III, LP

Andrew Gloor- Sole Member of Sterling Bay Capital Management II GP, LLC

limited liability compain, or inicresi of a beneficiary of a trust, estate or oilier .similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name Business Address Percentage Interest in the Applicant

AS Property No 2 REIT LLC 3411 Silverside Rd Tatnall Bldg U10-1 City of Wilmington New Castle County Delaware 19810 90%

AS Property No 2 LP 3411 Silverside Rd. Tatnall Bldg #104, City Wilmington, New Castle County Delaware 19810 90%

AS Properly No 2 LP Trust Level 30 130 Lonsdale Street. Melbourne VIC 3000, Australia 88 63%

AustralianSuper Pty Ltd ATF AustralianSuper Level 30, 130 Lonsdale Street. Melbourne VIC 3000, Australia 88 63%

# SECTION HI - INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CUT ELECTED OFFICIALS

File #: O2021-5097, Version: 1			
Has the Disclosing Parly provided an 12-month period preceding the date of		City elected official	during the {/} No
Does the Disclosing Party reasonably elected official during the 12-month p			City [/] No
If "yes" to either ofthe above, please is such income or compensation:	identify below the name(s) of such	City elected official	(s) and describe
Does any City elected official or, to the inquiry, any City elected official's specthapter 2-156 of the Municipal Code  [] Yes  [/] No	ouse or domestic partner, have a fir	nancial interest (as d	
If "yes," please identify below the na (s) and describe the financial interest(	•	al(s) and/or spouse(	(s)/domestic partner
SECTION IV - DISCLOSURE OF SU	UBCONTRACTORS AND OTHE	R RETAINED PAR	RTIES
The Disclosing Party must disclose the defined in MCC Chapter 2-156), according Party has retained or expects to retain and the total amount of the fees paid of employees who are paid solely throug uncertain whether a disclosure is required, or make	ountant, consultant and any other per in connection with the Matter, as we or estimated to be paid. The Disclosing the Disclosing Party's regular partired under this Section, the Disclosing	erson or entity whon well as the nature off sing Party is not requ yroll. If the Disclosi	the Disclosing the relationship, uired to disclose ng Party is
Page 3 of 15			
Name (indicate whether retained or anticipated to be retained)  None  Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whet paid or estima "hourly rate" of not an acce	ted.) NOTE:
(Add sheets if necessary)			

[/] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

File #: O2021-5097	7. Version: 1
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#### **SECTION V - CERTIFICATIONS**

#### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC 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.

Has any person who directly or indirectly owns 10% or more ofthe Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[] Yes [] No [y<sup>7</sup>] No person directly or indirectly owns 10% or more ofthe Disclosing Party.

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. [This paragraph I applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited, to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

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- 3. The Disclosing I'arlx and, if the Disclosing Parly is a legal entity, all of those persons or entities identified in Section ll(B)f I) of this HDS:
- 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, during the 5 years before 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 slate 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, stale or local) with committing any ofthe offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- c. have not, during the 5 years before 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 slate, or any other unit of local government.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 Kntily 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").

Vcr.2018-1 Page 5 of 15

Neither the Disclosing Party, nor any Contractor, nor any Affiliated F.nhty of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the dale of this EDS. or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 ofthe 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 of 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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 ofthe United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 briber)', 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 1.0. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1 Page 6 of 15

conlracior/subconiraclor lhat does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

1 I. If the Disclosing Party is unable to certify to any ofthe above statements in this Part B (Further Certifications), the Disclosing Parly must explain below:

N/A

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.

12. To the best ofthe 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 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

13. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gi fts that the Disclosing Party has given or caused to be gi ven, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, ofthe 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name ofthe 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 MCC Section 2-32-455(b).
- 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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and. none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss ofthe privilege of doing business with the City."

Page 7 of 15

If the Disclosing Party is unable lo make ibis pledge because il or any ofits affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning ol' MCC Chapter 2-32, explain here (attach additional pages if necessary):

N/A

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

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

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

File #: O2021-5097,	ersion: 1
reasonable inquiry,	th MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after loes any official or employee of the City have a financial interest in his or her own name or ther person or entity in the Matter?
[ I Yes	L/  No
	xed "Yes" to Item D(l), proceed to Items D(2) and D(3). If you checked "No" to Item D( I), D(3) and proceed to Part E.
employee shall have the purchase of any by virtue of legal p	aant to a process of competitive bidding, or otherwise permitted, no City elected official or a financial interest in his or her own name or in the name of any other person or entity in property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold process at the suit of the City (collectively, "City Property Sale"). Compensation for property a City's eminent domain power does not constitute a financial interest within the meaning
Does the Matter in	olve a City Properly Sale?
[] Yes	[/] No
<del>-</del>	"Yes" to Item D(l), provide the names and business addresses of the City officials or ach financial interest and identify the nature of the financial interest:
Name N/A	Business Address ' Nature of Financial Interest

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

Page 8 of 15

e. ci-R i iriCAHon regarding slavery era business

Please check either (I) or (2) below. 11~the Disclosing Party checks (2), the Disclosing Parly must disclose below or in an attachment to this EDS all information required by (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.

v/ I. 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 (!) 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. n/a t

#### A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, 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, as amended, 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 Ver.2018-1

Page 9 of 15

of a member ol"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(I) 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," as that term is

File #: O2021-5097, Version: 1
defined in the Lobbying Disclosure Act of 1995, as amended.
5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(l) 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.
13. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY
If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.
Is the Disclosing Party the Applicant? [ J Yes [ ] No
If "Yes," answer the three questions below:
1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)  [] Yes  [] No
2. Have you. filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?  [] Yes  [] No [] Reports not required
3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?  [] Yes  [] No
If you checked "No" to question (1) or (2) above, please provide an explanation:
Page 10 of 15
SECTION VII - IV RUHR \( KNOW I I DGM I.MS AND CER I 11 ICA HON

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 Mailer. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which (his EDS is based.

The Disclosing Party understands and agrees that:

- B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at vvvvvv.cityol'chicago.org/Et <a href="http://icago.org/Et>hics,">http://icago.org/Et>hics,</a> and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (3 12) 744-9660. The Disclosing Party must comply fully with this ordinance.
- 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 il 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 City transactions. 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 ofthe information provided in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (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 MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

#### CERTIFICATION

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

AS Property No. 2 LP, by its general partner AS Property No. 2 LLC (Print or type exact legal name of Disclosing Party)

(Sign here)

Mohammed Nadeem Hussain

(Print or type name of person signing)

**Authorised Officer** 

(Print or type title of person signing)

Signed and sworn to before me on (date) ?\  $Q(l-\&b-e^*")$ 

Page 12 of 15

# ( I I V Or 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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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 ofthe 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 (I) all executive officers of the Disclosing Party listed in Section II.B.l.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% 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

If yes, please identify below (1) the name and title of such person, (2) the name ofthe legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

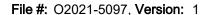
Page 13 of 15

# (NY CHIC AGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

# BUILDING CODE SCO I FLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

- I. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?
- [] Yes
- 2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?
- [/] The Applicant is not publicly traded on any exchange.
- 3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.



Page 14 of 15

# (NY OI CHIC AGO ECONOMIC I) I SCI. OS UK E STATEMENT AND All II) AY II APPENDIX C

## PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is lo be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <a href="http://www.amlegal.com">http://www.amlegal.com</a>), generally covers a parly to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

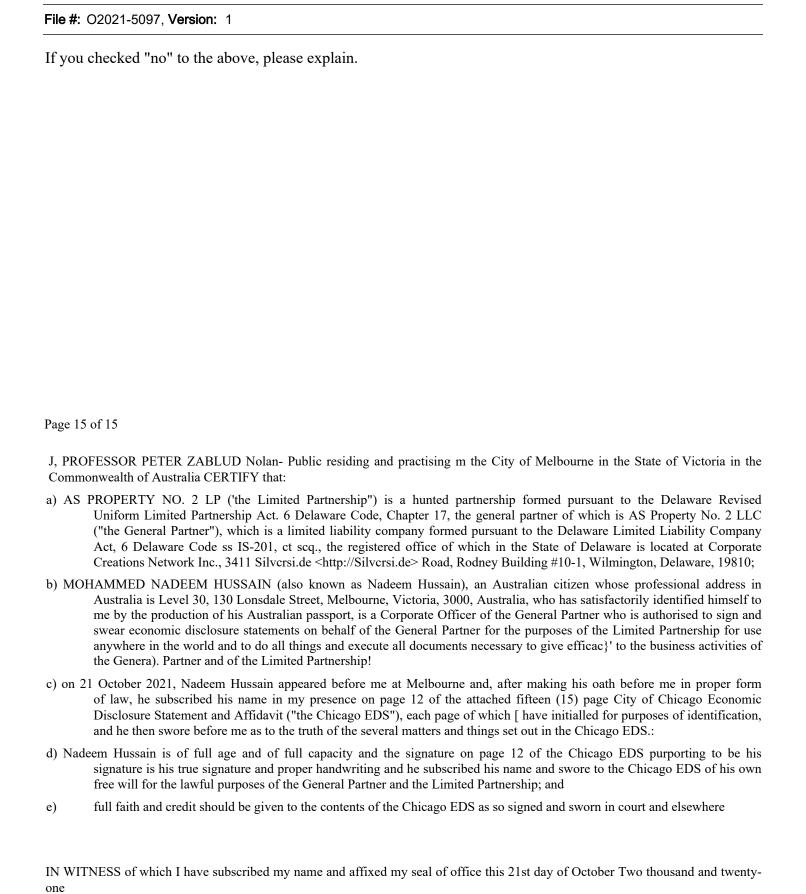
On behalf of an Applicant that is a contractor pursuant to MCC" Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants wage or salary history from current or former employers. I. also certify that the Applicant has adopted a policy that includes those prohibitions.

[]Yes

[ ]No

[y] N/A - 1. am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(l).



Notary Public

Melbourne, Victoria, Australia

My Appointment is not limited by time

Level 1, 415 Bourke Street, Melbourne. Victoria. 3000. Australia

Telephone: +61 3 9670 4222 Email: pz@zablud.com.au <mailto:pz@zablud.com.au>

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# CITY OP CHICAGO ECONOMIC DISCLOSURE S I ATI MKM AND AFFIDAVIT

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

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: AS Property No. 2 LP Trust

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant
  - OR
- 2. [V] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or "other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: 1300 W Carroll Owner, LLC

OR

- 3. [] a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address ofthe Disclosing Party:

Melbourne, VIC 3000, Australia

C Telephone' ^ 8677 3260 Fax " Email' btowning@australiansuper.com

<mailto:btowning@australiansuper.com>

- D. Name of contact person: Bevan Towning
- E. Federal Employer Identification No. (if you have one): N/A
- F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

File #: O2021-5097, Version: 1						
Application for planned development for t	he property commonly re	eferred as 1300 W 0	Carroll Ave. Chicag	o, IL		
G. Which City agency or depart	artment is requesti	ng this EDS?	\PD			
If the Matter is a contract complete the following:	being handled 1	by the City's	Department	of Procuremen	t Services,	please
Specification # JWA		and Contract	# N/A			
Ver.2018-1	Pa	nue 1 of 15				
SECTION II - DISCLOSURE	OI OW NT.RSII	II' INTEREST	S			
A. NATURE 01' Till-: DISCL	OSING PARTY					
I. Indicate the nature of the  ) Person  ] Publicly registered business  ] Privately held business corp    Sole proprietorship [\ General partnership [] Limited partnership L/J Trust	s corporation	[] Limited li [j Limited li [] Joint vent [] Not-for-p	rofit corporati or-profit corpo	rship	1(c)(3))?	
2. For legal entities, the state  Australia	(or foreign countr	ry),of incorpor	ation or organ	ization, if applic	able:	
	. 1. 1 0 1	CMI: TE	.1			
3. For legal entities not organ in the State of Illinois as a fore		of Illinois: ITas	the organizat	ion registered to	do business	
[j Yes [/	] No	[] Organize	d in Illinois			
B. IF THE DISCLOSING PA	RTY IS A LEGAI	L ENTITY:				
1. List below the full names entity; (ii) for not-for-profit comembers, write "no members trustee, executor, administrator liability companies, limited liamanager or any other person of the Applicant.	rporations, all me which are legal en r, or similarly situ bility partnerships	mbers, if any, tities"); (iii) fo ated party; (iv) s or joint ventu	which are legar trusts, estated for general ores, each gene	al entities (if then s or other simila r limited partner tral partner, man	re are no such ar entities, the ships, limited aging membo	h e d er,
NOTE: Each legal entity listed	l below must subn	nit an EDS on	its own behalf			
Name Title						

File:	#: (	D2021-	5097.	Version:	1
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2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. 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

Page 2 of 15

#### i;\i)ihii a

1300 VV. Carroll Venture, LLC- Manager o'l' 1.100 VV. Carroll Owner, LLC ("Applicant") I 300 VV. Carroll, LLC - Manager of 1300 VV Carroll Venture, LLC Sterling Bay Capital Partners III, LP - Manager ol' 1300 VV. Carroll, LLC

Sterling May Capital Partners III GP, LLC: -General Partner ol' Sterling May Capital Partners III, LP

Sterling Bay Capital Management III. LP - Managing Member of Sterling Bay Capital Partners III GP, LLC-Sterling Ray Capital Management II GP, LLC - General Partner of Sterling Bay Capital Management III, LP

Andrew Gloor- Sole Member of Sterling Bay Capital Managemeni II GP, LLC

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. II"none, slate "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name
AS Property No 7 REIT LLC

AS Property No 7 REIT LLC

AS Property No 2 LP

3411 Silverside Rd Tintnall Biriy It 10-'- City of Wilmington New Car-llc County Delaware 19810 90%

AS Property No 2 LP

3411 Silverside Rd, 1 atnall Bldg " 104 City Wilmington New Castle County Delaware 19810 90%

AS Property No 2 LP Trust

Level 30. 130 Lonsdale Street Melbourne VIC 3000 Australia

88 63%

AustralianSuper Pty Ltd ATF AustralianSuper

Level 30. 130 Lonsdale Street, Melbourne VIC 3000. Australia

88 63%

# SECTION III - INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

[J Yes [/] No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [J Yes [/] No

If "yes" to either ofthe above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")).in the Disclosing Party?

File #: O2021-5097, Versio	n: 1		
[] Yes	[/] No		
If "yes," please identify (s) and describe the finan		•	ficial(s) and/or spouse(s)/domestic partner
SECTION IV DISCLO	SURE OF	SUBCONTRACTORS AND O	THER RETAINED PARTIES
defined in MCC Chapter Party has retained or expeand the total amount ofth employees who are paid s	2-156), accects to retain e fees, paid solely throu osure is req	ountant, consultant and any othen in connection with the Matter, or estimated to be paid. The Disigh the Disclosing Party's regular uired under this Section, the Disc	reach subcontractor, attorney, lobbyist (as reperson or entity whom the Disclosing as well as the nature of the relationship, closing Party is not required to disclose payroll. If the Disclosing Party is closing Party must either ask the City
Page 3 of 15			
Name (indicate whether	Business	Relationship to Disclosing Parl	y Fees (indicate whether
retained or anticipated to be retained )	Address	(subcontractor, attorney. lobbyist, etc.)	paid or estimated.) NOTE: "hourly rale" or "t.b.d." is not an acceptable response.
None ■:			
(Add sheets if necessary)	)		
[n/] Check here if the D	Disclosing P	early has not retained, nor experience	cts to retain, any such persons or entities.
SECTION V - CERTIFIC	CATIONS		
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
	-	tantial owners of business entitient obligations throughout the con	s that contract with the City must remain ntract's term.
· ·	-	rectly owns 10% or more ofthe Eany Illinois court of competent ju	Disclosing Party been declared in arrearage arisdiction?
[] Yes [] No [>/] No	o person dir	ectly or indirectly owns 10% or	more ofthe Disclosing Party.
If "Yes," has the person of person in compliance with			payment of all support owed and is the
[] Yes [] No			

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

- 1. [This paragraph I applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities arc not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

#### Page 4 of 15

- 3. The Disclosing Party and, if the Disclosing Parly 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, during the 5 years before 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, stale 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 ofthe offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the dale 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) concern:
  - the Disclosing Party;
  - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Parly 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").

## Page 5 of 15

Neither the Disc losing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or. with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 ol'bribery or attempting to bribe, a public officer or employee ofthe City, the State of Illinois, or any agency of the federal government or of any slate or local government in the United Slates 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, ofbeen 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5) (Debarment Regulations); or (a)(6)(Minirum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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 5/33 E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or ofthe United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicanfnor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] ofthe Applicant 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 ofthe 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Vcr.2018-1 Page 6 of 15

coiuracior/subcontractor tlial does nol provide such certifications or that the Applicant has reason to believe has nol provided or cannot provide truthful certifications.

I I. If the Disclosing Parly is unable to certify to any ofthe above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

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.

- 12. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees ofthe Disclosing Party who were, at any time during the 12-month period preceding the 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
- 13.To the best ofthe 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, ofthe 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name ofthe City recipient.

File	#-	O2021	-5097	Version:	1
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#### C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

- a "financial institution" as defined in MCC Section 2-32-455(b).
- 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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss ofthe privilege of doing business with the City."

Ver.2018-1

Page 7 of 15

If ilic Disclosing Parly is unable 1.0 make this pledge because 11 or any of us affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

N/A

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.

## I). CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best ofthe Disclosing Party's knowledge after reasonable inquiry, does any official or employee ofthe City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

IIYes [/) No

NOTE: If you checked "Yes" to Item D(l), proceed to Items D(2) and D(3). If you checked "No" to Item D(l), skip Items D(2) and D(3) and 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 ofthe 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.

File #: O2021-5097, \	File #: O2021-5097, Version: 1				
Does the Matter inv	volve a City Property Sale?				
[] Yes	[V] No				
=	"Yes" to Item D(l), provide the nuch financial interest and identify th	ames and business addresses of the City officials or e nature ofthe financial interest:			
Name N/A	Business Address'	Nature of Financial Interest			
-	Party further certifies that no y official or employee.	prohibited financial interest in the Matter will be			
Pa tie 8 of 15					
		$\sqrt{}_{ m V}$			

# E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (I) 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 (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.

- \_y\_\. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Parly 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 (he Matter is not federally funded, proceed to Section VIE For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding. n/a

#### A. CERTIFICATION REGARDING LOBBYING

File #: O2021-5097, Version: 1
1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, 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 "N A" 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, as amended, 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(l) 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 Vcr.2018-1  Page 9 of 15
of a member of Congress, in connection w 11 Ii liie 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 for the paragraphs $A(l)$ and $A(2)$ above.
4. The Disclosing Party certifies that either: (i) it is nol 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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
5. If the Disclosing Party is the Applicant, the Disclosing Parly must obtain certifications equal in form and substance to paragraphs A(1) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.
B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY
If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.
Is the Disclosing Party the Applicant?

[] No

[] Yes

File #: O2021-5097, <b>Ve</b>	ion: 1	
If "Yes," answer the the	ree questions below:	
regulations? (See 41 C		
[] Yes	[ ] No	
•	the Joint Reporting Committee, the Director of the Office of Federal Contract or the Equal Employment Opportunity Commission all reports due under the applicable	le
[] Yes	[] No [] Reports not required	
3. Have you participa opportunity clause?	ed in any previous contracts or subcontracts subject to the equal	
[] Yes	[ ] No	
I f you checked "No" t	question (1) or (2) above, please provide an explanation:	
Paue 10 of 15		

I he Disclosing Party understands and agrees that:

SECTION VII - FURTHER A( KNOW I I 1)G\II.NTS AND CERTIFICATION

- 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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/l-lthics <a href="http://www.cityofchicago.org/l-lthics">http://www.cityofchicago.org/l-lthics</a>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IE 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.
- 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 City transactions. 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 ofthe information provided in, and appended to, this'EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1 -23 and Section 2-154-020.

Ver.2018-1 Page 11 of 15

#### (IKilll(AIION

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

AS LP (Print **Property** No. 2 Pty Ltd. for AS **Property** No. 2 Trust as trustee or type exact legal name of Disclosinu Party)

By: \_ (Sign here)

Mohammed Nadeem Hussain

(Print or type name of person signing) Attorney (Print or type title of person signing) By

(Sign hcvL Olga Krainuchenko

(Print or type name of person signing) Attorney (Print or type title of person signing)

Signed and sworn to before me on (date) Zl oJhhe\* / at Tri-klho uI jj^C^mfttyt  $\lor 1$ -  $\land \land \land$  (slate).  $\lor V \land \land \land$  Notary Pub

 $\sim$  i:

C-oweHwissiojii^^

PROFESSOR PETER ZABLUD

Notary Public Melbourne V/ctoria Australia

Page 12 of 15

# CITY OI CHICAGO ECONOMIC DISCLOSURE ST ATE.VIE.NT AND AFFIDAVIT APPENDIX A

# FAMILIAL RELA TIONSHIPS 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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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 ofthe 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.l.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

File #: O2021-5097,	Version: 1
	interest in the Disclosing Party. "Principal officers" means the president, chief operating director, chief financial officer, treasurer or secretary of a legal entity or any person authority.
	osing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently ationship" with an elected city official or department head?
[] Yes	[/] No
such person is con	dentify below (I) the name and title of such person, (2) the name of the legal entity to which nected; (3) the name and title of the elected city of ficial or department head to whom such all relationship, and (4) the precise nature of such familial relationship.
Page 13 of 15	
	CITY OI CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX 1\$
В	UILDING CODE SCOFI LAW/PROBLEM LANDLORD CERTIFICATION
ownership interest	o be completed only by (a) the Applicant, and (b) any legal entity which has a direct in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity indirect ownership interest in the Applicant.
	CC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw d pursuant to MCC Section 2-92-416?
[] Yes	[ 🗸 ] No

3. If yes to (1) or (2) above, please identi fy below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant

[/] The Applicant is not publicly traded on any exchange.

identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-41.6?

[] No

[] Yes



Page 14 of 15

# CITY 01 CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

### PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant (hat is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amle.ual.com <a href="http://www.amle.ual.com">http://www.amle.ual.com</a>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[]Yes

[ ]No

[•y] N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(l).

File	#:	O2021-	-5097.	٧	ersion:	1
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If you checked "no" to the above, please explain.

#### Page 15 of 15

- I, PROFESSOR PETER ZABLUO Notary Public residing and practising in the City of Melbourne in the State of Victoria in the Commonwealth of Australia CERTIFY that.:
- a) AS PROPERTY NO. 2 PTY LTD (Australian Company Number 003 295 058) ("the Trustee' ) is a proprietary company, which'
  - i) is registered under the Corporations Act 2001 of Australia;
  - ii) has its registered office at Level 30, 130 Lonsdale Street, .Melbourne, Victoria, 3000, Australia;
  - iii) is the trustee of AS Property No.2 LP Trust which is an Australian private unit trust ("the Trust"); and
  - iv) in its capacity as trustee of the Trust is entitled by law to appoint attorneys to act on its behalf for the purposes of the Trust;
- b) MOHAMMED NADEEM HUSSAIN (also known as Nadeem Hussain), an Australian citizen whose professional address in Australia is Level 30, 130 Lonsdale Street, Melbourne, Victoria, 3000, Australia and OLGA KRAINUCHENKO an Australian citizen whose professional address in Australia is Level 30, 130 Lonsdale Street, Melbourne, Victoria, 3000, Australia, who have both satisfactorily identified themselves to me by the production of their Australian passports, are two of the Trustee's Attorneys-iirFact pursuant to a Power of Attorney granted by the Trustee on 7 October 2019, which has been produced and shown to me!
- c) pursuant to the authority vested in them, Nadeem Hussain and Olga Krainuchenko are authorised to sign and swear economic disclosure statements on behalf of the Trustee for the purposes of the Trust for use anywhere in the world and to do all things and execute all documents necessary to give efficacy to the business activities of the Trustee and of the Trust!
- d) on 21 October 2021, Nadeem Hussain and Olga Krainuchenko appeared before me at Melbourne and, after making their respective oaths before me in proper form of law, they both subscribed their names in my presence on page 12 of the attached fifteen (15) page City of Chicago Economic Disclosure Statement and Affidavit ("the Chicago EDS"), each page of which I have initialled for purposes of identification, and they both then swore before me as to the truth of the several matters and things set out in the Chicago EDS!
- e) Nadeem Hussain and Olga Krainuchenko are both of full age and of full capacity and the signatures on page 12 of the Chicago EDS purporting to be their respective signatures are their true signatures and proper handwriting and they both subscribed their names and swore to the Chicago EDS of their own free will for the lawful, purposes of the Trustee and the Trust! and
- (0 full faith and credit should be given to the contents of the Chicago EDS as so signed and sworn in court and elsewhere

IN WITNJLSS of which 1 have subscribed my name and affixed my seal of office this 21st day of OctODer Twp-fchcnssand and twenty-one

Notary Public Melbourne, Victoria, Australia My Appointment is not limited by time Level 1, 415 Bourke Street, Melbourne. Victoria. 3000. Australia Telephone: +61 3 9670 4222

Email: pz@zablud.com.au <mailto:pz@zablud.com.au>

# CITY OP CHICAGO ECONOMIC DISCLOSE RE S I ATI MEN I AND AFFIDAVIT

#### SEC HON I - GENERAL INFORMATION

A. Legal name of the Disclosing Parly submitting this EDS. Include d/b/a/ if applicable: AS Property No. 2 REIT LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant
  - OR
- 2.  $[v^7]$  a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: 1300 W Carroll Owner, LLC
  - ~6r
- 3. I ] a legal entity with a direct or indirect right of control of the Applicant (see Section 11(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: 3411 Silverside Road, Tatnall Building #104

City of Wilmington, New Castle County, Delaware 19810

 $C \quad Telephone'' \quad ^{+44} \quad (^u)^7 \quad ^{8748} \quad 78789 \qquad \qquad p_{ax/} \quad - \quad Email' \quad mfidge@australiansuper.com$ 

<mailto:mfidge@australiansuper.com>

- D. Name of contact person: Matthew Fidge
- E. Federal Employer Identification No. (if you have one): N/A

File #: O2021-5097, Vers	sion: 1	
F. Brief description oft if applicable):	he Matter to which	this EDS pertains. (Include project number and location of property,
Application for planned develop	ment for the property com	nmonly referred as 1300 W Carroll Ave. Chicago, IL
G. Which City agency	or department is rec	questing this EDS?
If the Matter is a cocomplete the following:	_	dled by the City's Department of Procurement Services, please
Specification ft		and Contract ii- N/A
Ver.2018-I		I'aue 1 olT5.
SECTION II - DISCL	OSURE OI OW NI	ERSHIP IN I I RES I S
A. NATURE OF I I IF	F DISCLOSING PA	ARTY
[ ] Person [ ] Publicly registered b   ] Privately held busing [ ] Sole proprietorship [ ] General partnership [ ] Limited partnership [ I Trust [ y Limited liability con [ ] Limited liability part   J Joint venture [ j Not-for-profit corpor ( Is the not-for-profit con [   Yes	mpany tnership ration rporation also a 50	
2. For legal entities, th	e state (or foreign o	country) of incorporation or organization, if applicable:
State of Delaware		
3. For legal entities r in the State of Illinois a	_	he Stale of Illinois: Has the organization registered to do business
[] Yes	[/) No	] Organized in Illinois
B. IF THE DISCLOSI	NG PARTY IS A I	LEGAL ENTITY:

1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such

File	#:	02021	-5097	Version:	1

members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title Please see attached Exhibit A

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% ofthe Applicant. 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

Pane 2 of 15

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1300 VV. Carroll Venture, LLC- Manager of I 300 VV. Carroll Owner, LLC ("Applicant") I 300 VV. Carroll. LLC - Manager of I 300 VV.

Carroll Venture. LLC Sterling Ray Capital Partners III, LP - Managei of 1300 VV Carroll, LLC

Sterling Bay Capital Partners III GP, LLC-General Parlner of Sterling Bay Capital Partners III, LP

Sterling Bay Capital Management III, LP - Managing Member ol" Sterling Bay Capital Partners 111 GP, LLC-Sterling Bay Capital Management [I GP, LLC - General Partner of Sterling Bay Capital Management III, LP

Andrew Gloor- Sole Member ol'Sterling Bay Capital Management II GP, LLC

limited I lability company, or interest ol" a bene lie iary of a trust, estate or other similar cut it v. 11" none, stale "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name Business Address Percentage Interest in the Applicant

AS Property No 2Rbll'LLC 341 i Silverside Rd, Tatnall Bldg #10-1 Cily of Wilmington New Castle Counly Delaware 19810 90%

AS Property No 2 LP 3411 Silverside Rd Tatnall Bldg w 101 City of Wilmington New Caslle County Delaware 19310 90%

AS Property No 2 LP Trust
Level 30. 130 Lonsdale Street Melbourne VIC 3000 Australia

AustrnlianSuper Pty Ltd ATK AustralianSuper
Level 30, 130 Lonsdale Street Melbourne VIC 3000, Australia

88 63%

# SECTION III - INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

[] Yes

[/] No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [] Yes [y] No

if "yes" to either ofthe above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best ofthe Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 ofthe Municipal Code of Chicago ("MCC")) in the Disclosing Party?

[] Yes

[y] No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner (s) and describe the financial interest(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 (as defined in MCC Chapter 2-156), 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. 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.

Page 3 of 15

Name (indicate whether Business retained or anticipated Address to he retained)

None

Relationship to Disclosing I 'arty (subcontractor, attorney, lobbyist, etc.)

I■ ees (indicate whether paid or estimated.) iNOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[/] Check here if the Disclosing Parly has not retained, nor expects to retain, any such persons or entities.

**SECTION V - CERTIFICATIONS** 

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC 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.

Tiem. GEGET GGGT, Verdicin.					
Has any person who directly or indirectly owns 10% or more ofthe Disclosing Parly been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?					
[] Yes [] No f/j No person directly or indirectly owns 10% or more of the Disclosing Party.					
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**

File #: 02021-5097 Version: 1

- 1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Parly and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

14

- 3. 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 El)S:
- 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, during the 5 years before 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, slate or local) transaction or contract under a public transaction; a violation of federal or stale 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 ofthe offenses set forth in subparagraph (b) above;

- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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").

#### Page 5 of 15

Neither the Disclosing I'arlv. nor any Contractor, nor any Affiliated Entil) ol cither the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this I I)S. or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 ofthe City, the Slate 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 hid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5) (Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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 ofthe United States of America t hat contains the same elements as the offense of bid-rigging or bid-rotating.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1 Page 6 of 15

contracioiv'subcontraclor ibal does nol provide such certifications or ilia! the Applicant has reason lo believe has nol provided or cannot provide truthful cert i ileal ions.

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

N/A

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/

12. To the best ofthe Disclosing Parly's knowledge after reasonable inquiry, the following is a complete list of all current employees ofthe Disclosing Party who were, at any time during the 12-month period preceding the

File #:	02021	-5097.	Version:	1
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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

13. To the best ofthe 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 puiposes 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name ofthe 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 MCC Section 2-32-455(b).
- 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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss ofthe privilege of doing business with the City."

Vcr.2018-1 Page 7 of 15

If the Disclosing Parly is unable lo make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender wilhm the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary): N/A

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 FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-1 10: To the best ofthe Disclosing Party's knowledge . after reasonable inquiry, does any official or employee ofthe City have a financial interest-in his or her own name

File #: O2021-5097, <b>V</b>	Version: 1				
or in the name of any other person or entity in the Matter?					
[] Yes	L/J No				
•	ked "Yes" to Item D( 1), proceed to D(3) and proceed to Part E.	o Items D(2) and D(3). If you checked "No" to Item D(l),			
employee shall have the purchase of any by virtue of legal pro	e a financial interest in his or her ow property that (i) belongs to the City ocess at the suit ofthe City (collecti	dding, or otherwise permitted, no City elected official or vn name or in the name of any other person or entity in v, or (ii) is sold for taxes or assessments, or (iii) is sold vely, "City Property Sale"). Compensation for property s nol constitute a financial interest within the meaning			
Does the Matter inv	olve a City Property Sale?				
[j Yes	[/] No				
•	"Yes" to Item D(l), provide the uch financial interest and identify the	names and business addresses of the City officials or ne nature of the financial interest:			
Name <b>N/A</b>	Business Address	Nature of Financial Interest			
4. The Disclosing P	arty further certifies that no prohib	pited financial interest in the Matter will be acquired by			

any City official or employee.

Ver.2018-1

Page 8 of 15

# E. (.1 .K i ll It A I ION REGARDING SLAVERY ERA BUSINESS

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

- s/ 1. The Disclosing Party verifies that the Disclosing Parly 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 lo slaveholders thai 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 thai, 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. n/a

#### A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, 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, as amended, have made lobbying contacts on behalf ofthe 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(l) above tor his or her lobbying activities or to pay any person or entity to influence or attempt lo 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 Ver.2018-1

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

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which (here occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A(l) and A (2) above.
- 4. The Disclosing Parly 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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

File #: O2021-5097, Ver	sion: 1
substance to paragraphs Disclosing Party must m	Party is the Applicant, the Disclosing Parly must obtain certifications equal in form and A(l) through A(4) above from all subcontractors before it awards any subcontract and the aintain all such subcontractors' certifications for the duration of the Matter and must make such vailable to the City upon request.
B. CERTIFICATION R	EGARDING EQUAL EMPLOYMENT OPPORTUNITY
	derally funded, federal regulations require the Applicant and all proposed subcontractors to ormation with their bids or in writing at the outset of negotiations.
Is the Disclosing Party th	ne Applicant?
[ J Yes	[   No
If "Yes," answer the three	e questions below:
1. ITave you developed (See 41 CFR Part 60-2.) [] Yes	and do you have on file affirmative action programs pursuant to applicable federal regulations?
•	the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Employment Opportunity Commission all reports due under the applicable filing requirements?  [] No [] Reports not required
3. Have you participate clause?	d in any previous contracts or subcontracts subject to the equal opportunity
[]Yes	[ ] No

If you checked "No" to question (1) or (2) above, please provide an explanation:

Ver.2018-1 Page 10 of 15
SECTION VII - FURTHER ACKN()VVLEDOiVIENTS AND CERTIFICATION

The Disclosing Parly understands and agrees ihat:

- 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, Cily 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.
- 13. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.ciIyol:'chica<zo.or <http://www.ciIyol:'chica%3czo.or> 11/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610,

File #: O2021-5097, Version: 1

(312) 744-9660. The Disclosing Party must comply fully with this ordinance.

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 <a href="http://which.it">http://which.it</a> 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 Parly to participate in other City transactions. 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 ofthe information provided in; and appended to, this EDS may be made publicly available 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 in formation 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page II of 15

#### CI.U I IIK A I ION

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

AS Property No 2 REIT LLC (Print or type exact le^al name of

Disclosing Party)

By: tv^kP
(Sign here)

Mohammed Nadeem Hussain (Print or type name of person signing)

File #: O2021-5097, Version: 1

**Authorised Officer** 

(Print or type title of person signing)

Page 12 of 15

# CI I V 01 CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

# FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under MCC 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.

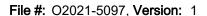
"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.l.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, 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% 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

File #: O2021-5097, Version: 1
have a "familial relationship" with an elected city official or department head?
[] Yes
If yes, please identify below (1) the name and title of such person, (2) the name ofthe legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.
Page 13 of 15  CI I V OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX U
BUILDING CODE S CO F F LA VV/ P RO B L E M LANDLORD CERTIFICATION
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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.
1. Pursuant lo MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?
[] Yes [ \(  \)] No
2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?

k/| The Applicant is not publicly traded on any exchange.

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings lo which the pertinent code violations apply.



Page 14 of 15

# CITY OF CHICAGO ECONOMIC DISCLOSE RL STATEMENT AND AFFIDAVIT APPENDIX C

#### PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is lo be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.atnlegal.coin <a href="http://www.atnlegal.coin">http://www.atnlegal.coin</a>), generally covers a party to any agreement pursuant lo which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises. 1

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385, I hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant lias adopted a policy that includes those prohibitions.

[] Yes
[ ]No
[/] N/A - 1. am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385
This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(l).
If you checked "no" to the above, please explain.

File #: O2	2021-5097, <b>Version</b> : 1
Page IS of	f 15
	ESSOR PETER ZABLUD Notary Public residing and practising m the City of Melbourne m (.tie State of Victoria in t he wealth of Australia CERTIFY that-'
Ĺ	OPERTY NO. 2 REIT LLC ('the Company"), is a limited liability company formed pursuant, to the Delaware Limited liability Company Act. 6 Delaware Code ss 18-201, et seq., the registered office of which in the State of Delaware is located t Corporate Creations Network Inc., 3411 Silverside Road, Rodney Building #104. Wilmington, Delaware, 19810;
A m ec	AMMED NADEEM HUSSAIN (also known as Nadeem Hussain), an Australian citizen whose professional address in Australia is Level 30, 130 Lonsdale Street, Melbourne, Victoria, 3000, Australia, who has satisfactorily identified himself to be the production of his Australian passport, is a Corporate Officer of the Company who is authorised to sign and swear conomic disclosure statements on behalf of the Company for use anywhere in the world and to do all things and execute all ocuments necessary to give efficacy to the Company's business activities.'
o: D	October 2021, Nadeem Hussain appeared before me at Melbourne and, after making his oath before me in proper form f law, he subscribed his name in my presence on page 12 of the attached fifteen (15) page City of Chicago Economic Disclosure Statement and Affidavit ("the Chicago EDS"), each page of which 1 have initialled for purposes of identification, and he then swore before me as to the truth of the several matters and things set out in the Chicago EDS;
si	m Hussain is of full age and of full capacity and the signature on page 12 of the Chicago EDS purporting to be his ignature is his true signature and proper handwriting and he subscribed his name and swore to the Chicago EDS of his own ree will for the Company's lawful purposes; and
e) fi	ull faith and credit should be given to the contents of the Chicago EDS as so signed and sworn in court and elsewhere
IN WITN	ESS of which I have subscribed my nameS and affixed my seal of office this 21st day of October Two thousand and twenty
DistinjJ.uishod [.	'cllow of

CITY OF CHICAGO ECONOMIC DISCLOSURE

#### **SECTION 1 - GENERAL INFORMATION**

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/'a/ if applicable:

AustralianSuper Pty Ltd as trustee for AustralianSuper

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [] the Applicant OR

2. [ ] a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: 1300 W. Carroll Owner, LLC

OR

- 3. [] a legal entity with a direct or indirect right of control of the Applicant (see Section II(B)(I)) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party:

Melbourne VIC 3000 Australia

- C. Telephone: +61 3 8677 3260 Fax:
- D. Name of contact person: Bevan Towning
- E. Federal Employer Identification No. (if you have one): N/A
- F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application for planned development for the property commonly referred as 1300 W Carroll Ave Chicago, IL

G. Which City agency or department is requesting this EDS? DPD

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # N/A

Page I of 15

SECTION II - DISCLOSURE OI OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

File #: O2021-5097, Version: 1	
1. Indicate the nature of the Disclosing Party:  [  Person	
2. For legal entities, the state (or foreign country) of incorporation or organization, if a	applicable
Australia	
3. For legal entities not organized in the State of Illinois: Has the organization registered to do business the State of Illinois as a foreign entity?	ss in
[] Yes [/] No [] Organized in Illinois	
B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:	
1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, lin liability companies, limited liability partnerships or joint ventures, each general partner, managing memanager or any other person or legal entity that directly or indirectly controls the day-to-day manager Applicant.	such , the nited ember,
NOTE: Each legal entity listed below must submit an EDS on its own behalf.	
Name Title Please see attached Exhibit A	
2. Please provide the following information concerning each person or legal entity-having a direct or is current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership into partnership or joint venture, interest of a member or manager in a	) in excess
Exhibit A	
13(1(1 VV. Carroll Venture, LLC- Manager ol' I 300 VV. Carroll Owner, LLC ("Applicant") 1300 W Carroll, LLC - Manager of 1300 VV. Carroll	oll

Venture, LLC Sterling Hay Capital Partners 111, LP - Manager ol' 1300 W. Carroll, LLC

File #: O2021-5097, Versi	ion: 1			
Sterling Bay Capital Partners III	CP, LLC -General Partner of Sterling Ba	y Capital Partners II	I, LP	
Sterling Bay Capital Managemer	nt III, LP - Managing Member of Sterling	Bay Capital Partner	s III GP, LLC.	
Sterling Bay Capital Managemer	nt II GP, LLC - General Partner ofSterlin	g Bay Capital Manaç	gement HI, LP	
Andrew Gloor- Sole Member ofS	Sterling Bay Capital Management II GP, I	_LC		
limned liability comparation."	nv, or interest of a beneficia	ry of a trust, e	estate or other sim	nilar entity. If none, stat
NOTE: Each legal entit	ty listed below may be require	d to submit an	EDS on its own be	ehalf.
Name AS Property No 2 RtIT LLC	Business Address 3411 Srlversidc Rd Tatnall Bldg #104 City of W		rcentage Interest in	n the Applicant
AS Property No 2 LP	3411 Silverside Rd, Tatnall Bldg #104. City Wilr	nington Newcastle County.	. Delaware 19810 90%	
AS Property No 2 LP Trusl	Level 30. 130 Lonsdale Street. Melbourne VIC	3000, Australia		88 63%
AustralianSuper Pty Ltd ATF AustralianSu	per Level 30 130 Lonsdale Street Melbourne VIC 30	000. Australia		88 63%
SECTION III - INC OFFICIALS	COME OR COMPENSATION	ON TO, OR	OWNERSHIP	BY, CITY ELECTED
_	ly provided any income or colding the date of this EDS?	npensation to a	any City elected of	
Does the Disclosing Par	rty reasonably expect, to prov	ide anv income	e or compensation	to any City
_	he 12-month period following	<u>-</u>	-	[y] No
If "yes" to either ofthe a such income or compen	above, please identify below the sation:	he name(s) of s	such City elected o	official(s) and describe
• •	official or, to the best of the D		C	
	d official's spouse or domestic	-		t (as defined in
_	unicipal Code of Chicago ("N	ICC")) in the D	Disclosing Party?	
[] Yes	M No			
If "yes," please identify (s) and describe the final	y below the name(s) of such ancial interest(s).	City elected o	fficial(s) and/or sp	pouse(s)/domestic partne

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

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. If the Disclosing Party is

#### File #: O2021-5097, Version: 1

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.

Page 3 of 15 retained or anticipated to be retained) (subcontractor, attorney, lobbyist, etc.) paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response. None

(Add sheets if necessary)

[y\ Check here if the Disclosing Parly has not retained, nor expects to retain, any such persons or entities.

#### **SECTION V - CERTIFICATIONS**

#### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the Cily must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more ofthe Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[] Yes (j No [/] No person directly or indirectly owns 10% or more ofthe Disclosing Party.

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 [JNo

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

- 1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

#### Page 4 of 15

- 3. Phe Disclosing Pan}' and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section ll(B)(I) of this EDS.
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, stale or local unit of government;
- b. have not, during the 5 years before 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: falsi fication 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, slate or local) with committing any ofthe offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, slate or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 lo 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").

Ver.2018-1 Page 5 of 15 /-

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Panv or any Contractor, nor any A»ents have, during the 5 years before the dale of this EDS. or. with respect lo a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Mailer:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting lo bribe, a public officer or employee ofthe 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)( Debarment Regulations); or (a)(6)(M.inimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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 5/33 E-4; or (3) any similar offense of any state or ofthe United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 7. Neither the Disclosing Parly nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guill 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: I f MCC Chapter 1-23, Article 1 applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Page 6 of 15

File #:	O202	1-5097.	Version:	1
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contractor/subcontractor lhai docs not provide such cenilicalions or lhal. the Applicant has reason lo believe has not provided or cannol provide truthful certifications.

1 1. If the Disclosing Parly is unable to certify lo any ofthe above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

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.

- 12. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees ofthe Disclosing Party who were, at any lime during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, ofthe City of Chicago (if none, indicate with "N/A" or "none"). N/A
- 13. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Parly 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, ofthe 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name ofthe City recipient.

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

1. The Disclosing Party certifies that the Disclosing Party (check one)

[] is [y] is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Parly IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss ofthe privilege of doing business with the City."

Vcr.2018-1 Page 7 of 15

File #:	O2021-5097.	Version:	1
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If the Disclosing Parly is unable lo make ibis pledge because il or any of ils affiliates (as defined in MCC Section 2-32-455(h)) is a predatory lender within the meaning of MCC Chapter 2-32. explain here (attach additional pages if necessary): N/A

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

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

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Parly's knowledge after reasonable inquiry, 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?

I I Yes k/| No

NOTE: If you checked "Yes" to Item D(l), proceed to Items D(2) and D(3). 11" you checked "No" to Item D (l), skip Items D(2) and D(3) and proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no Cily 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 ofthe 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 k/1 No

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

Name Business Address Nature of Financial Interest

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

Ver.2018-1 Page 8 oil 5

File #: O2021-5097, Version: 1

#### E. CI K I I IK A I ION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Parly must disclose below or in an attachment lo this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the Cily in connection with the Matter voidable by the City.

- y\_\. The Disclosing Party verifies that the Disclosing Parly has searched any and all records of the Disclosing Parly 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 Parly 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 VIE For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding. n/a

#### A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, 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, as amended, 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(l) 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

Vcr.2018-1 Page 9 of 15



of a mc-inher of Congress, m connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or lo 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(I) 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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 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 il awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

## B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party t		?
I I Yes	I I No	
If "Yes," answer the thre	ee questions b	pelow:
regulations? (See 41 CF)	R Part 60-2.)	ave on file affirmative action programs pursuant to applicable federal
[] Yes	[] No	
-	-	orting Committee, the Director of the Office of Federal Contract Employment Opportunity Commission all reports due under the applicable
[] Yes	[] No	[ ] Reports not required
3. Have you participate opportunity clause?	ed in any prev	ious contracts or subcontracts subject to the equal
[j Yes '	[] No	
If 1 1 !! NI . !! 4 .	guagian (1) -	m (2) ah ayra mlaasa muayida an ayralamatian.

If you checked "No" to question (1) or (2) above, please provide an explanation:

Ver.2018-1 Pa<jel0of15



#### SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Parly 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 Cily 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 Parly understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicaiio.oriVEthics <a href="http://www.cityofchicaiio.oriVEthics">http://www.cityofchicaiio.oriVEthics</a>, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (3 12) 744-9660. The Disclosing Party must comply fully with this ordinance.
- 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 City transactions. 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 in, and appended to, this EDS may be made publicly available 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 lo MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

File #: O2021-5097, Version: 1

Page U of 15

# ( I I V ()1 CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

# FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under MCC 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 ofthe 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 hall-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section 11.B. I .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% 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

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

File	#: (	02021-	5097.	Version	: 1
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Page 13 of 15

## CITY ()l CHICACO ECONOMIC DISCLOSURE STATEMENT AND A ITT DA VT I

		APPENDIX B
BUILDI	NG CODE SCOF	ELAVV/PROBLEM LANDLORD CERTIFICATION
* *	Applicant exceed	(a) the Applicant, and (b) any legal entity which lias a direct ing 7.5% (an "Owner"). It is not lo be completed by any legal entity est in the Applicant.
1. Pursuant to MCC Sec or problem landlord purs	•	s the Applicant or any Owner identified as a building code scofflaw ion 2-92-416?
[] Yes	[y] No	
* *	• • •	y traded on any exchange, is any officer or director of the Applicant roblem landlord pursuant to MCC Section 2-92-416?
[] Yes	[ J No	[/] The Applicant is not publicly traded on any exchange.
* * * * * * * * * * * * * * * * * * * *	-	y below the name of each person or legal entity identified as a d and the address of each building or buildings to which the pertinen

File #: O2021-5097, Version: 1

Page 14 of 15

# CIT Y CM CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

#### PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amle.ual.com <a href="http://www.amle.ual.com">http://www.amle.ual.com</a>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. 1 also certify that the Applicant has adopted a policy that includes those prohibitions.

] Yes

L JNo

k/] N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385.

This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(1).

If you checked "no" to the above, please explain.

#### Page 15 of 15

- I, PROFESSOR PETER ZABLUD Notary Public residing and practising m the Cay of Melbourne in the State of Victoria in the Commonwealth of Australia CERTIFY that
- a) AUSTRALIANSUPER PTY. LTD. (Australian Company Number 0(16 '157 987) ("the Trustee") is a proprietary company, which:
  - i) is registered under the Corporations Act 2001 of Australia:
  - ii) has its registered office at Level 30, 130 Lonsdale Street, Melbourne, Victoria. 3000, Australia;
  - (in) is the trustee of Australian Super (Superannuation Fund Number 2683 510 45) which is an Australian superannuation fund regulated by the Australian Prudential Regulation Authority ("the Superannuation Fund."); and
  - (iv) in its capacity as trustee of the Superannuation Fund is entitled by law to appoint attorneys to act on its behalf for the purposes of the Superannuation Fund;
- b) MOHAMMED NADEEM HUSSAIN (also known as Nadeem Hussain), an Australian citizen whose professional address in Australia is Level 30, -130 Lonsdale Street, Melbourne, Victoria, 3000, Australia and OLGA KRAINUCHENKO an Australian citizen whose professional address in Australia is Level 30, 130 Lonsdale Street, Melbourne, Victoria, 3000, Australia, who have both satisfactorily identified themselves to me hy the production of their Australian passports, are two of the Trustee's Attorneys-in-Fact pursuant to a Power of Attorney granted by the Trustee on 7 October 2019, which has been produced and shown to me;
- c) pursuant to the authority vested in them, Nadeem Hussain and Olga Krainuchenko are authorised to sign and swear economic disclosure statements on behalf of the Trustee for the purposes of the Superannuation Fund for use anywhere in the world and to do all things and execute all documents necessary to give efficacy to the business activities of the Trustee and of the Superannuation Fund;
- d) on 21 October 2021, Nadeem Hussain and Olga Krainuchenko appeared before me at. Melbourne and, after making their respective oaths before me in proper form of law, they both subscribed their names in my presence on page 12 of the attached fifteen (15) page City of Chicago Economic Disclosure Statement and Affidavit ("the Chicago EDS"), each page of which I have initialled for purposes of identification, and they both then swore before me as to the truth of the several matters and things set out in the Chicago EDS;
- e) Nadeem Hussain and Olga Krainuchenko are both of full age and of full capacity and the signatures on page 12 of the Chicago EDS purporting to be their respective signatures are their true signatures and proper handwriting and they both subscribed their names and swore to the Chicago EDS of their own free will for the lawful purposes of the Trustee and the Superannuation Fund; and
- f) full faith and credit should be given to the contents of the Chicago EDS as so signed and sworn in court and elsewhere

IN WITNESS of which I havejsubscribed my name and affixed my seal of office this 21st day of Octpruer Tf^otnousand and tWenty-one

Notary Public<sup>-</sup>"
Melbourne, Victoria, Australia
My Appointment is not limited by time
Level 1, 415 Bourke Street,
Melbourne. Victoria. 3000. Australia
Telephone: + 61 3 9670 4222

Email: pz@zablud.com.au <mailto:pz@zablud.com.au>

#### CITY OF CHICAGO ECONOMIC DISCLOSURE

#### STATEMENT AND AFFIDAVIT

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

A. Legal name	e of the Disclosing	Party	z submitting thi	s EDS. In	clude d/b/a/ i	if applicable:	Sterling

Bay Capital Management II GP, LLC

### Check ONE of the following three boxes:

Indicate whether the Disclosin	Party submitting this EDS is:
--------------------------------	-------------------------------

1. [] the Applicant

OR

- 2. [] a legal entity currently holding, or anticipated to hold within six months after City action on
- 2. the contract, transaction or other undertaking to which this EDS pertains (referred to below as the
- 2. "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal
- 2. name:

OR

- 3. [x] a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1))
- 3. State the legal name of the entity in which the Disclosing Party holds a right of control:
- 3. ,1300 W. Carroll Owner, LLC
- B. Business address of the Disclosing Party: 333 N. Green Street, Suite 1100
   Chicago, Illinois 60607
- C. <u>Telephone: 312-466-4142</u> <u>Fax: 312-874-7008</u> <u>Email: asimpson@stcrlinfibay.com</u> <a href="mailto:asimpson@stcrlinfibay.com">mailto:asimpson@stcrlinfibay.com</a>
- D. Name of contact person: Anna Simpson
- E. Federal Employer Identification No. (if you have one): -- . .
- F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application for planned development for the property commonly known as 1300 W. Carroll Ave., Chicago, IL

G. Which City agency or department is requesting this EDS? ®W

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # N/A \_ and Contract// N/A\_

Ver.201.8-1 Page 1 of 15

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

File #: O2021-5097, Version: 1
A. NATURE OF THE DISCLOSING PARTY
1. Indicate the nature of the Disclosing P  [ ] Person    ] Publicly registered business corporation    ] Privately held business corporation  I J Sole proprietorship  [ ] General partnership  f ] Limited partnership  [ j 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))? [] Ycs [] No [] Other (please specify)
. 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?
[x] Yes " f] No f] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:
1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.
NOTE: Each legal entity listed below must submit an EDS on its own behalf.
Name Title
Please see attached Exhibit A

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% ofthe Applicant. 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

File #: O2021-5097,	Version: 1		
Page 2 of 15			
	Exhibit A		
1300 W. Carroll Vent	ure, LLC- Manager of 1300 W. Carroll Own ure, LLC Sterling Bay Capital Partners 111, Partners IF I GP, LLC-General Partner of Ste	-	
Sterling Bay Capital M Sterling Bay Capital M Andrew Gloor- Sole M	Management III, LP - Managing Member of Management II GP, LLC - General Partner o Member of Sterling Bay Capital Management	Sterling Bay Capital Partners 111 GP, LLC of Sterling Bay Capital Management III, LP	ate
NOTE: Each lega	l entity listed below may be required	d to submit an EDS on its own behalf.	
Name	Business Address	Percentage Interest in the Applicant	
None.			
SECTION III OFFICIALS	- INCOME OR COMPENSATIO	ON TO, OR OWNERSHIP BY, CITY ELECTE	D
		pensation to any City elected official during the [ J Yes fx] No	
	ng Party reasonably expect to provid ring the 12-month period following t	le any income or compensation to any City the date of this EDS? [] Yes  x] No	
If "yes" to either of such income or co	<u> </u>	e name(s) of such City elected official(s) and describe	
City elected official		closing Party's knowledge after reasonable inquiry, and a financial interest (as defined in Chapter 2-156 of the party? [ IVes [x]No	

Municipal Code of Chicago ("MCC")) in the Disclosing Party? [ JYes [x]No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner (s) and describe the financial interest(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 (as

File #:	O202	1-5097.	Version:	1
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defined in MCC Chapter 2-156), 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. 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.

Page 3 of 15

Name (indicate whether Business Relationship to Disclosing Party retained or anticipated to be retained)

Relationship to Disclosing Party Fees (indicate whether paid or estimated.) NOTE:

"hourly rale" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

[x] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION V -- CERTIFICATIONS

#### A. COURT-ORDERED CHILD SUPPOR T COMPLIANCE

Under MCC 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.

Has any person who directly or indirectly owns 10% or more ofthe Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[] Yes [x] No [] No person directly or indirectly owns 10% or more of the Disclosing Party.

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?

[jYes []No

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

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

- 3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(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, during the 5 years before 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. arc not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any ofthe offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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;

#### File #: O2021-5097, Version: 1

• 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").

Page 5 of 15

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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 parly 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, Stale, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLYJ (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

File #: O2021-5097, Version:	File	#:	02021	1-5097	Version:	1
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10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1 Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. 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:

N/A

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.

12. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees ofthe Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

13. To the best ofthe 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

MA

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

1. The Disclosing Party certifies that the Disclosing Party (check one)

[] is fx] is not

- a "financial institution" as defined in MCC Section 2-32-455(b).
- 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

File	#•	02021	-5097	Version:	1
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"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

N/A

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 FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, 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?

I J Tes fx] No

NO TE: If you checked "Yes" to Item D(l), proceed to Items D(2) and D(3). If you checked "No" to Item D(l), skip Items D(2) and D(3) and 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(l), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name Business Address Nature of Financial Interest

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

Page 8 of 15

#### 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 (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

- x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
- 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

#### SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

#### A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, 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, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

File #: O2021-5097, Version: 1	
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(l) 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 Ver.2018-1  Page 9 of 15. v.	
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.	у
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 $A(l)$ and $A(2)$ above.	
4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) oftl 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," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.	he
5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(l) 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.	
13. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORT UNITY	
If the Matter is federally funded, federal regulations require the Applicant and all propose subcontractors to submit the following information with their bids or in writing at the outset negotiations.	
Is the Disclosing Party the Applicant? [] Yes [] No	
If "Yes," answer the three questions below:	
1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)  [] Yes  [] No	
2. Flave you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicabl filing requirements?	le
[] Yes [] No [] Reports not required	
3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?	

[] No

[]Yes

File	#:	O2021-	5097.	Version:	1
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If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

#### SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Cily 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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Etbics <a href="http://www.cityofchicago.org/Etbics">http://www.cityofchicago.org/Etbics</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 this ordinance.
- 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 City transactions. 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 ofthe information provided in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1 -23 and Section 2-154-020.

Page 11 of 15 CERTIFICATION

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

Sterling Bay Capital Management II GP, LLC (Print or type exaer^eg^narrre^Disclosing Party) (Sign here)

Andrew Gloor (Print or type name of person signing)

Sole Member (Print or type title of person signing)

Commission expires: October 16, 2024

Signed and sworn to before me on (date) October 14, 2021

at Cook County, Illinois (state).

# 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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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 ofthe 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 Parly" means (1) all executive officers of the Disclosing Party listed in Section II.B.l.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% 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
---------------

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city of ficial or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 15

## AFFIDAVIT APPENDIX B

## BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERT IFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

	ord pursuant to MCC Section	on 2-92-416?
[]Yes	fc] No	
		traded on any exchange, is any officer or director of the Applicant oblem landlord pursuant to MCC Section 2-92-416?
[]Yes	[ ] No	[xJ The Applicant is not publicly traded on any exchange.
• \	fflaw or problem landlord	below the name of each person or legal entity identified as a and the address of each building or buildings to which the pertinent

Page 14 of 15

## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

#### APPENDIX C

#### PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <a href="http://www.amlegal.com">http://www.amlegal.com</a>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

I.	]	Yes
Γ	1	No

[x] N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(l). If you checked "no" to the above, please explain.

Page 15 of 15

### CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

File #: O2021-5097, Version: 1

#### SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: Sterling Bay Capital Management III, LP

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [] the Applicant

OR

- 2. f J a legal entity currently holding, or anticipated to hold within six months after City action on
- 2. the contract, transaction or other undertaking to which this EDS pertains (referred to below as the
- 2. "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal
- 2. name:

OR

3. [x] a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:

1300 W. Carroll Owner, LLC

- B. Business address of the Disclosing Party: 333 N.Green Street, Suite 1100
   Chicago. Illinois 60607
- C. <u>Telephone: 312-466-4142</u> <u>Fax: 312-874-7008</u> <u>Email: asimpson@sterlinRbay.com</u> <mailto:asimpson@sterlinRbay.com>
- D. Name of contact person: Anna Simpson
- E. Federal Employer Identification No. (if you have one):
- F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Application for planned development for the property commonly known as 1300 W. Carroll Ave., Chicago, IL

G. Which City agency or department is requesting this EDS? \*\* u\* u

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification// N/A and Contract # N/A

Ver.2018-1 Page 1 of 15

### SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

File #: O2021-5097, Version: 1
A. NATURE OF THE DISCLOSING PARTY
I. Indicate the nature of the Disclosing Party: [] Person [J Publicly registered business corporation [J Privately held business corporation [] Sole proprietorship [] General partnership [xl Limited partnership f 1 Trust
[] Limited liability company f J Limited liability partnership [] Joint venture f J 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 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?
[ ] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:
1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.
NOTE: Each legal entity listed below must submit an EDS on its own behalf.
Name Title
Please see attached Exhibit A
2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% ofthe Applicant. 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

Page 2 of 15

Ver.2018-1

File #: O2021-5097, Version: 1					
	Exhibit A				
1300 W. Carroll Venture, LLC-Man 1300 W. Carroll Venture, LLC Sterl Sterling Bay Capital Partners Hi GP Sterling Bay Capital Management I Sterling Bay Capital Management II Andrew Gloor- Sole Member of Ster limited liability company, or "None."	ing Bay Capital Partners 111, LLC -General Partner of Sto 11, LP - Managing Member of GP, LLC - General Partner of Ing Bay Capital Managemen	, LP - Manager of 1300 Verling Bay Capital Partner of Sterling Bay Capital Partner of Sterling Bay Capital Mont II GP, LLC	V. Carroll, L rs III, LP artners 111 C Ianagement I	LC GP, LLC III, LP	
NOTE: Each legal entity liste	d below may be required	l to submit an EDS o	n its own l	behalf.	
Name Bus None.	iness Address	Percentage I	nterest in t	the Applicant	
SECTION III - INCOME OFFICIALS	OR COMPENSATIO	N TO, OR OWN	IERSHIP	BY, CITY	ELECTED
Has the Disclosing Party prov 12-month period preceding th	•	pensation to any City	y elected o []Yes	official during [x] No	
Does the Disclosing Party rea elected official during the 12-	• • •	•	•	to any City ^ ] No	
If "yes" to either ofthe above, such income or compensation	-	e name(s) of such Cit	ty elected	official(s) and	describe
Does any City elected official inquiry, any City elected offic Chapter 2-156 of the Municipa [] Yes [x]	ial's spouse or domestic	partner, have a finan	cial interes		in
If "yes," please identify below (s) and describe the financial is	* *	City elected official(s	s) and/or s	spouse(s)/dom	estic partner

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

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as

File #	O202	1-5097. \	Version:	1
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defined in MCC Chapter 2-. 156), 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. 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.

Page 3 of 15

Name (indicate whether Business Relationship lo Disclosing Party retained or anticipated to be retained)

Relationship lo Disclosing Party 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 Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPOR T COMPLIANCE

Under MCC 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.

Has any person who directly or indirectly owns 10% or more ofthe Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[] Yes [x] No [] No person directly or indirectly owns 10% or more of the Disclosing Party.

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?

[JYes []No

### **B. FURTHER CERTIFICATIONS**

1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [sec definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Bntities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

- 3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(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, stale or local unit of government;
- b. have not, during the 5 years before 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 ofthe offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 wilh 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;

### File #: O2021-5097, Version: 1

• 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").

Page 5 of 15

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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 ofthe 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").

File	#•	02021	-5097	Version:	1
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10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. 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:

N/A

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.

12. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees ofthe Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

13. To the best ofthe 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (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  $[_XJ$  is not

a "financial institution" as defined in MCC Section 2-32-455(b).

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

File #:	O2021-5097,	Version:	1
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"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

Page 7 of IS

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):

N/A

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 FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.

1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, 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?

Γ	1 Yes	ſχJ	Nο
П	1 Yes	IXJ	1NO

NOTE: If you checked "Yes" to Item D(l), proceed to Items D(2) and D(3). If you checked "No" to Item D(l), skip Items D(2) and D(3) and 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?

Γ.	Yes	No

3. If you checked "Yes" to Item D(l), provide thenames and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name Business Address Nature of Financial Interest

File #: O2021-5097, Version: 1

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

Page 8 of 15

#### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check cither (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 (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

- x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
- 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

### SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

### A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, 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, as amended, have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

File #: O2021-5097, Version:	1
any person or entity liste person or entity to influe	has not spent and will not expend any federally appropriated funds to pay and in paragraph A(l) above for his or her lobbying activities or to pay any ence or attempt to influence an officer or employee of any agency, as defined w, a member of Congress, an officer or employee of Congress, or an employee Page 9 of IS.
funded grant or loan, enteri	n connection with the award ofany federally funded contract, making any federally ng into any cooperative agreement, or to extend, continue, renew, amend, or modify act, grant, loan, or cooperative agreement.
	will submit an updated certification at the end of each calendar quarter in which at materially affects the accuracy of the statements and information set forth in bove.
Internal Revenue Code of 1 Revenue Code of 1986 but 1	v certifies that cither: (i) it is not an organization described in section 501(c)(4) of the 986; or (ii) il is an organization described in section 501(c)(4) of the Internal has not engaged and will not engage in "Lobbying Activities," as that term is sclosure Act of 1995, as amended.
and substance to paragraphs and the Disclosing Party mu	ty is the Applicant, the Disclosing Party must obtain certifications equal in form is A(l) through A(4) above from all subcontractors before it awards any subcontract cust maintain all such subcontractors' certifications for the duration of the Matter and ins promptly available to the City upon request.
Ii. CERTIFICATION REGA	ARDING EQUAL EMPLOYMENT OPPORTUNITY
	erally 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 the A	Applicant? [ ] No
If "Yes," answer the three q	uestions below:
regulations? (See 41 CFR Pa	do you have on file affirmative action programs pursuant to applicable federal art 60-2.)  [ ] No
Compliance Programs, or th filing requirements?	Joint Reporting Committee, the Director of the Office of Federal Contract the Equal Employment Opportunity Commission all reports due under the applicable
f]Yes	[] No [] Reports not required
opportunity clause?	any previous contracts or subcontracts subject to the equal  [ ] No

File	#:	02021	-5097	Version:	1

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

### SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <a href="http://www.cityofchicago.org/Ethics">http://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 this ordinance.
- 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 City transactions. 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 ofthe information provided in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

File #: O2021-5097, Version: 1

Page 11 of 15

**CERTIFICATION** 

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

Sterling Bay Capital Management III, LP

By:

(Sign here)

Andrew Gloor

(Print or type name of person signing)

Sole Member of Sterling Bay Capital Management II GP, LLC, general partner of Sterling Bay Capital Management III, LP

(state).

(Print or type title of person signing)

Signed and sworn to before me on (date) October 14, 2021

at Cook County, Illinois

Commission expires: October 16, 2024

### 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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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 ofthe 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.l.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% 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?

[ 1 Yes [x] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 15

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

File #: O2021-5097	'. Version: 1
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### BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1.	Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code	scofflaw
or	problem landlord pursuant to MCC Section 2-92-416?	

[]Yes [xlNo

2.	If the Applicant is a legal e	ntity publicly traded on	any exchange, is a	any officer or	director of the A	pplicant
ide	entified as a building code so	offlaw or problem landl	ord pursuant to M	ACC Section 2	-92-416?	

[ J Yes [ ] No	[xJ The Applicant is	s not publicly traded o	n any exchange.
----------------	----------------------	-------------------------	-----------------

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a	
building code scofflaw or problem landlord and the address of each building or buildings to which the pertine	ent
code violations apply.	

Page 14 of 15

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

PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICA TION

File #:	O202	1-5097.	Version:	1
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This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <a href="http://www.amlegal.com">http://www.amlegal.com</a>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[	]	Yes
Γ	1	No

[x] N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(l). If you checked "no" to the above, please explain.

Page 15 of 15

### CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

File #: O2021-5097, Version: 1	
A. Legal name of the Disclosing Party submittin	ag this EDS. Include d/b/a/ if applicable:
Sterling Bay Capital Partners III GP,	•
Check ONE of the following three boxes:	, — -
Indicate whether the Disclosing Party submitting  1. [] the Applicant OR 2. [] a legal entity currently holding, or anti 2. the contract, transaction or other undertak 2. "Matter"), a direct or indirect interest in e 2. name:	g this EDS is:  icipated to hold within six months after City action on king to which this EDS pertains (referred to below as the excess of 7.5% in the Applicant. State the Applicant's legal
3. [x] a legal entity with a direct or indirect name of the entity in which the Disclosing Party 1300 W. Carroll Owner, LLC	ct right of control of the Applicant (see Section II(B)(1)) State the legal holds a right of control:
B. Business address of the Disclosing Party:	.3^iTM:.^TMStreet, Suite 1100
	Chicago. Illinois 60607
C. <u>Telephone</u> : 312-466-4142	Email: asimpson(5),ster 1 ingbay.com
D. Name of contact person: Anna Simpson	
E. Federal Employer Identification No. (if you h	have one): ■- ■ -
F. Brief description of the Matter to which this applicable):	is EDS pertains. (Include project number and location of property, if
Application for planned development for the prop	perty commonly known as 1300 W. Carroll Ave., Chicago, IL
G. Which City agency or department is requesting	ng this EDS? Jpj'P
If the Matter is a contract being handled by following:	the City's Department of Procurement Services, please complete the
Specification ft N/A	and Contract // _N/A
Ver.2018-1	Paget of 15
SECTION II - DISCLOSURE OF OWNERS	SHIP INTERESTS
A. NATURE OF THE DISCLOSING PART	ΓΥ
Indicate the nature of the Disclosing P     [ J Person       ] Publicly registered business corporation	Party:  [x ] Limited liability company  f ] Limited liability partnership

File #: O2021-5097, Version: 1	
Privately held business corporation [ ] Sole proprietorship     General partnership ['   Limited partnership f ] Trust	[ J Joint venture 1 J Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? f J Yes f ] No [ ] 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 foreig	n entity?
[xJ Yes [ 1 No	[] Organized in Illinois
13. IF THE DISCLOSING PARTY IS A	LEGAL ENTITY:
(ii) for not-for-profit corporations, all mer write "no members which are legal entitie executor, administrator, or similarly situat companies, limited liability partnerships of	f applicable, of: (i) all executive officers and all directors of the entity; nbers, if any, which are legal entities (if there are no such members, s"); (iii) for trusts, estates or other similar entities, the trustee, red party; (iv) for general or limited partnerships, limited liability or joint ventures, each general partner, managing member, manager or ly or indirectly controls the day-to-day management of the Applicant.
NOTE: Each legal entity listed below mus	st submit an EDS on its own behalf.
Name Title	
Please see attached Exhibit A	
current or prospective (i.e. within 6 month	on concerning each person or legal entity having a direct or indirect, as after City action) beneficial interest (including ownership) in excess h an interest include shares in a corporation, partnership interest in a number or manager in a
Page 2 of 15	
<u>Exhibi</u>	it A

1300 W. Carroll Venture, LLC- Manager of 1300 W. Carroll Owner, LLC ("Applicant") 1300 W. Carroll, LLC - Manager of 1300 W. Carroll Venture, LLC Sterling Bay Capital Partners III, LP - Manager of 1300 W. Carroll, LLC Sterling Bay Capital Partners III GP, LLC-General Partner of Sterling Bay Capital Partners III, LP - Sterling Bay Capital Management III, LP - Managing Member of Sterling Bay Capital Partners III GP, LLC Sterling Bay Capital Management III, LP - General Partner of Sterling Bay Capital Management III, LP

File #: O2021-5097, Version:	File	#:	02021	1-5097	Version:	1
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Andrew Gloor- Sole Member of Sterling Bay Capital Management II GP, LLC

limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."

NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.

Name

**Business Address** 

Percentage Interest in the Applicant

None.

### ! SECTION III INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED j OFFICIALS

Has the Disclosing Party provided any income or compensation to any City elected official during the

12-month period preceding the date of this EDS?

1 J Yes

[x] No

Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [J Yes |x] No

If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:

Does any City elected official or, to the best ofthe Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 ofthe Municipal Code of Chicago ("MCC")) in the Disclosing Party? [] Yes [x]No

If "yes," please identify below the name(s) of such City elected official(s) and/or spouse (s)/domestic partner(s) and describe the financial interest(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 (as defined in MCC Chapter 2-156), 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. 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.

File #: O2021-5097, Version: 1		
Page3ofT5		
Name (indicate whether Busine retained or anticipated to be retained)  Address		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 Disclos	ing Party has not retained, nor e	xpects to retain, any such persons or
entities. SECTION V - CERTIF	ICATIONS	
A. COURT-ORDERED CHILD	SUPPORT COMPLIANCE	
	ubstantial owners of business entities pport obligations throughout the cont	that contract with the City must remain ract's term.
• 1	ndirectly owns 10% or more ofthe Di by any Illinois court of competent jur	sclosing Party been declared in arrearage isdiction?
[] Yes  xj No [] No person	directly or indirectly owns 10% or mo	ore ofthe Disclosing Party.
If "Yes," has the person entered in person in compliance with that a		ayment of all support owed and is the
[] Yes [] No		
B. FURTHER CERTIFICATION	NS	
1. [This paragraph 1 applies only	y if the Matter is a contract being hand	dled by the City's Department of

- 1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

Page 4 of 15

- 3. The Disclosing Party and, if the Disclosing Parly is a legal entity, all of those persons or entities identified in Section 11(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, during the 5 years before 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 ofthe offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 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 ofthe City, the State of Illinois, or any agency ofthe federal government or ofany 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1 Page 6 of 15

File:	#: (	D2021-	5097.	Version:	1
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contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

11. 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:

N/A

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.

12. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees ofthe Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

13. To the best ofthe 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 S25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name ofthe City recipient.

MA

### C. CERTIFICATION OF S TATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[] is fx] is not

a "financial institution" as defined in MCC Section 2-32-455(b).

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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

Page 7 of 15

File #: O2021-5097, Version: 1
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):  N/A
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 FINANCIAL INTEREST IN CITY BUSINESS
Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.
1. In accordance with MCC Section 2-156-110: To the best ofthe Disclosing Party's knowledge after reasonable inquiry, 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 $D(l)$ , proceed to Items $D(2)$ and $D(3)$ . If you checked "No" to Item $D(l)$ , skip Items $D(2)$ and $D(3)$ and 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(l), provide the names and business addresses of the City officials or employees having such financial interest and identify the nature of the financial interest:

Name Business Address Nature of Financial Interest

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

Page 8 of 15

#### 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 (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

- x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
- 2. The Disclosing Party verifies that, as a result of conducting the search in step (1) above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

### SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

### A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995, as amended, 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, as amended, 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 Ver.2018-1

Page 9 of 15

File #: O2021-5097, Version: 1	
funded grant or loan, entering i	nnection with the award of any federally funded contract, making any federally nto any cooperative agreement, or to extend, continue, renew, amend, or modify grant, loan, or cooperative agreement.
	Il submit an updated certification at the end of each calendar quarter in which erially affects the accuracy of the statements and information set forth in ve.
Internal Revenue Code of 1986	tifies that either: (i) it is not an organization described in section 501(c)(4) of the condition of the con
and substance to paragraphs A( and the Disclosing Party must r	the Applicant, the Disclosing Party must obtain certifications equal in form l) through A(4) above from all subcontractors before it awards any subcontract naintain all such subcontractors' certifications for the duration of the Matter and romptly available to the City upon request.
B. CERTIFICATION REGARI	DING EQUAL EMPLOYMENT OPPORTUNITY
	y funded, federal regulations require the Applicant and all proposed following information with their bids or in writing at the outset of
Is the Disclosing Party the Appl	
[JYes []N	No
If "Yes," answer the three quest	ions below:
1. Have you developed and do regulations? (See 41 CFR Part 6 [ JYes [ ]N	
<u> </u>	t Reporting Committee, the Director of the Office of Federal Contract qual Employment Opportunity Commission all reports due under the applicable
[] Yes I]	No [ J Reports not required
3. Have you participated in any opportunity clause?  [ J Yes [ ] N	previous contracts or subcontracts subject to the equal

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10 of 15

File #: O2021-5097, Version: 1

### SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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.
- 13. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.citvofchicago.ora/Ethics <a href="http://www.citvofchicago.ora/Ethics">http://www.citvofchicago.ora/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 this ordinance.
- 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 City transactions. 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 ofthe information provided in, and appended to, this EDS may be made publicly available 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 il 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

File	#:	02021	-5097	Version:	1

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

Sterling Ray Capital Part/ers 111 GP, LLC

(Sign here)

Andrew Gloor

(Print or type name of person signing)

Sole member of Sterling Bay Capital Management II GP, LLC, general partner of Sterling Bay Capital Management 111, LP, managing member of Sterling Bay Capital Partners 111 GP, LLC

(Print or type title of person signing)

Signed and sworn to before me on (date) October 14, 2021

at Cook County, Illinois (state).

Page 12 of 15

## 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

File #: O2021-5097, Version: 1

ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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.l .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% 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

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city of ficial or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 15

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

### BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

File #: O20	21-5097, <b>Version</b>	: 1	
		on 2-154-010, is ant to MCC Sect	the Applicant or any Owner identified as a building code scofflaw ion 2-92-416?
[]Yes		[x] No	
			y traded on any exchange, is any officer or director of the Applicant oblem landlord pursuant to MCC Section 2-92-416?
[	] Yes	[] No	[x] The Applicant is not publicly traded on any exchange.
3 If vest	o (1) or (2) abox	ve nlease identify	y below the name of each person or legal entity identified as a

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

Page 14 of 15

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

### PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amleRal.com <a href="http://www.amleRal.com">http://www.amleRal.com</a>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other

File #: O2021-5097, Version: 1	
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professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(l) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

	J	Yes
Γ	1	No

[x] N/A - I am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(l). If you checked "no" to the above, please explain.

Page 15 of 15

### CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

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

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Sterling Bay Capital Partners 111, LP

File #: O2021-5097, Version: 1		
Check ONE of the following three boxe	·s:	
Indicate whether the Disclosing Party su  1. [] the Applicant OR  2. [x] a legal entity currently holdin 2. the contract, transaction or other 2. "Matter"), a direct or indirect inte 2. name: 1300 W. Carroll Owner, OR	g, or anticipated to hold wundertaking to which this erest in excess of 7.5% in LLC	within six months after City action on EDS pertains (referred to below as the the Applicant. State the Applicant's legal of the Applicant (see Section 11(B)(1)) State
the legal name of the entity in which the	Disclosing Party holds a 1	right of control:
B. Business address ofthe Disclosing Pa	rrty: 333 N. Green Stre Chicago, IL 6	
C. Telephone: 312-466-4142 Factorial results: See Section 12-466-4142 Factorial results:	ax: 312-874-7008	Email: asimpson@sterlingbay.com
D. Name of contact person: Anna Sim	pson	
E. Federal Flmployer Identification No	. (if you have one):	
F. Brief description of the Matter to while if applicable):	ch this EDS pertains. (Inc	clude project number and location of property
Application for planned development for	or the property commonly	known as 1300 W. Carroll Avenue, Chicago
G. Which City agency or department is	requesting this EDS? DP	D
If the Matter is a contract being handled complete the following:	by the City's Department	of Procurement Services, please
Specification # N/A	and Contract # 1	N/A
Ver.2018-1	Page loft 5	
SECTION II DISCLOSURE OF OW	NERSHIP INTERESTS	
A. NATURE OF THE DISCLOSING F	'ARTY	
1. Indicate the nature of the Disclosin [ ] Publicly registered business corporation General partnership [x] Limited partnership [x]	ion [] Privately held busir	ness corporation f ] Sole proprietorship [ j

[] Limited liability company

File #: O2021-5097, Version:	1
[] Limited liability partners [ J Joint venture [] Not-for-profit corporation (Is the not-for-profit corpor [ j Yes [] No [] Other (please specify)	on .
2. For legal entities, the sta	te (or foreign country) of incorporation or organization, if applicable:
Delaware	
3. For legal entities not of in the State of Illinois as a	organized in the State of Illinois: Has the organization registered to do business foreign entity?
f] Organized in Illinois	
B. IF THE DISCLOSING	PARTY IS A LEGAL ENTITY:
(ii) for not-for-profit corpor write "no members which a executor, administrator, or companies, limited liability	nes and titles, if applicable, of: (i) all executive officers and all directors of the entity; rations, all members, if any, which are legal entities (if there are no such members, are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, similarly situated party; (iv) for general or limited partnerships, limited liability partnerships or joint ventures, each general partner, managing member, manager or native that directly or indirectly controls the day-to-day management of the Applicant.
NOTE: Each legal entity lis	sted below must submit an EDS on its own behalf.
Name Title	
Please see attached Exhibit	t A
current or prospective (i.e. of 7.5% of the Applicant. E	ving information concerning each person or legal entity having a direct or indirect, within 6 months after City action) beneficial interest (including ownership) in excess xamples of such an interest include shares in a corporation, partnership interest in a , interest of a member or manager in a
Ver.2018-1	Page 2 of IS
	Exhibit A
1300 W. Carroll Venture, LLC-	Manager of 1300 W. Carroll Owner, LLC ("Applicant") 1300 W. Carroll, LLC - Manager of

1300 W. Carroll Venture, LLC-Manager of 1300 W. Carroll Owner, LLC ("Applicant") 1300 W. Carroll, LLC - Manager of 1300 W. Carroll Venture, LLC Sterling Bay Capital Partners III, LP - Manager of 1300 W. Carroll, LLC Sterling Bay Capital Partners III GP, LLC-General Partner of Sterling Bay Capital Partners III, LP - Sterling Bay Capital Management 111, LP - Managing Member of Sterling Bay Capital Partners III GP, LLC Sterling Bay Capital Management III, LP

File #: O2021-50	97, Version: 1	
	e Member of Sterling Bay Capital Management company, or interest of a beneficiar	at II GP, LLC ry of a trust, estate or other similar entity. If none, state
NOTE: Each le	gal entity listed below may be required	d to submit an EDS on its own behalf.
Name	Business Address	Percentage Interest in the Applicant
NONE.		
SECTION III OFFICIALS	~ INCOME OR COMPENSATIO	ON TO, OR OWNERSHIP BY, CITY ELECTED
	sing Party provided any income or comd preceding the date of this EDS?	pensation to any City elected official during the [] Yes fx] No
	osing Party reasonably expect to provid during the 12-month period following	le any income or compensation to any City the date of this EDS? [] Yes fx] No
If "yes" to eithe such income or	• •	ne name(s) of such City elected official(s) and describe
inquiry, any Cit Chapter 2-156 o I. ] Yes	y elected official's spouse or domestic of the Municipal Code of Chicago ("Mo fx] No	
•	identify below the name(s) of such the financial interest(s).	City elected official(s) and/or spouse(s)/domestic partner
SECTION IV	DISCLOSURE OF SUBCONTRACT	TORS AND OTHER RETAINED PARTIES
The Disclosing	Party must disclose the name and busin	ness address of each subcontractor, attorney, lobbyist (as

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), 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. 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.

Page 3 of 15

File:	#: C	)2021-	5097	Version:	1
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Name (indicate whether Business Relationship to Disclosing Party retained or anticipated to be retained)

Relationship to Disclosing Party Fees (indicate whether paid or estimated.) NOTE:

"hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

fx] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION V -- CERTIFICATIONS

### A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC 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.

Has any person who directly or indirectly owns 10% or more ofthe Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[] Yes fx] No [] No person directly or indirectly owns 10% or more of the Disclosing Party.

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 f]No

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

- 1. fThis paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

- 3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this CDS:
- 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, during the 5 years before 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 subparagraph (b) above;
- d. have not, during the 5 years before the dale of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before 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.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) 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 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted lo bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee ofthe 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 subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6: Neither the Disclosing Party, nor any 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.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant 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 MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant 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 Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

Ver.2018-1 Page 6 of 15

contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

File #: O2021-5097, Version:	File	#:	02021	1-5097	Version:	1
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11. If the Disclosing Party is unable to certify to any ofthe above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

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.

12. 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 date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

\_\_ ..

13. 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, ofthe 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 \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (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 MCC Section 2-32-455(b).
- 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 MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. 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."

Page 7 of 15

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC

Section 2-32-455(b)		
additional pages if n	, 1	the meaning of MCC Chapter 2-32, explain here (attach
N/A		
	ne word "None," or no response ed that the Disclosing Party certi	appears on the lines above, it will be ified to the above statements.
D. CERTIFICATION	N REGARDING FINANCIAL I	NTEREST IN CIT Y BUSINESS
Any words or terms	defined in MCC Chapter 2-156 h	nave the same meanings if used in this Part D.
reasonable inquiry, d		he best ofthe Disclosing Party's knowledge after ne City have a financial interest in his or her own name or r?
[ 1 Yes	[x] No	
	ed "Yes" to Item D(l), proceed to D(3) and proceed to Part E.	Items D(2) and D(3). If you checked "No" to Item D(l),
employee shall have the purchase of any privirtue of legal proces	a financial interest in his or her coperty that (i) belongs to the Cits at the suit of the City (collective	oidding, or otherwise permitted, no City elected official or own name or in the name of any other person or entity in ty, or (ii) is sold for taxes or assessments, or (iii) is sold by ely, "City Property Sale"). Compensation for property oes not constitute a financial interest within the meaning
Does the Matter invo	lve a City Property Sale?	
[] Yes	[ ] No	
=	· · · · · · · · · · · · · · · · · · ·	names and business addresses of the City officials or the nature ofthe financial interest:
	Business Address	Nature of Financial Interest

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

Ver.2018-1

Page 8 of IS

### E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please cheek 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 (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\_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 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, as amended, 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, as amended, 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(l) 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 Ver.2018-1

Page 9 offS

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

File #: O2021-5097, Version: 1
funded grant or loan, entering into any cooperative agreement, or lo 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(l) 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 nol engage in "Lobbying Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(l) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.
B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY
If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.
Is the Disclosing Party the Applicant?  [ J Yes [ J No
If "Yes," answer the three questions below:
1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)  [] Yes  T]'No
2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?  [] Yes  [j No [] Reports not required

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

[IYes []No

If you checked "No" to question (1) or (2) above, please provide an explanation:

Page 10ofl5

### **SECTION VII-**

- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics <a href="http://www.cityofchicago.org/Ethics">http://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 this ordinance.
- 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 City transactions. 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 ofthe information provided in, and appended to, this EDS may be made publicly available 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 MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

Page 11 of 15

#### CERTIFICATION

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

File #: O2021-5097, Version: 1

By:

(Sign here)

Andrew Gloor

(Print or type name of person signing)

Sole member of Sterling Bay Capital Management II GP, LLC, general partner of Sterling Bay Capital Management III, LP, managing member of Sterling Bay Capital Partners III GP, LLC, general partner of Sterling Bay Capital Partners III, LP

(Print or type title of person signing)

Signed and sworn to before me on (date) October 14, 2021

at Cook County, Illinois

(state).

Commission expires: October 16. 2024

Page 12 of 15

# 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%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under MCC 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

File	#:	O2021-	5097.	Version:	1
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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.l.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% 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

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 15

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

### BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1.	Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scof	flaw
or	problem landlord pursuant to MCC Section 2-92-416?	

[]	Yes	(x	No

File #: O2021-5097, Version: 1							
2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?							
[] Yes	[ ] No	[x] The Applicant is not publicly traded on any exchange.					

3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

Page 14 of 15

# CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX C

### PROHIBITION ON WAGE & SALARY HISTORY SCREENING - CERTIFICATION

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in MCC Section 2-92-385. That section, which should be consulted (www.amlegal.com <a href="http://www.amlegal.com">http://www.amlegal.com</a>), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to MCC Section 2-92-385,1 hereby certify that the Applicant is in compliance with MCC Section 2-92-385(b)(1) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from

File #:	02021	-5097	Version:	1

current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

[ J Yes

[] No

fx] N/A -1 am not an Applicant that is a "contractor" as defined in MCC Section 2-92-385. This certification shall serve as the affidavit required by MCC Section 2-92-385(c)(l). If you checked "no" to the above, please explain.

Page 15 of 15