

Office of the City Clerk

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

Legislation Text

File #: O2014-9652, Version: 1

OFFICE OF THE MAYOR

CITY OF CHICAGO

RAHM EMANUEL MAYOR

November 19, 2014

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

Ladies and Gentlemen:

At the request of the Commissioner of Planning and Development, I transmit herewith an ordinance authorizing an amendment to a previously passed land sale, with 108 N. State Owner LLC.

Your favorable consideration of this ordinance will be appreciated.

Mayor

Very truly yours,

ORDINANCE

WHEREAS, pursuant to an ordinance adopted by the City Council (the "City Council") of the City of Chicago (the "Citv") on May 11, 2005, and published at pages 46678 through 46787 in the Journal of the Proceedings of the City Council of such date, the City entered into that certain 108 North State Street Redevelopment Agreement dated as of October 15, 2005, and recorded in the Office of the Recorder of Deeds of Cook County, Illinois (the "Recorder's Office") on November 14, 2005, as Document No. 0531834078 (together with certain ancillary agreements and amendments, the "Block 37 Redevelopment Agreement"); and

WHEREAS, pursuant to the Block 37 Redevelopment Agreement, the City conveyed its interest in the real property bounded by North State Street on the east, West Randolph Street on the north, North Dearborn Street on the west, and West Washington Street on the south ("Block 37"), to an original group of developer parties affiliated with The Mills Corporation (the "Original Mills Developer Parties") for the construction of a mixed-use project; and

WHEREAS, the proposed redevelopment of Block 37 consisted of three components; (i) a commercial base building (the "Commercial Base Building") and office tower ("Office Tower") at the corner of North Dearborn Street and West Washington Street; (ii) a four-story retail base building (the "Retail Base Building") adjacent to and connected with the Commercial Base Building; and (iii) certain below-grade improvements, including an underground parking garage, loading dock and pedway; and

WHEREAS, the Block 37 Redevelopment Agreement also contemplated, though did not require, the future construction of a hotel within the air rights above the Retail Base Building at the corner of North Dearborn Street and West Randolph Street and a residential building within the air rights above the Retail Base Building at the corner of North State Street and West Randolph Street (such air rights, the "Air Rights Properties"); and

WHEREAS, after commencing construction of the redevelopment project, the Original Mills Developer Parties sold the Commercial Base Building and the Office Project to another developer (the "Golub Office Developer"); and

WHEREAS, the Golub Office Developer successfully completed the Commercial Base Building (which is now occupied by CBS) and the Office Project (which is now occupied by Morningstar); and

WHEREAS, after experiencing financial difficulties in 2007, the Original Mills Developer Parties sold their remaining interest in the Block 37 redevelopment to another group of developers (the "Freed Developer Parties"); and

WHEREAS, the Freed Developer Parties continued to construct the Retail Base Building, but eventually experienced financial difficulties as well; and

WHEREAS, in 2009, Bank of America, N.A., as agent for a multi-party bank group, filed to foreclose the mortgage loan secured by the Retail Base Building and underlying land (the "Retail Property"), and later acquired title to such property; and

WHEREAS, in 2010, US Bank filed to foreclose a separate mortgage loan secured by the Air Rights Properties, and later acquired title to such air rights; and

1

WHEREAS, in April 2012,108 North State Street (Chicago) Owner LLC, a Delaware limited liability company ("Retail Owner"), acquired the Retail Property from Bank of America, and the City and Retail Owner executed that certain Consent to and Assumption of 108 North State Street Redevelopment Agreement dated as of April 5, 2012, in connection therewith (the "Retail Consent"); and

WHEREAS, in September 2012, North State Street Air Rights (Chicago) Owner, LLC, a Delaware limited liability company ("Air Rights Owner"), acquired the Air Rights Properties from US Bank, and the City and Air Rights Owner executed that certain Consent to Assignment and Assumption of 108 North State Street Redevelopment Agreement dated September 27, 2012, in connection therewith (the "Air Rights Consent"); and

WHEREAS, the Retail Owner and the Air Rights Owner are affiliates of CIM Group, LP, a California limited partnership, and are collectively referred to herein as the "Owners"; and

WHEREAS, the Retail Base Building, including the pedway located therein, has been open to the public since

2009 and, except for construction of a green roof, is substantially complete; and

WHEREAS, the Air Rights Owner is interested in developing the Air Rights Properties, and has received site plan approval from the Department of Planning and Development ("DPD") pursuant to Residential Business Planned Development No. 489, as amended, to construct a 38-story residential building with approximately 690 dwelling units above the Retail Base Building; and

WHEREAS, DPD's site plan approval letter for the proposed residential tower is attached hereto as Exhibit A; and

WHEREAS, the City and the Owners have agreed to enter into a Third Amendment to the Block 37 Redevelopment Agreement in order to confirm the Owners' obligations under such agreement, resolve ambiguities regarding the application of certain provisions given the foreclosures and changes in ownership, and set forth certain additional agreements of the parties that will facilitate the financing, development and operation of the Retail Base Building and the Air Rights Properties; and

WHEREAS, the City is a home rule unit of government by virtue of the provisions of the Constitution of the State of Illinois of 1970, and as such, may exercise any power and perform any function pertaining to its government and affairs; now, therefore,

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

SECTION 1. The foregoing recitals are hereby adopted as the findings of the City Council.

SECTION 2. The Commissioner of DPD (the "Commissioner") or a designee of the Commissioner is each hereby authorized, with the approval of the City's Corporation Counsel as to form and legality, to negotiate, execute and record a Third Amendment to the Block 37 Redevelopment Agreement in substantially the form attached hereto as Exhibit B (the "Third Amendment"), and such other supporting documents as may be necessary or appropriate to carry out and comply with the provisions ofthe Third Amendment, with such changes, deletions and insertions as shall be approved by the persons executing the Third Amendment.

2

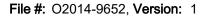
SECTION 3. If any provision of this ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such provision shall not affect any of the other provisions of this ordinance.

SECTION 4. All ordinances, resolutions, motions or orders in conflict with this ordinance are hereby repealed to the extent of such conflict.

SECTION 5. This ordinance shall take effect immediately upon its passage and approval.

Attachments: Exhibit A - Site Plan Approval

Exhibit B - Third Amendment to Redevelopment Agreement



3

EXHIBIT A

SITE PLAN APPROVAL (ATTACHED)

Department of Planning and Development City of Chicago

August 29, 2014

Mara S. Georges Daley and Georges, Ltd. 20 South Clark Street Suite 400 Chicago, IL 60603-1835

RE: Site Plan Approval for Residential Business Planned Development No. 489, Block 37, 125 East Randolph Street/108 North State Street

Dear Ms. Georges:

Please be advised that your request on behalf of the owner ofthe property, CIM Group, LP ("Owner"), for site plan approval has been considered by the Department of Planning and Development. The Owner seeks to satisfy Statement No. 9 of Residential Business Planned Development No. 489 ("PD 489") as amended. They are seeking site plan approval for the construction of a 38-story, 436'-5" tall tower with 690 dwelling units above the existing four-story retail building at 125 W. Randolph Street and 108 N. State Street. The Department notes that the height ofthe building as proposed complies with the height restrictions as shown in the WLS-TV Block 37 exhibit that is part of the planned development ordinance.

We also note that the planned development originally allowed a maximum of 400 dwelling units and a maximum of 500 hotel keys. However, a footnote in the 2007 amendment to the PD, allowed the maximum number of residential units to increase as long as there was a corresponding decrease in hotel units. Likewise, hotel keys could be increased as long as there was a corresponding decrease in residential units. For this site plan approval, the applicant has chosen to increase the dwelling units to 690, thus out of a total of 900 total units and keys in the PD, 690 residential units have been allocated, leaving 210 hotel keys still permissible on the property. The applicant also proposes to consolidare the dwelling units into one tower, where the original PD contemplated two towers-one with hotel keys, one residential.

No new parking spaces will be provided; however, there are currently 439 parking spaces (338 marked, 99 valet, and 2 Zipcar spaces) located on three levels beneath the existing retail base.

PD 489 requires a minimum of 300 parking spaces and the 439 existing spaces will be shared by the retail users and proposed residential apartment users. The applicant has committed to providing 150 parking spaces for the residential dwelling units. The Department took into consideration that the project sits on top of two CTA transit stations-the Washington/Dearborn Station on the Blue Line and the Washington/State Street Station on the Red Line in determining the required parking for the residential use. The project will provide 328 bike parking spaces with the ability to expand should the need for more bike storage arise.

The proposed residential tower will contain 757.862 square feet of floor area, which is in addition to the existing retail and office buildings on the property that contain 831,388 square feet of floor area, according to the Department's Part II documents. Therefore, at the completion of this phase of construction, a total of 1,589,250 square feet of floor area will be used for a total of 13.29 FAR out of the 20.0 FAR available under the planned development.

The Department's previous Part Us for this project note that the underground parking bonuses, underground loading bonus and through-block connection bonus have been built and therefore, based on the bonus amounts allowed in the planned development, the bonus points have been awarded for a total of the maximum total permitted of 20.0 FAR on the property. With the addition of this project, they are not technically using any of that bonus floor area as with a 13.29 FAR total; the project has not technically even reached the base zoning of a 16.0 yet. If any entity wishes to use the remaining development rights, however, the Department notes that all of the bonus floor area available in the planned development has been awarded, thus the upper level setback and green roof bonuses are no longer available to the project and any future project will need to use the remaining FAR in the current planned development ordinance up to 20.0 or amend the

planned development and add bonus floor area as it may qualify for it under the Chicago Zoning Ordinance at the time of application.

The north (Randolph St.) elevation of the proposed building will extend over the property line at various points, however, at no point will it extend as far over the property line as the existing building. The property owner purchased the air rights along Randolph St. prior to the construction of the existing retail building as evidenced by the survey submitted with this site plan approval request.

Pursuant to Statement 15 of Planned Development Number 489, the project is choosing to be LEED certified to meet the sustainability requirements in the PD, which offered a choice of either LEED certification or the installation of a green roof. However, the applicant is also adding a green roof pursuant to the exhibit called out below in order to gain points for their LEED certification. The Department thus acknowledges that as currently planned, the project would satisfy Statement 15 ofthe planned development.

We have reviewed the information submitted and determined that it meets the requirements of Statement No. 9. Accordingly, pursuant to the authority granted by the Chicago Zoning Ordinance and PD 489,1 hereby approve this site plan. The following drawings, prepared by Solomon Cordwell Bucnz, and dated June 26, 2014 (unless otherwise noted below,) are hereby made part of the site plan approval:

Plat of Survey (Figure 2.1) Building Data (Figure 3-dated 8/21/14) Proposed 1^{3t} Floor Plan (Figure 4.1) Proposed 5th Floor Plan (Figure 4.2) Proposed Residential Plan (Figure 4.3) Property Line Diagram (Figure 4.3 A) Proposed 39th & Roof Plans (Figure 4.4) Proposed North Elevation (Figure 5.1) Proposed East Elevation (Figure 5.2) Proposed South Elevation (Figure 5.3) Proposed West Elevation (Figure 5.4)

Existing Ground Floor/Level 1 - Sub Area Plan, Block 37 Residential Tower (8/12/14) Existing Level Bl - Sub Area Plan, Block 37 Residential Tower (8/12/14) Existing Levels B2-B4 - Sub Area Plan, Block 37 Residential Tower (8/12/14) Existing Levels 2-4 - Sub Area Plan, Block 37 Residential Tower (8/12/14) Existing/Proposed Level 5 - Sub Area Plan, Block 37 Residential Tower (8/12/14) Green Roof Plan (8/28/2014)

Patricia A. Scudiero Zoning Administrator

PAS:HG:tm

C: Heather Gleason, Mike Marmo, Erik Glass, Main file WEST RANDOLPH



```
:5
 i
f'ni
 \blacksquare V.r
      ". '?AIWX1.2 ;;•
J IM-UPWI OMIT '} !;
-A LOWES Llulf CCD .
                              si-
UJ UJ
                                  .vACAia? MTS-r* coupt Pi>a: >
       .•;r
om
<
UJ Q
a: oz
<
I-cn
x i-a: O
WEST WASHINGTON
```

GRAPHIC SCALE

NOT TO SCALE © 2014 Solomon Cordwell Buenz

FIGURE 2.1 PLAT OF SURVEY

PROJECT ADDRESS: 25W. RANDLOPH STREET

APPLICANT: PD489

PROJECT: BLOCK 37 RESIDENTIAL TOWER

DATE: 06.26.2014

Total Site Area 119,558 Base FAR 16

Bonus FAR

Total Site Allowable FAR 20

Total FAR Area Available 2,391,160

foisting FAR Used (retail -f office) 831,388

Remaining FAR Available I.S59,77Z

ALLOWABLE BUILD-OUT

400 Dwelling + 500 Hotel or 900 Units

CIM DESIGN

690 Un.ts Office Tower Max. Height

North Tower Envelope 1.559,772 Residential GSF Max

Increased height limit

south cf envelope

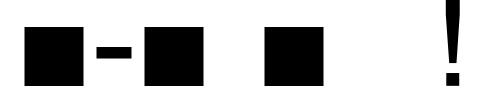
North Tower Envelope

2 Towers Max.

FAR Area (Sq. Ft) Dwelling Uh'ts or Hotel Keys

Max.Building Height
Floors (Including Retail Podium)
WASHNGTCW 5TP£ET (
PLANNED DEVELOPMENT

2005 PD (Ammended 2013)



CIM DESIGN

757,862: Apartment 690

436'-5" 38

769,655 GSF

"NOTE. All parking/loading required by PD a's met with the existing built garage and loading dock.

NOT TO SCALE © 2014 Solomon Cordwell Buenz

PROJECT ADDRESS: APPLICANT: PROJECT: DATE:

FIGURE 3 BUILDING DATA

25 W. RANDLOPH STREET PD489 BLOCK 37 RESIDENTIALTOWE 08.21.2014

RANDOLPH STREET ENTRY

FIGURE 4.1 PROPOSED 1ST FLOOR PLAN

0

PROJECT ADDRESS. APPLICANT: PROJECT. DATE:

25 W RAMDLOPH STREET PD489 BLOCK 37 RESIDENTIAL TOWER 06.26.2014

Office of the City Clerk Page 9 of 728 Printed on 5/20/2022

®

U.«. Jat UHITCOfi UMTCOT IVITIK IJMTBQ3 yff TIHR JJMTflqi

UPPER TIER MODIFICATION

IUILINW LMicaj UOILCOI UNIT KM WII.DW UMr.KI u»TB01

TYPICALTIER FLOOR PLAN

NOT TO SCALE ©2014 Solomon Cordwell Buenz

FIGURE 4.3

PROPOSED RESIDENTIAL PLAf 1

PROJECT ADDRESS: 25 W. RANDLOPH STREET APPLICANT: PD439

PROJECT: BLOCK 37 RESIDENTIAL TOWER

DATE: 06 26.2014

FACE OF

RETAIL BELOW

o I in

FACE OF SLAB EDGE COVER AT WAVE

PROPERTY LINE PER PD

■^cni u:>

^V~V

TYPICAL WALL LOCATION

PROPERTY LINE DIAGRAM

File	#:	0201	14-9652.	Ve	ersion:	1

TYPICAL FLOOR KEY PLAN

SF OVER # OF FLOORS PROPERTY LINE WITH WAVE 24 31 7 TOT. SF OVER PROPERTY LINE

1212 SF 1433 SF 340 SF

TOTAL SF OVER PROPERTY LINE 2985 SF

NOT TO SCALE © 2014 Solomon Cordwell Buenz

FIGURE 4.3A

PROPERTY LINE DIAGRAM

PROJECT ADDRESS: 25 W. RANDLOPH STREET

APPLICANT: PD489

PROJECT: BLOCK 37 FESIDENTIALTOWER

DATE: 06.26.2014

38TH FLOOR PLAN

XMLU >-."D 8CA8C 1"

ROW i Vil inCS

w'mnCCf-iDULISVG

wam>riG xfilits

- ANUUtMOUL

NOT IN CONTRACT

ROOF PLAN

* NOTE: This project will meet the requirements of LEED Certification in lieu of the green roof requirements set forth in PD489

NOT TO SCALE <9 2014 Solomon Cordwell Buenz

PROJECT ADDRESS: APPLICANT: PROJECT: DATE-

FIGURE 4.4 PROPOSED 39TH & ROOF PLANS

25 W. RANDLOPH STREET PD489 BLOCK 37 RESIDENTIAL TOWER 06.26.2014

' 2 :,1.B[;].1 A'

r-JUMKO WCTA1 PAHfcl..

```
IT
II
TI
IT
n
3D
n
I
ii
tu
```

n Dill E Inn urn il 111

```
IE Iff
I
il
11.
```

```
n.Ti.
  sut
ITSSI
  raiJi
PΕ
ΗΙ
IT
     nrmp,
is;
ri:
    set
ISI
US!
hi t mi
 HIT
S.
 Ell
 .n 11
s:
 3D"
     ii
 mi
 Si j
 :IS1
 m
fl.
S
 SIT
 ISIS1
 twos: sn\sim
```

ran fl.SR

ELSE

```
srnsi
•fl inn
p.i.
11
DOT
flip
p a IS.
in
SISI
1]j
DTI
HT1
■fl II
 us
 1L1
HDJ
ran
else
 ins
si
 cr
SI
                                                                                    iS '.a 'iiii
HI" SI
HI
D"
HI
ill"] I;
 filJI
```

```
WIUII
IIISIIT

S
TT
Tani
.o.ijjj
HU!
'•mi
fl fllj EnLiD:

|V-V r
|
| SID]
| INSULMEDGLASR
```

sums



```
HI 11 ... HI"

INSULUWIKI GLASS WINYOMWAI 1... (VP

III II

ini:
ST"

I"""j.TJ'V

STCI
SI ]!; IDI

"MINI.C.IM M Th-LCCX « T

SHI

sij:i:

P.S-*.... V;;^*.
```

H""-»" ^ •8"H=I.Ci)R ^ 1ft-" *

1C5-?" »

.il I "'I T, rVAT

01:.<i OOK ^, i:S-j* >> 01 m ft.O(j =< s. "w.r' V rjJ51*JCr**H

PAINTED MITTAL_"ft.*:i;l.

floor ^

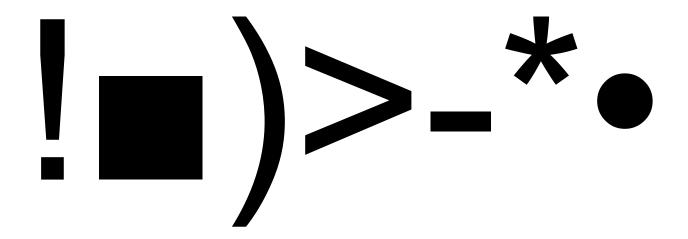




FIGURE 5.1 PROPOSED NORTH ELEVATION

PKOJIIC" AOO^FSS- W. :<ANOI 0". J i'ftLcl APPL.CAM: T'D-iyO _

tii.0';-'nrs..'.i;"∎∎.t^la.t-:.».vi r, l'i.i'i;. 'cu rnojECT:

; 0 ' C.5. : C ;.fl.8.« '0)•

File #: O2014-9652, Version: 1						
INSULATED GLASS WINDOW IA'AIL, TYP,						

INSULATED glass winnow iVALL, TYP.

• IPE HARDROOD CLADDING

5rlTl) rtOOft

;-:«V-S* • * MVi i-! Of)H ^

7TMFICOR

■i OCR *f MAT

"iff-S-

NOT TQ SCALC:

© 2U"i'5 So'oniu!* Coruv-'eil E jsnz

FIGURE 5.2

PROPOSED EAST ELEVATION

PROJECT ADDRESS: 25 V-J RANDLOPH STREET

APPLICANT

PD-180 BLOCK 37 RESIDENTIALTCVV'ER PROJECT.

DATE-06.26.2014 •'2.7' 3

11 PARAPET 4T 43f-5- ~>

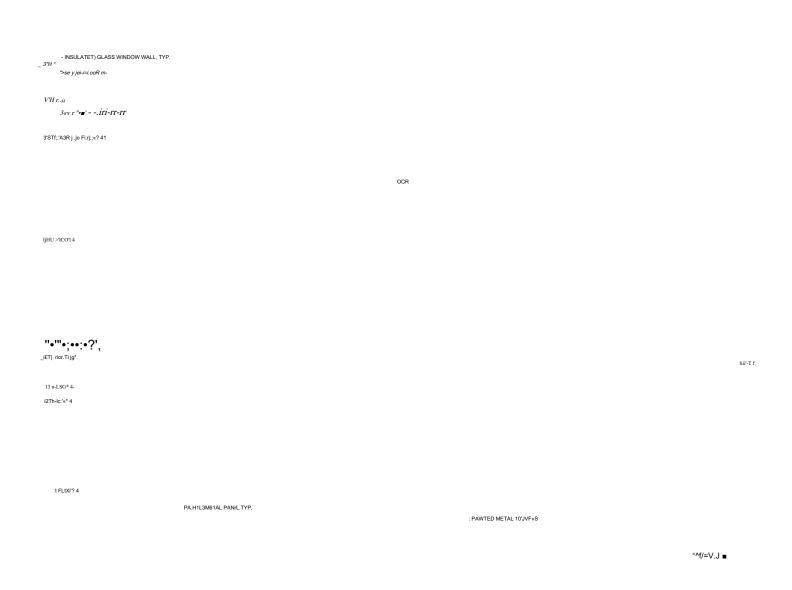
11 IT HINT! I

iiijiiLTJiiiixir

```
INSULATED GLASS
STCREERON1 TYP
]ijjiiJi.ijimnmoii
 inipjjjjjjijiijjia
n n nT n khim
si.p. S1S
; m p, i n i n i.p 11
T!JiflIB..ira IJSLPJSnil
S
TPTTITS1.S1 TR'! P.Tfl IS
    imroxis
inTPTPrnmrp-m
  in r n j ni nin
ssxiis;
IIllIflIGOaiH imsiJiflTjn iniprfliTiTRi:
.IHTJiJijGIII!^!^^
  PifIIRIRI
ouajj.in.iTj>rnfniisiiR
LOJIUUIOTiT
[iiPTPiSiRm ins im | □imps nrnmr""^'
 TITISTETSIS
UP rSTn.ljrJ~flJ.EITH <http://rSTn.ljrJ~flJ.EITH>
 ii p i n i n"pisriTTrp.#TnTiTsin
OTBssmimns
                     "! innf
     JjJDJTllTTTS
     nnii.ss
mjm:i]iis Lm
```

```
PiiSirPTnTPj'
PJIP1IPSIISJ] TjIJILIPSJIS'
TR I
 :isrrs:rTSiTR-iTisj
P.L'STIfI
PSTJIIIffSJ
[dtp n piuiiff]
 BJDJniSJXPJJ.'TS'I
f11.
 snsiisirisirsr
R
TTrrorrr
Iflli.R
IBU
mm
 S^T
si]Ti..fli'isris:fl[,is.
    stthttspxis
    STTSHTJTITRT
HTJJjrSILSjiJLJJ
R.T.I PI
 ::pj. PTiPiiM
 mainaiiB3mH!Li&
 .SI.
m
```

- INSULATIN GI ASS WINDOW WALL. TYP



NOI TO SCALE ^powER

© 2DK Solcmcn Cordwsll Bueiu

FIGURE 5.3

PROPOSED SOUTH ELEVATION

PROJECT ADDRESS:25 W RANDLOPH STRf-f T APPLICANT: PD489

BLOCK 37 RESIDENTIAL TOWER PROJECT.

DATE.

06 26.2014

:C.5i *. D

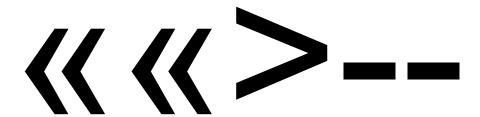
* • 416 r

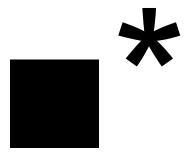
Wr 4CT-r

<C sir. M-

ft .'TMFLCCI^ <u>SiiirL.OCB 51H t.LO-.1H</u> S.'^ FLOOR.. BTH ⁷LCCR







IF

ffi

i&

i&

INSULATED GLASS
WATUTYP. -

1

```
:\i SttULATCJJ tfl;

* i GLASS
II •• SITJitOROJT.

* rfp.
         1 .!:-•=-•:•
m
SIDULQIi
ID IT.LiT 1TJDI
TT
1D.JDIR
IDI1.II0.
:ii.
i!
SI3II
fD.PJI.J
niHDTIIi JT.IJLTD"""
JDTTD.T
JIULLIi
"RIITIi:
LL]r
 II.:.
TTTTTTTr
ji iii] ni r il.
EDDIPIII': <"
1TTIDTT1
ririitj
.0 [PDA ID -U::
T£ffllDDJj.:n
IL
ID HID]
 .ID.TDIR.Ti <a href="http://ID.TDIR.Ti">http://ID.TDIR.Ti</a>.
pipittdt
.i- .t
JDOIITDI TPTT
mill
jiiiLTjim
 ptritpd
      DI..I.I <sub>V</sub>L,,.
```

?«KTED METAL =*ANEL. TYP. METAL L GLASS GUAROftAJL



NOTTO SCALE 9 2014 Sdomon Cordwell Buenz

FIGURE 5.4

PROPOSED WEST ELEVATION

PROJECT ADDRESS: 25 W. RANDLOPH STREET
APPLICANT: PD489
PROJECT: BLOCK 37 RESIDENTIAL TOWER
DATE: 06.26.2014

RANDOLPH STREET

r

File	#:	0201	4-9652	Version:	1

WASHINGTON STREET

EXISTING GROUND FLOOR / LEVEL 1 - SUB AREA PLAN 0

BLOCK 37 RESIDENTIAL TOWER

08/12/2014 -

OFFICE RESIDENTIAL

2012057 VC SHEET 1 OF 5
RANDOLPH STREET ABOVE

CO LU CO I-CO Q <-CO GC 3 '

h-LU LU a. m f- > co o lu m

СО

WASHINGTON STREET ABOVE

EXISTING LEVEL B1 - SUB AREA PLAN BLOCK 37 RESIDENTIAL TOWER

 $\begin{tabular}{l} 08/12/2014 & 2012057 \\ \hline \hline & CTA & [\sim\sim\sim] & OFFICE \\ \hline \end{tabular}$

j | RESIDENTIAL 3) SHEET 2 OF S

RANDOLPH STREET ABOVE

CO LU

ri m'
co ^
cc '

WASHINGTON STREET ABOVE

EXISTING LEVELS B2-B4 - SUB AREA PLAN BLOCK 37 RESIDENTIAL TOWER

08/12/2014 2012057

File #: O2014-9652, Version: 1		
0		
0		
CTA		
OFFICE		
RESIDENTIAL		
SHEET 3 OF 5	RANDOLPH STREET BELOW	
LU'LU co 5		
zo cc -1		
O W CQ CC < LU Q		
נטנט		
uj lu		
со		
	WASHINGTON STREET BELOW	
EXISTING LEVELS 2-4 - SUB AREA PLAN BLOCK 37 RESIDEN	ITIAL TOWER	
OFFICE RESIDENTIAL		

37 64

(J) SHEET 4 OF S

RANDOLPH STREET BELOW

WASHINGTON STREET BELOW

[«j OFFICE [j RESIDENTIAL

EXISTING / PROPOSED LEVEL 5 - SUB AREA PLAN $^{\rm 0}$

C-2013SCB

BLOCK 37 RESIDENTIAL TOWER

08/12/2014 ^

2012057 VI7 SHEET 5 OF 5

EXHIBIT B

THIRD AMENDMENT TO REDEVELOPMENT AGREEMENT

(ATTACHED)

THIRD AMENDMENT TO 108 NORTH STATE STREET REDEVELOPMENT AGREEMENT

(Above Space for Recorder's Use Only)

This Third Amendment to 108 North State Street Redevelopment Agreement ("Third Amendment") is made as of , 2014, by and between the City of Chicago, an Illinois municipal corporation and home rule unit of government (the "City"), acting by and through its Department of Planning and Development ("DPD"), 108 North State Street (Chicago) Owner LLC, a Delaware limited liability company ("Retail Owner"), and North State Street Air Rights (Chicago) Owner, LLC, a Delaware limited liability company ("Air Rights Owner" and together with Retail Owner, the "Owners").

RECITALS

- A. Capitalized terms not otherwise defined in Exhibit A or elsewhere in this Third Amendment shall have the meanings given to such terms in the 2005 Redevelopment Agreement and the Assumption Agreement (taking into account the principles of construction set forth in Section 2 of the Assumption Agreement).
- B. The 2005 Redevelopment Agreement required the Original Developer Parties to construct the Phase I Project described therein, which generally consisted of three components: (i) construction of the CBS Base Building and Office Project; (ii) construction of the retail/entertainment Base Building; and (iii) construction of certain Below Grade Improvements. Although not contractually required, the 2005

File	#:	0201	14-9652.	Ve	ersion:	1

Redevelopment Agreement also contemplated the future construction of a hotel project on the Northwest Pad and a residential project on the Northeast Pad.

C. The closing under the 2005 Redevelopment Agreement occurred in November 2005 and the Original Developer Parties thereafter began to construct the Phase I Project. In October 2006, the Original Developer Parties sold the first component of the Phase I Project -the CBS Base Building and Office Project -to the Golub Office Developer. The Golub Office Developer successfully completed the CBS Base Building (which is now occupied by CBS) and the Office Project (which is now occupied by Morningstar), as well as certain related streetscape improvements.

- D. In 2007, the parent company of the Original Developer Parties, The Mills Corporation, experienced financial difficulties and was acquired by Simon Property Group, Inc. Such financial difficulties and acquisition led the Original Developer Parties to sell their interest in the remaining two Phase I Project components and the Air Rights APC Properties to the Freed Developer Parties.
- E. After 2007, the Freed Developer Parties continued to construct the second component of the Phase I Project the retail/entertainment Base Building but the Freed companies eventually experienced financial difficulties as well.
- F. In 2009, BOA, as agent for a multi-party bank group, filed to foreclose the mortgage loan such lenders had made to the Freed Developer Parties (or certain of such parties), which mortgage loan was secured by the Retail Property.
- G. In 2011, BOA, through its affiliate, North State Street Retail Syndicated Holdings, LLC, an Illinois limited liability company, acquired title to the Retail Property pursuant to that certain sheriff's deed dated April 27, 2011, and recorded on April 28, 2011, in the Recorder's Office as Document No. 111829061.
- H. In 2009, US Bank filed to foreclose the separate mortgage loan that it had made to the Freed Developer Parties (or certain of such parties), which mortgage loan was secured by the Air Rights APC Properties. In 2011, US Bank, through its affiliate, acquired title to the Air Rights APC Properties pursuant to that certain Judicial Sale Deed dated August 25, 2011, and recorded on September 20, 2011, in the Recorder's Office as Document No. 1126322003.
 - I. In April 2012, Retail Owner acquired the Retail Property from BOA by Quitclaim Deed recorded as Document No. 1210118078, and the City and Retail Owner executed a Consent and Assumption in connection therewith (the "Retail Consent").
- J. In September 2012, Air Rights Owner acquired the Air Rights APC Properties from US Bank by Quitclaim Deed recorded as Document No. [], and the City and Air Rights Owner executed a Consent and Assumption in connection therewith (the "Air Rights Consent").
- K. The Retail Property, including the pedway located therein, has been open to the public since 2009 and, except for construction of a required green roof, is Substantially Complete.
 - L. The changes in ownership and defaults described in the foregoing recitals have, among other things,

previously resulted in the severance of ownership between the Retail Property and the Air Rights APC Properties, prevented the issuance of a Phase I Project Certificate, and raised questions as to the current applicability of certain Redevelopment Agreement provisions in light of such changed circumstances. Because of such events, and because the Owners have now once again consolidated ownership of the Retail Property and the Air Rights APC Properties in affiliated entities, the City and the Owners have agreed to enter into this Third Amendment to further amend the Redevelopment Agreement in order to confirm the Owners' obligations under the Redevelopment Agreement and to set forth certain additional

-2-

agreements of the parties that will facilitate the Owners' financing and development of the Retail Property and the Air Rights APC Properties.

M. The City Council, pursuant to an ordinance adopted on , 2014, and published at pages through in the Journal of such date, authorized the execution of this Third Amendment.

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

- 1. Incorporation of Recitals; Defined Terms. The foregoing recitals are hereby incorporated into this Third Amendment by reference and constitute a material part of this Third Amendment.
- 2. Citv Approval. Notwithstanding anything to the contrary contained in the Redevelopment Agreement, whenever either Owner is obligated under Sections 3.03, 3.04, 3.07A, 3.09, 6.01 or 6.02 of the Redevelopment Agreement to obtain the City's approval of any matter (including, without limitation, the APC Project Budget, the APC P&S, the APC G/C or any Change Order), the City shall have ten (10) business days from receipt of a written request for approval, together with any applicable documents, to approve or disapprove the same (with a brief written explanation given of any disapproval). If the City does not respond to such Owner's request within such 10-day period, the City shall be deemed to have approved the request.
- 3. Public Benefit Payment. Section 8.19 and Exhibit L of the 2005 Redevelopment Agreement obligate Retail Owner to make public benefit payments in the amount of \$525,000 in three installments to support organizations, groups and programs listed on Exhibit L. The first two installments representing 50% of the amount due have been paid. The final installment for the remaining 50%, or \$262,500, remains due and payable. The 2005 Redevelopment Agreement is hereby amended to provide that Retail Owner shall make the final installment payment in the amount of \$262,500 to the City simultaneously with the execution of this Third Amendment to fund public improvements in the Central Business District, as determined by the Commissioner of DPD in the Commissioner's sole discretion.
- 4. Approved Tenants Leasing Covenant. Section 8.20 of the Redevelopment Agreement and Exhibit E to the Redevelopment Agreement are hereby deleted in their entirety.
- 5. Section 10 Close-Out During the pendency of the BOA foreclosure proceeding, and during BOA's period of ownership of the Retail Property, BOA, through its property manager, submitted to the monitoring and compliance unit of DHED such available records as BOA was able to obtain from the Original Developer Parties and the Freed Developer Parties with respect to such parties' performance of the Section 10 employment obligations applicable to the Phase I Project. Retail Owner has also cooperated in making all

such records available to the City. However, because the Original Developer Parties and the Freed Developer Parties did not maintain sufficient records to establish compliance with the Section 10 obligations, the City is unable to establish such compliance, which is a condition precedent to the issuance of a Phase I Project Certificate under the Redevelopment Agreement. The City has previously retained Three Hundred Seventy-Five Thousand and No/100 Dollars

-3-

(\$375,000) of the Five Hundred Thousand Dollar (\$500,000) Performance Deposit originally deposited under the Redevelopment Agreement as damages for such Section 10 default. Retail Owner, in the Retail Consent, has waived any claim to the recovery of such portion of the Performance Deposit, which would otherwise have been refunded to Retail Owner upon the issuance of a Phase I Project Certificate. Additionally, Retail Owner now agrees that the City shall be entitled to retain the remaining One Hundred Twenty-Five Thousand Dollars (\$125,000) of such Performance Deposit as damages for such Section 10 default, and that, notwithstanding Section 7.02 of the 2005 Redevelopment Agreement, no such amount shall be refunded upon the issuance of the final APC Certificate. Based on the foregoing damage payments to the City, the City agrees to issue the Phase I Project Certificate notwithstanding the inability of the Owners' to establish the prior developers' compliance with their Section 10 obligations with respect to the Base Building project, subject to the satisfaction of the other conditions precedent to the issuance of such Phase I Project Certificate.

6. Green Roof Requirement. Section 7.01(a) ofthe Redevelopment Agreement requires Retail Owner as current Developer of the Phase I Project to complete construction of a green roof on the Base Building prior to the issuance of a Phase I Project Certificate (the "Green Roof Requirement"). Air Rights Owner has acquired the Air Rights APC Properties and intends to develop the air rights parcels. Owners' have indicated that the roof of the Base Building will serve as a construction staging area for the development. The City and Owners agree that it would be wasteful to install a green roof in an area to be covered with concrete and used for construction staging. In order to facilitate the development of the Air Rights APC Properties, the City has agreed to amend the Green Roof Requirement as follows:

Retail Owner shall commence construction of the green roof in accordance with the plan attached hereto as Exhibit D (the "Approved Green Roof Plan"), or another plan approved by the City in its reasonable discretion, promptly following Substantial Completion of the APC Properties and shall complete the work in a diligent manner. Air Rights Owner understands and agrees that the City will not issue an APC Certificate of Completion pursuant to Section 7.01(a) of the Redevelopment Agreement until Retail Owner has completed the green roof on the Base Building and Air Rights Owner has also satisfied the green roof and LEED certification obligations specifically applicable to the APC Properties.

7. APC Purchase Price Payment. Air Rights Owner has elected to self-develop the Air Rights APC Properties, thereby triggering Air Rights Owner's obligation to make an APC Purchase Price Payment to the City. Pursuant to Section 8.21 of the Redevelopment Agreement, as amended, the maximum APC Purchase Price Payment for both pads (the Northeast Pad at State & Randolph and the Northwest Pad at Dearborn & Randolph) is \$1.5 million. The formula for calculating the APC Purchase Price Payment for each pad is set forth below, and is based upon the value of the APC Air Rights Properties. The Redevelopment Agreement permits the parties to mutually agree upon such value or to obtain an independent thirty-party appraisal of the value. In consideration of the City's agreement to modify the Redevelopment Agreement as set forth herein, and in order to expedite the calculation of the payment due, Air Rights Owner has agreed to waive the option of obtaining an appraisal and, in lieu thereof, has agreed to make a payment to the City in the amount of \$737,500 (the "APC Funds") in full satisfaction of its APC Purchase Price Payment obligation. This amount translates to a value of approximately \$14.2 million for the air rights above both pads pursuant

-4-

to the formulas set forth below. Air Rights Owner has placed the APC Funds in escrow with the City and agrees that such amount shall be released to the City without further action upon the City's execution of this Third Amendment and the issuance of a Certificate of Completion to Retail Owner for Phase I.

Location Formula

Northeast Pad: Value of APC (appraised or agreed) - \$7,554,468 (Allocable Infrastructure Cost Amount) = Net Transfer Proceeds * 27.5% (on first \$9M)

Northwest Pad: Value of APC (appraised or agreed) - \$3,923,274 (Allocable Infrastructure Cost Amount) = Net Transfer Proceeds * 27.5% (on first \$8M)

- 8. Business Relationships. Each Owner acknowledges (a) receipt of a copy of Section 2-156-030 (b) of the Municipal Code of Chicago, (b) that it has read such provision and understands that pursuant to such Section 2-156-030 (b) it is illegal for any elected official of the City, or any person acting at the direction of such official, to contact, either orally or in writing, any other City official or employee with respect to any matter involving any person with whom the elected City official or employee has a "Business Relationship" (as defined in Section 2-156-080 of the Municipal Code of Chicago), or to participate in any discussion in any City Council committee hearing or in any City Council meeting or to vote on any matter involving the person with whom an elected official has a Business Relationship, and (c) notwithstanding anything to the contrary contained in the Redevelopment Agreement, that a violation of Section 2-156-030 (b) by an elected official, or any person acting at the direction of such official, with respect to any transaction contemplated by the Redevelopment Agreement shall be grounds for termination of the Redevelopment Agreement and the transactions contemplated hereby. Each Owner hereby represents and warrants that no violation of Section 2-156-030 (b) has occurred with respect to the Redevelopment Agreement or the transactions contemplated hereby as a result of any actions by such Owner or its affiliates.
- 9. Patriot Act Certification Each Owner represents and warrants that neither it nor any Affiliate (as hereafter defined) thereof is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury, the Bureau of Industry and Security of the U.S. Department of Commerce or their successors, or on any other list of persons or entities with which the City may not do business under any applicable Laws: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List. As used in this Section 4.B, an "Affiliate" shall be deemed to be a person or entity related to such Owner that, directly or indirectly, through one or more intermediaries, controls, is controlled by or is under common control with such Owner, and a person or entity shall be deemed to be controlled by another person or entity, if controlled in any manner whatsoever that results in control in fact by that other person or entity (or that other person or entity and any persons or entities with whom that other person or entity is acting jointly or in concert), whether directly or indirectly and whether through share ownership, a trust, a contract or otherwise.
 - 10. Mayoral Executive Order 2011-4.

-5-

Each Owner agrees that neither it nor any person or entity who directly or indirectly has an ownership or beneficial interest in such Owner of more than 7.5 percent ("Entity Owners"), spouses and domestic partners of such Entity Owners, such Owner's contractors (i.e., any person or entity in direct contractual privity with such Owner regarding the subject matter of the Redevelopment Agreement) ("Contractors"), any person or entity who directly or indirectly has an ownership or beneficial interest in any Contractor of more than 7.5 percent ("Sub-owners") and spouses and domestic partners of such Sub-owners (each such Owner and all the other preceding classes of persons and entities are together the "Identified Parties"), shall not make a contribution of any amount to the Mayor of the City of Chicago (the "Mayor") or to his political fundraising committee (a) after execution of this Third Amendment, (b) while the Redevelopment Agreement or any Other Contract (as hereinafter defined) is executory, (c) during the Term of the Agreement or any Other Contract, or (d) during any period while an extension of the Redevelopment Agreement or any Other Contract is being sought or negotiated. This provision shall not apply to contributions made prior to May 16, 2011, the effective date of Executive Order 2011-4.

Each Owner represents and warrants that from the later of (a) May 16, 2011, or (b) the date the City approached such Owner, or the date such Owner approached the City, as applicable, regarding the Redevelopment Agreement, no Identified Parties have made a contribution of any amount to the Mayor or to his political fundraising committee.

Each Owner agrees that it shall not: (a) coerce, compel or intimidate its employees to make a contribution of any amount to the Mayor or to the Mayor's political fundraising committee; (b) reimburse its employees for a contribution of any amount made to the Mayor or to the Mayor's political fundraising committee; or (c) bundle or solicit others to bundle contributions to the Mayor or to his political fundraising committee.

Each Owner agrees that the Identified Parties must not engage in any conduct whatsoever designed to intentionally violate this provision or Mayoral Executive Order No. 2011-4 or to entice, direct or solicit others to intentionally violate this provision or Mayoral Executive Order No. 2011-4.

Notwithstanding anything to the contrary contained herein, Each agrees that a violation of, non-compliance with, misrepresentation with respect to, or breach of any covenant or warranty under this Section 4.C or violation of Mayoral Executive Order No. 2011-4 constitutes a breach and default under the Redevelopment Agreement with respect to such Owner, and under any Other Contract for which no opportunity to cure will be granted, unless the City, in its sole discretion, elects to grant such an opportunity to cure. Such breach and default entitles the City to all remedies (including, without limitation, termination for default) under the Redevelopment Agreement with respect to such Owner, and under any Other Contract, at law and in equity. This provision amends any Other Contract and supersedes any inconsistent provision contained therein.

If either Owner intentionally violates this provision or Mayoral Executive Order No. 2011-4 prior to the execution of this Third Amendment, the City may elect to decline to close the transaction contemplated by this Third Amendment.

-6-

For purposes of this provision:

a) "Bundle" means to collect contributions from more than one source, which contributions are then delivered by one person to the Mayor or to his political fundraising committee.

- b) "Other Contract" means any other agreement with the City to which an Owner is a party that is (i) formed under the authority of Chapter 2-92 of the Municipal Code of Chicago; (ii) entered into for the purchase or lease of real or personal property; or (iii) for materials, supplies, equipment or services which are approved or authorized by the City Council.
- c) "Contribution" means a "political contribution" as defined in Chapter 2-156 of the Municipal Code of Chicago, as amended.
 - d) Individuals are "domestic partners" if they satisfy the following criteria:
 - i) they are each other's sole domestic partner, responsible for each other's common welfare; and
 - ii) neither party is married; and
 - iii) the partners are not related by blood closer than would bar marriage in the State of Illinois; and
 - iv) each partner is at least 18 years of age, and the partners are the same sex, and the partners reside at the same residence; and
 - v) two of the following four conditions exist for the partners:
 - 1) The partners have been residing together for at least 12 months.
 - 2) The partners have common or joint ownership of a residence.
 - 3) The partners have at least two of the following arrangements:
 - (A) joint ownership of a motor vehicle;
 - B) joint credit account;
 - C) a joint checking account;
 - D) a lease for a residence identifying both domestic partners as tenants.
 - 4) Each partner identifies the other partner as a primary beneficiary in a will.
- e) "Political fundraising committee" means a "political fundraising committee" as defined in Chapter 2-156 ofthe Municipal Code of Chicago, as amended.

-7-

11. Failure to Maintain Eligibility to Do Business With the City. Failure by an Owner or any controlling person (as defined in Section 1-23-010 of the Municipal Code of Chicago) thereof to maintain eligibility to do business with the City of Chicago as required by Section 1-23-030 of the Municipal Code of Chicago shall be grounds for termination of the Redevelopment Agreement with respect to such Owner and the transactions contemplated thereby. Each Owner shall at all times comply with Section 2-154-020 of the Municipal Code of Chicago.

12. Inspector General and Legislative Inspector General. It is the duty of every officer, employee, department, agency, contractor, subcontractor, developer and licensee of the City, and every applicant for certification of eligibility for a City contract or program, to cooperate with the City's Legislative Inspector General and with the City's Inspector General in any investigation or hearing undertaken pursuant to Chapter 2-55 and Chapter 2-56, respectively, of the Municipal Code of Chicago. Each Owner understands and will abide by all provisions of Chapters 2-55 and 2-56 of the Municipal Code of Chicago.

13. **2011 City Hiring Plan Prohibitions.**

- a) The City is subject to the June 24, 2011 "City of Chicago Hiring Plan" (the "2011 City Hiring Plan") entered in Shakman v. Democratic Organization of Cook County, Case No 69 C 2145 (United States District Court for the Northern District of Illinois). Among other things, the 2011 City Hiring Plan prohibits the City from hiring persons as governmental employees in non-exempt positions on the basis of political reasons or factors.
- b) Each Owner is aware that City policy prohibits City employees from directing any individual to apply for a position with such Owner, either as an employee or as a subcontractor, and from directing such Owner to hire an individual as an employee or as a subcontractor. Accordingly, each Owner must follow its own hiring and contracting procedures, without being influenced by City employees. Any and all personnel provided by each Owner under this Agreement are employees or subcontractors of such Owner, not employees of the City of Chicago. This Agreement is not intended to and does not constitute, create, give rise to, or otherwise recognize an employer-employee relationship of any kind between the City and any personnel provided by such Owner.
- c) Each Owner will not condition, base, or knowingly prejudice or affect any term or aspect of the employment of any personnel provided under this Agreement, or offer employment to any individual to provide services under this Agreement, based upon or because of any political reason or factor, including, without limitation, any individual's political affiliation, membership in a political organization or party, political support or activity, political financial contributions, promises of such political support, activity or financial contributions, or such individual's political sponsorship or recommendation. For purposes of this Agreement, a political organization or party is an identifiable group or entity that has as its primary purpose the support of or opposition to candidates for elected public office. Individual political activities are the activities of individual persons in support of or in opposition to political organizations or parties or candidates for elected public office.
- d) In the event of any communication to an Owner by a City employee or City official in violation of Section 13(b) above, or advocating a violation of Section 13(c)

-8-

above, such Owner will, as soon as is reasonably practicable, report such communication to the Hiring Oversight Section of the City's Office of the Inspector General ("OIG Hiring Oversight"), and also to the Commissioner of DPD. Each Owner will also cooperate with any inquiries by OIG Hiring Oversight.

- 14. Full Force and Effect. Except as amended hereby, the terms and conditions of the Redevelopment Agreement are hereby ratified and confirmed and shall remain in full force and effect.
- 15. Conflict. In case of a conflict between the terms and conditions of the Redevelopment Agreement and this Third Amendment, the terms and conditions of this Third Amendment shall govern and control.

16. Counterparts. This Third Amendment may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK. SIGNATURE PAGE FOLLOWS.]

-9-

IN WITNESS WHEREOF, the parties hereto have caused this Third Amendment to be executed on or as of the day and year first above written.

CITY OF CHICAGO, a municipal corporation, and home rule unit of government, acting by and through its Department of Planning and Development

By:

Andrew J. Mooney Commissioner

File #: O2014-965	2, Version: 1					
			STATE STREET (nited liability compa	,	WNER, LLC, a	
		Ву:				
		Its				
			ATE STREET AIR	,	CHICAGO) OWNE	ER, LLC, a
		Ву:				
		Its				
THIS IN RECORDING, P	STRUMENT LEASE RETURN	WAS NTO:	PREPARED	BY,	AND	AFTER
Lisa Misher City of Chicago I LaSalle Street, S (312) 742-3932 CALIFORNIA AL	uite 600 Chicago	o, Illinois 60602	ENT			
STATE LOS ANGELES)	OF	CALIFOR	RNIA)	COUNTY	OF
he executed the	he person whose same in his auth	who e name is subso orized capacity	2014, before me, proved to me on the cribed to the within and that by his sign cuted the instrumen	instrument a	tisfactory ind acknowledged	
I certify the paragraph is true		TY OF PERJUF	RY under the laws o	of the State of	California that the	e foregoing
WITNESS	S my hand and o	fficial seal.				
Ву:	,	Notary Public				
SEAL STATE OF ILLIN	,					
COUNTY OF CO) SS. OOK)					
			for the County and to be the Commis			

Development of the City of Chicago, Illinois (the "City"), and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Commissioner he signed and delivered the said instrument pursuant to authority given him on behalf of the City, for the uses and purposes therein set forth.

Given under my hand and notarial seal on

, 2014.

Notary Public **EXHIBIT A**

DEFINED TERMS

In addition to the terms defined elsewhere in this Third Amendment, the following capitalized words shall have the following meanings:

"108 North State Street Redevelopment Agreement" means that certain 108 North State Street Redevelopment Agreement dated as of October 15, 2005, and recorded in the Recorder's Office on November 14, 2005, as Document No. 0531834078.

"2005 Redevelopment Agreement" means, collectively, the 108 North State Street Redevelopment Agreement and the Original Limited Joinder.

"Air Rights APC Properties" means the air rights development parcels associated with the Northwest Pad and the Northeast Pad. The Air Rights APC Properties are legally described on Exhibit C to this Third Amendment.

"Air Rights Consent" means that certain Consent to Assignment and Assumption of 108 North State Street Redevelopment Agreement dated September 27, 2012. An incorrect version of the Consent was recorded on November 21, 2012, as Document No. 1232639046. The City re-recorded the Consent on January 16, 2013, as Document No. 1301634043, attaching the correct pages to the original recorded document.

"Assumption Agreement" means that certain Consent to Assignment and Assumption of 108 North State Street Redevelopment Agreement by and between the City and the Freed Developer Parties, dated April 13, 2007, and recorded in the Recorder's Office on April 24, 2007, as Document No. 0711441143.

"BOA" means Bank of America, N.A., as agent for a multi-party bank group.

"Freed Developer Parties" means, collectively, 108 N. State Retail, LLC, an Illinois limited liability company, 108 N. State Transit LLC, an Illinois limited liability company, and 108 N. State Residential LLC, an Illinois limited liability company

"Golub Office Developer" means GD 22 Washington LLC, a Delaware limited liability company.

"Northeast Pad" means the top of the Base Building at the corner of N. State Street and W. Randolph Street.

"Northwest Pad" means the top of the Base Building at the corner of N. Dearborn Street and W. Randolph Street.

"Original CTA Developer" means 108 North State Street II, L.L.C., a Delaware limited liability company.

"Original Developer" means Block 37, L.L.C., a Delaware limited liability company.

"Original Developer Parties" means, collectively, the Original Developer, the Original Office Developer and the Original CTA Developer.

"Original Limited Joinder" means that certain Limited Joinder dated November 8, 2005, executed by the Original Office Developer and the Original CTA Developer.

"Original Office Developer" means Block 37 Office, L.L.C., a Delaware limited liability company.

"Recorder's Office" means the Office of the Recorder of Deeds of Cook County, Illinois.

"Related Documents" means, collectively: (i) that certain letter dated October 19, 2005, from the City to DLA Piper Rudnick Gray Cary US, LLP, concerning certain MBE/WBE calculations; (ii) that certain letter dated November 8, 2005, from the Original Developer to the City concerning certain clarifications under the 2005 Redevelopment Agreement; (iii) the Limited Joinder to the 108 North State Street Redevelopment Agreement by and between the City and the Golub Office Developer, dated October 27, 2006, and recorded in the Recorder's Office on November 6, 2006, as Document No. 0631041143; (iv) the Assumption Agreement; (v) the Assignment of Development Rights by and between Block 37 Residual, L.L.C., a Delaware limited liability company, and 108 N. State Residential LLC, dated April 13, 2007, and recorded in the Recorder's Office on April 24, 2007, as Document No. 0711441152; (vi) the Second Amendment to 108 North State Street Redevelopment Agreement by and between the City and the Freed Developer Parties dated as of December 30, 2008, and recorded December 31, 2008, as Document No. 0836611088; (vii) the Retail Consent; and (viii) the Air Rights Consent.

"Redevelopment Agreement" means, collectively, the 2005 Redevelopment Agreement together with the Related Documents, as further amended by this Third Amendment.

"Retail Consent" means that certain Consent to and Assumption of 108 North State Street Redevelopment Agreement by and between Retail Owner and the City dated as of April 5, 2012, and recorded in the Recorder's Office on April 10, 2012, as Document No. 1210118077.

"Retail Property" means the real property legally described on Exhibit B to this Third Amendment.

EXHIBIT B

LEGAL DESCRIPTION OF RETAIL PROPERTY

[ATTACH EXHIBIT A FROM RETAIL CONSENT DATED APRIL 5, 2012]

EXHIBIT C

LEGAL DESCRIPTION OF AIR RIGHTS APC PROPERTIES

[ATTACH EXHIBIT A FROM AIR RIGHTS CONSENT DATED SEPTEMBER 27, 2012]

EXHIBIT D APPROVED GREEN ROOF PLAN

[TO BE ATTACHED]

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: 108

North State Street (Chicago) Owner, LLC - Owner of Block 37 retail

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. Oi the Applicant

OR

- 2. [] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the
- 2. Applicant in which the Disclosing Party holds an interest:

OR

- 3. [] a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address ofthe Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028
- C. <u>Telephone: 323-860-7458</u> Fax: 323-446-7109 Email: mregan@cimgroup.com <mailto:mregan@cimgroup.com>
- D. Name of contact person: Michael Regan
- E. Federal Employer Identification No. (if you have one):
- F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

- _, , Department of Housing and Economic
- G. Which City agency or department is requesting this EDS? Development

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

Specification # and Contract #

File #: O2014-9652, Version: 1	
Page 1 of 13	
SECTION II DISCLOSURE OF OWNERSH	HIP INTERESTS A. NATURE
OF THE DISCLOSING PARTY 1. Indicate	the nature of the Disclosing
Delaware	fX Limited liability company [] Limited liability partnership [J Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify) ign country) of incorporation or organization, if applicable ate of Illinois: Has the organization registered to do business
X Yes [] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEGA	
1. List below the full names and titles of a -for-profit corporations, also list below all mer members, write "no members." For trusts, esta If the entity is a general partnership, limited partnership or joint venture, list below the name	Il executive officers and all directors of the entity. NOTE: For not on mbers, if any, which are legal entities. If there are no such tes or other similar entities, list below the legal titleholder(s). partnership, limited liability company, limited liability are and title of each general partner, managing member, manager lay-to-day management of the Disclosing Party. NOTE: Each

108 North State Street (Chicago) Holdings, LLC Sole Member

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

Page 2 of 13

ī

Officer List

Avraham Shemcsh President and Treasurer

Richard S. Ressler Vice President
Charles E. Garner II Vice President
Shaul Kuba Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

Terry Wachsner Vice President
Kelly Eppich Vice President

•

i

File #:	O2014-9652,	Version:	1

i

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

Name Business Address Percentage Interest in the

Disclosing Party

108 North State Street 6922 Hollywood Blvd 100% (Chicago) Holdings, LLC Los Angeles, CA 90028

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[]Yes j>(No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to

Fila	#•	∩201	4-9652	Version:	1
	**-		4-9057	VEISIUII.	

be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

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

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

Page 3 of 13

Name (indicate whether Business retained or anticipated to be retained)

See Schedule I

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)

[] 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 Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the 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?

[]Yes []No

B. FURTHER CERTIFICATIONS

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

Page 4 of 13

Schedule I

RKF Group Illinois LLC

353 North Clark Street, Suite 2050 Chicago, IL 60654 Leasing Broker c. 3% of signed lease revenue

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.L of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, stale or local) terminated for cause or default; and

- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3,4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Parly, 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 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply will like applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of . the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 S10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is jX is not

File #: O2014-9652, Ve	rsion: 1
a "financial institution"	as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing	g Party IS a financial institution, then the Disclosing Party pledges:
that none of our affiliat Municipal Code. We ur	ot become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge es is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the inderstand that becoming a predatory lender or becoming an affiliate of a predatory lender may privilege of doing business with the City."
• •	is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here if necessary):
	word "None," or no response appears on the lines above, it will be conclusively osing Party certified to the above statements.
-	
D. CERTIFICATION F	REGARDING INTEREST IN CITY BUSINESS
Any words or terms tha	t arc defined in Chapter 2-156 of the Municipal Code have the same
	Page 7 of 13
meanings when used	in this Part D.
	with Section 2-156-110 of the Municipal Code: Does any official or employee of the City est in his or her own name or in the name of any other person or entity in the Matter? \$ No * to Disclosing Party's best knowledge after reasonable inquiry
NOTE: If you checked proceed to Part E.	ed "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D. 1.,
or employee shall have in the purchase of any by virtue of legal pro-	resuant to a process of competitive bidding, or otherwise permitted, no City elected official we a financial interest in his or her own name or in the name of any other person or entity or property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold cess at the suit of the City (collectively, "City Property Sale"). Compensation for property City's eminent domain power does not constitute a financial interest within the meaning
Does the Matter invo	lve a City Property Sale?
[] Yes	[] No

File	#:	0201	14-9652	Version:	1

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

Name Business Address Nature of Interest

4. The Disclosing'r^rrfy^ttber certifies that no prohibited financial interest in the Malter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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.

Page 8 of 13

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 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 lhe letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A. 1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.
- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.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 not engage in "Lobbying"

Page 9 of 13

Activities".

5. If the Disclosing Party is the Applicant, lhe 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 Parly 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 infonnation with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

[]Yes []No If "Yes," answer the three questions

below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal

File #: O2014-9652	2, Version: 1			
regulations? (See 41 CFR Part 60-2.)				
[] Yes	[] No			
•	ms, or the Equal Employm	ng Committee, the Director of the Office of Federal Contract ment Opportunity Commission all reports due under the applicable		
3. Have you popportunity clause?	1 7 1	contracts or subcontracts subject to the equal		
If you checked "No	" to question 1. or 2. above	e, please provide an explanation:		

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

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

i

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 Parly understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicaRo.org/Ethics http://www.cityofchicaRo.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

C. If the City determines that any information provided in this EDS is false, incomplete or inacourate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to

allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection wilh 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 ED-S as'the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

File #: O2014-9652, Version: 1
furnished to the City.
108 North State Street (Chicago) Owner, LLC a Delaware limited liability company
By: (Sign here)
Eric Rubenfeld (Print or type name of person signing)
Vice President and Secretary (Print or type title of person signing)
Signed^a^d sworn to before me on (date) at County,
Commission expires: GOVERNMENT CODE § 8202 _S@B_C5 CALIFORNIA JURAT WITH AFFIANT STATEMENT
4°See Attached Document (Notary to cross out lines 1-6 below) U See Statement Below (Lines 1-6 to be completed only by document signers], not Notary)
Signature of Document Signer No. 1
State of California County of DEANA JEAN WALK Commission # 1928343 Notary Public - California Los Angeles County My Comm Expires Mar 12. 2015^ Signature of Document Signer No. 2 (If eny)
Subscribed and sworn to (or affirmed) before me on this?_> day of Slp^M^ZoH . by
proved to me on the basis of satisfactory evidence to be the person who appeared before me (.) ^3 (and
(2) , Name of Signer
proved to me on the basis of satisfactory evidence to be the person who app^pared before me.)
Signature of Notaiy Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document

Top ot thumb here

RIGHT THUMBPRINT* RIGHT THUMBPRINT OF SIGNER*! ■ OF SIGNER #2

Top of thumb here

Further Description of Any Attached Document

Title or Type of Document:

. Number ot Pages:

Signers) Other Than Named Above:

© 2010 National Notary Association • National Notary org ■ 1-800-US NOTARY (1-BO0-876-6827)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any 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 H.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 percent ownership interest in the Disclosing Parly. "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 13

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: 108

North State Street (Chicago) Holdings, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is: J. [] the Applicant OR

- 2. ^ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: 108 North State Street (Chicago) Owner, OR LLC
- 3. [] a legal entity with a right of control (see Section II.B.L) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028

C. Telephone: 323-860-7458 Fax: 323-446-7109 Email: mregan@cimgroup.com

<mailto:mregan@cimgroup.com>

D. Name of contact person: Michael Regan

File #: O2014-9652, Versi	on: 1	
E. Federal Employer Ide	entification No. (if you	ı have one): j
-	· · · · · · · · · · · · · · · · · · ·	or other undertaking (referred to below as the "Matter") to which d location of property, if applicable):
Signing of the Third Ame	endment to the 108 Nortl	h State Street Redevelopment Agreement.
_ ;;;; G. Which City agency o	, r department is reques	. ,. Department of Housing and Economic sting this EDS? $D_{\text{eve}} _{0}p_{\text{ment}}$
If the Matter is a complete the following	_	ed by the City's Department of Procurement Services, please
Specification #		and Contract #
Page 1 of 13		
SECTION II - DISCLO	SURE OF OWNERS	HIP INTERESTS
A. NATURE OF THE	DISCLOSING PART	Y
1. Indicate the natural figures of person [] Publicly registered by [3 Privately held busines [3 Sole proprietorship [] General partnership 13 Limited partnership [] Trust	ess corporation	{X Limited liability company [3 Limited liability partnership [] Joint venture [3 Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [3 No [] Other (please specify)
2. For legal entitie	es, the state (or fore	eign country) of incorporation or organization, if applicable
Delaware		
3. For legal entities in the State of Illinois a	_	tate of Illinois: Has the organization registered to do business
[3 Yes	X No	[3 N/A
B. IF THE DISCLOSIN	NG PARTY IS A LEG	AL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For notfor-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

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

Name Title

108 North State Street (Chicago) Manager, LLC Managing Member

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

Page 2 of 13

Officer List

Avraham Shemesh President and Treasurer

Richard S. Ressler Vice President
Charles E. Garner II Vice President
ShaulKuba Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

Kelly Eppich Vice President

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

Percentage Interest in the Disclosing Party

108 North State Street (Chicago) Manager, LLC 6922 Hollywood Blvd Los Angeles, CA 90028

E.On NA Investments, LLC 1013 Centre Road

Suite 407

Wilmington, Delaware 19805

SECTION 111 - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[] Yes

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

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

Address (subcontractor, attorney, paid or estimated.) NOTE:

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

(Add sheets if necessary)

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

File #:	O2014-9652, Version:	1	

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

[]Ycs rXNo []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

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

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.L of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or 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 clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have hot, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3,4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited lo 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 lhe 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 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, lhe Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, ofthe City of Chicago.
- 8. To the best of the Disclosing Parly's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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 Cily

Page 6 of 13

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 \$10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Parly certifies that the Disclosing Party (check one)
- 1. [] is \$i is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

meanings when used in this Part D.

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

[]Yes jK No

* to Disclosing Party's best knowledge after reasonable inquiry

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., 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

File #	#: C	2014	-9652.	Vers	sion:	1
--------	------	------	--------	------	-------	---

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 interest and identify the nature of such interest:

Name Business Address Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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.

Page 8 of 13

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Parly 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 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 for h 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 not engage in "Lobbying"

Page 9 of 13

Activities".

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

eir bids or in writing at the outset of negotiations.				
Is the Disclosing Parly the Applicant?				
ow:				
ave on file affirmative action programs pursuant to applicable federa				
orting Committee, the Director of the Office of Federal Contract bloyment Opportunity Commission all reports due under lhe applicable				
ious contracts or subcontracts subject to the equal				

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

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

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 die City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.oro/Ethics http://www.cityofchicago.oro/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, lhe Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1: and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

Fil	le	#:	O2014-9652, \	/ersion:	1
-----	----	----	---------------	----------	---

CERTIFICATION

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

108 North State Street (Chicago) Holdings, LLC a Delaware limited liability company

By: ^VZ(Sign here)

Eric Rubenfeld (Print or type name of person signing)

Vice President and Secretary (Print or type title of person signing)

STrgtted and sworn to before me on (date)

at County, (state).

Notary Public.

Commission expires:

Page 12 of 13

CALIFORNIA JURAT WITH AFFIANT STATEMENT

£^_S_*5__S___

-C_f}3ee Attached Document (Notary to cross out lines 1-6 below)
 See Statement Below (Lines 1-6 to be completed only by document signer[s], not Notary)

State of California County of

Signature of Document Signer No. 2 (It any)

Subscribed and sworn to (or affirmed) before me

on this day of Date Month Year by

File	#•	O201	4-9652	Version:	1

1

Nama of Signer

DEANA JEAN WALK Commission # 1928343 Notary Public - California | Los Angeles County

proved to me on the basis of satisfactory evidence to be the person who appeared before me (.) f^jg

MyComm Expires Mar 12, 2015

(2)

Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me.)

Place Notary Seal Above

Signature

OPTIONAL

Though tile information below Is not required by law, it may prove valuable io persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Top of thumb here

RIGHT THUMBPRINT^ RIGHT THUMBPRINT OF SIGNER #1 ■ 0FS!GNER#2

Top of thumb here

- i| Further Description of Any Attached Document
- ^ Title or Type of Document:.

_ Number of Pages:

Signers) Other Than Named Above: .

g?E3^5£S5_?S_?g_?Jfr^^

S 21)10 National Notary Association • National Notary.oig • 1 -B00-US NOTARY (1-800-676-6827) Item #5910

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship"

with any elected city official or department head. A "familial relationship" exists if, as ofthe 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 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

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 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION 1 -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: 108

North State Street (Chicago) Manager, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [] the Applicant

File #: O2014-9652, Version: 1					
Applicant in which the Disclosing Party ho OR LLC	interest in the Applicant. State the legal name of the lds an interest: 108 North State Street (Chicago) Owner, see Section II.B.L) State the legal name of the entity in control:				
B. Business address ofthe Disclosing Party:	6922 Hollywood Blvd., 9 th Floor "Los Angeles, CA 90028				
C. <u>Telephone</u> : 323-860-7458 <mailto:mregan@cimgroup.com></mailto:mregan@cimgroup.com>	Fax: 323-446-7109 Email: mregan@cimgroup.com				
D. Name of contact person: Michael Regan					
E. Federal Employer Identification No. (if you	ı have one): j				
F. Brief description of contract, transaction of this EDS pertains. (Include project number and	r other undertaking (referred to below as the "Matter") to which d location of property, if applicable):				
Signing of the Third Amendment to the 108 North	n State Street Redevelopment Agreement.				
G. Which City agency or department is reques	. Department of Housing and Economic ting this EDS? Development				
If the Matter is a contract being handle complete the following:	ed by the City's Department of Procurement Services, please				
Specification #	and Contract #				
Page 1 of 13					
SECTION II » DISCLOSURE OF OWNERS	HIP INTERESTS				
A. NATURE OF THE DISCLOSING PARTY	Y				
 Indicate the nature of the Disclosing Parts Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership 	<pre>frty: {X Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No</pre>				

File #: O2014-9652, Version: 1				
] Trust	[] Other (please specify)			
2. For legal entities, the star	te (or foreign country) of incorporation or organization, if applicable: Delaware			
3. For legal entities not or the State of Illinois as a foreign	ganized in the State of Illinois: Has the organization registered to do business in n entity?			

[] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

X No

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

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

Name Title CIM Fund III, LP.

[]Yes

Sole Member

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

Page 2 of 13

Officer List

Avraham Shemesh President and Treasurer

Richard S. Ressler Vice President
Charles E. Garner II Vice President
Shaul Kuba Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

Kelly Eppich

Vice President

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

Name Business Address Percentage Interest in the

Disclosing Party

CIM Fund II), L.P. 6922 Hollywood Blvd 100%

Los Angeles, CA 90028

SECTION HI - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[] Yes X No

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

SECTION IV DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

|--|

Page 3 of 13

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

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

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

[]Yes rXNo []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

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

in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting lo 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 clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3,4 and 5 concern:
 - ♦the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited lo 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 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 S10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

Xisnot

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

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

File #: O2014-9652, Version: 1
Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the same
Page 7 of 13
meanings when used in this Part D.
In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter? []Ycs XNo * to Disclosing Party's best knowledge after reasonable inquiry
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., 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. 1provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name Business Address Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

Page 8 of 13

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

SECTION VI- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Malter.)

- 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 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.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 not engage in "Lobbying"

Page 9 of 13

File #: O2014-9652, Version: 1
Activities".
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 infonnation with their bids or in writing at the outset of negotiations.
Is the Disclosing Party the Applicant?
[]Yes [)No If "Yes," answer the three questions
below:
1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.) [] Yes [] No
2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements? []Yes [JNo
3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause? []Yes [)No
If you checked "No" lo question 1. or 2. above, please provide an. explanation:

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

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics. and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Parly and its Affiliated Entities will not

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

108 North State Street (Chicago) Manager, LLC a Delaware limited liability company By: (Sign Eric here) Rubenfeld (Print or type name of person signing) Vice President and Secretary (Print or type title of person signing) ^Signed and sworn to before me on (date) County, at (state), """**"**"-^ Notary Public. Commission expires:

File #: O2014-9652, Version: 1	
Page 12 of 13	
CALIFORNIA JURAT WITH AFFIANT STATEMENT	government code s 0202
•SpSee Attached Document (Notary to cross out lines 1-6 below) □ See Statement Below (Lines 1-6 to be completed only by document)	nent signers], no? Notary)
Signature of Document Signer No. 1	
State of California County of	
	Los. AWytM,
Signature of Document Signe	er No. 2 (if any)
Subscribed and sworn to (or affirmed) before me	
on this day of H .	
Date Month Year by	
1	
•	
* • * * * * * * * * * • • Namo ot Signer	
OEANA JEAN WALK Commission # 1928343 Notary Public • California z Los Angeles Co	ounty >
proved to me on the basis of satisfactory evidence to be the pers (and	on who appeared before me (.) ^
My Comm Expires Mar 12. 2015 t (2). Name of Signer	
·	ry evidence to be the person who appeared before
SignarAire^^ofSTyTubllc	
OPTIONAL	
Though the Infonnation below is not required by law, It may prove valuable to p removal and reattachment of this form	persons relying on the document and could prevent fraudulent to another document

Further Description of Any Attached Document

I Title or Type ot Document:
. Number of Pages:

Document Date:
Signer(s) Other Than Named Above:

&S_3~33_?^~_e__2&_ti_g_i3~^

© 2010 National Notary Association • NntionalNotary.org http://NntionalNotary.org • 1-BOO-US NOTARY (1-600-_7G-6827)

Item *5910

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Parly 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 ofthe 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 (I) all executive officers of the Disclosing Party listed in Section ILB.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company, (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[] Yes [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 13

v

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: CIM Fund III, LP

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant OR
- 2. JX a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: 108 North State Street (Chicago) Owner,

OR LLC

- 3. [] a legal entity with a right of control (see Section II.B.l.) Stale the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028
- C. Telephone: 323-860-7458 F_{ax:} 323-446-7109 Email: n-iregan@cimgroup.com <mailto:n-iregan@cimgroup.com>
- D. Name of contact person: Michael Regan
- E. Federal Employer Identification No. (if you have one):
- F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

",, - ,N_	_" Department of Housing and Economic
----------------------	---------------------------------------

File #: O2014-9652, Version: 1	
G. Which City agency or departmen	nt is requesting this EDS? $D_e v_e _{0} p_{ment}$
If the Malter is a contract being please complete the following:	ing handled by the City's Department of Procurement Services
Specification #	and Contract #
Page 1 of 13	
SECTION II DISCLOSURE OF OWNER	RSHIP INTERESTS
A. NATURE OF THE DISCLOSING PART	ΓΥ
 Indicate the nature of the Disclosing I Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	Party: [] 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 for Delaware	reign country) of incorporation or organization, if applicable
3. For legal entities not organized in the the State of Illinois as a foreign entity?	State of Illinois: Has the organization registered to do business in
[]Yes)\$No []N/A	
B. IF THE DISCLOSING PARTY IS A LEG	GAL ENTITY:
not-for-profit corporations, also list below al	Fall executive officers and all directors of the entity. NOTE: For I members, if any, which are legal entities. If there are no such tates or other similar entities, list below the legal titleholder(s)

members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

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

Name Title

CIM Fund III GP, LLC

General Partner (0.0573% owner of CIM Fund III, LP)

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

Page 2 of 13

Officer List

Avraham Shemcsh President and Treasurer

Richard S. Ressler Vice President Charles E. Garner II Vice President Shaul Kuba Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

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

-32.5% -12.5%" -72.5%"

~iz5%"

Percentage Interest in the **Disclosing Party** Name **Business Address**

California Public Employees' Retirement System 400 Q Street, P.O. Box 942701 27.5

Sacramento, CA 94229-2701

New York State Common Retirement Fund 110 State Street 7.5

Albany, NY 12236

Teacher Retirement System of Texas 1000 Red River St. 7.5

Austin, TX 78701

ivanhoe US Equities, LP 1001 Victoria Square, Suite 500 7.5

Montreal, Quebec Canada H27 2B5

Note: All entities above are exempt from filing separate EDS Forms under exemption 2(b) ofthe EDS Rules. No

other entity owns 7.5% or more of the Disclosing Party. SECTION III - BUSINESS

RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[]Yes XNo

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether retained or anticipated Address (subcontractor, attorney, paid or estimated.) NOTE: to be retained) lobbyist, etc.) "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

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

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 XNo [] 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

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

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any ofthe offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
- * any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited lo 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 entily); 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 lhe 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 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of

freedom of competition by agreement to bid a fixed price or otherwise; or

- c. made an admission of such conduct described in a. orb. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Parly has not given or caused to be given a gift, 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

Page 6 of 13

i

employees or to the general public, or (ii) food or drink provided in lhe course of official City business and having a retail value of less than S10 per recipient.

9. 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:

File #.	O201/	1 0652	Version:	1
CIIC #:	UZU 14	+-9002.	version:	- 1

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.

C. CERTIFICATION. OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is |){ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

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

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

meanings when used in this Part D.

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

[3 Yes __)(No * to Disclosing Party's best knowledge after reasonable inquiry

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, 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 interest and identify the nature of such interest:

Name Business Address Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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.

Page 8 of 13

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 (he following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI ~ CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.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"

Page 9 of 13

Activities".

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

File #: 02014-9652, version : 1	

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?

File #. 00044 0050 Manalani 4

[]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.)

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

[]Yes []No

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

[]Yes

[3 No

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

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

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

CIM Fund II), LP. a Delaware limited partnership by: CIM Fund III GP, LLC a California limited liability company

by:

its general partner

: gvz:

Eric Rubenfeld (Print or type name of person signing)

Vice President and Secretary (Print or type title of person signing)

">ncd and sworn to before me on (date) at County, (state).

Notary Public.

Commission expires:

Page 12 of 13

CALIFORNIA JURAT WITH AFFIANT STATEMENT

- •LTfJSee Attached Document (Notary to cross out lines 1-6 below)
- □ See Statement Below (Lines 1-6 to be completed only by document signer[s], not Notary)

Signature of Document Signer No 1

State of California County of 3I

File #: O2014-9652, Version	; 1
DEANA JEAN WALK Commis	sion # 1928343 Notary Public - Calilornia v^ ^/ Los Angeles County g My Comm. Expires Mar 12. 2015 ^ Signature of Document Signer No. 2 (if any)
	affirmed) before me on this %L day of Sif^mCzoH .
by Date Mo	nth Year
•	
	Name of Signer
proved to me on the basis of	satisfactory evidence to be the person who appeared before me (.)
	(and
(2)	
	Name of Signer
proved to me on the basis of	satisfactory evidence to be the person who appeared^Jgefore me.)
Signature of No _i ta\yYuSrtc'	
	OPTIONAL
Though the information below is n	ot required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal
Top of thumb here	and reattachment of this form to another document.
·	RIGHT THUMBPRINT ■ RIGHT THUMBPRINT OF SIGNER #1 ■ OF SIGNERS
Top of thumb here	
Further Description of Any Att	ached Document
TII T (5)	
Titlo or Type of Document:	

Signer(s) Other Than Named Above:

■asm

Document Date:

Number of Pages:

O 2010 National Notary Association • NationalNotary.org http://NationalNotary.org • 1-800-US NOTARY (1-800-876-6827) Itom*5B10

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Parmer 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 diereof is related to the mayor, any alderman, the cily clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section ILB.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 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entily or any person exercising similar authority.

Does the Disclosing Parly 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 fX 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 13

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: CIM

Fund III GP, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitt	ing this EDS is:
1. [] the Applicant OR	
	ect interest in the Applicant. State the legal name ofthe Applicant nterest: 108 North State Street (ChicagoLOwner,
3. [] a legal entity with a right of control (s which the Disclosing Party holds a right of	ee Section II.B.l.) State the legal name of the entity in control:
B. Business address ofthe Disclosing Party:	6922 Hollywood Blvd., 9 th Floor Los Angeles, CA 90028
C. <u>Telephone: 323-860-7458</u> <mailto:mregan@cimgroup.com></mailto:mregan@cimgroup.com>	Fa _{X:} 323-446-7109 Email: mregan@cimgroup.com
D. Name of contact person: Michael Regan	
E. Federal Employer Identification No. (if you	have one): ;
F. Brief description of contract, transaction of this EDS pertains. (Include project number and	r other undertaking (referred to below as the "Matter") to which d location of property, if applicable):
Signing of the Third Amendment to the 108 N	North State Street Redevelopment Agreement.
., ,,T, . , ~. , . G. Winch City agency or department is request	. ^,, Department of Housing and Economic ting this EDS? $rj>_{eve} _{0}p_{ment}$
If the Matter is a contract being handle complete the following:	ed by the City's Department of Procurement Services, please
Specification #	and Contract #
Daga 1 of 12	
Page 1 of 13	
SECTION II DISCLOSURE OF OWNERS	SHIP INTERESTS
A. NATURE OF THE DISCLOSING PARTY	<i>Y</i>
I. Indicate the nature of the Disclosing Par] Person] Publicly registered business corporation] Privately held business corporation	rty: jX Limited liability company [] Limited liability partnership [] Joint venture
] Sole proprietorship	Not-for-profit corporation

File #: O2014-9652, Version: 1					
] General partnership] Limited partnership] Trust		(Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)			
2. For legal entition	es, the slate (or for	reign country) of incorporation or organization, if applicable:			
3. For legal entities the State of Illinois as a		State of Illinois: Has the organization registered to do business in			
[] Yes	X No	[] N/A			
B. IF THE DISCLOSIN	NG PARTY IS A LEC	GAL ENTITY:			
-for-profit corporations members, write "no me If the entity is a gene partnership or joint ven	, also list below all me embers." For trusts, est eral partnership, limite ture, list below the na entity that controls the	all executive officers and all directors of the entily. NOTE: For not embers, if any, which are legal entities. If there are no such eates or other similar entities, list below the legal titleholder(s). In the partnership, limited liability company, limited liability me and title of each general partner, managing member, manager day-to-day management of the Disclosing Parly. NOTE: Each on its own behalf.			
Name Title					

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

Managing Member

Page 2 of 13

Officer List

Avraham Shemesh President and Treasurer Richard S. Ressler Vice President Charles E. Garner II Vice President

CIM Group, LP

Shaul Kuba Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

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

Name Business Address Percentage Interest in the

Disclosing Party

CIM Group, LP 6922 Hollywood Blvd., 9th Floor 100%

Los Angeles, CA 90028

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[] Yes rX No

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

File	#: (02014	-9652.	Version:	1
------	------	-------	--------	----------	---

Page 3 of 13

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

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?

[]Yes []No

B. FURTHER CERTIFICATIONS

I. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee

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

Page 4 of 13

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

authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 S10 per recipient.

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

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

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is X is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

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

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

File #: O2014-9652, Version : 1					
D. CERTIFICATIO	ON REGARDING INTEREST IN CIT	ΓY BUSINESS			
Any words or terms	s that are defined in Chapter 2-156 oft	the Municipal Code have the same			
	Page 7 o	f 13			
meanings when use	ed in this Part D.				
	his or her own name or in the name of	nicipal Code: Does any official or employee of the City have a of any other person or entity in the Matter? 's best knowledge after reasonable inquiry			
NOTE: If you chec Part E.	ked "Yes" to Item D.l., proceed to Ite	ems D.2. and D.3. If you checked "No" to Item D.1., proceed to			
employee shall hav purchase of any pro- legal process at the	pe a financial interest in his or her own operty that (i) belongs to the City, or (suit of the City (collectively, "City P	bidding, or otherwise permitted, no City elected official or name or in the name of any other person or entity in the (ii) is sold for taxes or assessments, or (iii) is sold by virtue of roperty Sale"). Compensation for property taken pursuant to the cial interest within the meaning of this Part D.			
Does the Matter inv	volve a City Property Sale?				
[] Yes	[] No				
•	ked "Yes" to Item D.l., provide the na such interest and identify the nature o	imes and business addresses of the City officials or f such interest:			
Name	Business Address	Nature of Interest			

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

Page 8 of 13

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to (he Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent aud 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 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 even t that materially affects the accuracy of the statements and

File #: O2014-9652, Version:	1
information set forth in para	graphs A.l. and A.2. above.
(c)(4) of the Internal Reve	y certifies that either: (i) it is not an organization described in section 501 nue Code of 1986; or (ii) it is an organization described in section 501(c) Code of 1986 but has not engaged and will nol engage in "Lobbying Page 9 of 13
Activities".	
substance to paragraphs A.l the Disclosing Party must m	by is the Applicant, the Disclosing Party must obtain certifications equal in form and an anitain all such subcontractors' certifications for the duration of the Matter and the promptly available to the City upon request.
B. CERTIFICATION REG.	ARDING EQUAL EMPLOYMENT OPPORTUNITY
-	nded, federal regulations require the Applicant and all proposed subcontractors to nation with their bids or in writing at the outset of negotiations.
Is the Disclosing Party the A	Applicant?
[]Yes []No If "Yes," answ	wer the three questions
below:	
regulations? (See 41 CFR P	and do you have on fde affirmative action programs pursuant to applicable federal art 60-2.) [] No
<u> </u>	the Joint Reporting Committee, the Director of the Office of Federal Contract the Equal Employment Opportunity Commission all reports due under the applicable
opportunity clause?	d in any previous contracts or subcontracts subject to the equal [] No

Office of the City Clerk Page 109 of 728 Printed on 5/20/2022

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

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

The Disclosing Parly understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicaKO.org/Ethics http://www.cityofchicaKO.org/Ethics. and may also be obtained from the City's Board of Ethics, 740 NT.

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

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

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the Cily. This includes, but is nol limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parlies List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.I. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

CIM Fund III GP, LLC a California limited liability company ""

By:

(Sign here)

Eric Rubenfeld (Print or type name of person signing)

Vice President and Secretary (Print or type title of person signing)

SlgTVcd^rid sworn to before me on (date) at ^..County, (state).

File #: O2014-9652, Version: 1		
	Notary Public.	
	Page 12 of 13	
CALIFORNIA JURAT WITH AFFIANT STAT	-	government code § 8202
•GpSee Attached Document (Notary to cros be completed only by document signer[s], r	ss out lines 1-6 below) □ See not Notary)	Statement Below (Lines 1-6 to
Signature of Document Signer No. 2 (if any)		
State of California County of		
A" U-V DEAN A JEAN WALK J^TfX Commission # 1928343 Z&&Jma Notaf y Pub,ic ■ Cali,ornia S \r>r'tf ^fj Los Angeles County	Expires Mar 12 20t5j,	
Place Notary Seal Above		
Subscribed and sworn to (or affirmed) before me	on this tie day of	
(1) f^&6 QjjkiLv\fcLa	Name of Signer	
proved to me on the basis of satisfactory evidence	ce to be the person who appo (and	eared before me (.) f^jQ
. (2)	Name of Signer	
proved to me on the basis of satisfactory evidence	ce to be the person who-app	eared before me.)

File #: O2014-	9652, Version: 1	
Signature	Signature offJotary Public	
l		
1		
	OPTIONAL	
Though the infor	mation below Is not required by law, il may prove valuable to persons relying on the document and could prevent fraudulent ro and reattachment of this form to another document. RIGHT THUMBPRINT OF SIGNER #1	emoval
Top of thumb liere Top of thumb here	RIGHT THUMBPRINT OF SIGNER #2	
Further Desc	cription of Any Attached Document	
Title or Type of D	Document:	
_ Number of Pages:		
Signer(s) Other 1	Than Named Above:	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

Item 45910

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

O 2010 National Notary Association > NatlcnalNotary.org http://NatlcnalNotary.org • 1-000-US NOTARY (1 -600-876-6827)

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as ofthe 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 cily clerk, die 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 Parly is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[] Yes |X No

If yes, please identify below (1) lhe name and litle of such person, (2) the name of the legal entity to which such person is connected; (3) the name and litle 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 13

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: CIM

Group, LP

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant OR
- 2. Q{ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: 108 North State Street (Chicago) Owner,

File #: O2014-9652, Version: 1	
OR LLC 3. [] a legal entity with a right of control (see which the Disclosing Party holds a right)	ee Section II.B.l.) State the legal name of the entity in control:
B. Business address of the Disclosing Party:	6922 Hollywood Blvd., 9 th Floor Los Angeles, CA 90028
C. <u>Telephone:</u> 323-860-7458 <mailto:mregan@cimgroup.com></mailto:mregan@cimgroup.com>	Fax: 323-446-7109 Email: mregan@cimgroup.com
D. Name of contact person: Michael Regan	
E. Federal Employer Identification No. (if you	have one):
F. Brief description of contract, transaction or this EDS pertains. (Include project number and Signing of the Third Amendment to the 108 North	
", •, G. Which City agency or department is requesti	"^", Department of Housing and Economic ing this EDS? $rj_{eve} _0p_{men}t$
If the Matter is a contract being handled complete the following:	d by the City's Department of Procurement Services, please
Specification #	and Contract #
Page 1 of 13	
SECTION II - DISCLOSURE OF OWNERSH	IIP INTERESTS
[] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [X Limited partnership	PARTY 1. Indicate the nature of the Disclosing Party: [] [] [] [] [] [] [] []

Limited liability company

File #: O2014-9652, Ver	sion: 1
Limited liability partn Joint venture Not-for-profit corpora die not-for-profit corpo [] Yes Other (please specify)	
California	ies, the state (or foreign country) of incorporation or organization, if applicable s not organized in the State of Illinois: Has the organization registered to do business in a foreign entity?
[] Yes	f^No i]N/A
B. IF THE DISCLOSI	NG PARTY IS A LEGAL ENTITY:
not-for-profit corporat members, write "no m If the entity-is a ger partnership or joint ver or any other person or	full names and titles of all executive officers and all directors of the entity. NOTE: For ions, also list below all members, if any, which are legal entities. If there are no such embers." For trusts, estates or other similar entities, list below the legal titleholder(s). heral partnership, limited partnership, limited liability company, limited liability nture, list below the name and litle of each general partner, managing member, manager entity that controls the day-to-day management of the Disclosing Parly. NOTE: Each we must submit an EDS on its own behalf.
Name Title CIM Management, Inc.	General Partner
-	he following information concerning each person or entity having a direct or indirect luding ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interes

include shares in a corporat ion, partnership interest in a partnership or joint venture,

Page 2 of 13

Officer List

Avraham Shemesh

President and Treasurer

Richard S. Ressler Vice President
Charles E. Garner II Vice President
Shaul Kuba Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

Terry Wachsner Vice President Kelly Eppich Vice President

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

Name Business Address Percentage Interest in the

Disclosing Party

CIM Group, LLC 6922 Hollywood Blvd., 9th Floor 100%

Los Angeles, CA 90028

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[] Yes X No

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

File #: O2014-9652. Version:	•	on:	ersio/	V	652	-9	14	20	\circ	#:	File	١
------------------------------	---	-----	--------	---	-----	----	----	----	---------	----	------	---

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 13

Name (indicate whether Business retained or anticipated Address to be retained)
Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)
Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

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

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

fXNo [] 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

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or

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

Page 4 of 13

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

common control of another person or entity;

• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any stale or ofthe United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of die following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
 - 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or



caused to be given a gift, 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

Page 6 of 13

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 \$10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- [] is Oi^{1S not}
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 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 Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of diem will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the Cily."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-45 5(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

File	#: (02014	-9652.	Version:	1
------	------	-------	--------	----------	---

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

i

meanings when used in this Part D.

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

[] Yes

X No * to Disclosing Party's best knowledge after reasonable inquiry

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, 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~bV£m"ployees having such interest and identify the nature of such interest:

Name Business Address Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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.

Page 8 of 13

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 diose 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 pudjoses of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means dial NO persons or entities registered under the Lobbying Disclosure Act of 1995 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 iu Paragraph A. 1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.
- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.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 not engage in "Lobbying"

Page 9 of 13

Activities".

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?

[]Yes [JNo 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?

File #:	ile #: O2014-9652, Version: 1				
[]	Yes	[] No			
	Have you participat rtunity clause?	ted in any previous contracts or subcontracts subject to the equal			
[]	Yes	[j No			
If voi	ı checked "No" to qu	estion 1. or 2. above, please provide an explanation:			

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

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of diese ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any infonnation submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

usc, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parlies List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason lo believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

CIM Group, LP. a California limited partnership by: CIM Management, Inc. A California corporation its general partner *by: jz*~

Eric Rubenfeld (Print or type name of person signing)

Vice President and Secretary (Print or type title of person signing)

Signted.aiid sworn to before me on (date) at County,

Commission expires:

Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any 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 U.B. 1 .a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company, (2) all principal officers of the Disclosing Party; and (3) any person having more than

a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[] Yes [X No

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 13

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: CIM Management, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant OR
- 2. (X a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: 108 North State Street (Chicago) Owner, OR LLC
- 3. [] a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9.h Floor
 Los Angeles, CA 90028

C. Telephone: 323-860-7458 Fax: 323-446-7109 Email: mregan@cimgroup.com

File #: O2014-9652, Version: 1	
<mailto:mregan@cimgroup.com></mailto:mregan@cimgroup.com>	
D. Name of contact person: Michael	Regan
E. Federal Employer Identification N	Io. (if you have one): /_
•	saction or other undertaking (referred to below as the "Matter") to which umber and location of property, if applicable):
Signing of the Third Amendment to the	e 108 North State Street Redevelopment Agreement.
"""., " G. Which City agency or department	. Department of Housing and Economic is requesting this EDS? [) $_{eve} _{0}p_{ment}$
If the Malter is a contract being complete the following:	ng handled by the City's Department of Procurement Services, please
Specification #	and Contract #
Page 1 of 13 SECTION II - DISCLOSURE OF C	OWNERSHIP INTERESTS
A. NATURE OF THE DISCLOSIN	G PARTY
1. Indicate the nature of the Disc [] Person [] Publicly registered business corporation (X Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	[] Limited liability company oration [] Limited liability partnership
2. For legal entities, the state California	(or foreign country) of incorporation or organization, if applicable:
3. For legal entities not organize the Stale of Illinois as a foreign entit	d in the State of Illinois: Has the organization registered to do business in y?
[]Yes [XNo [J	N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

Name Title See Schedule I

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

Page 2 of 13

Officer List

Avraham Shemesh President and Treasurer

Richard S. Ressler Vice President
Charles E. Garner II Vice President
Shaul Kuba Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

Terry Wachsner Vice President Kelly Eppich Vice President

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

Name Business Address Percentage Interest in the

Disclosing Party

CIM Group, LLC 6922 Hollywood Blvd., 9th Floor 100%

Los Angeles, CA 90028

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[]Ycs XNo

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

SECTION IV DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

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

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

Business Relationship to Disclosing Party Fees (indicate whether paid or estimated.) NOTE: lobbyist, etc.)

not an acceptable response.

File #: O2014-9652, V	ersion: 1	
(Add sheets if necessa	ry)	
Oi Check here if th	e Disclosing	g Party has not retained, nor expects to retain, any such persons or entities.
SECTION V - CERTI	FICATIONS	
A. COURT-ORDERE	ED CHILD S	UPPORT COMPLIANCE
•		2-92-415, substantial owners of business entities that contract with the City must ild support obligations throughout the contract's term.
· -	-	irectly owns 10% or more ofthe Disclosing Party been declared in arrearage on any inois court of competent jurisdiction?
[] Yes	jX No	[] No person directly or indirectly owns 10% or more of the Disclosing Party.
If "Yes," has the perso compliance with that a		o a court-approved agreement for payment of all support owed and is the person in
[] Yes	[] No	
R FURTHER CERTI	IFICATIONS	

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged wilh, 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 1 is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some fiveyear compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - 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;
 - have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense,

adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or 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, state or local) with committing any ofthe offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3,4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including lhe City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entily 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 A ffiliated Entity or any other official, agent or employee ofthe Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant lo the direction or authorization of a responsible official ofthe Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

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

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or

of any state or local government in the United States of America, in that officer's or employee's official capacity;

- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of compedtion by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any ofthe following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not givon or caused to be given a gift, 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

Page 6 of 13

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 S10 per recipient.

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

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

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is Oi is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of lhe Municipal Code have the same

Page 7 of 13

meanings when used in this Part D.

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

[3 Yes X No * to Disclosing Party's best knowledge after reasonable inquiry

NOTE: If you checked "Yes" to Item D.Iproceed to Items D.2. and D.3. If you checked "No" to Item D.L,

File #: O2014-9652, Version	File #: O2014-9652, Version: 1				
proceed to Part E.					
or employee shall have a in the purchase of any pro- by virtue of legal process	financial interest in his or hoperty that (i) belongs to the at the suit of the City (colle	ive bidding, or otherwise permitted, no City elected official ner own name or in the name of any other person or entity e 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 involve	a City Property Sale?				
[] Yes	[] No				
-	es" to Item D.L, provide the natural rest and identify the natural	e names and business addresses of the City officials or are of such interest:			
Name	Business Address	Nature of Interest			

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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.

Page 8 of 13

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Parly 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 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.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 not engage in "Lobbying"

Page 9 of 13

Activities".

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 Malter and must make such certifications promptly available to the City upon request.

File #: O2014-9652, Version: 1	
B. CERTIFICATION REGARD	DING EQUAL EMPLOYMENT OPPORTUNITY
_	, federal regulations require the Applicant and all proposed subcontractors to submit the bids or in writing at the outset of negotiations.
Is the Disclosing Party the Appl	icant?
[]Yes [JNo If "Yes," answer to	the three questions below:
regulations? (See 41 CFR Part 6	d do you have on file affirmative action programs pursuant to applicable federa 0-2.) No
[] ies	INO
· ·	oint Reporting Committee, the Director of the Office of Federal Contract Compliance
	nent Opportunity Commission all reports due under the applicable filing requirements?
[] Yes []	No

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

[] Yes [] No

If you checked "No" to question I. or 2. above, please provide an explanation:

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

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

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.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.orfl/Elhics http://www.cityofchicago.orfl/Elhics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L! and F.2. above and will not/without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or caunot provide truthful certifications.

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

CERTIFICATION

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

CIM Management Inc., a California corporation

By:
$$<$$
£T" $^$ -
(Sign here)

Eric Rubenfeld (Print or type name of person signing)

Vice President and Secretary (Print or type title of person signing)

"Signed and sworn to before me on (date)

County, (slate).

""""-^ Notary Public.

Commission expires:

Page 12 of 13

GOVERNMENT CODE § 8202

CALIFORNIA JURAT WITH AFFIANT STATEMENT

- ■f^See Attached Document (Notary to cross out lines 1-6 below)
- □ See Statement Below (Lines 1-6 to be completed only by document signer[s], not Notary)
- State of California County of

Signature of Document Signer No. 2 (If any)

Yoo,

at

Subscribed and sworn to (or affirmed) before me

File #: O2014-9652, Version:	File #:	O2014-9652	Version:	1
------------------------------	---------	------------	----------	---

on this day of

by

Nama of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me (.) My Comm Expires Mar 12. 2015 £ (2),

(and Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared_rjefore me.)

Place Notary Seal Abovo

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form lo another document.

Top of thumb here

RIGHT THUMBPRINT ■ RIGHT THUMBPRINT OF SIGNER #1 ■ OF SIGNER #2

Top of thumb here

Further Description of Any Attached Document

Title or Type of Document

Document Date: Number of Pages:

Signers) Other Than Named Above:.

©21)10 National Notary Association • NationalNotary.otg • 1 -800-US NOTARY (1 -800-876-6827)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any 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 DLB. La., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if die Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party, and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[] Yes [X No

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 13

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: CIM

Group, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant OR
- 2. Oi a legal entity holding a direct or indirect interest in the Applicant. State die legal name of the Applicant in which the Disclosing Party holds an interest: 108 North State Street (Chicago) Owner,

OR LLC

File #: O2014-9652, Version: 1					
3. [] a legal entity with a right of control (se which the Disclosing Party holds a right).) State the legal	name of	the entity in	
B. Business address of die Disclosing Party:	6922 Hollywoo Los Angeles, CA	od Blvd., 9 th Floo A 90028	r		
C. Telephone: 323-860-7458 <mailto:mregan@cimgroup.com></mailto:mregan@cimgroup.com>	Fax:	323-446-7109	Email:	mregan@cimgro	up.com
D. Name of contact person: Michael Regan					
E. Federal Employer Identification No. (if you	have one): J				
F. Brief description of contract, transaction or this EDS pertains. (Include project number and		U (the "Matter") to	which
Signing of the Third Amendment to the 108 North	State Street Red	evelopment Agree	ement.		
_ ",, · , _ · G. Which City agency or department is requesti		epartment of Hou	sing and E	Economic	
If the Matter is a contract being handled complete the following:	d by the City's	s Department o	f Procure	ement Services,	please
Specification # .	and Contract	:#			
D 1 . £12					

Page 1 of 13

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

] Person
] Publicly registered business corporation
] Privately held business corporation
] Sole proprietorship
] General partnership
] Limited partnership
] Trust
X Limited liability company
[] Limited liability partnership
[] Joint venture
[] Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?

File #: O2014-9652, Version: 1					
[] Yes [] Other (please s					
C		ountry) of incorporation or organization, if applicable: Delaware state of Illinois: Has the organization registered to do business in			
die State of Illinoi	is as a foreign entity?				
[] Yes	DC No	[] N/A			
B. IF THE DISCI	OSING PARTY IS A LEC	AL ENTITY:			
		all executive officers and all directors of the entity. NOTE: For rembers, if any, which are legal entities. If there are no such	ıot		

members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s). If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name CIM Holdings, Inc. Title Managing Member

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

Page 2 of 13

Officer List

Avraham Shemesh President and Treasurer Richard S. Ressler Vice President Vice President Vice President Shaul Kuba Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

Kelly Eppich Vice President

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

Name Business Address Percentage Interest in the

Disclosing Party

CIM Holdings, LLC 6922 Hollywood Blvd., 9th Floor 99.8%

Los Angeles, CA 90028

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[3 Yes M No

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

File #: O2014-9652, Version: 1

Page 3 of 13

Name (indicate whether	Business	Relationship to Disclosing Party	Fees (indicate whether
retained or anticipated	Address	(subcontractor, attorney,	paid or estimated.) NOTE:
to be retained)		lobbyist, etc.)	"hourly rate" or "t.b.d." is not an acceptable response.
			not an acceptable response.

(Add sheets if necessary)

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

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

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

Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, slate or local) with committing any ofthe offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil acrion, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3,4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Oflier 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 13

i

j

! j

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of die federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting widi any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any ofthe following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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 Citit-r.

Page 6 of 13

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 S10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

File #: O2014-9652. Version:	•	on:	ersio/	V	652	-9	14	20	\circ	#:	File	١
------------------------------	---	-----	--------	---	-----	----	----	----	---------	----	------	---

- 1. [] is Oi is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

meanings when used in this Part D.

In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
 [1 Yes
 \(\text{No * to Disclosing Party's best knowledge after reasonable inquiry} \)

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., 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?

File #: O2014-9652	, Version: 1		
[} 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 interest and identify the nature of such interest:

Name Business Address Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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.

Page 8 of 13

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add

File #:	O2014-9652,	Version:	1
---------	-------------	----------	---

sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.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 not engage in "Lobbying

Page 9 of 13

Activities".

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 infonnation with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

[]Yes []No If "Yes," answer the three questions

File #:	O2014-9652,	Version:	1
---------	-------------	----------	---

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.)

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?

[J Yes [3 No

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

[JYes [3 No

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

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

The Disclosing Party understands and agrees that:

A, The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line atwww.cityofchicaeo.org/Ethics http://atwww.cityofchicaeo.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N,

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

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the

Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of infonnation contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 ofthe Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

usc, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.J. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

File #: O2014-9652, Version:	1	
furnished to the City.		
CIM Group, LLC, a Delaware limited liability	7	
By:		
-(Sign	here).	Eric
Rubenfeld (Print or type name of person	on signing)	
Vice President & Secretary of person signing)	y (Print or type title	
Tiigned and sworn to before at """^^ County,		
t	Notary Public.	
Commission expires:	' .	

Page 12 of 13

CALIFORNIA JURAT WITH AFFIANT STATEMENT

-L^fJSee Attached Document (Notary to cross out lines 1-6 below)

□ See Statement Below (Lines 1-6 to be completed only by document signer[s], not Notary)

Signature ot Document Signer Nc. 1

DEANA J	EAN WALK Commission # 1928343
* V~^jy Los An 8e,es County 1	*<5?S> _{Mv} comm. Expires Mar 12, 20151,
Place Notary Sea	ıl Above
Month	
on by	
(1) f3#/6 dubLv	<i>,</i>
neared to see on the book	Name of Signer
proved to me on the basi	is of satisfactory evidence to be the person who appeared before me (.) pfi (and
(2)	• Name of Signer
proved to me on the basi Signature	s of satisfactory evidenco to be the person who appeared before me.)
	OPTIONAL
Though the information below is no	t required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of the
Top of thumb here	lorm to another document. RIGHTTHUMBPRINT ■ RIGHT THUMBPRINT OF SIGNER #1 ■ OF SIGNER #2
Top of thumb here	RIGHT HOWIDFRINT & RIGHT HOWIDFRINT OF SIGNER #1
Further Description	of Any Attached Document
Title or Type of Document:	-
. Number of Pages:	
Signer(s) Other Than Named	Above:
©2010 National NotaryASEOCiation-NaSo	cnalNotary.org http://NotaryASEOCiation-NaScnalNotary.org • 1-800-US NOTARY (1-8D0-876-BS27) Horn #5910
	CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT

County of M^ytM^

AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner diereof 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 KB. 1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[] Yes [XNo

If yes, please identify below {I) 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 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I GENERAL INFORMATION

File #: O2014-9652, Version: 1
A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: CIM Holdings, Inc.
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. Oi a legal entity holding a direct or indirect interest in the Applicant, State the legal name of the Applicant in which the Disclosing Party holds an interest: 108 North State Street (Chicago) Owner, OR LLC 3. [] a legal entity with a right of control (see Section II.B.L.) State the legal name of the entity in which the Disclosing Party holds a right of control: B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028
C. Telephone: 323-860-7458 Fax: 323-446-7109 Email: mregan@cimgroup.com mailto:mregan@cimgroup.com
D. Name of contact person: Michael Regan
E. Federal Employer Identification No. (if you have one):
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

Departmentof Housing and Economic

G. Which City agency or department is requesting this EDS? $D_{\text{eve}}|_{0}p_{\text{ment}}$

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

Specification # and Contract #

Page 1 of 13

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

File #: O2014-9652, Version: 1	
Indicate the nature of the Disclosing P Person Publicly registered business corporation Oi Privately held business corporation Sole proprietorship	[] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation
[] General partnership [] Limited partnership [] Trust	(Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign c	ountry) of incorporation or organization, if applicable: California
3. For legal entities not organized in the sof Illinois as a foreign entity?	State of Illinois: Has the organization registered to do business in the State
[]Yes XNo []N/A	
B. IF THE DISCLOSING PARTY IS A LEG	GAL ENTITY:
corporations, also list below all members, if a members." For trusts, estates or other similar If the entity is a general partnership, limite venture, list below the name and title of each	all executive officers and all directors of the entity. NOTE: For not-for-profit my, which are legal entities. If there are no such members, write "no entities, list below the legal titleholder(s). Ed partnership, limited liability company, limited liability partnership or joint general partner, managing member, manager or any other person or entity e Disclosing Party. NOTE: Each legal entity listed below must submit an
Name Title See Schedule I	

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

Page 2 of 13

Officer List

Avraham Shemesh President and Treasurer

Richard S. Ressler Vice President
Charles E. Garner II Vice President
ShaulKuba Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

Kelly Eppich Vice President

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

Name Business Address Percentage Interest in the

Disclosing Party

Richard Ressler 6922 Hollywood Blvd., 9th Floor 50.00%

Los Angeles, CA 90028

Avraham Shemesh 6922 Hollywood Blvd., 9th Floor 18.75%

Los Angeles, CA 90028

Sliaulkuba 6922" Hollywood Blvd^ 9th floor' ' ~ 18.75%

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[] Yes X No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

File #: O2014-9652, Vers	File #: O2014-9652, Version: 1				
_	-	n whether a disclosure is required under disclosure is required or make the	_		
		Page 3 of 13			
Name (indicate whether retained or anticipated to be retained)	r Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.		
(Add sheets if necessar	•				
Oi Check here if the	Disclosing	Party has not retained, nor expe	ects to retain, any such persons or		
entities. SECTION V C	ERTIFICAT	IONS			
A. COURT-ORDEREI	CHILD SU	PPORT COMPLIANCE			
<u>*</u>		92-415, substantial owners of busined rehild support obligations throughout	ess entities that contract with the City ut the contract's term.		
* *	•	ectly owns 10% or more of the Disc ations by any Illinois court of compe	•		
[] Yes iX		No person directly or indirectly own Disclosing Party.	ns 10% or more ofthe		
If "Yes." has the person	entered into	a court-approved agreement for pay	ment of all support owed and is the		

B. FURTHER CERTIFICATIONS

[] Yes

person in compliance with that agreement?

[] No

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is

the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee 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 Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Parly is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, stale 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, state or local) with committing any ofthe offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil acrion, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3,4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to

Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;

• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

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

- a. bribed or attempted lo bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any stale or ofthe United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any ofthe following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution dale of this EDS, an

employee, or elected or appointed official, of the Cily of Chicago.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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 Cily of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City

Page 6 of 13

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 S10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is ^ is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Parry pledges:

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

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

File	#:	$\Omega 20^{\circ}$	14-9652	Version:	1

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

meanings when used in this Part D.

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

[]Yes XNo

* to Disclosing Party's best knowledge after reasonable inquiry

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, 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 [JNo

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

Name Business Address Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose

below or in an attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

^ 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.

Page 8 of 13

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

SECTION VI ~ CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering

File #: O2014-9652, Version: 1	
into any cooperative agreement grant, loan, or cooperative agreement	at, or to extend, continue, renew, amend, or modify any federally funded contract, element.
	Il submit an updated certification at the end of each calendar quarter in which materially affects the accuracy of the statements and information set forth in e.
tbe Internal Revenue Code of	rtifies that either: (i) it is not an organization described in section 501(c)(4) of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal not engaged and will not engage in "Lobbying Page 9 of 13
Activities".	
to paragraphs A.l. through A.4. a	he Applicant, the Disclosing Party must obtain certifications equal in form and substance above from all subcontractors before it awards any subcontract and the Disclosing Party actors' certifications for the duration of the Matter and must make such certifications on request.
B. CERTIFICATION REGARD	ING EQUAL EMPLOYMENT OPPORTUNITY
•	federal regulations require the Applicant and all proposed subcontractors to submit the bids or in writing at the outset of negotiations.
Is the Disclosing Parly the Appli	cant?
[]Yes []No If "Yes," answer to	he three questions below:
regulations? (See 41 CFR Part 60	d do you have on file affirmative action programs pursuant to applicable federal 0-2.) No
•	oint Reporting Committee, the Director of the Office of Federal Contract Compliance nent Opportunity Commission all reports due under the applicable filing requirements? No
3. Have you participated in opportunity clause?	any previous contracts or subcontracts subject to the equal
[] Yes []	No
If you checked "No" to question	1. or 2. above, please provide an explanation:

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

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

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 lo the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicaRO.org/Ethics http://www.cityofchicaRO.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

File #	· O20	14-9652	Version:	1
--------	-------	---------	----------	---

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

CALIFORNIA JURAT WITH AFFIANT STATEMENT

government code § 8202

- ■CTjSee Attached Document (Notary to cross out lines 1-6 below)
- ☐ See Statement Below (Lines 1-6 to be completed only by document signer[s], not Notary)

Signature of Document Signer No. 1

State of California

County of L-OS> AnPytM^

DEANA JEAN WALK t Commission # 1928343 t Notary Public - California i Los Angeles County g MyComm Expires Mar 12, 2015J,

 $r\,W + V * \not\vdash W\,V\,W\,V\,V\,\not\vdash 9\,w^*.$

Place Notary Seal Above

Signature of Document Signer No. 2 (if any)

Subscribed and sworn to (or affirmed) before me

on this day of S&pfa+MCWr2p H.

Dato Month Year

by

Name ot Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me (.)

(and

<2)_ .
Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me.)

Signature

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal
and reattachment ot this form to another document.

Top of thumb hore

RIGHT THUMBPRINTH RIGHT THUMBPRINT OF SIGNER #1 ■ OF SIGNER #2

Top of thumb here

Further Description of Any Attached Document

Title or Type of Document:

. Number of Pages:

S Signor(s) Other Than Named Above:

© 2010 National Notary Association • National Notary.orp; • 1 -800-US NOTARY (1 -800-876-6827)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, die 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 ofthe 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 die 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 die Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

File #: O2014-9652, Version: 1	
[] Yes	[X No

If yes, please identify below (1) (he 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 13

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: CIM

Holdings, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant OR
- 2. Oi a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: 108 North State Street (Chicago) Owner, OR LLC
- 3. [] a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028
- C. Telephone: 323-860-7458 Fax: 323-446-7109 Email: mregan@cimgroup.com <mailto:mregan@cimgroup.com>
- D. Name of contact person: Michael Regan ^

File #: O2014-9652, Version: 1			
E. Federal Employ	yer Identification No. (if yo	ou have one): L ,	
-		or other undertaking (referred to below as the "Matter") to which ad location of property, if applicable);	
Signing of the T	hird Amendment to the 108	North State Street Redevelopment Agreement.	
"" - t ^- G. Which City age	ency or department is reque	. Department of Housing and Economic sting this EDS? $Q_{\text{eve}} _{0}p_{\text{ment}}$	
If the Matter complete the fo	_	led by the City's Department of Procurement Services, please	
Specification #		and Contract #	
Page 1 of 13			
SECTION II - DI	SCLOSURE OF OWNERS	SHIP INTERESTS	
A. NATURE OF	THE DISCLOSING PART	Y	
1. Indicate the	nature of the Disclosing Pa	arty:	
[] Person X Limited liability company			
[] Publicly registered business corporation [] Limited liability partnership			
[3 Privately held business corporation [] Solo proprietorship		[3 Joint venture [3 Not-for-profit corporation	
		(Is the not-for-profit corporation also a 501(c)(3))?	
[3 Limited partnership [] Yes [J No		[] Yes [J No	
[} Trust		[3 Other (please specify)	
2. For legal ent	ities, the state (or foreign c	ountry) of incorporation or organization, if applicable: Delaware	
2 5 1 1			
_	s as a foreign entity?	State of Illinois: Has the organization registered to do business in	
[]Yes	XNo	' N/A	
B. IF THE DISCI	OSING PARTY IS A LEC	GAL ENTITY:	

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

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

Name Title

CIM Holdings, Inc.

Managing Member

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

Page 2 of 13

Officer List

Avraham Shemesh President and Treasurer

Richard S. Ressler Vice President
Charles E. Garner II Vice President
Shaul Kuba Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

Kelly Eppich Vice President

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

Name Business Address Percentage Interest in the

Disclosing Party

CIM Holdings, Inc. 6922 Hollywood Blvd., 9th Floor 36.7%

Los Angeles, CA 90028

CIM Urban REIT Management, " 6922 Hollywood Blvd., 9th Floor 13.9%

Inc Los Angeles, CA 90028

Orchard Investments, LLC 6922 Hollywood Blvd., 9* Floor 13.5%

Los Angeles_r CA.90028

~CIM Group (CA), LLC ~ 6922 Hollywood Bivd., 9th Floor ~8.8%

Los Angeles, CA 90028

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

File :	#. ∩	201	4-9652	Version:	1

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

[] Yes X No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

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

Address (subcontractor, attorney, lobbyist, etc.)

Indicate whether paid or estimated.) NOTE:

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

(Add sheets if necessary)

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

2014-9652, Version: 1
2014-9652, Version: 1

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

Has any person who directly or indirectly owns 10% or more of the 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?

Γ.	Yes	Γ.] No
	1 00		1 1 10

B. FURTHER CERTIFICATIONS

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

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited lo 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 il, 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 13

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affdiated 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 lo bid a fixed price or otherwise; or

- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rolating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Parly understands and shall comply will the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, ofthe City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 S10 per recipient.

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

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

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is Oi is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

meanings when used in this Part D.

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

[] Yes

X No * to Disclosing Party's best knowledge after reasonable inquiry

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

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

File #: O2014-9652, Version: 1				
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 interest and identify the nature of such interest:				
Name	Business Address	Nature of Interest		

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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.

Page 8 of 13

2. The Disclosing Parly 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

I. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.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 not engage in "Lobbying"

Page 9 of 13

Activities".

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.

File #: O2014-9652, Version	: 1
Is the Disclosing Party the	Applicant?
[]Yes	[JNo -
If "Yes," answer the three	questions below:
1. Have you developed regulations? (See 41 CFR []Yes []No	and do you have on file affirmative action programs pursuant to applicable federal Part 60-2.)
•	the Joint Reporting Committee, the Director of the Office of Federal Contract the Equal Employment Opportunity Commission all reports due under the applicable [] No
3. Have you participat opportunity clause?	red in any previous contracts or subcontracts subject to the equal
[] Yes	[] No
If you checked "No" to au	estion 1. or 2. above, please provide an explanation:

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

The Disclosing Part}' understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

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 an}' contract or taking other action with respect lo the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line atwwwxityofchicago.org/Ethics http://atwwwxityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

I

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parlies List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L and F.2. above and will not, without the prior written consent of the Cily, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

```
CIM Holdings, LLC,
   a Delaware limited liability company
   By: CIM Holdings, Inc.,
        a California corporation, its manager
  By:
         (Sign here)
   Eric Rubenfeld
  (Print or type name of person signing)
   Vice President & Secretary (Print or type
  title of person signing)
^"STg-oed and sworn to before me on (date)
       """""__^
                       County,
                                                (state).
  at
                                                Notary Public.
  Commission expires:
                                                Page 12 of 13
```

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as ofthe 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 LLB.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 percent ownership interest in the Disclosing Party. "Principal officers" means die 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 13

STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

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

Investments, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is: L [3 the Applicant OR

- 2. Oi a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: 108 North State Street (Chicago) Owner, OR LLC
- 3. [] a legal entity with a right of control (sec Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028
- D. Name of contact person: Eric Rubenfeld
- E. Federal Employer Identification No. (if you have one): j
- F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

""..., Department of Housing and Economic G. Which City agency or department is requesting this EDS? $rj_{eve}|_{0}p_{ment}$

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

■■• Specification it and Contract #

Page 1 of 13

SECTION n -- DISCLOSURE OF OWNERSHIP INTERESTS

File #: O2014-9652, Version: 1	
	i
A. NATURE OF THE DISCLOSING PART	Y
1. Indicate the nature of the Disclosing Pa	arty:
] Person	(X Limited liability company
Publicly registered business corporation	[J Limited liability partnership
Privately held business corporation	[] Joint venture
Sole proprietorship	[] Not-for-profit corporation
] General partnership] Limited partnership	(Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No
Trust	[] Other (please specify)
2. For legal entities, the state (or fore	eign country) of incorporation or organization, if applicable:
California	
3. For legal entities not organized in the State of Illinois as a foreign entity?	State of Illinois: Has the organization registered to do business in
[]Yes X No []N/A	
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
for-profit corporations, also list below all mer members, write "no members." For trusts, esta If the entity is a general partnership, limited	all executive officers and all directors of the entity. NOTE: For not- mbers, if any, which are legal entities. If there are no such ates or other similar entities, list below the legal titleholder(s). d partnership, limited liability company, limited liability

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

Name Title

Orchard Capital Corp.

Managing Member

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

Page 2 of 13

Officer List

Richard S. Ressler

Zohar Loshitzer

Wice President

Vice President

Vice President

Vice President

Fric P. Rubenfeld

Secretary

Richard S. Ressler Chief Financial Officer

Neil M. Slavin Controller

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

Name Business Address Percentage Interest in die

Disclosing Party

Richard Ressler, along with four individual trusts, are the 100% owners of the Disclosing Party, with the four trusts owning more than 7.5% each.

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[] Yes (K No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action

File #: O2014-9652, Version	n: 1		
"Lobbyist" also means an	y person or	er than: (1) a not-for-profit entity, on entity any part of whose duties as we or administrative action.	- · · · · · · · · · · · · · · · · · · ·
•		whether a disclosure is required u City whether disclosure is required	
		Page 3 of 13	
Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary) fX Check here if the		Party has not retained nor ex	pects to retain, any such persons or
	_	•	peets to retain, any such persons or
entities. SECTION V - C			
A. COURT-ORDERED	CHILD SUI	PPORT COMPLIANCE	
<u> </u>		92-415, substantial owners of busing child support obligations throughout	ness entities that contract with the City out the contract's term.

Disclosing Party.

on any child support obligations by any Illinois court of competent jurisdiction?

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?

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage

[]No person directly or indirectly owns 10% or more ofthe

[] Yes]	No
--------	--	---	----

[]Yes

B. FURTHER CERTIFICATIONS

|XNo

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

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any ofthe offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3,4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another

person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;

• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

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

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

- 7. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Parly was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of die City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 \$10 per recipient.

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

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

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is ^ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

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

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

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

File #: O2014-9652, Version	n: 1	
	ord "None," or no respons	e appears on the lines above, it will be conclusively above statements.
D. CERTIFICATION RE	GARDING INTEREST I	N CITY BUSINESS
Any words or terms that a	arc defined in Chapter 2-1	56 ofthe Municipal Code have the same
	Page 7	of 13
meanings when used in this	s Part D.	
	er own name or in the name	unicipal Code: Does any official or employee of the City have a of any other person or entity in the Matter? by's best knowledge after reasonable inquiry
NOTE: If you checked "Ye Part E.	s" to Item D.l., proceed to It	ems D.2. and D.3. If you checked "No" to Item D.L, proceed to
employee shall have a finant purchase of any property th legal process at the suit of the	acial interest in his or her ow at (i) belongs to die City, or he City (collectively, "City l	bidding, or otherwise permitted, no City elected official or name or in the name of any other person or entity in the (ii) is sold for taxes or assessments, or (iii) is sold by virtue of Property Sale"). Compensation for properly taken pursuant to the cial interest within the meaning of this Part D.
Does the Matter involve a C	City Property Sale?	
[] Yes	[] No	
-	" to Item D.L, provide the nature of	ames and business addresses of the City officials or of such interest:
Name	Business Address	Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

Page 8 of 13

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 M ATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf ofthe Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf 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 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 Congre*g>a;Ti. officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

File #: O2014-9652, Version: 1
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 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 Page 9 of 13
Activities".
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 infonnation wilh dieir bids or in writing at the outset of negotiations.
Is the Disclosing Party the Applicant?
[]Yes []No If "Yes," answer the three questions
below:
1. Have you developed and do you have on file affirmative action programs pursuant to applicable federa 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?

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

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

[] No

[] No

[] Yes

[3 Yes

opportunity clause?

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

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.citvofchicago.org/Ethics http://www.citvofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to' those in F.L and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

Orchard Investments, LLC

by: Orchard Capital Corporation, its Manager

By:

(Print or type name of person signing) Secretary

(Print or type title of person signing) signed and sworn to before me on (date)

(Sign here) Eric Rubenfeld

at 1 "^{\wedge} County, (state).

-			
File #: O2014-96	652, Version: 1		
	"2^^	Notary Public.	
	2	rvotary r done.	
Commission ex	xpires:	•	
		Page 12 of 13	
CALIFORNIA	JURAT WITH AFF	IANT STATEMENT	government code § 82oz
f			
See Attach only by c	ed Document (Notar document signer[s], r	y to cross out lines 1-6 below) See not Notary)	Statement Below (Lines 1-6 to be completed
•			
1			
1\$ Signatur	re of Document Signer No. 1		
State of Californ	ia County of		
	•		1 00 to 9 \/th 1
4			<u>Los to&YtM,</u>
Place Notary Seal Above			
DEANA JEAN W	ALK Commission # 1928	343 Notary Public - California i Los Angeles	County *
Year		Signature of Document Signer No. 2	(if any)
Subscribed and	sworn to (or affirmed	d) before me	
	ay of		
Date Month	1		

File #: O2014-9652, Version: 1
by (1) (luhiȣL-La Name of Signer
proved to me on the basis of satisfactory evidence to be the person who appeared before me (.) £Jg (and
, , , Name of Signer proved to me on the basis of satisfactory evidence to be the person who appeared before me.)
Signature
OPTIONAL
Though the information below Is not required by law, It may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.
Further Description of Any Attached Document Document Date:
Title or Type of Document: Signcr(s) Other Than Named Above:
. Number of Pages:

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFTOAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

©2010 National Notary Association • NatlonalNotary.ora • 1-800-US NOTARY (1-800-676-6827)

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if as ofthe date diis 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 flJB.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 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[] Yes [X No

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 13

AFFIDAVIT OF OWNERSHIP OF ORCHARD INVESTMENTS, LLC

STATE OF CALIFORNIA
)SS.
COUNTY OF LOS ANGELES)

The undersigned affiant, being first duly sworn, on oath says, and also covenants with and warrants that Orchard Investments, LLC is 100% owned by Richard Ressler as an individual and four (4) individually named trusts that are set up for his family members as beneficiaries. The names of these trusts are to be kept private from the public record, but this affidavit is to ensure that such ownership is exactly as stated above.

That this instrument is made to induce, and in consideration of, signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

Dated this OZPTetMHHAb, 2014

Print Name: Richard Ressler. Orchard Investments. LLC

Itsj President

iribed and sworn to bdfore me this """gay^if. " 2014

CALIFORNIA JURAT WITH AFFIANT STATEMENT

completed only by document signers], nof Notary)

jj "ptf'See Attached Document (Notary to cross out lines 1-6 below) I HI See Statement Below (Lines 1-6 to be cc

```
Signature of Document Signer No 2 (H any)
on this
Subscribed and sworn to (or affirmed) before me
 2£> day of
                                             14 . jf
  Data
Nimo ol Signal
                   OEANA JEAN WALK
 Commission* 192B343
p*-4i«U Notary<sup>Public</sup> *Call,ornia
V^f**V Los Angeles County
          y'J Los Angeies uumuj ~ j NgBx M»Comrn Expires Mar
proved to me on the basis of satisfactory evidence | to be the person who appeared before me (.) (,) |
(2)_
                                                                 proved to me on the basis of satisfactory evidence to be the person who appeared before me.)
Slanaturew Notary Public
                                                         OPTIONAL
 Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.
                                                                 RIGHT THUMBPRINT ■ RIGHT THUMBPRINT OF SIGNER M ■ OF SIGNER =2
     Top of thumb here
      Further Description of Any Attached Document
      Title or Typo ot Document;
      Document Date
                                                       Numbor of Pages:
      Signor(s) Olher Than Named ADovo:
O 2010 National Notary Association • NztiorMlttctury.org <a href="http://NztiorMlttctury.org">http://NztiorMlttctury.org</a> • 1-BOD-US NOTARY (1-600-876-6827)
```

SECTION I - GENERAL INFORMATION

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

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

File #: O2014-9652, Version: 1	
in which the Disclosing Party holds an in OR LLC	rect interest in the Applicant. State the legal name of the Applicant interest: 108 North State Street (Chicago) Owner, see Section II.B.l.) State the legal name of the entity in control:
B. Business address ofthe Disclosing Party:	6922 Hollywood Blvd., 9 th Floor Los Angeles, CA 90028
C. Telephone: (323) 860-9542 mailto:erubenfeld@cimgroup.com	Fax: (323)372-3729 Email: erubenfeld@cimgroup.com
D. Name of contact person: Eric Rubenfeld	
E. Federal Employer Identification No. (if you	ı have one):
F. Brief description of contract, transaction of this EDS pertains. (Include project number and	r other undertaking (referred to below as the "Matter") to which d location of property, if applicable):
Signing of the Third Amendment to the 108 North	n State Street Redevelopment Agreement.
"""., ~. G. Which City agency or department is reques	,. Department of Housing and Economic ting this EDS? development
If the Matter is a contract being handle complete the following:	ed by the City's Department of Procurement Services, please
Specification #	and Contract #
Page 1 of 13	
SECTION II DISCLOSURE OF OWNERS	SHIP INTERESTS
A. NATURE OF THE DISCLOSING PARTY	Y
 Indicate the nature of die Disclosing Par Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership 	rty: [] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))?

File #: O2014-9652, Version: 1	
[] Limited partnership [] Trust	[J Yes [] No [] Other (please specify)
2. For legal entities, the s	state (or foreign country) of incorporation or organization, if applicable:
California	
3. For legal entities not organthe State of Illinois as a foreign	nized in the State of Illinois: Has the organization registered to do business in entity?
[]Yes X N	Io []N/A
B. IF THE DISCLOSING PART	ΓΥ IS A LEGAL ENTITY:

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

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

Name Title See Schedule I

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

Page 2 of 13

Officer List

Richard S. Ressler

Zohar Loshitzer

Wice President

Vice President

Vice President

Vice President

Vice President

Secretary

Richard S. Ressler

Chief Financial Officer

Neil M. Slavin

Controller

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

Name Business Address

Percentage Interest in the Disclosing Party

Orchard Capital Holdings Corp. 6922 Hollywood Blvd., 9th Floor 100%

Los Angeles, CA 90028

SECTION III-- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[]Yes 5(No

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

SECTION IV DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

File	#•	0201	14-9652	Version: 1	ı

Page 3 of 13

Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether retained or anticipated Address (subcontractor, attorney, to be retained)

Address (subcontractor, attorney, paid or estimated.) NOTE:

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

(Add sheets if necessary)

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

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

[] Yes rXNo [] 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

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

Page 4 of 13

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

Page 5 of 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a
 public officer or employee of the City, the State of Illinois, or any agency of the federal government or
 of any state or local government in the United States of America, in that officer's or employee's official
 capacity;
- b. agreed or colluded wilh other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-U2-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of U.S. Department of the Treasury or the Bureau of Industry and Security of U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To lie best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given ot caused to be given a gift, at any time during the 12-month period preceding the execution dale 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

Page 6 of 13

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 S10 per recipient.

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

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

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is Oi is ^{not}
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

F	ile	#:	O2014-9652,	V	ersi	ion:	1
---	-----	----	-------------	---	------	------	---

Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

meanings when used in this Part D.

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

[1 Yes X No * to Disclosing Party's best knowledge after reasonable inquiry

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

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit 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 UNo

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

Name Business Address Nature of Interest

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

E, CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

^ 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.

Page 8 of 13

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

SECTION VI» CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.l. and A.2. above.

File #: O2014-9652, \	Version: 1
ofthe Internal Reven	ng Party certifies that either: (i) it is not an organization described in section 501(c)(4) nue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internation of the Inter
Activities".	
substance to paragrethe Disclosing Party	sing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and aphs A.l. through A.4. above from all subcontractors before it awards any subcontract and y must maintain all such subcontractors' certifications for the duration of the Matter and retifications promptly available to the City upon request.
B. CERTIFICATIO	ON REGARDING EQUAL EMPLOYMENT OPPORTUNITY
If the Matter is fede	erally funded, federal regulations require the Applicant and all proposed subcontractors to g infonnation with their bids or in writing at the outset of negotiations.
Is the Disclosing Pa	arty the Applicant?
[3 Yes [JNo If "Y	Yes," answer the three questions
below:	
1. Have you dev regulations? (See 41 []Yes []No	eloped and do you have on file affirmative action programs pursuant to applicable federal CFR Part 60-2.)
•	ed with the Joint Reporting Committee, the Director of the Office of Federal Contract ms, or the Equal Employment Opportunity Commission all reports due under the applicable
[] Yes	[] No
opportunity clause?	
[3 Yes	[3 No

If you checked "No" to question 1. or 2. above, please provide an explanation;

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION,

COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.citvofchicago.org/Elhics http://www.citvofchicago.org/Elhics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

F.L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department

of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the Cily. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

Ī

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.I. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or caunot provide truthful certifications.

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

CERTIFICATION

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

Orchard Capital Corporation (Print or type name of Disclosing Party)

(Sign here)

Eric Rubenfeld (Print or type name of person signing)

Secretary

(Print or type title of person signing)

Sml O^cM (J

Signed,.and sworn to before me on (date)

File #: O	2014-9652, Version : 1
at	""^ County,
Commis	sion expires;
	D 10 010
CALIFO	Page 12 of 13 RNIA JURAT WITH AFFIANT STATEMENT government code § 8202
	See Attached Document (Notary to cross out lines 1-6 below) ee Statement Below (Lines 1-6 to be completed only by document signer[s], not Notary)
	Signature of Document Signer No. 1
State of	California County of
Place Notary S	Los AyWytM
	Signature ot Document Signer No. 2 (if any)
Subscrib	ed and sworn to (or affirmed) before me
on this	day of Date Month Year
proved to	Name of Signer me on the basis of satisfactory evidence to be the person who appeared before me (.) ^ (and
(2)	: Name ol Signer
proved to	me on the basis of satisfactory evidence to be the person who appeared before me.)

File #: O2014-9652, Version: 1					
Signature _j					
	OPTIONAL				
Though the information Mow is Top of thumb here Top of thumb hem	not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document. RIGHT THUMBPRINT ■ RIGHTTHUMBPRINT OF SIGNER #1 ■ OF SIGNER #2				
Further Description of Any Attached Document					
Title or Typo of Documer	nt:				
Document Dat9:	Number of Pages:				
Signer(s) Other Than Na	med Above:				

O 2010 National Notary Association • NationalNolary.org http://NationalNolary.org • 1-600-US NOTARY (1-800-B76-6027)

Item £5910

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any 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 TLB. 1, a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person

exercising similar authority.

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

[] Yes IX 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 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION IGENERAL INFORMATION

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

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is: L [] the Applicant OR

- 2. fX a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: 108 North State Street (Chicago) Owner, OR LLC
- 3. [] a legal entity with a right of control (see Section II.B.L) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028

File #: O2014-9652, Version: 1				
D. Name of contact pe	erson: Eric Rubenfeld			
E. Federal Employer Id	dentification No. (if you	ı have one):'		
-	, , , , , , , , , , , , , , , , , , ,	or other undertaking (referred to below as the "Matter") to which d location of property, if applicable):		
Signing of the Third An	nendment to the 108 Nort	h State Street Redevelopment Agreement.		
G. Which City agency	or department is reques	sting this EDS?,, Department of Housing and Economic		
	contract being handle	ed by the City's Department of Procurement Services, please		
Specification #		and Contract #		
A. NATURE OF THE	ness corporation	Y		
California	s not organized in the S	eign country) of incorporation or organization, if applicable state of llinois: Has the organization registered to do business in		
[]Ycs	XNo []N/A			
B. IF THE DISCLOSI	NG PARTY IS A LEG	AL ENTITY:		

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not

-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

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

Name Title See Schedule I

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

Page 2 of 13

Officer List

Richard S. Ressler President

Richard S. Ressler Chief Financial Officer

Eric P. Rubenfeld Secretary

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

Name Business Address Percentage Interest in the

Disclosing Party

Richard Ressler 6922 Hollywood Blvd., 9th Floor 100%

Los Angeles, CA 90028

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether retained or anticipated Address (subcontractor, attorney, paid or estimated.) NOTE: to be retained) lobbyist, etc.) "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

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

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	XNo	[] 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?

File #: O2014-9652, Version: 1

B. FURTHER CERTIFICATIONS

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

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or 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, state or local) with committing any ofthe offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. "The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a
 public officer or employee 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 a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 \$10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[] is Oi's not

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

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

meanings when used in this Part D.

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

[JYcs MNo

* to Disclosing Party's best knowledge after reasonable inquiry

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., 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 properly taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

File #: O2014-9652, Version:	: 1	
Does the Matter involve a	City Property Sale?	
[]Yes	[] No	
•	s" to Item D.l., provide the names terest and identify the nature of suc	and business addresses of the City officials or ch interest:
Name	Business Address	Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

Page 8 of 13

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

SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.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 not engage in "Lobbying Page 9 of 13

Activities".

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.

File #:	O2014-9652, Version	: 1
Is the	Disclosing Party the	. Applicant?
[] \	<i>Y</i> es	[J No
If "Yes	s," answer the three	questions below:
regulat	lave you developed ions? (See 41 CFR cs []No	and do you have on file affirmative action programs pursuant to applicable federal Part 60-2.)
Compl	iance Programs, or able filing requirement	the Joint Reporting Committee, the Director of the Office of Federal Contract the Equal Employment Opportunity Commission all reports due under the ents? [] No
	Have you participat unity clause?	ed in any previous contracts or subcontracts subject to the equal
[]	•	[] No
If you	checked "No" to qu	estion 1. or 2. above, please provide an explanation:

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

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Parly or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Parly and its Affiliated Entities will not

Page 11 of 13

CALIFORNIA JURAT WITH AFFIANT STATEMENT

government code § 8202

-EpSee Attached Document (Notary to cross out lines 1-6 below)

□ See Statement Below (Lines 1-6 to be completed only by document signerfs], not Notary)

Signature of Document Signer No. 1

State of California County of

Los thWytM*

File #: 02014-9652, Version: 1
DEAN A JEAN WALK Commission # 1926343 Notary Public - California z - vj^jjot Los Angeles County g
} v*ssw»*' MyComm Expires Mar 12, 2015
Plactf Notary Seal Above Signature of Document Signer No. 2 (if any)
Subscribed and sworn to (or affirmed) before me
on this day of Date Month Year by
Name of Signer
proved to me on the basis of satisfactory evidence to be the person who appeared before me (.) pft (and
(2) : : Name of Signer
proved to me on the basis of satisfactory evidence to be the person who appeared before me.)
Signature
ORTIONAL
OPTIONAL
Though the Infonnation belovs is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent remova and reattachment of this form to another document
Top of thumb here RIGHTTHUMBPRINTB RIGHT THUMBPRINT OF SIGNER #1 ■ OF SIGNER #2 Top of thumb here
Further Description of Any Attached Document
Title or Type of Document:
. Number of Pages:.
Signer(s) Other Than Named Above.
©'2010 National Notary Association • NalionalNotary.oro • 1-800-US NOTARY (1-BO0-876-6B27)

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: CIM

File #: O2014-9652, Version: 1	
Group (CA), LLC	
Check ONE of the following three	ee boxes:
Indicate whether the Disclosing I 1. [] the Applicant OR	Party submitting this EDS is:
• • • • • •	lirect or indirect interest in the Applicant. State the legal name of the Applicant ty holds an interest: 108 North State Street (Chicago) Owner,
3. [] a legal entity with a right which the Disclosing Party ho	of control (see Section II.B.l.) State the legal name of the entity in lds a right of control:
B. Business address of the Disclo	sing Party: 6922 Hollywood Blvd., 9 th Floor Los Angeles, CA 90028
C. Telephone: 323-860-745 <mailto:mregan@cimgroup.com></mailto:mregan@cimgroup.com>	
D. Name of contact person: Mich	ael Regan
E. Federal Employer Identification	on No. (if you have one):/
± ·	transaction or other undertaking (referred to below as the "Matter") to which et number and location of property, if applicable):
Signing ofthe Third Amendmen	t to the 108 North State Street Redevelopment Agreement.
G. Which City agency or departm	Department of Housing and Economic tent is requesting this EDS? $Q_{\text{eve}} _{0}p_{\text{ment}}$
If the Matter is a contract l complete the following:	being handled by the City's Department of Procurement Services, please
Specification #	and Contract #

Page 1 of 13

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

File #: O2014-9652, Version	ı : 1		
] Person] Publicly registered bus] Privately held business] Sole proprietorship] General partnership] Limited partnership] Trust	•	X Limited liability company [.} Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)	
2. For legal entities,	the state (or fore	eign country) of incorporation or organization, if applicable	e:
California			
3. For legal entities no the State of Illinois as a for	•	tate of Illinois: Has the organization registered to do business in	
[)Yes	XNo	[} N/A	
B. IF THE DISCLOSING	PARTY IS A LEG	AL ENTITY:	
not-for-profit corporations members, write "no memb If the entity is a general partnership or joint ventur	s, also list below all bers." For trusts, estal partnership, limited re, list below the nar- ity that controls the	all executive officers and all directors of the entity. NOTE: For members, if any, which are legal entities. If there are no such ates or other similar entities, list below the legal titleholder(s). d partnership, limited liability company, limited liability me and title of each general partner, managing member, manager day-to-day management of the Disclosing Party. NOTE: Each on its own behalf.	
Name Title Orchard Capit	al Corp. Manager		
2 Dlagge was ideal C	11 arriga i a fa arriga		
2. Please provide the fo	Discoving information	n concerning each person or entity having a direct or indirect	

Page 2 of 13

beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest

Officer List

include shares in a corporation, partnership interest in a partnership or joint venture,

Avraham Shemesh President and Treasurer

Richard S. Ressler

Charles E. Garner II

Shaul Kuba

Vice President

Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

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

Name	Business Address	Percentage Interest in the
		Disclosing Party
Richard Ressler	6922 Hollywood Blvd., 9,h Floor >7.5%	*
	Los Angeles,, CA 90028	۸
Avraham Shemesh	6922 Hollywood Blvd., 9* Floor >7.5%	*
	Los Angeles f CA 9002	8
Shaul Kuba "	" 6922 Hollywood Blvd.,"9* Floor >7!5%*	
_	Los Angeles, CA 90028	_

^{*} Collectively, Richard Ressler, Avraham Shemesh, and Shaul Kuba own 99.0% of the Disclosing Party.

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[]Yes XNo

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

File	#:	0201	14	-9652	V	ersion:	1

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 13

(Add sheets if necessary)

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

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

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

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

[] Yes [] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is

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

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.L of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) wilh committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have hot, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Parly, 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;

• 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 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a
 public officer or employee of the City, the State of Illinois, or any agency of the federal government or of
 any state or local government in the United States of America, in that officer's or employee's official
 capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any ofthe following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an

employee, or elected or appointed official, of the City of Chicago.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 \$10 per recipient.

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

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

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. []is ^(is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-45 5(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

File #: O2014-9652,	Version: 1	
	ne word "None," or no response appears sclosing Party certified to the above	ears on the lines above, it will be conclusively statements.
D. CERTIFICATION	REGARDING INTEREST IN CIT	Y BUSINESS
Any words or terms t	hat arc defined in Chapter 2-156 of	the Municipal Code have the same
	Pa	ge 7 of 13
meanings when use	ed in this Part D.	
	erest in his or her own name or in	Municipal Code: Does any official or employee of the City of the name of any other person or entity in the Matter? ty's best knowledge after reasonable inquiry
NOTE; If you chec proceed to Part E.	eked "Yes" to Item D.l., proceed t	o Items D.2. and D.3. If you checked "No" to Item D.1.,
or employee shall h in the purchase of a by virtue of legal p	have a financial interest in his or lany property that (i) belongs to the rocess at the suit of the City (coll	ive bidding, or otherwise permitted, no City elected official ner own name or in the name of any other person or entity e City, or (ii) is sold for taxes or assessments, or (iii) is sold ectively, "City Property Sale"). Compensation for property does not constitute a financial interest within the meaning
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	
•	ed "Yes" to Item D.l., provide the such interest and identify the natu	e names and business addresses of the City officials or are of such interest:
Name	Business Address	Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

_____1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

Page 8 of 13

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

SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf ofthe 'Disclosing Party with respect to the Matter.)

2. The Disclosing Parly has not spent and will not expend any federally appropriated funds to pay any

File	#:	0201	14	-9652	V	ersion:	1

person or entity listed in Paragraph A.L above for bis or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.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 not engage in "Lobbying Page 9 of 13

Activities".

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?					
[] Yes	[) No				
If "Yes," answer th	ne 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

I	Fil	حا	#•	Ω 201	14.	0652	١.	ersion:	1
ı		ı	#.	020	14	-9002.	v	CISIUII.	

3.	Have you participated in any	previous contracts or subcontracts subject to the equal
opport	unity clause?	
[]	Yes [] No	

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

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

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

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 Disclosmg Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking Cily contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Parly to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Parly and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parlies List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent ofthe City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

CIM Group (CA), LLC, a California limited liability company

By: <g~>_S
(Sign here)

Eric Rubenfeld signing)	d (Print or type name of per	rson	
Secretary			
(Print or type ti	tle of person signing)		
"Signed and swo	orn to before me on (date) County,	(state).	,
,		Notary Public.	
Commission ex	pires:		

Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the dale 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 TLB. La., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a

limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[] Yes LX 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 lo whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 13

CITY OF CHICAGO IICONOM IC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of lhe Disclosing Parly submitting this EDS. Include d/b/a/ if applicable: E.ON NA

Investments LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [] the Applicant

OR

2. ^ a-legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Parly holds an interest; 108 North State Street (Chicago) Owner,

OR LLC

- 3. [] a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
- 13. Business address of the Disclosing Party: 1013 Centre Road, Suite 407
 'Wilmington, Delaware 19805

File #: O2014	1-9652, Versi	on: 1				
C. Tele	ephone:	(3<#)W?-^OfcO	Fax:	(302)996-9080	Email:	d.brophy@eon-na.com
<mailto:d.bro< td=""><td>ophy@eon-na</td><td>a.com></td><td></td><td></td><td></td><td></td></mailto:d.bro<>	ophy@eon-na	a.com>				
D. Name of	contact perso	on: Deri's Brophy				
E. Federal E	mployer Iden	tification No. (if you h	ave onc):^			
	•	ontract, transaction or on the number and location of		•	low as the "M	Matter") to which this EDS
Signing of	the Third Ar	mendment to the 108	North Sta	ite Street Redevelo	oment Agree	ment.
agency or dep	partment is re	equesting this EDS? Qe	$_{\mathrm{ve}} _{0}p_{\mathrm{men}}t$	Department o	f Housing and	Economic G. Which City
If the Mar following:		tract being handled by	y the City's	s Department of Prod	curement Serv	vices, please complete the
Specificati	ion ii		and (Contract #		
Page 1 of 13						
SECTION	II DISCL	OSURE OF OWNE	RSHIP IN	TERESTS		
A. NATUF	RE OF THE	DISCLOSING PAR	TY			
] Person] Publicly Privately Sole pro	registered l)(Lin [] Lin [] Join [} No (Is the [] Ye	nited liability companited liability partners to venture t-for-profit corporate not-for-profit corporates [] No er (please specify)	ership ion	a 501 (c)(3))?

- 2, For legal entities, the stale (or foreign country) of incorporation oi oiganization, 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?

I] Yes

DflNo []N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

Name Title

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

Page 2 of 13

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

Name

Business Address

Percentage Interest in the Disclosing Party

C.ON M CfiP<Tf\l LLC lOllCfNTZeZb f0OZ

Sunt yo*)
Cull M)A)b TOM,

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[] Yes ^No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether retained or anticipated Address (subcontractor, attorney, to be retained)

Address (subcontractor, attorney, paid or estimated.) NOTE:

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

(Add sheets if necessary)

j)j Check here if the Disclosing Party has nol retained, nor expects lo retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

File	#:	Ω 20	14	-9652	ν	ersion:	1

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

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

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

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

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section TLB. 1. 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, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not: presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
- « any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using-substantially the same management, ownership, or principals as the ineligible entity); with respect to Contactors, 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 Paily, 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 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state, or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a 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 lo bid a fixed price or otherwise: or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

- d. violated the provisions of Municipal Code Section 2-92-610 (Living "Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as lhe offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any ofthe following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the I3ureau of Industry and Security ofthe U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Bntity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply will the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-3 56 (Governmental Ethics) of the Municipal Code.
- 7. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, all any time during the 12-month period preceding the execution dote of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Parly's knowledge alter reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, at any time during the 12-month period preceding the execution date of ihis EDS, lo 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

Page 6 of 13

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 \$ 10 per recipient

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

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

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

If rhc Disclosing Patty is unable to make this pledge because il or any of its affiliates (as defined in Section 2-32-455(5) of the Municipal Code) is a predatory lender within the meaning ol'Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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

D. CERTIFICATION REGARDING INTEREST IN CJTY BUSINESS

Any words or terms that are defined in Chapter 2-1 56 of lhe Municipal Code have the same

Page 7 of 13

meanings when used in this Part. J).

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

[] Yes ^fNo

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

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit ofthe City (collectively, "City Properly Sale"), Compensation for properly 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?

I] Yes []No

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

Name

Business Address

Nature of Interest

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

E. CERTIFICATION REG Alt DING 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 infonnation required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into wilh the City in connection with the Matter voidable by the City.

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

Page 8 of 13

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 Cily ajid 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

File #:	O2014-9652,	١	/ersion:	1
---------	-------------	---	----------	---

who have made lobbying contacts on behalf of the Disclosing Party wilh respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Pisclosing 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 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.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 not engage in "Lobbying"

Page 9 of 13

Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Parly must obtain certifications equal in form and substance to paragraphs A.l. 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 Manor is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with Lheir bids or in writing at the outset of negotiations.

Is the Disclosing Parly the Applicant?

[] Yes p^No If "Yes," answer lhe three questions

File #: O2014-9652, Versio	on:	1
----------------------------	-----	---

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.)

[]Ycs []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? [jYcs []No
- 3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

[]Yes

[] No

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

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

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

ı

contract of olher agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or olher City action, and are material inducements to the City's execution of any contract or taking other action wilh respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-1 64 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracis, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.oro/Ethics http://www.cityofchicago.oro/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which il is submitted may be rescinded or be void or voidable, and the City may

pursue any remedies under the contract or agreement (if nol rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration und 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 infonnation provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Parly 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 KDS.
- E. The information provided in this HDS must be kept current. In the event of changes, the Disclosing Parly must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by lhe Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed lo the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, properly laxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors lo use. any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If lhe Disclosing Party is the Applicant, the Disclosing Party will obtain frum any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent ofthe City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason lo believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any ofthe items in K1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized tu execute (his HDS

and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as ofthe date furnished to the City.

E.ON NA Investments LLC a Delaware limited liability company

(Sign here)

(Print or type name of person signing)

(Print or type title of person signing)

Signed and sworn to before me on (date) Sfc^Ve-r\loi<- ^0 j.tH, at KtW Cfcfr^c- County, ,,) tA &w t>t <- (state).

Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Parly" 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 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 lhan a 7.5 percent ownership interest in the

Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[JYes

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 13

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: CIM Group (CA),

LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [] the Applicant

OR

2. Oi a legal entity holding a director indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago)

OR Owner, LLC

- 3. [] a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028

C. Telephone: 323-860-7458 Fax: 323-446-7109 Email: mregan@cimgroup.com

File #: O2014-9652, Version	n: 1	
<mailto:mregan@cimgroup< th=""><th>.com></th><th></th></mailto:mregan@cimgroup<>	.com>	
D. Name of contact person	: Michael Regan	
E. Federal Employer Identif	fication No. (if you	have one):L
F. Brief description of cont pertains. (Include project nu		other undertaking (referred to below as the "Matter") to which this EDS of property, if applicable):
Signing of the Third Amen	dment to the 108 N	orth State Street Redevelopment Agreement.
O. Which City agency or de	epartment is requesti	. ,. Department of Housing and Economic ing this EDS? $rj_{\rm eve} _{0}p_{\rm ment}$
If the Matter is a contr following:	act being handled	by the City's Department of Procurement Services, please complete the
Specification #		and Contract #
ver. 01-01-12		Page I of 13
SECTION II - DISCLOSU	RE OF OWNERSH	IIP INTERESTS
A. NATURE OF THE DIS	CLOSING PARTY	
1. Indicate the nature of [] Person [] Publicly registered busin [] Privately held business of [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	ness corporation	jX 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, th	e state (or foreign co	ountry) of incorporation or organization, if applicable:
California		
3. For legal entities no business in the State of ll	_	tate ofIllinois: Has the organization registered to do ntity?
[] Yes	X No	[] N/A
B. IF THE DISCLOSING I	PARTY IS A LEGA	L ENTITY:

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

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

Name Title Orchard Capital Corp. Manager

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

Page 2 of 13

Officer List

Avraham Shemesh President and Treasurer

Richard S. Ressler Vice President
Charles E. Garner II Vice President
Shaul Kuba Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

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

Name	Business Address	Percentage Interest in the						
		Disclosing Party						
Richard Ressler	6922 Hollywood Blvd., 9th Floor >7.5%*	*						
	Los Angeles, CA 90028	_ w						
Avraham Shemesh	6922 Hollywood Blvd., 9 ^{lh} Floor >7.5%*	*						
r	_Los Angeles, CA 90028		r					
Shaul Kuba'"	6922 Hollywood BlvdT9 ^{tfi} FToor" ~ "	">7~S%*~"						
	Los Angeles, CA 90028	_		_	_	m	_	_

* Collectively, Richard Ressler, Avraham Shemesh, and Shaul Kuba own 99.0% of the Disclosing Party.

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[]Yes MNo

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether retained or anticipated Address (subcontractor, attorney, paid or estimated.) NOTE: to be retained) lobbyist, etc.) "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

File #: O2014-9	File #: O2014-9652, Version: 1						
Oi Check here	if the Disclosing	Party has not retained, nor expects to retain, any such persons or entities. SECTION V					
CERTIFICATI	ONS						
A. COURT-OF	RDERED CHILD	SUPPORT COMPLIANCE					
	*	on 2-92-415, substantial owners of business entities that contract with the City must child support obligations throughout the contract's term.					
	•	ndirectly owns 10% or more of the Disclosing Party been declared in arrearage on any Illinois court of competent jurisdiction?					
[] Yes	XNo	[] No person directly or indirectly owns 10% or more of the Disclosing Party.					
	e person entered h that agreement	into a court-approved agreement for payment of all support owed and is the person in					

B. FURTHER. CERTIFICATIONS

[] No

[]Yes

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

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records;

making false statements; or receiving stolen property;

- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any ofthe offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entily); 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 Pany, 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 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, all any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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 lo City

Page 6 of 13

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 \$10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[] is Oi^{1S not}

a "financial institution" as defined in Section 2-32-45 5(b) of the Municipal Code.

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

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

meanings when used in this Part D.

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

[]Ycs ft No * to Disclosing Party's best knowledge after reasonable inquiry

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, 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.

File #: O2014-9652	, Version: 1	
Does the Matter inv	rolve a City Property Sale?	
[] Yes	[] No	
•	ed "Yes" to Item D.L, provide the nauch interest and identify the nature o	ames and business addresses of the City officials or f such interest:
Name	Business Address	Nature of Interest
City official or emp		shibited financial interest in the Matter will be acquired by an
attachment to this E may make any conti the Disclosing Party slaveholder insurance	DS all information required by paragract entered into with the City in contant and any and all predecessor entities be policies during the slavery era (inc	arty checks 2., the Disclosing Party must disclose below or in an graph 2. Failure to comply with these disclosure requirements nection with the Matter voidable by the City. regarding records of investments or profits from slavery or cluding insurance policies issued to slaveholders that provided a, and the Disclosing Party has found no such records.
	I	Page 8 of 13

ı

_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

File	#:	0201	14-9652	Version:	1

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.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 not engage in "Lobbying"

Page 9 of 13

i

Activities".

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?

File #: O2014-9652, Version: 1
[]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 federa 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 die applicable filing requirements? []Yes []No
3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[]Yes []No
If you checked "No" to question 1. or 2. above, please provide an explanation:

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

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

i

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicaRO.org/Ethics http://www.cityofchicaRO.org/Ethics and may also be obtained from the City's

line at www.cityofchicaRO.org/Ethics http://www.cityofchicaRO.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may

pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter .1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 Tf the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. EJP.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements

File #: O2014-9652, Version: 1					
contained in this EDS and Appendix A	(if applicable) are true, accurate and complete as ofthe date furnished to the City.				
CIM Group (CA), LLC, a California limited liability company					
By: (Sign here)					
Eric Rubenfeld					
(Print or type name of person signing) (Print or type title of person signing)	Secretary				
at •^•^ County,	(state).				
	Notary Public.				
Commission expires:					

Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as ofthe 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 TLB. 1 .a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all

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

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

[]Yes [XNo

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 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Parly submitting this EDS. Include d/b/a/ if applicable: M-B37 Co-Investor,

LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant OR
- 2. Oi ^a legal entity holding a direct or indirect interest in lhe Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago)
 - OR Owner, LLC
- 3. [] 'a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028

File #: O2014-9652, Version: 1					
C. Telephone: 323-860-7458 <mailto:mregan@cimgroup.com></mailto:mregan@cimgroup.com>	F	Fax:	323-446-7109	Email:	mregan@cimgroup.com
D. Name of contact person: Michael Regan					
E. Federal Employer Identification No. (if you have	ve one): L,				
F. Brief description of contract, transaction or other which this EDS pertains. (Include project number	•	• `			er") to
Signing ofthe Third Amendment to the 108 North	State Street	Rede	velopment Agre	ement.	
^ ", . , G. which Ctty agency or department is requesting	 g this EDS? de		partment of Hous ment	sing and E	conomic
If the Matter is a contract being handled by following:	the City's De	epartn	nent of Procure	ment Serv	ices, please complete the
Specification #	and Contr	ract#			
Page 1 of 13					
1					
SECTION II - DISCLOSURE OF OWNERSHIP	INITEDECTO	1			
A. NATURE OF THE DISCLOSING PARTY	INTERESTS	•			
 Indicate the nature of the Disclosing Party: Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	X Limited li [] Limited li [] Joint vent [] Not-for-p	iabilit ture profit c or-pro	y partnership corporation a	lso a 501(c	e)(3))?

Office of the City Clerk Page 268 of 728 Printed on 5/20/2022

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 llinois: Has the organization registered to do business in the State of lllinois as a foreign entity?

j(Nc-[]N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

Name Title

M-B37 Co-Investor Manager, LLC

Managing Member

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

Page 2 of 13

Officer List

Avraham Shemesh President and Treasurer

Richard S. Ressler Vice President
Charles E. Garner II Vice President
Shaul Kuba Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

Kelly Eppich Vice President

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago

("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Percentage Interest in the Disclosing Party

55 City Centre Drive Suite 1000 Mississauga, Ontario L5B 1M3 Canada

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[] Yes)(No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

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

File #: O2014-96	S52 Version	 1	
to be retained)	oz, voidion.	lobbyist, etc.)	"hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if no	ecessary)		
fX Check here is	f the Disclosin	g Party has not retained, nor expects to	o retain, any such persons or entities. SECTION V -
CERTIFICATIO	ONS		
A. COURT-OR	DERED CHIL	D SUPPORT COMPLIANCE	
	•	tion 2-92-415, substantial owners of built child support obligations throughout	usiness entities that contract with the City must the contract's term.
		r indirectly owns 10% or more of the I y Illinois court of competent jurisdiction	Disclosing Party been declared in arrearage on any on?
[]Ycs	XNo	~{-]No person directly or indirect Disclosing Party.	ly owns 10% or more ofthe
If "Yes," has the compliance with	_		payment of all support owed and is the person in
[] Yes	[] No		
B. FURTHER C	CERTIFICATI	ONS	
terms (e.g., "doing doing business w person is current supervision for, a perjury, dishones understands and	ng business") a vith the City, the ly indicted or common criminal of sty or deceit agacknowledges	and legal requirements), if the Disclosing nen the Disclosing Party certifies as followard with, or has admitted guilt of, affense involving actual, attempted, or cannot an officer or employee of the Cit that compliance with Article I is a contract of the compliance with Article I is a contract of the Cit.	(i) (which the Applicant should consult for defined ng Party submitting this EDS is the Applicant and is llows: (i) neither the Applicant nor any controlling or has ever been convicted of, or placed under conspiracy to commit bribery, theft, fraud, forgery, try or any sister agency; and (ii) the Applicant ntinuing requirement for doing business with the pliance timeframe in Article I supersedes some five-

Page 4 of 13

year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in

Section II.B.l. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Parly, 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 13

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

Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or ofthe United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 \$10 per recipient.

9. 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:

File #: O2014-965	2. Version: 1
-------------------	---------------

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

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

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

meanings when used in this Part D.

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

[JYcs Xno * to Disclosing Party's best knowledge after reasonable inquiry

	File #: O2014-9652, Version:	1	

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., proceed to PartE.

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.

Γ.	Yes	Γ] No
	1 05	I .	1110

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

Name Business Address Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

X 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.

Page 8 of 13

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

SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.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 not engage in "Lobbying"

Page 9 of 13

Activities".

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.

File #: O2014-9652,	ersion: 1	
B. CERTIFICATION	REGARDING EQUAL EMPLOYMENT OPPORTUNITY	
	ly funded, federal regulations require the Applicant and all proposed subcontractors to subwith their bids or in writing at the outset of negotiations.	omit the
Is the Disclosing Par	the Applicant?	
[] Yes	[] No	
If "Yes," answer the	ree questions below:	
1. Have you de regulations? (See 41	loped and do you have on file affirmative action programs pursuant to applicabl FR Part 60-2.) [] No	e federal
•	with the Joint Reporting Committee, the Director of the Office of Federal Contract Complement Opportunity Commission all reports due under the applicable filing requirer [] No	
3. Have you par opportunity clause?	ipated in any previous contracts or subcontracts subject to the equal	
[] Yes	[] No	
If you checked "No"	question 1. or 2. above, please provide an explanation:	
SECTION VII - ACH PENALTIES, DISCI	NOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, OSURE	
The Disclosing Party	nderstands and agrees that:	

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at

1 aw 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 andVor upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by lhe City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

usc, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to' those in F.L. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

M-B37 Co-Investor, LLC a Delaware limited liability company

By:

(Sign here)

Eric Rubenfeld (Print or type name of person signing)

_(state). Notary Public,

Vice President and Secretary (Print or type title of person signing)

"Signed and sworn to before me on (date)

at """--v. x County,

Commission expires:

CALIFORNIA JURAT WITH AFFIANT STATEMENT

government code § 8202

ee Attached Document (Notary to cross out lines 1-6 below) See Statement Below (Lines 1-6 to be completed only by document signer[s], not Notary)

Signature of Document Signer No. 2 (If any)

File #: O2014-9652, Version : 1	
ΙΙ	
State of California	
County of t_DS M^YtMS>	
Ks&"-fy ^{Los Angeles} County <u>My Comm Expires Mar 12. :</u>	DEANA JEAN WALK Commission # 192B343 Notary Public - California
Place Notary Seal Above	
Subscribed and sworn to (or affir by	med) before me on this day of SIffallW:20 H . ^E > Date Month Year
	Name of Signer
proved to me on the basis ot satis	sfactory evidence to be the person who appeared before me (.)
(2)	
	Name of Signer
proved to me on the basis of sati	sfactory evidence to be the person who appeareri-before me.)
Signature	
	OPTIONAL
Though the information below is not red	quired by law, it may prove valuable to persons relying on the document and could prevent fraudulent remova
Top of thumb here RI Top of thumb hare	and reattachment of this form to another document. GHT THUMBPRINT ■ RIGHT THUMBPRINT OF SIGNERS ■ OF SIGNER #2
Further Description of Any Attached	d Document
THIg or Type of Document:	
Document Date:	Number of Pages: _
Signers) Other Than Named Above: .	
C 2010 National Nolary Association • NatlcnalN	lotary org • 1-800-US NOTARY (1-600-876-6827)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND

AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any 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 KB. La., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[] Yes (X No

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 13

File	#:	0201	14	-9652	ν	ersion:	1

STATEMENT AND AFFIDAVIT

SECTION I GENERAL INFORMATION

A.	Legal	l name of	the	Disclo	sing	Party	subi	nitting	this	EDS.	Include	d/b/a/	if a	pplica	able:	M-I	337	Co-	Invest	or

Manager, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [] the Applicant

OR

2. a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago)

OR Owner, LLC

- 3. [) a legal entity with a right of control (see Section II.B.l.) Stale the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028
- C. Telephone: 323-860-7458 Fax: 323-446-7109 Email: mregan@cimgroup.com <mailto:mregan@cimgroup.com>
- D. Name of contact person: Michael Regan
- E. Federal Employer Identification No. (if you have one):'
- F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

- ^ , , . , Department of Housing and Economic
- G. Which City agency or department is requesting this EDS.', evelopment

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

Specification # and Contract #

Page 1 of 13

File #: O2014-9652,	Version: 1	
SECTION II DISC	LOSURE OF OWNERSH	IP INTERESTS
A. NATURE OF TH	IE DISCLOSING PARTY	
] Person	ip iip	X Limited liability company Limited liability partnership Joint venture Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? Yes No Other (please specify)
2. For legal entition	es, the state (or foreign cou	entry) of incorporation or organization, if applicable: Delaware
3. For legal entiti ofIllinois as a foreign		te of Illinois: Has the organization registered to do business in the State
[]Yes	ft No	[3 N/A
B. IF THE DISCLOS	SING PARTY IS A LEGA	L ENTITY:
corporations, also lis	t below all members, if any	l executive officers and all directors of the entity. NOTE: For not-for-profit y, which are legal entities. If there are no such members, write "no ntities, list below the legal titleholder(s).

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

Name Title CIM Group, LP Sole Member

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

Page 2 of 13

Officer List

Avraham Shemesh President and Treasurer

Richard S. Ressler Vice President
Charles E. Garner II Vice President
Shaul Kuba Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

Kelly Eppich Vice President

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

Name Business Address Percentage Interest in the

Disclosing Party

CIM Group, LP 6922 Hollywood Blvd., 9th Floor 100%

Los Angeles, CA 90028

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[]Yes j>_No

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

SECTION IV DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf

File #: O2014-9652, Ver	sion: 1		
* =	, ,		d basis, or (2) himself. "Lobbyist" also means any ides undertaking to influence any legislative or
	-	n whether a disclosure is required un e is required or make the disclosure.	nder this Section, the Disclosing Party must
		Page 3 of 13	
Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary	y)		
Oi Check here if the Dis	sclosing Part	y has not retained, nor expects to re	etain, any such persons or entities. SECTION V -
CERTIFICATIONS			
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
_		92-415, substantial owners of busind support obligations throughout the	ess entities that contract with the City must contract's term.
	-	ectly owns 10% or more of the Disc ois court of competent jurisdiction?	losing Party been declared in arrearage on any
[]Yes C	KNo	[]No person directly or indirectly ov Disclosing Party.	wns 10% or more ofthe
If "Yes," has the person compliance with that ag		a court-approved agreement for pay	ment of all support owed and is the person in

B. FURTHER CERTIFICATIONS

['] No

[]Yes

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

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or 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 clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3,4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited lo 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 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or

appointed official, of the City of Chicago.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 \$10 per recipient.

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

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

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one) [] is |){isnot
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

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

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

File #: O2014-9652	2, Version: 1	
presumed that the I	Disclosing Party certified to the above	statements.
D. CERTIFICATIO	ON REGARDING INTEREST IN CI	TY BUSINESS
Any words or terms	s that arc defined in Chapter 2-156 of	he Municipal Code have the same
	Page 7 of	13
meanings when use	ed in this Part D.	
	his or her own name or in the name	icipal Code: Does any official or employee of the City have a of any other person or entity in the Matter? s best knowledge after reasonable inquiry
NOTE: If you chec Part E.	eked "Yes" to Item D.l., proceed to Ite	ems D.2. and D.3. If you checked "No" to Item D.l., proceed to
employee shall have purchase of any pro- legal process at the	pe a financial interest in his or her own operty that (i) belongs to the City, or (suit of the City (collectively, "City P	bidding, or otherwise permitted, no City elected official or name or in the name of any other person or entity in the ii) is sold for taxes or assessments, or (iii) is sold by virtue of roperty Sale"). Compensation for property taken pursuant to the cial interest within the meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	
<u> </u>	xed "Yes" to Item D.l., provide the na such interest and identify the nature o	mes and business addresses of the City officials or f such interest:
Name	Business Address	Nature of Interest
4. The Disclosin City official or emp	-	hibited financial interest in the Matter will be acquired by any
E. CERTIFICATIO	ON REGARDING SLAVERY ERA E	USINESS
attachment to this E	EDS all information required by parag	arly checks 2., the Disclosing Party must disclose below or in an raph 2. Failure to comply with these disclosure requirements nection with the Matter voidable by the City.

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.

Page 8 of 13

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

I. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.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

File #: O2014-9652, Version: 1	
Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of but has not engaged and will not engage in "Lobbying Page 9 of 13	f 1986
Activities".	
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 certifications promptly available to the City upon request.	such
B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY	
If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit following information with their bids or in writing at the outset of negotiations.	t the
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 regulations? (See 41 CFR Part 60-2.) [] Yes [] No	federal
2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Complian Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requireme []Yes []No	
3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause? [] Yes [] No	
If you checked "No" to question 1. or 2. above, please provide an explanation:	
SECTION VII ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE	
The Disclosing Party understands and agrees that:	

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any

Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is nol limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance fo those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

By:

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

M-B37 Co-Investor Manager, LLC a Delaware limited liability company

(Sign here)

Eric Rubenfeld
(Print or type name of person signing)

Vice President and Secretary (Print or type title of person signing)

Signed and sworn lo before me on (date) at County, (state).

Notary Public.

Commission expires:

Page 12 of 13

CALIFORNIA JURAT WITH AFFIANT STATEMENT

government code § 8202

- •GfJSee Attached Document (Notary to cross out lines 1-6 below)
- □ See Statement Below (Lines 1-6 to be completed only by document signer[s], not Notary)

Signature of Document Signer No. 2 (If any)

State of California

County of L_DS> M^ytJjjk

1

DEANA JEAN WALK
Commission # 1928343
Notary Public - California I
Los Angeles County ^

4 ^x*^ My Comm Expires Mar 12. 20151

Place Notary Seal Above

Subscribed and sworn to (or affirmed) before me on this _____ day of Slf\&y^20 H .

by

Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me (.) ^fi (and

(2)

Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me.) Signature

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Top of thumb here

RIGHT THUMBPRINT ■ RIGHT THUMBPRINT OF SIGNER *1 H OF SIGNER #2

Top of thumb here

Further Description of Any Attached Document

File #: O2014-9652, Version: 1					
Title or Type of Document:.					
. Number ot Pages:					
Signer(s) Other Than Named Above:.					
© 2010 National Notary Association • NationalNotary.org http://NationalNotary.org • 1-800-US NOTARY (1-800-876-6827)					
1					

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as ofthe 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 U.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 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[] Yes	(X No
--------	-------

If yes, please identify below (I) the name and title of such person, (2) the name of the legal entity to which such person

File	#:	0201	14-9652	Version:	1

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 13

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: Revenue Properties (U.S.), Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant
 - OR
- 2. ()(a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago)

OR Owner, LLC

- 3. [] a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: . 55 City Centre Drive, Suite 1000
 Mississauga, Ontario, Canada L5B 1M3
- C. Telephone: (905)281-5923 Fax: (905)281-5890 Email. bflynn@morguard.com

<mailto:bflynn@morguard.com>

- D. Name of contact person: Beverley G. Flynn
- E. Federal Employer Identification No. (if you have one):;

File #: O2014-9652, Version: 1			
F. Brief description of contract, transaction or pertains. (Include project number and location of	_	referred to below as the "Matter") to which the able):	s EDS
Signing of the Third Amendment to the 108 N	North State Street Re	edevelopment Agreement.	
G. Which City agency or department is request		Department of Housing and Economic lopment	
If the Matter is a contract being handled following:	by the City's Depa	rtment of Procurement Services, please compl	ete the
Specification #	and Contrac	:#	
Page 1 of 13			
•			
SECTION II - DISCLOSURE OF OWNERS	HIP INTERESTS		
A. NATURE OF THE DISCLOSING PARTY	7		
Indicate the nature of the Disclosing Par Person Publicly registered business corporation	ty: [] []		
[] Sole proprietorship [] General partnership [] Limited partnership	[] (Is	Privately held business corporation	[]
[] Trust	[]		
Limited liability company Limited liability part Not-for-profit corporation the not-for-profit corporation also a 501(c)(3))? [] Yes [] No Other (please specify)	-	re	

- 2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable: Delaware
- 3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[]Yes)(No [JN/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

Name Title

K. (Rai) Sahi President / Director

Paul Miatello Vice President / Treasurer / Director

Beverley G. Flynn Vice President / Secretary

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

Page 2 of 13

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

Name Business Address Percentage Interest in the

Disclosing Party

Revenue Properties 55 Gity Centre Drive, Suite 1000, 100%

Company Limited Mississauga, Ontario, Canada L5b

1M3

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[]Yes fjjNo

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

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

Address (subcontractor, attorney, paid or estimated.) NOTE:

lobbyist, etc.) "hourly rate" or "t.b.d." is nol an acceptable response.

(Add sheets if necessary)

jX 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

File #:	O2014-9652, Version	on:	1
---------	---------------------	-----	---

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

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

[]Yes XINo [] 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

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

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Parry is a legal entity, all of those persons or entities identified in Section II.B.l. of diis EDS:
 - a. arc not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obiain, 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; ot receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3,4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Olher Retained Parlies");
- 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 enlily;
- 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 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise: or
- c. made an admission of such conduct described in a. orb. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or

partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 \$10 per recipient.

9. 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:

Tf 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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is)(| is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

File #: O2014-9652, Version: 1
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None." or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.
D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS
Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same
Page 7 of 13
meanings when used in this Part D.
1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter? []Yes I^No
NOTE: If you checked "Yes" to Item D.1., proceed lo Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.
2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.
Does the Matter involve a City Property Sale?

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

[] No

[]Yes

File #: O2014-9652, Version: 1							
Name	Business Address	Nature of Interest					

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

X 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.

Page 8 of 13

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

File #: O2014-9652. Version:	•	on:	ersio/	V	652	-9	14	20	\circ	#:	File	١
------------------------------	---	-----	--------	---	-----	----	----	----	---------	----	------	---

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it wilt be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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 wi 11 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 au 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

Page 9 of 13

Activities".

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 lo submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

[] Yes [] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

[] Yes [] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance

Programs, or the	Equal Emploj'ment Opportu	nity Commission all reports due under the applicable filing requirements?
[] Yes	[] No	
3. Have you opportunity claus		contracts or subcontracts subject to the equal
fl Yes	[] No	

SECTION VD -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Parly understands and agrees that:

A. The certifications, disclosures, and acknowledgments conlained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and arc material inducements to the City's execution of any contract or taking other action with respect to the M atter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

- C. If the City determines that any infonnation provided in this EDS is false, incomplete or inaccurate, any contract or olher agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award lo the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with die public release of information contained in this EDS and also authorizes the City lo verify lhe accuracy of any infonnation submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of .13

use, nor permit their subcontractors to use. any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

Revenue Properties (U.S.), $hTC^{\Lambda\Lambda}$ ~) a Delaware corporation $fV^{\Lambda'\Lambda}S$

By: _____< (Sign her8

Beverley G. Flynn

(Print or type name of person signing) Secretary

(Print or type title of person signing)

ted and sworn to before me on (dale)
Pftf County, fOtfWt'o (state).

Notary Public.

Commission expires:

Page 12 of 13

4

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL KPXATK1NSH1PS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this F.DS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the ma3'or, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the folio whig, 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 H.B. La., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the

Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[]Yes IX 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 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Owner, LLC

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. I nclude d/b/a/ if applicable: Revenue Properties Company Limited

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant OR
- 2. ()(a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago)

3. [] a legal entity with a right of control (see Section II.B. 1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: . 55 CitY Centre Drive<Suite 1000
Mississauga, Ontario, Canada L5B 1M3

File #: O2014-9652, Version: 1			
C. Telephone: (905)281-5923 Fax: (905)281	<u>1-5890</u>	Email. bflynn@morguard.com	
<mailto:bflynn@morguard.com></mailto:bflynn@morguard.com>			
D. Name of contact person: Beverley G. Flynn			
E. Federal Employer Identification No. (if you ha	ave one): N/A		
F. Brief description of contract, transaction or opertains. (Include project number and location of	•	referred to below as the "Matter") to which this Eable):	DS
Signing of the Third Amendment to the 108	North State Stre	et Redevelopment Agreement.	
G. Which City agency or department is requesting		Department of Housing and Economic	
		tment of Procurement Services, please complete	the
Specification #	, and Contrac	t #	
Page 1 of 13			
SECTION II - DISCLOSURE OF OWNERSHIP	P INTERESTS		
A. NATURE OF THE DISCLOSING PARTY			
Indicate the nature of the Disclosing Party Person Publicly registered business corporation	7: [] []	Drivetaly held business componetion	г
[] Sole proprietorship [] General partnership [] Limited partnership [3 Trust	[J (Is	Privately held business corporation	
Limited liability company Limited liability partnership Joint venture Not-for-profit corporation the not-for-profit corporation also a 501(c)(3))? [] Yes [] No Other (please specify)			

File	#•	O201	4	-9652	V	ersion:	1

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Ontario, Canada

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?

f] Yes $X!^{N_0}$

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

Name Title

K. (Rai) Sahi President / CEO/ Director

Paul Miatello CFO / Director BeverleyG. Flynn Secretary/Director

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

Page 2 of 13

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-03.0 of the Municipal Code of Chicago ("Municipal.Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name Business Address Percentage Interest in the

Disclosing Party

Morguard Corporation 55 City Centre Drive, Suite 1000, 100%

Mississauga, Ontario, Canada L5b 1M3

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[]Yes ^JNp

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAIN EI) PARTIES

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

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

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

Page 3 of 13

Name (indicate whether retained or anticipated to be retained)

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

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

| lobbyist, etc.) | "hourly rate" or "t.b.d." is nol an acceptable response.

(Add sheets if necessary)

File #: O2014-9652,	Version:	1
---------------------	----------	---

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 SUPPORT COMPLIANCE

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

Has any person who directly or indirectly owns 10% or more of the Disclosing Parly 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?

B. FURTHER CERTIFICATIONS

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

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. arc not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting lo 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 of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have hoL, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Olher Retained Parlies");
- 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 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee 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 prospec tive bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

- c. made an admission of such conduct described in a. orb. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America thai contains the same elements as lhe offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Univerified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 \$10 per recipient.

9. 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:

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

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Parly (check one)
- 1. [] is)(is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32r455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156; of the Municipal Code have the same

Page 7 of 13

ť

meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter? nYes)(No

NOTE: If you checked "Yes" to Item D.L, proceed lo Ilems D.2. and D.3. If you checked "No" to Item D.L, 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 faxes or assessments, or (iii) is sold by virtue of

File #: O2014-9652, Version: 1		
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?		

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

Name Business Address Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

[] No

[]Yes

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

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

Page 8 of 13

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the M atter.)

- 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 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.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 not engage in "Lobbying"

Page 9 of 13

Activities".

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?

File #: O2014-9652	Version: 1	
[] Yes	[] No	
If "Yes," answer the	three questions below:	
1. Have you de regulations? (See 41	•	nave on file affirmative action programs pursuant to applicable federal
[] Yes	[] No	
•	•	ng Committee, the Director of the Office of Federal Contract Compliance unity Commission all reports due under the applicable filing requirements?
3. Have you pa opportunity clause?	rticipated in any previous	s contracts or subcontracts subject to the equal
	[] No	

SECTION Vn ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Parly understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

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 wilh all statutes, ordinances, and regulations on which this KDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances. Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

C. If the City determines that any infonnation provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other

transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to lhe 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 on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party Waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use. any facility listed by the U,S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not. without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

Beverley G. Flynn

File #: O2014-9652, Version: 1 Revenue Properties Company Limited an Ontario company (Print or type name of person signing) Secretary (Print or type title of person signing) Signed and sworn to before me on (date) at W County, SMtefiQ (slate). •^^^^fe^^ Notary Public.

Commission expires:■_

Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section H.B. La., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the

Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[]Yes [X No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity lo 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 13

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: E.ON US Holding **GMBH**

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [] the Applicant

OR

2. J[] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest 108 North State Street (Chicago) Owner,

OR LLC

- 3. [] a legal entity with a right of control (see Section H.B. 1.) State the legal name of the entity in which the Disclosing Parly holds a right of control:
- B. Business address of the Disclosing Party: E.ON-Platz 1,40479 Dusseldorf, GERMANY
- C. Telephone: 0049 211 45 79 Fax: [0049 21147 79 590 Email: janine.fischer@eon.com <mailto:janine.fischer@eon.com>

5048

D. Name of contact person: Janine Fischer

E. Federal Employer I	dentification No. (if yo	ou have one):■ .
	· · · · · · · · · · · · · · · · · · ·	or other undertaking (referred to below as the "Matter") to which this EDS in of property, if applicable):
Signing of the Third A	mendment to the 108 h	North State Street Redevelopment Agreement.
G. Which City agency	or department is reque	esting this EDS
If the Matter is a following:	contract being handled	d by the City's Department of Procurement Services, please complete the
Specification #		
Page 1 of 13		
	*LOSURE OF OWNE	ERSHIP INTERESTS
? PH	E DISCLOSING PAR	ГҮ
partnership [] Trust	mpany [] Limited liabi a 501(c)(3))? [] No	held business corporation i proprietorship General partnership] Limited lity partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-
2. For legal entities	s, the state (or foreign o	country) of incorporation or organization, if applicable: GERMANY
3. For legal entitie of llinois as a foreign	_	State of Illinois: Has the organization registered to do business in the State
[] Yes	X No	[] N/A
B. IF THE DISCLOS	ING PARTY IS A LEG	GAL ENTITY:
		all executive officers and all directors of the entity. NOTE: For not-for-profit any, which are legal entities. If there are no such members, write "no

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

members." For trusts, estates or other similar entities, list below the legal titleholder(s).

File #: O2014-9652, Version: 1	
EDS on its own behalf.	
Name Title	
Montag, Heinrich	Managing Director
Wilhelm, Michael C.	Managing Director,
Dr. Wolff, Patrick	Authorized Officer
•	rmation concerning each person or entity having a direct or indirect beneficial of 7.5% of the Disclosing Party. Examples of such an interest include shares in a rtnership or joint venture,
	Page 2 of 13
similar entity. If none, state "None." NC	nited liability company, or interest of a beneficiary of a trust, pitate or other DTE: Pursuant to Section 2-154-030 of the jMunicipal Code of Chicago re any such additional information If from any applicant which is reasonably
Percentage Interest in the Disclosing Pa	rty

E.ON-Platz 1 40479 Diisseldorf GERMANY

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[]Yes (No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

File #: O2014-9652, Ve	ersion: 1		
_	•	n whether a disclosure is require the is required or make the disclos	ed under this Section, the Disclosing Party must sure.
		Page 3 of 13	
Jlrne (indicate wheth	ner Business Re	elationship to Disclosing Party 1	Fees (indicate whetheir^sf
-tained or anticipated to be retained)		(subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE*' "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessa	ry)		
D(Check here if th	e Disclosing	Party has not retained, nor	expects to retain, any such persons or entities
SECTION V - CERTI	FICATIONS		
A. COURT-ORDERE	D CHILD SUF	PORT COMPLIANCE	
		92-415, substantial owners of be support obligations throughout	usiness entities that contract with the City must the contract's term.
	-	ectly owns 10% or more of the loss court of competent jurisdictions	Disclosing Party been declared in arrearage on any on?
[] Yes \(\)		No person directly or indirectly Disclosing Party.	y owns 10% or more of the
If "Yes," has the person compliance with that a		court-approved agreement for	payment of all support owed and is the person in

B. FURTHER CERTIFICATIONS

[] No

[]Yes

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery,

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

Page 4 of 13

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

direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

either the Disclosing Party, nor any Contractor, nor any Affilialed Entily of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or ofthe United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of lhe City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

ployees or to the general public, or (ii) food or drink, provided in the course of official City business nd having a retail value of less than \$10 per recipient.

9. 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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. \Box is Oi is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-45 5(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

File #: O2014-9652, \	/ersion: 1	
anings when used	l in this Part D.	
a financial interest in	his or her own name or in the na	unicipal Code: Does any official or employee of the City have me of any other person or entity in the Matter?
[] Yes	No * to Disclosing Par	rty's best knowledge after reasonable inquiry
NOTE: If you checked proceed to Part E.	ed "Yes" to Item D.l., proceed to	Items D.2. and D.3. If you checked "No" to Item D.1.,
employee shall have purchase of any prop of legal process at the	a financial interest in his or her o erty that (i) belongs to the City, ce suit of the City (collectively, "C	we bidding, or otherwise permitted, no City elected official or own name or in the name of any other person or entity in the or (ii) is sold for taxes or assessments, or (iii) is sold by virtue City Property Sale"). Compensation for property taken constitute a financial interest within the meaning of this
Does the Matter invo	lve a City Property Sale?	
[] Yes	[] No	
•	d "Yes" to Item D.l., provide the ch interest and identify the nature	names and business addresses of the City officials or e of such interest:
Name	Business Address	Nature of Interest
4. The Disclosing by any City official o	•	no prohibited financial interest in the Matter will be acquired

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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.

Page 8 of 13

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.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 not engage in "Lobbying"

Page 9 of 13

[Activities".

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

promptly available to the	City upon request.
B. CERTIFICATION RE	EGARDING EQUAL EMPLOYMENT OPPORTUNITY
· · · · · · · · · · · · · · · · · · ·	funded, federal regulations require the Applicant and all proposed subcontractors to submit the ith their bids or in writing at the outset of negotiations.
Is the Disclosing Party th	ne Applicant?
[] Yes	[] No
If "Yes," answer the thre	e questions below:
Have you develop regulations? (See 41 CFR [] Yes	ped and do you have on file affirmative action programs pursuant to applicable federal Part 60-2.) [] No
	th the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance mployment Opportunity Commission all reports due under the applicable filing requirements? [] No
3. Have you participate clause? [] Yes	ated in any previous contracts or subcontracts subject to the equal opportunity [] No
If you checked "No" to qu	uestion 1. or 2. above, please provide an explanation:
SECTION VII « ACKNO PENALTIES, DISCLOSI	WLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, URE
The Disclosing Party und	erstands and agrees that:
A. The certifications, disc	closures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

roust maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications

File #: O2014-9652, Version: 1

regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal

tract or other agreement between the Applicant and the City in connection with the Matter, whether ocurement, 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 Parry understands that it must comply with all statutes, ordinances, and

Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

- 'use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.
 - F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

ing GMBH e name of Disclosing Party)

Dr. Patrick Wolff

(Print or type name of person signing)

Senior Vice President (Print or type title of person signing)

Signed and sworn to before me on (date) November 05, 2014, at Dusseldorf County, Germany (state).

Dr. Armin Hauschild

Commission expires: August 31, 2035

Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFD3AVIT APPENDED A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as ofthe 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 H.B. La., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company, (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[] Yes [X No

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 13

Notarial Certificate

URNr. H 3108/2014

I, the undersigned Dr. Arrnin Hauschild, a German Notary duly admitted and sworn in with official residence at Diisseldorf, Germany, herewith certify the signature:

given in my presence by Mr. Michael C. Wilhelm, born on 14 April 1954,

with business address E.ON Plate 1, 40479 Diisseldorf, Germany, personally known to me,

given in my presence by Dr. Patrick Wolff, born on 8 April 1971,

with business address E.ON Plate 1, 40479 Diisseldorf, Germany, personally known to me.

I certify and confirm that:

E.ON US Holding GmbH ("the GmbH") is a "Gesellschaft mit beschrankter Haftung" (limited liability company) with registered office at Diisseldorf, entered in the Commercial Register at Diisseldorf under No. HRB 38942.

Mr. Michael C. Wilhelm as "Geschaftsfuhrer " (Managing Director) and Mr. Dr. Patrick Wolff as "Pokurist" (with registered

procuration) of the GmbH are duly authorized to represent and act legally with joint authority for and on behalf of the GmbH. ertify this upon today's inspection of the Commercial Register at the Local Court at Diisseldorf, HRB 38942.

Dr. Armin Hauschild

iony whereof I have hereunto set my hand and affixed my seal of office, this 05th day of November, 2014

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: E.ON SE

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [] the Applicant

OR

2. |)(a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: 108 North State Street (Chicago) Owner,

OR LLC

- 3. [] a legal entity with a right of control (see Section H.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: E.ON-Platz 1
- <u>C. Telephone: 0049 21145 79 Fax: 0049 21145 79 590 Email: Janine.fischer@eon.com</u>

<mailto:Janine.fischer@eon.com>

5048

- D. Name of contact person: Janine Fischer
- E. Federal Employer Identification No. (if you have one):,.
- F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

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

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

File #: O2014-965	2, Version: 1		
Specification #			
Page 1 of 13			
CTION II - DI	SCLOSURE OF OWNER	RSHIP INTERESTS	
NATURE OF	THE DISCLOSING PAR	TY	
[] Privately held b [] Sole proprietors [] General partner [] Limited partner [] Trust [] Limited liability [] Limited liability [] Joint venture [] Not-for-profit c	rship y company y partnership orporation fit corporation also a 501(c)(3))?	
_	itities not organized in the	country) of incorporation or organization, if applice	
[] Yes	X No	[] N/A	
B. IF THE DISCL	OSING PARTY IS A LE	GAL ENTITY:	
profit corporations members." For true If the entity is a venture, list below	s, also list below all members, estates or other similar general partnership, limit the name and title of each ay-to-day management of	of all executive officers and all directors of the enti- bers, if any, which are legal entities. If there are no ar entities, list below the legal titleholder(s). ted partnership, limited liability company, limited h general partner, managing member, manager or the Disclosing Party. NOTE: Each legal entity list	o such members, write "no liability partnership or join any other person or entity
Name Title See attachement			

File #: O2014-9652, Version: 1
2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% ofthe Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,
Page 2 of 13
Name
Dr. Johannes Teyssen
DrIng. Leonhard Birnbaum
J0rgen Kildahl
Dr. Bernhard Reutersberg
Klaus Schafer
Mike Winkel
Heinrich Montag
Dr. Thomas Konig
Dr. Patrick Wolff
Karl-Heinz Feldmann
Dr. Verena Volpert
Dr. Frank Possmeier
Alan Bevan
Frank Kolan
Dale Stein

Dr. Ingo Luge

Bernd Wagner

Maria Antoniou

Rolf Fouchier

Stefan Hloch

Title

board member board member board member board member board member board member authorized officer authorized officer

authorized officer authorized officer authorized officer authorized officer authorized officer authorized officer

authorized officer authorized officer authorized officer authorized officer

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

Name

Business Address

Percentage Interest in the Disclosing Party

NONE

SECTION III« BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[]Yes K|No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

File	#:	0201	14	-9652	V	ersion:	1

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

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

Page 3 of 13

(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 SUPPORT COMPLIANCE

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

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 [3 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 [3 No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1 -23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or

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

Page 4 of 13

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

person or entity;

• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

r either the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

- ' ployees or to the general public, or (ii) food or drink provided in the course of official City business nd having a retail value of less than \$10 per recipient.
- 9. 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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is $X^{s \text{ not}}$
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

File #: O2014-9652	2, Version: 1	
Any words or term	s that are defined in Chapter 2-156	ofthe Municipal Code have the same
	Page 7 o	f 13
pinings when use	ed in this Part D.	
	in his or her own name or in the na	funicipal Code: Does any official or employee of the City have me of any other person or entity in the Matter? rty's best knowledge after reasonable inquiry
NOTE: If you cheo proceed to Part E.	cked "Yes" to Item D.l., proceed to	Items D.2. and D.3. If you checked "No" to Item D.1.,
employee shall have purchase of any proof legal process at	ve a financial interest in his or her o operty that (i) belongs to the City, of the suit of the City (collectively, "C	we bidding, or otherwise permitted, no City elected official or win name or in the name of any other person or entity in the or (ii) is sold for taxes or assessments, or (iii) is sold by virtue City Property Sale"). Compensation for property taken constitute a financial interest within the meaning of this
Does the Matter in	volve a City Property Sale?	
[]Yes	[]No	
•	ked "Yes" to Item D.l., provide the such interest and identify the nature	names and business addresses of the City officials or e of such interest:
Name	Business Address	Nature of Interest
4. The Disclosi	•	no prohibited financial interest in the Matter will be acquired
E. CERTIFICATIO	ON REGARDING SLAVERY ERA	BUSINESS
		g Party checks 2., the Disclosing Party must disclose below or by paragraph 2. Failure to comply with these disclosure

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.

requirements may make any contract entered into with the City in connection with the Matter voidable by the

City.

Page 8 of 13

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.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 not engage in "Lobbying"

Page 9 of 13

File #: O2014-9652, Version: 1
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 infonnation with their bids or in writing at the outset of negotiations.
Is the Disclosing Party the Applicant?
[] Yes [] No
If "Yes," answer the three questions below:
1. Have you developed and do you have on file affirmative action programs pursuant to applicable federa regulations? (See 41 CFR Part 60-2.) [] Yes [] No
2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements? [] Yes [] No
3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause? [) Yes [] No
If you checked "No" to question 1. or 2. above, please provide an explanation:
SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

ct or other agreement between the Applicant and the City in connection with the Matter, whether ocurement, City

assistance, or other City action, and are material inducements to the City's execution ivof any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics. and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such

certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

E.ON SE

(Print or type name of Disclosing Party)

(Sign \[ere)

<u>Dr. Verena Volpert</u> <u>Stefan Hloch</u>

(Print or type name of person signing)

Senior Vice President Vice President

(Print or type title of person signing)
Dr. Armin Hauschild

Commission expires: August 31, 2035

Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any 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 H.B. La., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[] Yes OC 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 13

Notarial Certificate URNr. H 3109/2014

I, the undersigned Dr. Armin Hauschild, a German Notary duly admitted and sworn in with official residence at Diisseldorf, Germany, herewith certify the signature:

given in my Presence by Mrs. Dr. Verena Volpert, born on February 22, 1960, with business address E.ON Platz 1, 40479 Diisseldorf, personally known to me,

given in my presence by Mr. Stefan Walter Hloch, born on December 01, 1961, with business address E.ON Platz 1, 40479 Diisseldorf, personally known to me.

I certify and confirm that:

E.ON SE ("the SE") is a "Societas Europaea" (stock corporation under European law) with registered office at Diisseldorf, Germany, being entered in the Commercial Register at Diisseldorf under No. HR B 69043,

Mrs. Dr. Verena Volpert as "Prokurist" (with registered procuration) of the SE and Mr. Stefan Walter Hloch as

File	#:	0201	14-9652	Version:	1

"Prokurist" (with registered procuration) of the SE are duly authorized to represent and act legally with joint authority for and on behalf of the SE.

I certirftthis upon today's inspection of the Commercial Register at the Local Court at Diisseldorf No. HR i 69043.

DusseldorTOthis 05* day of November, 2014

Dr. Armin Hauschild Notary



CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION 1 - GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: Morguard Fund Holdings L.P.

Check ONI.¹′, ofthe fo 1 lowing three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant
 - OR
- 2. |^ a legal entity holding a direct or indirect interest in the Applicant, State the legal name of the Applicant in which the Disclosing Party holds an interest; North State Street Air Rights (Chicago)

OR Owner, LLC

- 3. [] a legal entity with a right of control (see Section II.B.l.) Slate the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 55 City Centre Drive, Suite 1000
 Mississauga, Ontario, Canada L5B 1M3
- C. Telephone: (905)281-5923 Fax: (905)281-5890 Emajl: bflynn@morguard.com <mailto:bflynn@morguard.com>
- I). Name of contact person: Beverley G. Flynn
- E. Federal Employer Identification No. (if you have one): ,'
- F. Brief description of contract, transaction or olher undertaking (referred to below as the "Matter") lo which this EDS

File #: O2014-9652, Version:	1	
pertains. (Include project num	ber and location of property,	if applicable):
Signing of the Third Amendr	nent to the 108 North State S	treet Redevelopment Agreement.
G. Which City agency or depa	artment is requesting this EDS	Department of Housing and Economic S? $Q_{\text{eve}} _{0}p_{\text{men}}t$
If the Matter is a contract following:	t being handled by the City	's Department of Procurement Services, please complete the
Specification ti-	_ and Contract H _	
Page 1 of 13		
SECTION II - DISCLOSUR	E OF OWNERSHIP INTER	ESTS
A. NATURE OF THE DISC	LOSING PARTY	
I. Indicate (he nature of lhe [] Publicly registered business partnership Limited partnershirly:	s corporation f] Privately hel	d business corporation f] Sole proprietorship [] General
•		ship [] Joint venture f] Not-for-profit
2. For legal entities, the st	ale (or foreign country) of inc	corporation or organization, if applicable: Delaware
3. For legal entities not o State ofIllinois as a foreign er	•	s: Has the organization registered to do business in the
[]Yes)(No	f 1 N/A
F>. IF THE DISCLOSING P.	ARTY IS A LEGAL ENTIT	Y:

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

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

Name Title

Morguard Fund Holdings GP LLC

Gener^jpEtrtner

The partnership does not have officers

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

Page 2 of 13

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

Name Business Address Percentage Interest in the

nisrlnsiner Parly

Morguard Fund Holdings 55 City Centre Drive, Suite 1000, 99.9%

Inc. Mississauga, Ontario, Canada L5b

1M3

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[]Yes jjjNo

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

File #: O2014-9652, V	ersion: 1		
regular payroll.			
of any person or entity	other than: (1) of whose	a not-for-profit entity, on an unpaid	y legislative or administrative action on behalf l basis, or (2) himself. "Lobbyist" also means neludes undertaking to influence any legislative
-	•	whether a disclosure is required un is required or make the disclosure,	der this Section, the Disclosing Party must
		Page 3 of 13	
		1480 0 01 10	
Name (indicate when retained or anticipate to be retained)		Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets it" neces	sary)		
(X Check here if the	he. Disclosing	Parly has not retained, nor exp	ects to retain, any such persons or entities.
SECTION V - CERT	TFICATIONS		
A. COURT-ORDER	ED CHILD SUP	PORT COMPLIANCE	
-		92-415, substantial owners of busin support obligations throughout the	ess entities that contract with the City must contract's term.
	•	ctly owns 10% or more of the Discisis court of competent jurisdiction?	losing Party been declared in arrearage on any
[] Yes){ No	[] No person directly or indirectly Disclosing Party.	owns 10% or more ofthe
If "Yes," has the person compliance with that		court-approved agreement for pays	ment of all support owed and is the person in
[] Yes	[J No		

B. FURTHER CERTIFICATIONS

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

Page 4 of 13

- 2. The Disclosing Party and, if lhe Disclosing Party is a legal entity, all of those persons or entities identified in Section U.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes: fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b, of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public-transactions (federal, state or local) terminated for cause or default; and
 - c. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - lhe Disclosing Parly;
- 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 Entily" (meaning a person or entity that, directly or indirectly: controls the Disclosing Parly, is controlled by (he Disclosing Party, or is, wilh 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, wilh the Contractor, is under common control of another person or entity;

• any responsible official of lhe Disclosing Parly, 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 Parly, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

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

- a. bribed or a I templed lo bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. orb. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (I) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 LLCS 5/33U-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by Lhe Office of Foreign Assets Control of the- U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: lhe Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Parly understands and shall comply with the applicable requirements of Chapters 2-5.5 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of lhe Disc-losing Party was, at any lime during the 12-month period preceding the execution date of this EDS, -in employee, or elected or appointed official, of the City of Chicago.
- 8. To rhe best" of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Parly has not given or caused to be given a gift, 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

Page 6 of 13

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 SJO per recipient.

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

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

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

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

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

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

File #: O2014-9652. Version:	•	on:	ersio/	V	652	-9	14	20	\circ	#:	File	١
------------------------------	---	-----	--------	---	-----	----	----	----	---------	----	------	---

If the lclter.s "NA," the word "None," or no response appears on the linos above, it will be conclusively presumed that lhe Disclosing Parly certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have (he same

Page 7 of 13

meanings when used in this Pari D.

1. In accordance with Section 2-1 56-1J 0 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own narae or in the name of any other person or entity in the Matter?

I J Yes DflNo

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, proceed lo Part E.

2. Unlets 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 Tart D.

Does the Mailer involve a City Property Sale?

[]Ycs [JKo

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

Name Business Address Nature of Interest

A. The Disclosing Patty further certifies that no prohibited financial interest in the Matter will be acquired by any Cily official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an

attachment to this EDS all information required by paragraph 2. Failure to comply wilh these disclosure requirements may make any contract entered into wilh the City in connection wilh the Matter voidable by the City.

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

Page 8 of 13

2. The Disclosing Pony verifies that, as n 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 CliIMTI'ICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If (he Matter is federally funded, complete this Section VI. li 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 1 995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.]. above for his or her lobbying activities or to pay any pei'.son or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law. a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering in Lo 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

File #: O2014-9652, Version: 1	
occurs any event that in A.2. above.	materially affects the accuracy of the statements and information set forth in paragraphs A.l. and
Internal Revenue Code	Parly certifies that either: (i) it is not an organization described in section 501 (c)(4) ofthe of 19S6; or (ii) it is an organization described in section al Revenue Code of 1986 but has not engaged, and will nol engage in "Lobbying Page 9 of 13
Activities".	
substance 10 paragrap Disclosing Party must	ing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and obs A.l. through A.4, above from all subcontractors before it awards any subcontract and the t, maintain all such subcontractors' certifications for the duration of the Matter and must make such y available to the City upon request.
B. CERTIFICATION	.REGARDING EQUAL EMPLOYMENT OPPORTUNITY
	ly funded, federal regulations require the Applicant and all proposed subcontractors to submit tion with their bids or in writing at the outset of negotiations.
Is the Disclosing Party	the Applicant?
r]Yes	[] No
Jf "Yes," answer lhe th	aree questions below:
1. Have you devergulations? (See 41 Classification) 1 Yes	loped and do you have on file affirmative action programs pursuant to applicable federa FR Part 60-2.) [] No
•	wilh the Joint Reporting Committee, the Director of the Office of Federal Contract or Lhe Equal Employment Opportunity Commission all reports due under the applicable
3. Have you partic	cipated in any previous contracts or subcontracts subject to the equal opportunity

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

clause?

L'JYos []No

SECTION V1J -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking Cily contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at w w w. c i tyo fc h i c a go. o rg/E th i cs, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants thai:

F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois

Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is nol limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2. If the Disclosing Party is the Applicant, lhe Disclosing Party and irs Affiliated Entities will not

Page II of 13

use, nnr permit their subcontractors to use, any facility listed by lhe U.S. E.P.A, on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Parly is lhe Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection wilh the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

Morguard Fund Holdings L.P., a Delawj3T£4kriited partnership BeverleyGTTly Bv:

or

(Print or type name of person signing)

Secretary of Morguard Fund Holdings Inc., Managing member of Morguard Fund Holdings GP LLC, General partner

(Print or

Signed and sworn to before, me on (date) <7^i?^■ ^

ui jfcP/ County, Alftih (state).

~\\'-\'/gt'\M**\\
Notary Public.

Commission expires:

Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal (lode 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 Parly" 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 Scclion 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 limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Docs the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected cily official or department hcadV

[] Yes [X No

Jf 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 cily official or department head to whom such person has a familial relationship, and {A} the precise nature of such familial relationship.

Page 13 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Parly submitting this EDS. Include d/b/a/ if applicable: Morguard Fund Holdings GP LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant
- OR
 2. ^ a legal entity holding a direct or indirect interest in the A ->:---*
 2. a ... North State Street Air Rights (Chicago)
 3. Applicant in which the Disclosing Party holds an interest:

 Owner LLC
- Owner, LLC
- 3. [] a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
- 55 City Centre Drive, Suite 1000 B. Business address of the Disclosing Party: - Mississauga, Ontario, Canada L5B 1M3

^ m , , (905)281-5923 ^ (905)281-5890 bflynn@morguard.com Fax: <mailto:bflynn@morguard.com>C. Email:

Telephone:

Beverley G. Flynn

- D. Name of contact person:
- E. Federal Employer Identification No. (if you have one):
- F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

Department of Housing and Economic G. Which City

agency or department is requesting this EDS? Development

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

File #: O2014-9652, Version: 1	
Specification #	and Contract #
Page 1 of 13	
SECTION II - DISCLOSURE OF OWNERSHIP I	NTERESTS
A. NATURE OF THE DISCLOSING PARTY	
]. Indicate the nature of the Disclosing Party: [] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	<pre>j}^Limited liability company Limited liability partnership [] Joint venture [j Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)</pre>
) of incorporation or organization, if applicable: Delaware flllinois: Has the organization registered to do business in the State
[] Yes)() No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEGAL EN	NTITY:
profit corporations, also list below all members, if an members." For trusts, estates or other similar entities. If the entity is a general partnership, limited partnership, list below the name and title of each general	ccutive officers and all directors of the entity. NOTE: For not-for- ny, which are legal entities. If there are no such members, write "no s, list below the legal titleholder(s). hership, limited liability company, limited liability partnership or join l partner, managing member, manager or any other person or entity closing Party, NOTE: Each legal entity listed below must submit an
Name Title Morguard Fund Holdings Inc.	Manager
The company has no officers	

interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

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

Name Business Address Percentage Interest in the

Disclosing Party

Morguard Fund Holdings 55 City Centre Drive, Suite 1000, 100%

Inc. Mississauga, Ontario, Canada L5b

1M3

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

[]Yes f^No

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

File #: O2014-9652, Version	on: 1		
		Page 3 of 13	
Name (indicate whether	Business	Relationship to Disclosing Party	Fees (indicate whether
retained or anticipated to be retained)	Address	(subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is nol an acceptable response.
(Add sheets if necessary)			
	Disclosing P	Party has not retained, nor expe	ects to retain, any such persons or entities.
SECTION V CERTIFIC	CATIONS		
A. COURT-ORDERED O	CHILD SUP	PPORT COMPLIANCE	
•		92-415, substantial owners of busine support obligations throughout the	ess entities that contract with the City must contract's term.
* =	•	ctly owns 10% or more of the Disclois court of competent jurisdiction?	osing Parly been declared in arrearage on any
[] Yes)(]]	No	[] No person directly or indirectly of Disclosing Party.	owns 10% or more ofthe
If "Yes," has the person er compliance with that agree		court-approved agreement for payr	nent of all support owed and is the person iu

B. FURTHER CERTIFICATIONS

[] No

[] Yes

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant

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

Page 4 of 13

iΙ

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. arc not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment reudered against them in connection with: obtaining, attempting lo 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 of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the 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
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or

employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or artempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. orb. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any ofthe following lists maintained by the Office of Foreign Assets Control of U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

File #:	O2014	-9652	Version:	1
---------	-------	-------	----------	---

include: (i) anything made generally available to City

Page 6 of 13

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 \$10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Parly (check one)
- 1. [] is)(| is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

File #: O2014-9652,	Version: 1	
Any words or terms t	hat are defined in Chapter 2-156 of t	he Municipal Code have the same
	Page 7 of	13
meanings when use	d in this Part D.	
		nicipal Code: Does any official or employee of die City have a of any other person or entity in the Matter?
NOTE: If you check Part E.	ked "Yes" to Item D.L, proceed to Ite	ems D.2. and D.3. If you checked "No" to Item D.1,, proceed to
employee shall have purchase of any prop legal process at the s	a financial interest in his or her own perty that (i) belongs to the City, or (i uit of the City (collectively, "City Pr	pidding, or otherwise permitted, no City elected official or name or in the name of any other person or entity in the ii) is sold for faxes or assessments, or (iii) is sold by virtue of operty Sale"). Compensation foT property taken pursuant to the tial interest within the meaning of this Part D.
Does the Matter invo	olve a City Properly Sale?	
[] Yes	[] No	
· ·	ed "Yes" to Item D.L, provide the nature of	mes and business addresses of the City officials or such interest:
Name	Business Address	Nature of Interest
4. The Disclosing City official or emplo	· •	nibited financial interest in the Matter will be acquired by any
E. CERTIFICATION	I REGARDING SLAVERY ERA BU	JSINESS
Please check eithe	r 1 or 2 below If the Disclosing Pa	rty checks 2. the Disclosing Party must disclose below or in an

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 infonnation required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that lhe 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.

Page 8 of 33

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.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 not engage in "Lobbying"

Page 9 of 13

File #: O2014-9652, Version: 1	
Activities".	
substance to paragraphs A.l. through A.4. above from	visclosing Party must obtain certifications equal in form and all subcontractors before it awards any subcontract and the ors' certifications for the duration of the Matter and must make such quest.
B. CERTIFICATION REGARDING EQUAL EMPL	LOYMENT OPPORTUNITY
If the Matter is federally funded, federal regulations r following infonnation with their bids or in writing at	require the Applicant and all proposed subcontractors Lo submit the the outset of negotiations.
Is the Disclosing Party the Applicant?	
[3 Yes [3 No	
If "Yes," answer the three questions below:	
1. Have you developed and do you have on regulations? (See 41 CFR Part 60-2.) [3 Yes [] No	file affirmative action programs pursuant to applicable federal
· · · · · · · · · · · · · · · · · · ·	mittee, the Director of the Office of Federal Contract Compliance mmission all reports due under the applicable filing requirements?
3. Have you participated in any previous contrac opportunity clause?	ts or subcontracts subject to the equal
[j Yes [3 No	
If you checked "No" to question 1. or 2. above, please	provide an explanation:
SECTION Vn - ACKNOWLEDGMENTS, CONTRA	ACT INCORPORATION, COMPLIANCE,

PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and arc material inducements to the City's execution of any contract or taking other action with respect to the M atter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full, text of these ordinances and a training program is available on line at www.cityofchicago.oro/Ethics http://www.cityofchicago.oro/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

- C. If the City determines that any information provided in this F.DS is false, incomplete or inaccurate, any contract or olher agreement in connection with which it is submitted may he 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 lhe Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award lo lhe 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 on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City Lu verify the accuracy of any infonnation submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INEL1GJ UI LITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of (he Municipal Code.

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to. all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties LisL System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will nut, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

Morguard Fund Holdings GP LLC

(Print or type name of person signing)

Secretary of Morguard Fund Holdings Inc., Manager member of Morguard Fund Holdings GP LLC (Print or type title of person signing)

Signed and sworn to before me on (date) at JL^I County, <[)v^j/yj'(cl (slate).

Notary Public.

Commission expires: ■^//^

Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.I.a., if the Disclosing Party is a corporation; all partners of the Disclosing Patty, 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 compan); (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in tire 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 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION 1 -- GENERAL INFORMATION

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

ile #: O2014-9652, Version: 1
Check ONE of the following three boxes;
ndicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR
)(a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago) OR Owner, LLC
3. [] a legal entity with a right of control (see Section II. t\$. I.) Slate the legal name of the entity in which the Disclosing Party holds a right of control:
8. Business.address ofthe Disclosing Party: 55 City Centre Drive> Suite 1000 ' Mississauga, Ontario, Canada L5B 1M3
E. Telephone: (905)281-5923
mailto:bflynn@morguard.com>
O. Name of contact person: Beverley G. Flynn
. Federal Employer Identification No. (if you have one): N/A
. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this ED ertains. (Include project number and location of property, if applicable):
Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.
Department of Housing and Economic 5. Which City agency or department is requesting this EDS? $Q_{eve} _{0}p_{men}t$
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # and Contract #

Page I of 13

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Pan [] Person

[){ Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General

File #: O2014-9652, Version: 1						
partnership [] Limited	partnership [] Limited partnership [] Trust					
[] Limited liability co	mpany					
[] Limited liability par	tnership					
[] Joint venture						
[] Not-for-profit corpo	oration					
(Is the not-for-profit co	orporation also a 501(c)(3))?				
[] Yes	[] No					
[] Other (please specif	fy)					
2. For legal entities	s, the state (or foreign co	untry) of incorporation or organization, if applicable:				
-Canada,						
3, For legal entition of lllinois as a foreign	· ·	late of llinois: Has the organization registered lo do business in the State				
[] Yes	[jJNo	[] N/A				
B. ir THE DISCLOSI	NG PARTY IS A LEGA	L ENTITY:				

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

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

Name . K. (Rai) Sahi President / CEO/ Director Paul Miatellp David A. King Vice-Chairman / Director Beverley G. Flynn General Counsel / Secretary Robert McFarlane Vice President Robert D. Wright Vice President Timothy John Murphy Director Bruce K. Robertson Director Michael S. Robb Director L. Peter Sharpe Director Andrew T. Edmundson Director

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

Page 2 of 13

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entily. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago

("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name Business Address Percentage Interest in the

Disclosing Party

K. Rai Sahi 55 City Centre Drive Suit 1000, Mississauga, Ontario L5B 1M3 53.86%

SECTION III--BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[] Yes ft No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Parly must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant:, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature ofthe 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 throtigh the Disclosing Party's regular payroll.

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

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

Page 3 of 13

Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether

File #: O2014-9652, Ve	ersion: 1		
retained or anticipated to be retained)	l Address	(subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response
(Add sheets it"necessa	ry)		
X Check here if the D	isclosing Part	y has not retained, nor expects to re	tain, any such persons or entities. SECTION V
CERTIFICATIONS			
A. COURT-ORDERE	D CHILD SU	PPORT COMPLIANCE	
-		92-415, substantial owners of busin support obligations throughout the	ess entities that contract with the. City must contract's term.
		ectly owns 10% or more of the Discois court of competent jurisdiction?	losing Party been declared in arrearage nn any
[] Yes)	(No	[] No person directly or indirectly Disclosing Party.	owns 10% or more ofthe
If "Yes," has the person compliance with that as		a court-approved agreement for pay	ment of all support owed and is the person in
[1 Ycs	t J No		
B. FURTHER CERTI	FICATIONS		
1 December 1 March	simal Cada Cl	and an 1 22 And als I (!! And als I!!)/	hish the Applicant should account for defined

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

Page 4 of 13

2. The Disclosing Party and. if the Disclosing Party is a legal entity, all of those persons or entities identified in

Section II.B.l. of this EDS:

- a. are nor presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS. been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation offederal or state antitrust statutes; fraud; embezzlement; theft; forgery: bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3, 4 and 5 concern:
- ♦ the Disclosing Party;
- * any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV. "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: .interlocking management or ownership: identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or slate 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 13

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

- 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 guiky of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5733 E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the LLS. Department of Commerce or their successors; Lhe Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the DebaiTed List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Parly has not given or caused to be given a gift, 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

Page 6 of 13

employees or lo the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than. \$10 per recipient.

9. If the Disclosing Party is unable to certify lo any of the above statements in this Pari B (Further Certifications), the Disclosing Party must explain below:

I	Fil	حا	#•	Ω 201	14.	0652	١.	ersion:	1
ı		ı	#.	020	14	-9002.	v	CISIUII.	

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is }Q is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

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

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of lhe Municipal Code have the same

Page 7 of 13

meanings when used in this Pari D.

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

IJYcs JX No

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

I	Fil	حا	#•	Ω 201	14.	0652	١.	ersion:	1
ı		ı	#.	020	14	-9002.	v	CISIUII.	

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 olher 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-docs not constitute a financial interest within the meaning of this Part D.

Docs the Matter involve a City Property Sale?

[]Yes L]No

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

Name Business Address Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all infonnation required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with lhe 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 lhe Disclosing Party has found no such records.

Page 8 of 13

2. The Disclosing Parry verifies that, as a result of conducting the search in step 1 above, the Disclosing Parly 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. II" the Matter is not federally funded, proceed lo Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt.obligations of the City are uol federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party wirh respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing 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 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 Hie 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 not engage in "Lobbying"

Page.9'of 13

)

Activities".

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 Gity upon request.

File #: O2014-9652, Version: 1						
B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY						
If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit						

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

Is the Disclosing Pa	irty the Applicant?
[] 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 4] CFR Part 60-2.)

TlYes []No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

[]Yes []No

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

[] Yes

[] No

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

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

The Disclosing Parry understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

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 ii must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicaRO.org/Ethics http://www.cityofchicaRO.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law foj a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Infonnation 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 infonnation 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 Mattel is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 ofthe Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 ofthe Municipal Code.

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that doss not provide such certifications or that the Disclosing Parly has reason lo believe has not provided or'-caunot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.IF.2. or F.3. above, an explanatory statement

must be attached to this EDS.

CERTIFICATION

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

Morguard Corporation a publicly traded Canadian corporation

(Print or type name of person signing) Secretary (Print or type litle of person signing)

Signed and sworn to before me on (date) V&l. ..^ County, J%\$aCl£L (state).

Notary Public.

Commission expires:

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015. the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as ofthe 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 Patty" 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 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the pisclosing 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 tide 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 13

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: Morguard Fund Holdings Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [] the Applicant

OR

2. X a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago)

OR Owner, LLC

- 3. [] a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address ofthe Disclosing Party: . 55 City Centre Drive, Suite 1000 Mississauga, Ontario, Canada L5B 1M3

C. <u>Telephone</u>: (905)281-5923 <u>Fax</u>: (905)281-5890 <u>Email</u>. <u>bflynn@morguard.com</u>

<mailto:bflynn@morguard.com>

D. Name of contact person: Beverley G Flynn

E. Federal Employer Identification No. (if you have one):;

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to

which this EDS pertains. (Include project number and location of property, if applicable):

Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

Department of Housing and Economic

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

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

Specification #

and Contract #

Page 1 of 13

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

Name Business Address Percentage Interest in the

Disclosing Party

Revenue Properties 55 City Centre Drive, Suite 1000 100%

(U.S.), Inc. Mississauga, Ontario, Canada L5B 1M3

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

Yes XNo

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

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

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

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

(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

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must

	,			
remain in compli	ance with their	child support obligations throughout the contract's term.		
Has any person who directly or indirectly owns 10% or more of the Disclosing Parly been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?				
[] Yes)(No	[] No person directly or indirectly owns 10% or more of the Disclosing Party.		
If "Yes," has the j	_	into a court-approved agreement for payment of all support owed and is the person in?		
n Yes	[] No			

B. FURTHER CERTIFICATIONS

File #: O2014-9652. Version: 1

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

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities dentified in Section II.B.l. of this EDS:
- a. arc not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment reudered against them in connection with: obtaining, attempting lo 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 of the offenses set forth in clause B.2.b. of this Section V:
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

- e. have not, within a five-year period preceding the date of Ihis EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3, 4 and 5 concern:

« the Disclosing Party;

- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parlies");
- any "Affiliated Entity" (meaning a person of 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 conlrol 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 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise: or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or

partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America thai contains the same elements as the offense of bid-rigging or bid-rotating.

- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given nr caused to be given a gift, 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

Page 6 of 13

employees or to the general public, or (Li) food or drink provided in the course of official Cily business and having a retail value of less than S10 per recipient.

9. 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:

Tf 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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Parly (check one)
- 1. [] is)(is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

File #: O2014-9652, Version: 1					
2. If the Disclosing I'arty IS a financial institution, then the Disclosing Party pledges:					
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code, We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with die City."					
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 nf the Municipal Code, explain here (attach additional pages if necessary):					
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements,					
D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS					
Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same					
Page 7 of 13					
meanings when used in this Part D.					
1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest, in his or her own name or in the name of any other person or en lily in the Matter? []Yes r)\$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., 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 Properly Sale?					

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

[] No

[]Yes

File #: O2014-965	2, Version: 1		
N	D : A11		
Name	Business Address	Nature of Interest	

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

Page 8 of 13

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

SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have tnade lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

File	#•	0201	4-9652	Version:	1

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.l. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not au 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 Page 9 of J3

Activities".

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

Is the Disclosing Parly 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 f] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance

Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?				
[] Yes	[] No			
3. Have you popportunity clause		contracts or subcontracts subject to the equal		
[1 Yes	[] No			

SECTION Vn - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Parly understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

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 M atter. The Disclosing Party understands that it must comply wilh all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

Morguard Fund Holdings Inc. a Delaware corpora

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

Signeckand sworn to before me on (date) at Pr?/ County, jfa/Vfl (state).

File #: O2014-9652, Version: 1		
	Notary Public.	
Commission expires:_		

Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WJTJ1 ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section H.B. La., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in lite 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 idenlify below (1) (he name and title of such person, (2) lhe 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 13

MORGUARD CORPORATION

CONSOLIDATED FINANCIAL STATEMENTS December 31, 2013 MANAGEMENT'S REPORT TO SHAREHOLDERS

The consolidated financial statements of Morguard Corporation have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). Management is responsible for the information contained in these consolidated financial statements and other sections of this annual report.

Management maintains a system of internal controls to provide reasonable assurance that the Company's assets are safeguarded and to facilitate the preparation of relevant, reliable and timely financial information. Where necessary, management uses its judgment to make estimates required to ensure fair and consistent presentation of this information. Management recognizes its responsibility for conducting the Company's affairs in compliance with applicable laws and proper standards of conduct.

As at December 31, 2013, the Chief Executive Officer and Chief Financial Officer evaluated, or caused the evaluation under their direct supervision, the disclosure controls and procedures and the internal controls over financial reporting (as defined in Multilateral Instrument 52-109, "Certification of Disclosure in Issuers'Annual and Interim Filings") and, based on that assessment, determined that the disclosure controls and procedures were designed and operating effectively and the internal controls over financial reporting were designed and operating effectively.

The Audit Committee of the Board of Directors of the Company, consisting solely of independent directors, has reviewed the consolidated financial statements, the report to shareholders of the external auditors, Ernst & Young LLP, and the management's discussion and analysis with management and recommended their approval to the Board of Directors. The Board of Directors has approved the consolidated financial statements.

Ernst & Young LLP, as independent auditor, has conducted the audits in accordance with Canadian generally accepted auditing standards and has had full access to the Audit Committee, with and without management being present.

"K. (Rai) Sahi"

K. (Rai) Sahi Chief Executive Officer "Paul Miatello"

Paul Miatello Chief Financial Officer

2

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Morguard Corporation

We have audited the accompanying consolidated financial statements of Morguard Corporation, which comprise the consolidated balance sheets as at December 31,2013 and 2012, and January 1, 2012 and the consolidated statements of income, comprehensive income, shareholders' equity and cash flows for the years ended December 31, 2013 and 2012, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors'judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Morguard

Corporation as at December 31, 2013 and 2012, and January 1, 2012 and its financial performance and its cash flows for the years ended December 31, 2013 and 2012, in accordance with International Financial Reporting Standards.

"Ernst & Young LLP" Chartered Accountants Licensed Public Accountants Toronto, Canada March 4, 2014

3

MORGUARD CORPORATION CONSOLIDATED BALANCE SHEETS

As at

(in thousands of Canadian dollars) ASSETS

Non-current assets Real estate properties Equity-accounted and other investments Goodwill Mortgages and loans receivable Other assets

Current assets

Mortgages and loans receivable Amounts receivable Prepaid expenses and other Cash and cash equivalents

LIABILITIES AND SHAREHOLDERS' EQUITY

Non-current liabilities

Mortgages payable

Senior unsecured debentures

Convertible debentures payable

Construction financing on property under development

Morguard Residential REIT units

Deferred income tax liabilities

Current liabilities Mortgages payable Construction financing on property under development Loans payable Accounts payable and accrued liabilities Bank indebtedness

Total liabilities

6	\$4,246,300	\$3,347,904\$2,616,504
7	756,563	676,278535,917
24,488	24,488	24,488

8 9	= = <u>226,792</u> 5,254,143 4,233,3	76,813 184,711 813,416,356	162,634			
<u>24 (e)</u>	17,46242,3177 39,44333,7623 12,58621,24 129,361 198,852	4,580 06,132	<u>5</u> <u>69,7</u> !	5 <u>1</u> 52 , 995	\$4,409,816	\$3 , 486 , 107
10	\$1,523,284	\$1,297,	295\$1 , 211 , 5	586		
11	133,993					
12	52,875					
13	62,79317,33	4-				
13	15 201,9291	65,390-				
13	22	392,	815354,726	327,834		
				2,367,689	1,834,7	45 1,539,420
10	445.	072257,816	108,434			
13	41,073					
14	2,12811,985-	-				
14	16 140,90897	-	8,915			
14	17110,615144		5,539			
				739,796	512,63	36 252 , 888
				3,107,485	2,347,38	1,792,308

MORGUARD CORPORATION CONSOLIDATED STATEMENTS OF INCOME

Years ended December 31

(in thousands of Canadian dollars, except per share amounts)

REVENUE

Revenue from real estate properties

Property operating costs

Realty tax expense

Land rent arbitration expense

2013

\$417,376 142,791 51,976 25,091

2012

\$315,590 97,723 45,458 1,420

Net operating income

OTHER REVENUE

Management and advisory fees Interest and other income Sales of product and land

74,641 12,117 12,748

75,858 17,629 5,362

99,506

EXPENSES

Interest

Property management and corporate Cost of sales of product and land Amortization of capital assets

93,278 63,864 8,957 4,557

71,669 66,171 3,627 1,863

170,656

OTHER INCOME

Fair value gains

Equity income from investments Gain on sale of marketable securities Other income

20 7 9

109,539 96,310

12,394

226,291 81,363 13,598 1,975

218,243

Income before income taxes

Provision for income taxes

Current

Deferred

21,582 35,082

34,474 21,163

56,664

Net income for the year

Net income attributable to:

Common shareholders Non-controlling interests

\$287,947

\$286,392 1,555

\$394,098

\$389,443 4,655

\$287,947

Net income per share attributable to:

Common shareholders - basic and diluted

(1) Retroactively adjusted due to adoption of new IFRS standards. See Note 29.

See accompanying notes to the consolidated financial statements.

5

MORGUARD CORPORATION CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Years ended December 31 (in thousands of Canadian dollars)

Net income for the year

OTHER COMPREHENSIVE INCOME (LOSS)

Items that may be reclassified subsequently to retained earnings:

Unrealized (loss) gain on available-for-sale marketable securities Reclassification for gain on available-for-sale marketable securities included in net income 9

Unrealized foreign currency translation gain (loss) Gain on interest rate swap agreement Amortization of cash flow hedge

Amortization of cash flow hedge - Morguard Real Estate Investment Trust 7(b)

Deferred income tax recovery (provision)

(14,445)

30,646 1,765 751 433 19,150 1,253 20,403

1,841

(11,734) (2,486) 2,451 740 429

(8,759) (2,335) (11,094)

Items that will not be reclassified subsequently to retained earnings:

Actuarial gain on defined benefit pension plans 5,108 14,607

File #:	O2014-9652.	Version:	1
---------	-------------	----------	---

Deferred income tax provision	(1,337)	(4,152)
		<u>3,771</u> <u>10,455</u>
Other comprehensive (loss) income	24,174	(639)
Total comprehensive income for the year	\$312,121	\$393,459

Total comprehensive income attributable to:

Common shareholders \$310,472 \$388,845

Non-controlling interests 1,649 4,614

\$312,121 \$393,459

See accompanying notes to the consolidated financial statements.

6

MORGUARD CORPORATION

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY(1)

Accumulated
Other Total Non-

Retained Comprehensive Share Shareholders'Controlling

(in thousands of Canadian dollars) Earnings IncomeCapital Equity Interests Total

Shareholders' equity, January 1, 2012 $^{<1)}$ (restated) \$1,540,190

Changes during the year:

Net income 389,443

Dividends (7,708)

Distributions
Issuance of common shares

Office of the City Clerk Page 405 of 728 Printed on 5/20/2022

⁽¹⁾ Retroactively adjusted due to adoption of new IFRS standards. See Note 29.

File #: O2014-9652, Version: 1 Repurchase of common shares (14,511) Other comprehensive loss 389,443 (7,708) 151 (16,100) (598) \$27,621 \$115,289 \$1,683,100 \$10,699 \$1,693,799

4,655 (1,166) 151 (1,589) (41) (598) 14,147 2,062,435 1,555 (258)

394,098 (7,708) (1,166) 151 (16,100) (639)

287,947 (7,612) (258) 53

(21,229) 24,174

<u>\$51,103</u> \$112,238 \$2,329,972 \$15,538 \$2,345,510

Retroactively adjusted due to adoption of new IFRS standards. See Note 29. See accompanying notes to the consolidated financial statements.

7

For the years ended December 31, (in thousands of Canadian dollars)

OPERATING ACTIVITIES

Net income for the year Items not affecting cash

Distributions from equity-accounted investments Land held for residential development and sale, net Additions to tenant incentives and leasing commissions Net change in operating assets and liabilities

2013

\$287,947 (180,372) 27,721 4,172 (3,878) 38,077

2012

\$394,098 (301,057) 24,912 (3,806) (7,963) 16,855

Cash provided by operating activities

INVESTING ACTIVITIES

Additions to real estate properties and tenant improvements

Additions to capital assets

Investment in property under development

Investment in partnerships

Investment in Morguard REIT

Investment in Morguard Residential REIT

Proceeds from sale of publicly traded securities

Proceeds from sale of real estate properties

Increase in mortgages and loans receivable

Decrease in mortgages and loans receivable

Cash used in investing activities

```
(448,771) (4,754)
(81,411) (8,143)
797 (33,255) 27,500
(78,081) (3,993) 14,228 20,457
(10,614) 75,794
(521,394) (525,288)
```

FINANCING ACTIVITIES

Proceeds from issuance of units, net of costs

Proceeds from issuance of unsecured debentures, net of costs

Proceeds from issuance of convertible debentures

Proceeds from new mortgages

Financing cost on new mortgages

Repayment of mortgages

Repayments on maturity

Principal instalment repayments Proceeds from construction financing Repayment of construction financing Proceeds from bank indebtedness Repayment of bank indebtedness Loans payable Dividends paid

Distributions to non-controlling interests Advances to Morquard REIT Payments from Morquard REIT Shares purchased for

cancellation Increase in restricted cash

18

8 8 18

80,560 134,315 52,608 185,259

(7,070)

(48,435) (40,217) 103,514 (16,982) 226,834 (261,141) (9,857) (7,559) (258) (88,000) 118,610 (21,229) (3,232)

168,629

294,255 (2,616)

(16,868) (34,243) 17,334

331,487 (262,105) 11,985 (7,557) (1,129)

(40,610) 10,000 (16,100) (1,495)

Cash provided by financing activities

Net increase in cash and cash equivalents during the year

Net effect of foreign currency translation on cash balance Cash and cash equivalents, beginning of year

49,993 252 79,116

48,718 1,433 28,965

Cash and cash equivalents, end of year

<1) Retroactively adjusted due to adoption of new IFRS standards. See Note 29</p>

See accompanying notes to the consolidated financial statements.

8

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts) Note 1 Nature and Description of Company

Morguard Corporation (the "Company" or "Morguard") is a real estate investment and management corporation formed under the laws of Canada. Morguard's principal activities include property ownership, development and investment advisory services. Property ownership encompasses interests in multi-unit residential, commercial and hotel properties. The Company owns a diverse portfolio of properties in Canada and the United States. The Company's head office is located at 55 City Centre Drive, Suite 1000, Mississauga, Ontario, L5B 1M3.

Note 2

Significant Accounting Policies Statement of

Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements were approved and authorized for issue by the Board of Directors on March 4, 2014.

Basis of Presentation

The Company's consolidated financial statements are prepared on a going concern basis and have been presented in Canadian dollars rounded to the nearest thousand unless otherwise indicated. The consolidated financial statements are prepared on a historical cost basis, except for real estate properties and certain financial instruments that are measured at fair value. The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, unless otherwise indicated.

Basis of Consolidation

The consolidated financial statements include the accounts ofthe Company and its subsidiaries, all of which are controlled by the Company. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Company controls an investee if and only if the Company has power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities ofthe investee), exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect its returns. The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Subsidiaries are fully consolidated from the date on which control is obtained by the Company. Subsidiaries are deconsolidated from the date that control ceases.

Although the Company owns less than 50% of Morguard North American Residential Real Estate Investment Trust ("Morguard Residential REIT"), it continues to consolidate its investment in Morguard Residential REIT on the basis of de facto control. See Note 5 for further discussion of this matter.

Non-controlling interests in the equity and the results of these subsidiaries are shown separately in equity in the consolidated balance sheets.

Investment in Morguard Real Estate Investment Trust ("Morguard REIT")

Entities that are not controlled but over which the Company has the ability to exercise significant influence are accounted for using the equity method. The Company accounts for its investment in Morguard REIT using the equity method.

The Company's investment in the convertible debentures issued by Morguard REIT has been presented as equity-accounted and other investments in the consolidated balance sheets.

Interests in Joint Arrangements

The Company reviews its interests in joint arrangements and accounts for those in which the Company is entitled only to the net assets as joint ventures using the equity method of accounting and for those joint arrangements in which the Company is entitled to its share ofthe assets and liabilities as joint operations and recognizes its rights to and obligations of the assets, liabilities, revenue and expenses of the joint operation.

9

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts) Real Estate

Properties

Real estate properties include residential, retail and commercial properties held to earn rental income and for capital appreciation (income producing properties), hotel properties and properties or land that are being constructed or developed for future use as income producing properties.

Income Producing Properties

Income producing property that is acquired as an asset purchase and not as a business combination is recorded initially at cost, including transaction costs. Transaction costs include transfer taxes, professional fees for legal services and initial leasing commissions, of which transfer tax and legal fees represent the majority of the costs.

Subsequent to initial recognition, income producing properties are recorded at fair value. The changes in fair value each reporting period will be recorded in the consolidated statements of income. In order to avoid double counting, the carrying value of income producing properties includes straight-line rent receivable, tenant improvements, tenant incentives, capital expenditures and direct leasing costs since these amounts are incorporated in the appraised values ofthe real estate properties. Fair value is based on external and internal valuations using recognized valuation techniques, including the direct capitalization of income and discounted cash flow methods. Recent real estate transactions with characteristics and location similar to the Company's assets are also considered.

Tenant improvements include costs incurred to meet the Company's lease obligations and are classified as either tenant improvements owned by the landlord or tenant incentives. When the obligation is determined to be an improvement that benefits the landlord and is owned by the landlord, the improvement is accounted for as a capital expenditure and included in the carrying amount of income producing properties in the consolidated balance sheets.

Leasing costs include initial direct costs associated with leasing activities such as commissions. These costs are included in the carrying amount of income producing properties in the consolidated balance sheets.

Hotel Properties

The land and building components of the hotel properties are classified as real estate properties in the consolidated balance sheets to reflect their nature, which is to be held to earn cash flows and earn capital appreciation. Six of the Company's seven hotel properties are stated at cost and are amortized using the straight-line method over their estimated useful lives of 40 years, while the seventh hotel is classified as a property under development accounted for at fair value. The revenue and operating expenses of the seven hotel properties are included within net operating income in the consolidated statements of income.

Properties Under Development

The cost of properties under development includes all expenditures incurred in connection with the acquisition, including all direct development costs, realty taxes and other costs to prepare it for its productive use and borrowing costs directly attributable to the development. Borrowing costs associated with direct expenditures on properties under development or redevelopment are capitalized. Borrowing costs are also capitalized on the purchase cost of a site or property acquired specifically for redevelopment in the short term if the activities necessary to prepare the asset for development or redevelopment are in progress. The amount of borrowing costs capitalized is determined by reference to interest incurred on debt specific to the development project. Borrowing costs are capitalized from the commencement ofthe development until the date of practical completion. The capitalization of borrowing costs is suspended if there are prolonged periods when development activity is interrupted. The Company considers practical completion to have occurred when the property is capable of operating in the manner intended by management. Generally this consideration occurs on completion of construction and receipt of all necessary occupancy and other material permits. Where the Company has pre-leased space as of or prior to the start of the development and the lease requires the Company to construct tenant improvements that enhance the value of the property, practical completion is considered to occur on completion of such improvements.

Properties under development are measured at fair value with changes in fair value being recognized in the consolidated statements

of income when fair value can be reliably determined.

Financial Instruments

Recognition and Measurement of Financial Instruments

Financial instruments must be classified into one of the following specified categories: at fair value through profit or loss ("FVTPL"), held-to-maturity investments, available-for-sale ("AFS") financial assets, loans and receivables and other

10

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

liabilities. Initially, all financial assets and financial liabilities are recorded in the consolidated balance shee After initial recognition, financial instruments are measured at their fair values, except for held-to-maturity investments, loans and receivables and other financial liabilities, which are measured at amortized cost. The effective interest related to financial assets and liabilities measured at amortized cost and the gain or loss arising from the change in the fair value of financial assets or liabilities classified as FVTPL are included in net income for the period in which they arise. AFS financial instruments are measured at fair value with gains and losses recognized in other comprehensive income ("OCI") until the financial asset is derecognized, and all cumulative gains or losses are then recognized in net income.

The following summarizes the Company's classification and measurement of financial assets and liabilities:

Financial assets

Mortgages and loans receivable

Amounts receivable

Investment in convertible debentures

Investment in publicly traded securities

Investment in real estate funds

Restricted cash

Cash

Classification

Loans and receivable

Loans and receivable

FVTPL

AFS

AFS

Loans and receivable Loans and receivable

Measurement

Amortized cost Amortized cost Fair value Fair value Fair value Amortized cost Amortized cost

Financial liabilities

Mortgages payable

Senior unsecured debentures

Convertible debentures, excluding conversion option

Conversion option of convertible debentures

Construction financing on properties under development

Morguard Residential REIT Units

Accounts payable and accrued liabilities

Bank indebtedness

Other financial Other financial FVTPL
Other financial FVTPL
Other financial Other financial

liabilities liabilities

liabilities

liabilities liabilities

Amortized cost Amortized cost Amortized cost Fair value Amortized cost Fair value Amortized cost Amortized cost

Transaction Costs

Transaction costs are incremental costs directly related to the acquisition of a financial asset or the issuance of a financial liability.

Direct and indirect financing costs that are attributable to the issue of financial liabilities not at FVTPL are presented as a reduction from the carrying amount ofthe related debt and are amortized using the effective interest rate method over the terms of the related debt. These costs include interest, amortization of discounts or premiums relating to borrowings, fees and commissions paid to agents, brokers and advisers, and transfer taxes and duties that are incurred in connection with the arrangement of borrowings.

Transaction costs associated with asset acquisitions are capitalized, and those associated with business acquisitions are expensed as incurred.

Derivatives and Embedded Derivatives

All derivative instruments, including embedded derivatives, are recorded in the consolidated balance sheets at fair value unless exempted from derivative treatment as a normal purchase and sale.

The Company enters into interest rate swaps to hedge its risk associated with interest rates. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. Hedge accounting is discontinued prospectively when the hedging relationship is terminated, when the instrument no longer qualifies as a hedge or when the hedging item is sold or terminated. In cash flow hedging relationships, the portion of the change in the fair value of the hedging derivative that is considered to be effective is recognized in OCI, while the portion considered to be ineffective is recognized in net income. Unrealized hedging gains and losses in accumulated other comprehensive income ("AOCI")

11

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

are reclassified to net income in the periods when the hedged item affects net income. Gains and losses on derivatives are immediately reclassified to net income when the hedged item is sold or terminated.

Fair Value

The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either (i) in the principal market for the asset or liability or (ii) in the absence of a principal market, in the most advantageous market for the asset or liability.

Fair value measurements recognized in the consolidated balance sheets are categorized using a fair value hierarchy that reflects the significance of inputs used in determining the fair values:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Quoted prices in active markets for similar assets or liabilities or valuation techniques where significant

inputs are based on observable market data.

Level 3: Valuation techniques for which any significant input is not based on observable

market data.

Each type of fair value is categorized based on the lowest-level input that is significant to the fair value measurement in its entirety.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, balances with banks and short-term deposits with remaining maturities at the time of acquisition of three months or less. Bank borrowings are considered to be financing activities.

Goodwill

On acquisition of a business, the underlying fair value of net identifiable tangible and intangible assets is determined, and goodwill is recognized as the excess of the purchase price over this amount. Goodwill is not amortized. Goodwill is tested for impairment on an annual basis to determine whether the fair value of the reporting unit to which goodwill has been attributed is less than the carrying value of the reporting unit's net assets including goodwill, thus indicating impairment. Any impairment is then recorded as a separate charge against income and a reduction ofthe carrying value of goodwill.

Capital Assets

Capital assets include the following assets, which are stated at cost and amortized over their estimated useful lives using the following rates and methods:

Building (owner-occupied property and hotels) Furniture, fixtures, office and computer equipment Leasehold improvements Condominium

Straight-line over 40 years 10-20% straight-line Straight-line over the term of the lease Straight-line over 40 years

Inventory Properties - Land for Residential Developments

Land for residential development properties that is acquired or improved for sale in the ordinary course of business is recorded at the lower of cost or estimated net realizable value and is classified in the consolidated balance sheets as residential inventory properties, which are included as part of "other assets." Costs are allocated to the saleable acreage of each project or subdivision in proportion to the anticipated revenue and include borrowing costs directly attributable to projects under active development. Residential developments are reviewed for impairment whenever events or changes in circumstances indicate the carrying value may exceed net realizable value. An impairment loss is recognized in income when the carrying value of the land exceeds its net realizable value. Net realizable value represents the amount of estimated net sales proceeds, taking into account management's assumptions and projections for the development of the property and market conditions.

12

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts) Convertible

Debentures

_ - - - - - - - - - -

Convertible debentures issued by Morguard Residential REIT are convertible at the option of the holder into trust units of Morguard Residential REITfUnits") that trade on the Toronto Stock Exchange (the "TSX") underthe symbol "MRG.UN." The number of Units to be issued does not vary with changes in their fair value.

The Units are redeemable at the option of the holder and therefore are considered puttable instruments that meet the definition of a financial liability under IAS 32 "Financing Instruments - Presentation" ("IAS 32").

Upon issuance, convertible debentures are separated into their debt and conversion feature components. The debt component of the convertible debentures is recognized initially at the fair value of a similar debt instrument without a conversion feature. Subsequent to initial recognition, the debt component of a compound financial instrument is measured at amortized cost using the effective interest method.

Since under IAS 32 the Units meet the definition of a liability, the conversion feature component of the convertible debentures is recorded in the consolidated balance sheet as a liability, measured at fair value, with changes in fair value recognized in the consolidated statements of income and comprehensive income.

Any directly attributable transaction costs were allocated to the debt and conversion components of the convertible debentures in proportion to their initial carrying amounts with the portion allocated to the conversion component expensed immediately.

Morguard Residential REIT Units

The Units of Morguard Residential REIT meet the definition of a financial liability under IAS 32. Whereas certain exceptions in IAS 32 allow Morguard Residential REIT to classify the Units as equity in its own balance sheet, this exception is not available to the Company, and therefore the non-controlling interest that these Units represent is classified as a liability in the consolidated financial statements of the Company and measured at fair value, which is based on the Units' redemption amount with changes in the redemption amount recorded in income in the period of the change.

Provisions

A provision is a liability of uncertain timing or amount. Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value for the expenditures expected to be required to settle the obligation using a discount rate that reflects current market assessment ofthe time value of money and the risks specific to the obligation. Provisions are remeasured at each consolidated balance sheet date using the current discount rate. The increase in the provision due to the passage of time is recognized as interest expense.

Income Taxes

The Company uses the liability method of accounting for income taxes. Under the liability method of tax allocation, current income tax assets and liabilities are based on the amount expected to be paid to tax authorities, net of recoveries, based on the tax rates and laws enacted or substantively enacted at the consolidated balance sheet dates. Deferred income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and are measured using enacted or substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred income tax assets are recognized for all deductible temporary differences, carryforward of unused tax credits and unused tax losses to the extent that it is probable that deductions, tax credits and tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each consolidated balance sheet date and reduced to the extent it is no longer probable that the income tax asset will be recovered.

In accordance with IAS 12, "Income Taxes" ("IAS 12"), the Company measures deferred tax assets and liabilities on its real estate properties based on the rebuttable presumption that the carrying amount of the real estate property is recovered through sale, as opposed to presuming that the economic benefits of the real estate property will be substantially consumed through use over time. This presumption is rebutted if the real estate property is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the real estate property over time, rather than through sale, which is not the case for the Company.

. .

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts)

Revenue Recognition

The Company has not transferred substantially all ofthe risks and benefits of ownership of its real estate properties and therefore accounts for leases with its tenants as operating leases. Revenue from properties includes rents from tenants under leases, percentage participation rents, property tax and operating cost recoveries, lease cancellation fees, leasing concessions, parking income and incidental income. Percentage participation rents are accrued based on sales estimates submitted by tenants if the tenant anticipates attaining the minimum sales level stipulated in the tenant lease. All other rental revenue is recognized in accordance with each lease.

Revenue from real estate properties recorded in the consolidated statements of income during free rent periods represents future cash receipts and is reflected in the consolidated balance sheets in carrying value of real estate properties and recognized in the consolidated statements of income on a straight-line basis over the initial term of the lease. The Company accounts for stepped rents on a straight-line basis. Rents recorded in advance of cash received are included in amounts receivable. Tenant incentives are deducted from rental revenue on a straight-line basis over the term ofthe tenant's lease.

Revenue from land sales and gains from the sale of real estate properties are recognized when all material conditions of the related agreement of purchase and sale have been met, the risks of ownership have passed to the purchaser and at least 15% of the total purchase price has been received.

Management and advisory fees and sales of product are recognized when the service is performed or goods are shipped and ownership is legally transferred.

Business Combinations

The purchase method of accounting is used for acquisitions meeting the definition of a business combination. A business combination is an acquisition where an integrated set of activities is acquired in addition to the property. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred to the acquirer and the liabilities incurred by the acquirer. Any transaction costs incurred with respect to the business combination are expensed in the period incurred.

Employee Future Benefits

The Company provides pensions to certain of its employees under two defined benefit arrangements and recognizes the cost of the defined benefit plans in the period in which the employee has rendered services. The cost of benefits earned by employees is actuarially determined using the projected benefit method pro-rated on service, compensation increases, retirement ages of employees and future termination levels. No past service costs have been incurred under these plans. Actuarial gains and losses are recognized in full in the period in which they occur and are presented in the consolidated statements of comprehensive income. The current service cost and gains and losses on settlement and curtailments are charged to operating income. The discount rate used to calculate net pension obligations or assets is determined on the basis of current market rates for high-quality corporate bonds and is re-evaluated at each year-end.

Stock-Based Compensation

The Company has a stock appreciation rights ("SARs") plan, which entitles specified officers of Morguard and affiliated entities and directors to receive a cash payment equal to the excess of the market price of Morguard's common shares at the time of exercise over the grant-date price of the right. The Company accounts for the SARs plan using the fair value method. Under this method, compensation expense for the SARs plan is measured at the fair value of the vested portion using the Black-Scholes option pricing model at each balance sheet date. The liability is measured at each reporting date at fair value with changes in the liability recorded in the consolidated statements of income.

Foreign Exchange

The operations of the Company's United States-based subsidiaries are conducted in U.S. dollars, which represent the functional currency of the subsidiaries. Accordingly, the assets and liabilities of these foreign subsidiaries are translated into Canadian dollars at the rates on the consolidated balance sheet dates. Revenues and expenses are translated at the average rate of exchange for the

period. The resulting gains and losses are recorded in OCI. Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the exchange rate in effect at the reporting date. Exchange differences are recognized in profit or loss except for exchange differences arising from a monetary item receivable from or payable to a foreign subsidiary, the settlement of which is neither planned nor likely to occur in the foreseeable future and which in substance is considered to form part of the net investment in the foreign

14

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

subsidiary. These exchange differences are recognized in other comprehensive income or loss until the disposal ofthe net investment, at which time they are reclassified to profit or loss.

Canadian dollar to United States dollar exchange rates:

- •December 31
- Average during the year

United States dollar to Canadian dollar exchange rates:

•December 31 -Average during the year

\$\$

\$ \$ 2013

0.9402 \$ 0.9711 \$

1.0636 \$ 1.0298 \$ 2012

1.0051 1.0004

0.9949 0.9996

Income Per Share

Basic income per share is calculated by dividing net income by the weighted average number of common shares outstanding in each respective period. Diluted income per share is calculated by dividing net income, adjusted for the effect of dilutive securities, by the weighted average number of diluted shares outstanding.

Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is the person or group that allocates resources to and assesses the performance of the operating segments of an entity. The Company has determined that its chief operating decisionmaker is the Chairman and Chief Executive Officer.

Critical Judgments in Applying Accounting Policies

The following are the critical judgments that have been made in applying the Company's accounting policies and that have the most significant effect on the amounts in the consolidated financial statements:

De Facto Control

The Company's basis of consolidation is described above in the "Basis of Consolidation" section. Judgment is applied in determining when the Company controls an investment even if the Company holds less than a majority of the investee's voting rights (the existence of de facto control). The key assumptions are further defined in Note 5.

Real Estate Properties

The Company's accounting policies relating to real estate properties are described above. In applying these policies, judgment has been applied in determining whether certain costs are additions to the carrying amount ofthe property, in distinguishing between tenant incentives and tenant improvements, and, for properties under development, identifying the point at which practical completion ofthe property occurs and identifying the directly attributable borrowing costs to be included in the carrying value of the development property. Judgment is also applied in determining the extent and frequency of independent appraisals. The key assumptions are further defined in Note 6.

Income Taxes

The Company applies judgment in determining the tax rate applicable to its investment in Morguard REIT and identifying the temporary differences related to its investment with respect to which deferred income taxes are recognized.

Business Combinations ("IFRS 3")

Accounting for business combinations under IFRS 3, "Business Combinations," applies only if it is considered that a business has been acquired. Under IFRS 3, a business is defined as an integrated set of activities and assets conducted and managed for the purposes of providing a return to investors or lower costs or other economic benefits directly and proportionately to the Company. A business generally consists of inputs, processes applied to those inputs, and resulting outputs that are, or will be, used to generate revenues. Judgment is used by management in determining if the acquisition of an individual property qualifies as a business combination in accordance with IFRS 3 or as an asset acquisition.

When determining whether the acquisition of a real estate property or a portfolio of properties is a business combination or an asset acquisition, the Company applies judgment when considering whether the real estate property or properties are capable of producing outputs, whether the market participant could produce outputs if missing elements exist and whether significant processes were acquired.

15

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts)

Critical

Accounting Estimates and Assumptions

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenue and expenses during the reporting periods.

In determining estimates of fair market value and net realizable values for the Company's real estate properties, the assumptions underlying estimated values are limited by the availability of comparable data and the uncertainty of predictions concerning future events. Should the underlying assumptions change, actual results could differ from the estimated amounts. The critical estimates and assumptions underlying the valuation of real estate properties are outlined in Note 6.

In addition, the computation of cost reimbursements from tenants for realty taxes, insurance and common area maintenance charges is complex and involves a number of estimates, including the interpretation of terms and other tenant lease provisions. Tenant leases are not consistent in dealing with such cost reimbursements, and variations in computations can exist. Adjustments are made throughout the year to these cost recovery revenues based upon the Company's best estimate of the final amounts to be billed and collected.

Company o doct commute office miss amounte to do differ since concertor.

The fair value of financial instruments approximates amounts at which these instruments could be exchanged between market participants at the measurement date. The estimated fair value may differ in amount from that which could be realized on an immediate settlement of the instruments. The Company estimates the fair value of mortgages payable by discounting the cash flows of these financial obligations using market rates for debts of similar terms.

Note 3

Adoption of Accounting Standards

Each of the standards below is effective for annual periods beginning on January 1, 2013, and has been adopted in the preparation of these consolidated financial statements.

a) Consolidated Financial Statements and Joint Arrangements

IFRS 10, "Consolidated Financial Statements" ("IFRS 10"), establishes principles for the preparation of the Company's consolidated financial statements when it controls one or more other entities. The standard defines the principle of control and establishes control as the basis for determining which entities are consolidated in the consolidated financial statements of the Company. IFRS 10 does not prescribe changes to the consolidation procedures but rather modifies the definition of control and prescribes that an investor may have control even if it holds less than a majority of the investee's voting rights (de facto control). The standard is required to be applied retrospectively to prior periods presented.

IFRS 11, "Joint Arrangements" ("IFRS 11"), replaced IAS 31, "Interests in Joint Ventures." IFRS 11 requires that reporting issuers consider whether a joint arrangement is structured through a separate vehicle, as well as the terms of the contractual arrangement and other relevant facts and circumstances, to assess whether the entity is entitled to only the net assets of the joint arrangement ("joint venture") or to its share of the assets and liabilities of the joint arrangement ("a joint operation"). The standard is required to be applied retrospectively to prior periods presented.

See Note 29 for the impact of the Company's adoption of IFRS 10 and IFRS 11 on the consolidated financial statements.

b) Disclosure of Interests in Other Entities

IFRS 12, "Disclosure of Interests in Other Entities," applies to entities that have an interest in a subsidiary, a joint arrangement, an associate or an unconsolidated structured entity. The standard requires the Company to disclose information that enables users of the financial statements to evaluate (i) the nature of, and risks associated with, the Company's interests in other entities and (ii) the effects of those interests on the Company's financial position, financial performance and cash flows. See Notes 5 and 7 for additional disclosures related to Morguard Residential REIT, Morguard REIT and other investments.

c) Fair Value Measurement

IFRS 13,"Fair Value Measurement" ("IFRS 13"), establishes a single source of guidance for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. IFRS 13 also requires specific disclosures about fair value measurements and disclosures of fair values, some of which replace existing disclosure requirements in other standards, including IFRS 7, "Financial instruments: Disclosures" ("IFRS 7").

16

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

The Company adopted IFRS 13 prospectively from January 1,2013, and the adoption of this standard did not materially affect the consolidated financial statements. Additional disclosures required by this standard have been added to Note 6 and Note 30.

(d) Employee Benefits

IAS 19R, "Employee Benefits," has been amended to eliminate the option to defer the recognition of gains and losses, streamlining the presentation of changes to assets and liabilities with all changes from remeasurement to be recognized in other comprehensive income and enhancing the disclosure of the characteristics of defined benefit plans and the risks that companies are exposed to

through participation in those plans. Adoption of this standard had minimal impact on the Company's consolidated financial statements since the Company had been recognizing through retained earnings all cumulative unamortized actuarial gains and transitional obligations relating to its defined benefit pension plans.

Note 4

Future Accounting Policy Change

a) Levies

IFRIC Interpretation 21, "Levies" ("IFRIC 21"), clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached. The IFRIC does not apply to accounting for income taxes, for fines and penalties or for acquisition of assets from services under contractual agreements with governments. IFRIC 21 is effective for annual periods beginning on or after January 1, 2014. The Company is in the process of assessing the impact of the adoption of this interpretation on its consolidated financial statements.

b) Financial Instruments

IFRS 9, "Financial Instruments" ("IFRS 9"), will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"), and addresses the classification and measurement of all financial assets and financial liabilities within the scope ofthe current IAS 39. Included in IFRS 9 are the requirements to measure debt-based financial assets at either amortized cost or FVTPL and to measure equity-based financial assets either as held for trading or as fair value through other comprehensive income ("FVTOCI"). No amounts are reclassified out of other comprehensive income if the FVTOCI option is elected. Additionally, embedded derivatives in financial assets would no longer be bifurcated and accounted for separately under IFRS 9.

A new general hedge accounting standard, part of IFRS 9, was issued in November 2013. The new standard does not change the types of hedging relationships (i.e., cash flow or fair value hedges) or the requirement to measure and recognize ineffectiveness fundamentally; however, more hedging strategies that are used for risk management will qualify for hedge accounting.

IFRS 9 is not expected to be effective until at least 2017; however, earlier adoption is permitted. The Company is in the process of assessing the impact of the adoption of this interpretation on its consolidated financial statements.

Note 5

Morguard North American Residential Real Estate Investment Trust

On April 18, 2012, the Company completed an initial public offering ("IPO") of trust units of Morguard Residential REIT. A total of 8,250,000 trust units were sold at a price of \$10.00 per trust unit for gross proceeds of \$82,500. The total proceeds received, net of underwriters' commission, was \$77,550. Since Morguard retained control of Morguard Residential REIT, the transaction was accounted for as a reorganization and recapitalization of its existing operations.

On March 15, 2013, Morguard Residential REIT completed an offering of 8,270,000 units at a price of \$11.50 per unit, representing gross proceeds of \$95,105 and \$60,000 aggregate principal amount of 4.65% convertible unsecured subordinated debentures (the "Convertible Debentures") due on March 30, 2018. The Convertible Debentures are convertible at the option of the holder into Units' of Morguard Residential REIT at \$15.50 per trust unit. Morguard acquired 870,000 of the Units and \$5,000 aggregate principal amount of the Convertible Debentures. As at December 31, 2013, the Company owned a 48.7% effective interest in Morguard Residential REIT through its ownership of 5,445,166 Units and 17,223,090 Class B LP units.

17

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

Although the Company's effective ownership interest in Morguard Residential REIT has declined from 57.1% as at December 31,2012, to 48.7% as at December 31,2013, the Company continues to consolidate its investment in Morguard Residential REIT on the basis of de facto control in accordance with IFRS 10. The basis for concluding that the Company continues to control Morguard Residential REIT is as follows: (i) the Company holds a significant interest in Morguard Residential REIT's voting rights as at December 31, 2013; (ii) the wide dispersion of the public holdings of Morguard Residential REIT's remaining Units; (iii) the Company's ability to nominate a minimum number of Morguard Residential REIT's senior management

are employees ofthe Company; and (v) Morguard Residential REIT's significant dependency on the Company as a result of the property management, asset management, financing and acquisition services that the Company provides to Morguard Residential REIT in accordance with the agreements that were entered into between the Company and Morguard Residential REIT on completion of Morguard Residential REIT's IPO.

The following summarizes Morguard Residential REIT's aggregate assets and liabilities, results of operations and cash flows for the following periods as presented in Morguard Residential REIT's financial statements. As discussed above, the Units issued by Morguard Residential REIT that are not held by the Company are classified as equity on Morguard Residential REIT's balance sheet but are classified as a liability on the Company's balance sheet.

December 31, December 31, 2013 2012

Current assets

Income producing properties

Other non-current assets

\$16,840 1,651,790 2,603

\$97,545 923,136

Total assets

Current liabilities Non-current liabilities

1,671,233

240,180 908,091

1,020,681

109,785 524,241

Total liabilities

Unitholders' equity

Unitholders' equity attributable to: Unitholders

Non-controlling interests

\$511,001 11,961 \$522,962

\$375,392 11,263 \$386,655

Years ended December 31		<u>2013</u>	<u>2012</u>
Revenue from income producing properties \$80,294			\$142,939
Fair value gain on real estate properties			7,962
125,394			
Net income for the year			57,543
191,922			
Other comprehensive income for the year	14,207		125
Total comprehensive income for the year			\$71,750
\$192,047			
Total comprehensive income attributable to:			
Unitholders			\$70.588

ΟΠΙΙΙΙΟΙ**ΙΙ**ΟΙ

\$187,904

Non-controlling interests 1,162 4,143

\$71,750 \$192,047

18

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

Years ended December 31

Cash provided by operating activities Cash used in investing activities Cash provided by financing activities

Net (decrease) increase in cash during the year

Net effect of foreign currency translation on cash balance

Cash, beginning of the year

2013

\$38,697 (254,146) 214,306

(1,143) 1,217 5,176 2012

\$4,893 (172,821) 172,231

4,303 (224) 1,097

Cash, end of the year

During the year ended December 31, 2013, Morguard Residential REIT recorded distributions of \$16,740 or \$0.60 per Unit (2012-\$6,024 or \$0.60 per Unit), of which \$3,181 were paid to the Company (2012 - \$860) and \$13,559 were paid to the remaining unitholders (2012 - \$5,164). In addition, Morguard Residential REIT paid distributions to Morguard on the Class B LP units of \$10,333 during the year ended December 31, 2013 (2012 - \$7,261).

Note 6

Real Estate Properties

Real estate properties consist of the following:

As at December 31

Income producing properties Hotel properties Properties under development Land held for development

1' Development' 2' Development

2013

\$3,882,043 91,893 253,820 18,544

2012

\$3,165,409 44,100 121,309 17,086

\$3,347,904

Reconciliations of the carrying amounts for real estate properties at the beginning and end of the current financial period are set out below:

Income Properties Land
Producing Hotel Under Held for

Properties Properties' \$17,086 \$3,347,904

- 600,105
- 125 708

120,100

11.466 Balance as at December 31,2012 \$3,165,409 \$44,100 \$121,309 Additions: Acquisitions and investments 533,806 66,299 Capital expenditures/capitalized costs 26,955 143 98,700 Tenant improvements, incentives and commissions 11,466 (540) 77,401 84,434 (1,399) 1,131 **Transfers** 23,946 (17,250)(6,696)657 801 Dispositions (540)Fair value gain (Note 20) 36,237 40.507 83,633 Foreign currency translation Amortization of hotels (1,399)\$253,820 \$3,882,043 \$91,893

\$18.544 \$4.246.300

Other

Balance as at December 31, 2013

development during the year ended December 31, 2013.

19

1,131

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

Included in real estate properties is \$48,350 (December 31, 2012 - \$41,024) of net straight-line rent and incentive receivables arising from the recognition of rental revenue net of incentives on a straight-line basis over the lease term in accordance with IAS 17, "Leases."

All income producing properties and properties under development are classified as Level 3 in the fair value hierarchy (see Note 28).

Acquisitions/Dispositions

On December 23, 2013, the Company acquired a 237 suite recently constructed multi-unit residential property in Edmonton, Alberta, for a purchase price of \$46,500. The acquisition was partially funded by the assumption of a mortgage in the amount of \$31,400 at an interest rate of 2.88% for a remaining term of nine years.

On June 14,2013, the Company acquired five Toronto area hotels for a total purchase price of \$70,550, of which \$11,600 was allocated to land, \$54,698 was allocated to building and \$4,252 was allocated to furniture and fixtures. The furniture and fixtures have been classified as other assets in the consolidated balance sheets. Acquisition costs of \$1,829 have been recorded in other income (expense) in the consolidated statements of income since the acquisition represents a business combination.

Between April 17, 2013, and May 22, 2013, the Company acquired 3,752 suites in 12 low-rise and mid-rise multi-unit residential properties from an institutional fund sponsored by Pearlmark Real Estate Partners, L.L.C. (the "Pearlmark Properties") for US\$450,000. The Pearlmark Properties are located in Colorado, Florida, Georgia, North Carolina and Texas. In connection with the purchase of 10

⁽¹⁾ The hotels stated at cost have an accumulated amortization balance of \$1,399 as at December 31, 2013.

⁽²⁾ Includes a hotel property that has been recorded at fair value (see Note 28) and transferred to properties under

ofthe 12 properties, the Company assumed in-place mortgage financing of US\$218,676 with a weighted average interest rate of 4.3% and a weighted average term to maturity of 4.1 years. A mark-to-market premium adjustment of US\$12,716 was recorded on the assumed mortgages. For the remaining two properties, the Company, at closing, entered into first mortgage financing arrangements in an aggregate amount of US\$57,660 with a weighted average interest rate of 3.51% and terms of 10 years. The Company has agreed to pay an additional amount not exceeding US\$10,000, which will be paid, in whole or in part, if the net operating income generated by the Pearlmark Properties during the 12 months ending December 31,2013, exceeds certain defined threshold amounts (the "Earn Out Provision"). The threshold amounts of net operating income that trigger a payment under the Earn Out Provision vary between US\$26,500 and US\$28,000, such that for every US\$150 increase in net operating income between US\$26,500 and US\$28,000, US\$1,000 is to be paid by the Company. The amount of the final cash payment will be determined on or before March 31, 2014.

Reconciliation of the carrying amounts for real estate properties for the year ended December 31, 2012, is set out below:

Balance as at January 1, 2012

Additions:

Acquisitions and investments

Capital expenditures/capitalized costs

Tenant improvements, incentives and commissions

Transfers

Dispositions

Fair value gain (Note 20) Foreign currency translation Other Income Producing Hotel Properties Properties

26,850 218

\$2,524,993 \$16,100

388,536 19,477 932

16,240 908 (180) 228,814 (13,391) 12

Properties Land Held Under for Development Development

\$60,000 81,184

\$15,411 2,334

(908) (19,875)

428 (179)

Total

\$2,616,504

417,720 100,879

16,240

(20,055) 230,174 (13,570) 12 Balance at December 31, 2012

20

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

Acquisitions/Dispositions

On July 31,2012, the Company acquired Woodbine Apartments for a purchase price of US\$42,100. Woodbine Apartments is a three-storey residential walk-up garden community comprising 408 suites in 17 buildings situated on 19 acres of land located in Florida. On September 4, 2012, the Company completed the financing of Woodbine Apartments in the amount of US\$29,470 at an interest rate of 3.78% for a term of 10 years.

On August 29,2012, the Company acquired Blue Isle Apartments for a purchase price of US\$40,000. Blue Isle Apartments is a two-storey residential walk-up garden community comprising 340 suites in 23 buildings situated on 18 acres of land located in Florida. On October 19, 2012, the Company completed the financing of Blue Isle Apartments in the amount of US\$26,000 at an interest rate of 3.66% for a term of 10 years.

On September 12, 2012, the Company sold 50% of its interest in 150 Elgin Street, Ottawa, Ontario, to a third party as a co-owner for total sales proceeds of \$20,292.

On September 28, 2012, the Company acquired development land in Lake Worth, Florida, for a total purchase price of US\$2,070.

On November 15, 2012, the Company acquired a 94.8% interest in a Toronto area hotel for a total purchase price of \$30,600, of which \$5,405 was allocated to land, \$21,445 was allocated to building and \$3,750 was allocated to furniture and fixtures. The furniture and fixtures have been classified as other assets in the condensed consolidated balance sheets. Acquisition costs of \$1,043 have been recorded in other (expense) income in the consolidated statements of income since the acquisition represents a business combination.

On December 7,2012, the Company acquired land adjacent to North Shore Square, Slidell, Louisiana, for a total purchase price of US\$1.779.

On December 20, 2012, the Company acquired Alta at K Station, a high-rise residential rental complex comprising 848 suites in Chicago for a purchase price of US\$302,000, and completed the financing on the property, in the amount of \$198,980 (US\$200,000), at an interest rate of 3.29% for a term of 10 years.

Capitalization Rates

For the financial reporting periods ended December 31, 2013, and December 31, 2012, the Company's Canadian portfolio was predominantly appraised internally by its appraisal division, and the U.S. portfolio was predominantly externally appraised by national U.S. real estate appraisal firms. Approximately 43% of the Company's portfolio was externally appraised at December 31, 2013 (December 31, 2012 - 35%).

The Company determined the fair value of each real estate property based upon, among other things, rental income from current leases and assumptions about rental income from future leases reflecting market conditions at the applicable consolidated balance sheet dates, less future cash outflow pertaining to the respective leases. The Company's multi-unit residential properties are appraised using the direct capitalization of income method. The retail, office and industrial properties are appraised using a number of approaches that typically include a discounted cash flow analysis, a direct capitalization of income method and a direct comparison approach. The discounted cash flow analysis is primarily based on discounting the expected future cash flows, generally over a term of 10 years including a terminal value based on the application of a capitalization rate to estimated year 11 cash flows.

21

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

Using the direct capitalization income approach, the residential, retail, office and industrial properties were valued using capitalization rates in the range of 4.5% to 9.3% applied to a stabilized net operating income of \$226,866 (December 31, 2012-4.5% to 9.5% and \$168,035), resulting in an overall weighted average capitalization rate of 5.3% (December 31, 2012 - 5.8%). The stabilized occupancy and capitalization rates by product type are set out in the following table:

	Dec	ember 31, 2013	Dec	ember 31, 2012
	Occupancy Rates	Capitalization Rates	Occupancy Rate	sCapitalization Rates
	Max. Min.	Weighted Max. Min. Average	Max. Min.	Weighted Max. Min. Average
Canada Multi-unit	98.0% 93.4%	5.0% 4.5% 4.8% 7.0%	98.3% 93.4%	5.0% 4.5% 4.9% 7.5%
residential Retail	96.0% 93.0%	5.0% 5.7% 9.0% 5.3%	96.0% 92.0%	5.5% 6.3% 8.5% 5.3%
Office/industrial United	100.0% 90.0%	6.1% 8.3% 4.5% 5.5%	100.0% 90.0%	6.3% 8.5% 4.8% 5.7%
States Multi-unit	100.0% 90.0%	9.3% 6.2% 7.3%	96.5% 90.0%	9.5% 6.7% 7.8%
residential Retail	100.0% 82.5%		97.0% 90.0%	

The key valuation metrics used in the discounted cash flow method for the retail, office and industrial properties are set out in the following table:

December 31, 2013

Canada Retail

Discount rate Terminal cap rate

Office/industrial Discount rate Terminal cap rate United States

Retail Discount rate Terminal cap rate

Weighted

8.8% 7.8%

9.3% 8.5%

Maximum Minimum Average

6.3% 5.3%

7 5% 6 5%

1.2/0 0.2/0

6.3% 5.5%

10.5% 9.5%

Weighted

8.8% 7.8%

9.3% 8.5% 6.8% 5.8%

6.5% 5.8%

Maximum Minimum Average

7.6% 6.6%

8.0% 7.0%

8.8% 8.1%

7.2% 6.5%

10.8% 9.8%

Values are most sensitive to changes in discount rates, capitalization rates and timing or variability of cash flows.

Properties Under Development

During the year ended December 31, 2013, borrowing costs of \$3,084 (December 31, 2012 - \$1,051) were incurred on debt specific to the development projects and were capitalized to the development projects. As at December 31, 2013, the estimated costs to complete the development projects are approximately \$83,000.

22

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 $\,$

(amounts in thousands of Canadian dollars, except share, units and per share amounts)
Equity-Accounted and Other Investments

Equity-accounted and other investments consist ofthe following:

As at December 31

Investment in Morguard REIT Other equity-accounted investments

Total aquity-accounted investments Investment in Marquard REIT 2012 Dehentures

Note 7

TOTAL EQUITY-ACCOUNTED INVESTINENTS INVESTINENT IN MOTIGNARY INC. IT ACTA DESCRIPTES

2013

\$680,668 25,070 705,738 50,825

2012

\$611,150 15,128 626,278 50,000

Equity-accounted and other investments

Other equity-accounted investments include the Company's investment in the MIL Industrial Fund II Limited Partnership (the "MIL Fund"), a real estate fund whereby an indirect wholly owned subsidiary of the Company is the general partner. The Company has committed up to \$15,000 for the investment in the MIL Fund, which represents an 18.75% ownership in the MIL Fund. The Company accounts for its investment using the equity method since the Company has the ability to exercise significant influence as a result of its role as general partner; however, it does not control the MIL Fund. The total investment in the MIL Fund as at December 31, 2013 is \$15,490 (December 31, 2012 - \$8,874).

On December 20, 2012, the Company entered into an agreement to participate in a limited partnership whereby the Company has committed up to \$10,000 for investment in the partnership; \$956 was advanced as at December 31, 2013.

(a) Equity Income

Equity income from investments consists ofthe following:

Years ended December 31	<u>2013</u>	<u>2012</u>
Equity income from Morguard REIT	\$92,534 \$77,929	
Equity income from other investments	3,776 3,434	
Total equity income from investments	\$96,310 \$81,363	

(b) Investment in Morguard Real Estate Investment Trust

As at December 31, 2013, the Company owned 27,668,025 units (December 31, 2012 -27,484,405 units) of Morguard REIT, which represents a 44.5% (December 31, 2012 - 42.9%) ownership. The units of Morguard REIT trade on the TSX under the symbol "MRT.UN." The closing price on the TSX of Morguard REIT's units as at December 31, 2013, was \$16.45.

The book value per unit ofthe Company's investment in Morguard REIT was \$24.60 as at December 31, 2013.

Years ended December 31	<u>2013</u>	<u>2012</u>
Investment in Morguard REIT, beginning ofthe year	\$611,150	\$529,859
Equity income	92,534	98,920
Dividends received and receivable	(26,472)	(25,148)
Loss on dilution of ownership	-(20,991)	
Amortization of each flow hadra aquity accounted	VSS	420

File #	C2014	1-9652 \	Version:	1

Amortization of cash now heage equity-accounted	400	44J
Purchase of Morguard REIT units	3,023	28,081
Investment in Morguard REIT, end of the year	\$680,668	\$611,150

On October 31, 2012, Morguard REIT issued \$150,000 principal amount of 4.85% convertible unsecured subordinated debentures, maturing on October 31, 2017 (the "2012 Debentures"), of which the Company purchased \$50,000. The 2012 Debentures are convertible, at the option of the holder, into trust units of Morguard REIT at \$24.60 per trust unit. The investment is measured at fair value based on the 2012 Debentures' trading price at each reporting period with

23

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

changes in fair value recognized in the consolidated statements of income. The investment in the 2012 Debentures is presented in equity-accounted and other investments in the consolidated balance sheets.

On September 22, 2009, Morguard REIT issued \$90,000 principal amount of 6.50% convertible unsecured subordinated debentures ("2009 Debentures"), maturing on September 30,2014. During the year ended December 31,2012, Morguard REIT converted all the outstanding 2009 Debentures in the amount of \$88,636 into 6,331,124 REIT units. The resulting dilution loss of \$20,991 for the year ended December 31, 2012, was included in equity income from Morguard REIT in the consolidated statements of income.

During the year ended December 31, 2013, the Company purchased 183,620 units (December 31, 2012 - 1,615,000 units) of Morguard REIT for cash consideration of \$3,023 (December 31,2012 -\$28,081) and received distributions from Morguard REIT of \$26,472 (2012 - \$25,148).

Upon completion of its initial and ongoing assessment of the application of IFRS 10 with respect to the Company's interest in Morguard REIT, the Company has determined that it does not control Morguard REIT. In making its final determination, the Company considered i) its ownership interest, voting rights and potential voting rights; ii) the role of Morguard REIT trustees and their relationship to the Company; iii) voting results from recent annual meetings; iv) significant agreements between the Company and Morguard REIT; and v) the relationship between the Company's management team and that of Morguard REIT.

The following summarizes Morguard REIT's aggregate assets and liabilities, results of operations and cash flows for the following periods:

 As at
 December 31, 2013
 December 31, 2012

 Current assets
 \$28,492 \$29,148

 Real estate properties
 2,869,358 2,592,740

 Other non-current assets
 44,949 41,433

 Total assets
 \$2,942,799 \$2,663,321

Current liabilities

Mortgages, bonds and notes payable Bank indebtedness Accounts payable and accrued liabilities

\$170,471 5,000 40,837

\$335,938 54,853 43,075

Non-current liabilities

11011-04110111 11401111103

Mortgages, bonds and convertible debentures payable Other non-current liabilities

216,308

1,169,671 4,082

433,866

795,097 3,575

1,173,753 Unitholders' equity \$2,942,799

Years ended December 31

Revenue

Fair value gain on real estate properties

Interest expense

Net income for the year

Other comprehensive income

Total comprehensive income

2013

2012

\$279,651 107,641 59,672 212,381 991 \$213,372

\$244,876 142,683 49,750 228,446 972 \$229,418

24

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

Years ended December 31			<u>2013</u>	<u>2012</u>	
Cash provided by operating activities			\$89,546	\$82,289	
Cash	used	in	investing	activities	(156,215)
(400,469)					
Cash provided l	by financing activitie	es		66,204	324,408
Net (decrease)	increase in cash du	ring the year		(465)	6,228
Cash, beginning	g of the year			13,624	7,396
Cash, end of the	e year			\$13,159	\$13,624

Note 8

Mortgages and Loans Receivable

Mortgages and loans receivable consist of the following:

As at

Loans receivable - Morguard REIT Loans receivable - other Mortgages receivable

December 31, 2013 \$- 5,592 11,870

December 31, 2012

\$30,610 9,707 2,000
Total mortgages and loans receivable

Loans Receivable - Morguard REIT

The Company has a revolving demand loan agreement (the "Morguard REIT Loan Agreement") with Morguard REIT that provides for either party to borrow up to \$50,000 at each party's bank borrowing rate, which can be priced at either the prime rate or the bankers' acceptance rate plus applicable stamping fees. On December 10, 2013, the Morguard REIT Loan Agreement was temporarily amended for a period of 60 days for either party to borrow up to \$90,000, at the same interest rate terms. During the year ended December 31,2013, a net repayment of \$30,610 was made by Morguard REIT, and \$nil was outstanding at December 31, 2013. The Company received interest in the amount of \$1,292 for the year ended December 31, 2013 (2012 - \$447).

On January 2,2014, the Company advanced \$60,000 to Morguard REIT, and \$10,000 was repaid on February 10, 2014.

Loans Receivable - Other

The Company has a loan agreement with a co-owner of a U.S. subsidiary that had an initial term of one year with the borrower having the right to extend the loan for two consecutive one-year periods. The loan bears interest at 6% per annum. On July 31, 2012, the Company advanced US\$4,000 under the agreement. The borrower has exercised his right to extend the loan for an additional year. The Company earned interest of \$246 for the year ended December 31, 2013 (2012-\$106).

The Company has a revolving demand loan agreement with a related party, ClubLink Enterprises Limited ("ClubLink"). The agreement provides for borrowings or advances of up to \$30,000, which can be priced at either the prime rate or the bankers' acceptance rate plus applicable stamping fees. During the year ended December 31, 2013, the Company advanced \$9,000 to ClubLink, and the amount was repaid in full during the year. On April 2,2013, the Company advanced US\$12,000 to ClubLink under a non-revolving separate loan agreement at an interest rate at the London Interbank Offered Rate ("LIBOR") plus 188 basis points, which is repayable on demand. The advance was repaid on May 22,2013. The Company earned interest of \$56 from the advances to ClubLink during the year ended December 31, 2013 (2012 - \$nil).

The Company has a demand loan agreement with the MIL Fund that bears interest at prime plus 1.25% on the outstanding balance. As at December 31, 2013, \$605 was outstanding under the agreement. The Company earned interest of \$195 for the year ended December 31, 2013 (2012 - \$14). The loan was repaid in full on January 20, 2014.

25

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts in mousands or Canadian dollars, except share, units and per share amounts)

The Company had a loan agreement with Woodbridge Square, a Morguard REIT co-ownership, that bears interest at prime plus 1.5% on the outstanding balance of \$2,645. The loan was repaid during the quarter ended March 31, 2013, and the Company earned interest of \$21 (2012 - \$45).

Note 9

Other Assets

Other assets consist of the following:

As at

Investments in publicly traded securities Accrued pension benefit asset Capital assets, net Investments in real estate funds Inventory

Inventory - land for residential development and sale

Restricted cash

Other

December 31, 2013

\$65,455 65,076 21,010 61,382 1,568 6,396 5,608 297 \$226,792

December 31, 2012

\$75,762 60,342 18,568 15,697 1,635 10,570 2,137

\$184,711

During the years ended December 31, 2012 and 2010, the Company entered into agreements to participate in two U.S. real estate funds. The Company has committed up to US\$70,000 for investment in the funds. The total investment in the funds as at December 31, 2013, is US\$57,711 (December 31, 2012 - US\$15,843).

Investments in Publicly Traded Securities

During the three months ended March 31,2012, the Company disposed of an investment in marketable securities, which was classified as available for sale, for proceeds of approximately \$86,000 and realized a gain on disposition in the amount of \$13,598 in the consolidated statements of income. The Company had previously reported on these securities an unrealized gain of \$11,734 in the consolidated statements of comprehensive income. The Company reinvested approximately \$72,000 of the proceeds in securities of a separate public entity.

Note 10

Mortgages Payable

Mortgages payable, which are at fixed and floating rates, consist of the following:

	December 31,	December 31,
<u>As at</u>	<u>2013</u>	<u>2012</u>
Mortgages payable		\$1,983,135
\$1,566,180		
Financing costs	(14,779)	(11,069)
	\$1,968,356	\$1,555,111

Current \$445,072 \$257,816 Non-current 1,523,284 1,297,295

\$1,968,356 \$1,555,111

Range of interest rates Weighted average interest rate Estimated fair value of mortgages payable

2 99 6 600/ 2 00 7 220/ / /70/ / 700/ \$1 060 077 \$1 611 09/

Z.OU-U.U3 /0 Z.33-1.33 /0 4.41 /0 4.10 /0 \$1,303,311 \$1,011,504

In addition to the activity discussed in Note 6, the following refinancings were completed during the year ended December 31, 2013:

26

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

On May 2, 2013 the Company completed the refinancing of a multi-unit residential property located in Mississauga, Ontario, in the amount of \$35,838 at an interest rate of 2.96% for a term of ten years.

On June 14, 2013, the Company financed five hotel properties with a floating rate mortgage in the amount of \$46,000 for a term of five years. On July 2, 2013, to mitigate the floating interest rate risk, the Company entered into an interest rate swap transaction to acquire a fixed rate of 5.455%. The interest rate swap transaction matures on June 14, 2018.

On November 27, 2013, the Company completed the financing of a Toronto area hotel in the amount of \$10,000 at an interest rate of 4.24% for a term of five years.

On December 30, 2013, the Company completed the financing of an industrial property located in Puslinch, Ontario, in the amount of \$12,500 at an interest rate of 4.19% for a term of eight years.

On December 31, 2013, the Company completed the refinancing of a multi-unit residential property located in Lake Worth, Florida. The mortgage was repaid on maturity in the amount of US\$12,385, and a new mortgage of US\$20,450 was entered into at an interest rate of 4.24% for a term of seven years, for a net upward refinancing of US\$8,065.

As at December 31, 2013, the Company's total floating interest rate mortgages amount to \$179,793 (December 2012 - \$138,027) of which \$46,000 (December 31, 2012 - \$138,027) is subject to an interest rate swap agreement (see Note 28 for further details).

The aggregate principal repayments and balances maturing of the mortgages payable in the next five years and thereafter are as follows:

		Repayments	Instalment Maturing	Weighted Principal Average Balances Contractual Total Rate
2014	\$38,335	\$402,258	\$440,593	4.56%
2015	37,295	90,949	128,244	4.46%
2016	33,985	100,973	134,958	4.08%
2017	30,033	374,460	404,493	5.28%
2018	<u>25,109</u>	129,770 154,87	<u>5.00%</u>	
2018	<u>Thereaf</u>	<u>ter</u>	<u>719,968</u>	<u>3.90%</u>
			\$1,	983,135 4.47%

Substantially all ofthe Company's rental properties and related rental revenues have been pledged as collateral for the mortgages payable.

The Company's first mortgages are registered against specific real estate assets. These mortgages bear interest at rates ranging between 2.88% and 6.69% per annum with a weighted average interest rate of 4.47% (December 31, 2012 - 4.70%) and mature between 2014 and 2026 with a weighted average term to maturity of 4.8 years.

Note 11

Senior Unsecured Debentures

Senior unsecured debentures consist ofthe following:

As at December 31

4.099% Series A unsecured debentures Unamortized financing costs

\$135,000 \$-\$133,993 \$-

27

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts)

On November 19, 2013, the Company issued a short form base shelf prospectus under which the Company may offer for sale and issue debt securities with an aggregate offering price of up to \$400,000. On December 10, 2013, the Company issued \$135,000 (net proceeds including issuance costs - \$134,315) of 4.099% Series A senior unsecured debentures ("Unsecured Debentures") due on December 10, 2018, with semi-annual payments due on June 10 and December 10 each year. Paros Enterprises Limited ("Paros") (see Note 21 (b)) acquired \$10,000 aggregate principal amount of the Unsecured Debentures.

The Company has the option to redeem the Series A senior Unsecured Debentures at a redemption price equal to the greater of the Canada Yield Price and par plus any accrued and unpaid interest. The Canada Yield Price is defined as the amount that would return a yield on investment for the remaining term to maturity equal to the Canada bond rate with equal term to maturity plus a spread of 0.56%.

Note 12

Convertible Debentures Payable

Convertible debentures payable consist of the following:

	December 31, December 31,			
<u>As at</u>	<u>2013</u>	<u>2012</u>		
4.65% convertible unsecured subordinated debentures	\$59,806	\$-		
Fair value of conversion option	151 -			
Unamortized financing costs	(2,082) -			
Acquired by Morguard	(5,000) -			

\$52,875 \$^

On March 15, 2013, Morguard Residential REIT issued \$60,000 principal amount of 4.65% convertible unsecured subordinated debentures ("Convertible Debentures"), maturing on March 30,2018 (the "Maturity Date"). The underwriters' commissions attributable to the Convertible Debentures in the amount of \$2,062 have been capitalized and are being amortized over their term to maturity. Morguard acquired \$5,000 aggregate principal amount of the Convertible Debentures. As at December 31, 2013, \$60,000 of the face value of the Convertible Debentures was outstanding (December 31, 2012 -\$nil).

Interest is neverble semi-annually, not in educate, on March 21 and Contember 20 of each year, commencing on Contember 20, 2012

interest is payable semi-annually, not in advance, on march 31 and September 30 or each year, commencing on September 30, 2013. For the year ended December 31,2013, \$2,232 is included in interest expense.

Each Convertible Debenture can be converted at the option of the holder into fully paid, non-assessable and freely tradable units at any time prior to the close of business on the last business day immediately preceding the Maturity Date or, if such Convertible Debenture has been called for redemption, then up to, but not after, the close of business on the last business day immediately preceding the date fixed for redemption at a conversion price of \$15.50 per unit, being the ratio of approximately 64.5161 units per \$1,000 principal amount of Convertible Debentures.

From April 1, 2016, to March 31, 2017, the Convertible Debentures shall be redeemable, in whole at anytime or in part from time to time, at the option of Morguard Residential REIT on not more than 60 days' and not less than 30 days' prior written notice, at a redemption price equal to the principal amount thereof plus accrued and unpaid interest up to the date fixed for redemption provided that the volume-weighted average trading price of the Units on the TSX (if the Units are then-listed on the TSX) for the 20 consecutive trading days ending on the fifth trading day preceding the date on which notice of redemption is given (the "Current Market Price") is not less than 125% of the conversion price. From April 1, 2017, and prior to the Maturity Date, the Convertible Debentures shall be redeemable, in whole at any time or in part from time to time, at the option of Morguard Residential REIT on not more than 60 days' and not less than 30 days' prior written notice at a redemption price equal to the principal amount thereof plus accrued and unpaid interest up to the date fixed for redemption. Subject to regulatory approval and other conditions, Morguard Residential REIT may, at its option, elect to satisfy its obligation to pay, in whole or in part, the principal amount of the Convertible Debentures that are to be redeemed or that have matured by issuing and delivering that number of freely tradable Units to the debentureholders obtained by dividing the principal amount of the Convertible Debentures being repaid by 95% of the Current Market Price on the date of redemption or maturity, as applicable.

28

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts) Note 13

Construction Financing on Properties Under Development

The Company has two construction financing facilities available of \$207,000 collateralized by properties under development that bear floating rates of interest at the bankers' acceptance rate plus 1.75%, and that mature by December 2015. As at December 31, 2013, the Company had borrowed \$103,866 (December 31, 2012 - \$17,334) in construction financing.

Classification of the construction financing on properties under development is as follows:

	December 31, December 31,
As at	<u>2013</u> <u>2012</u>
Current	\$41,073 \$-
Non-current	<u>62,793</u> <u>17,334</u>
	\$103.866 \$17.334

Note 14 Loans Payable

The Company entered into a demand loan agreement with Paros (see Note 21(b)) that provides for the Company to borrow up to \$22,000. The balance owing as at December 31, 2013, was \$2,128 (December 31, 2012 - \$11,985), and the loan bears interest at 3.26% per annum.

Note 15

Morguard Residential REIT Units

The non-controlling interest in Morguard Residential REIT's units has been presented as liabilities. Morguard Residential REIT's units are redeemable at any time, in whole or in part, on demand by the holders. Upon receipt of the redemption notice by Morguard Residential REIT, all rights to and under the units tendered for redemption shall be surrendered and the holder shall be entitled to receive a price per unit equal to the lesser of (i) 90% of the market price of the units on the principal exchange market on which the units are listed or quoted for trading during the 10 consecutive trading days.

ending immediately prior to the date on which the units were surrendered for redemption; and (ii) 100% of the closing market price on the principal exchange market on which the units are listed or quoted for trading on the redemption date.

As at December 31, 2013 the Company valued Morguard Residential REIT's units at \$201,929 (December 31, 2012 - \$165,390) and classified the units as a liability on the consolidated balance sheets. Due to the change in the market value of the units, the Company recorded a net fair value gain of \$31,270 (2012 - loss of \$3,883) in the consolidated statements of income.

The components of the net gain (loss) on Morguard Residential REIT's units, are as follows:

Years ended December 31	<u>2013</u>	<u>2012</u>
Fair value gain on Morguard Residential REIT's units	\$49,369	\$15,877
Issuance costs of units of Morguard Residential REIT	(4,540)	(14,596)
Distributions to external unitholders	(13,559)	(5,164)
Net fair value gain (loss) on Morguard Residential REIT's units	\$31,270	\$(3,883)

29

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

Note 16

Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consist of the following:

As at

Accounts payable and accrued liabilities Tenant deposits Income taxes payable Other

December 31, 2013 \$123,030 13,164 854 3,860 December 31, 2012 \$67,720 12,474 14,543 3,177

\$140,908

Note 17

Bank Indebtedness

The Company has credit facilities and operating lines totalling \$269,000 (December 31, 2012 - \$177,000), which can be borrowed in either Canadian or U.S. dollars and are subject to floating interest rates based on bankers' acceptance or LIBOR rates. The Company's investments in Marguard REIT and Marguard Residential REIT marketable securities.

amounts receivable, inventory, capital assets and a fixed charge security on specific properties have been pledged as collateral on these credit facilities and operating lines. As at December 31, 2013, the Company had borrowed \$110,615 (December 31, 2012 - \$144,921) and issued letters of credit in the amount of \$15,887 (December 31, 2012 - \$10,811) related to these facilities. The entire amount borrowed as at December 31, 2013, was in U.S. dollars.

The bank credit agreements include certain restrictive covenants and undertakings by the Company. As at December 31, 2013, the Company is in compliance with all covenants and undertakings. As the bank indebtedness is current, the carrying value of the debt as at December 31, 2013, approximates its fair value.

Note 18 Shareholders' Equity (a) Share Capital Authorized

Unlimited common shares, no par value.

Unlimited preference shares, no par value, issuable in series.

<u>Issued and fully paid common shares (in thousands)</u>	<u>Number</u>	<u>Amount</u>	
Balance, December 31,2011	12,949 \$11:	5,289	
Shares repurchased through the Company's NCIB	(178)	(1,589)	
<u>Dividend reinvestment plan</u>	<u>1</u>	<u>151</u>	
Balance, December 31,2012	12,772 113,851		
Shares repurchased through the Company's NCIB	(186)(1,6)	666)	
Dividend reinvestment plan	- 53	•	
Balance, December 31,2013	12,586 \$112	2,238	

The Company had the approval of the TSX under its normal course issuer bid ("NCIB") to purchase up to 640,225 common shares. The program expired on September 21, 2013. On September 18, 2013, the Company obtained the approval of the TSX under its NCIB to purchase up to 632,808 common shares. The current program expires on September 21, 2014. During the year ended December 31, 2013, the Company purchased a total of 186,841 shares for cash consideration of \$21,229 at a weighted average purchase price \$113.62.

Total dividends paid during the year ended December 31, 2013, amounted to \$7,612 or \$0.60 per share (2012 - \$7,708 or \$0.60 per share). On March 4, 2014, the Company declared common share dividends of \$0.15 per share, to be paid in the first quarter of 2014.

30

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

b) SARs Plan

The Company has a SARs plan that entitles specified officers of Morguard and affiliated entities and directors to receive a cash payment equal to the excess of the market price of Morguard's common shares at the time of exercise over the grant-date price of the right. The SARs granted will vest equally over 10 years. On March 20, 2008, 200,000 SARs were granted at an exercise price of \$30.74, and on November 2, 2010, 55,000 SARs were granted at an exercise price of \$43.39. Offthe total 255,000 SARs issued, 30,000 SARs were granted to officers of Morguard REIT, and the cost of these SARs will be borne by Morguard REIT. During the year ended December 31, 2013, the Company redeemed 7,000 SARs and recorded a compensation expense of \$2,331 (2012 - \$4,192) for the 225,000 SARs relating to its officers. The SARs compensation expense is included in property management and corporate expenses in the consolidated statements of income and is classified as accounts payable and accrued liabilities in the consolidated belong about the training that relate to the Company's efficers and directors.

parance sneets. As at December 31, 2013, 193,000 SARS are outstanding that relate to the Company's onicers and directors.

The fair value for the SARs was calculated using the Black-Scholes option pricing model. In determining the fair value of the SARs, management is required to make assumptions that could have a material impact on the valuation. The following are the assumptions that were used in determining the fair value: dividend yield of 0.48% (2012 - 0.52%), expected volatility of approximately 27.05% (2012 - 36.15%), an expected life of 10 years and the 10-year Bank of Canada bond rate of 2.72% (2012 - 1.82%).

c) Stock Options

Atotal of 490,100 stock options (2012 - 490,100) are available for future grants in the employee stock option plan. The options vest 20% on each anniversary from the date of grant. There are currently no stock options outstanding.

d) Accumulated Other Comprehensive Income

As at December 31, 2013, and December 31, 2012, accumulated other comprehensive income consists of the following amounts:

December 31, December 31,

As at

Actuarial gain on defined benefit pension plans

Unrealized (loss) gain on available-for-sale marketable securities

Loss on interest rate swap agreement

Cumulative amortization of cash flow hedge

Unrealized foreign currency translation gain (loss)

2013

\$35,088 (11,245) (367) (970) 28,597 2012

-

\$31,317 1,347 (2,548) (1,397) (1,696)

\$51,103

Note 19

Interest Expense

The components of interest expense are as follows:

Years ended December 31

Interest on mortgages

Interest on bank indebtedness

Interest on Unsecured Debentures

Interest on Convertible Debentures

Interest on loans payable and other

Amortization of mark-to-market adjustments on mortgages

Amortization of deferred financing cost

Amortization of cash flow hedge

2013

2012

\$81,959 4,893 334 1,978 845 (2,043) 4,561 751 \$93,278

\$66,639 821

581 (108) 2,996 740 \$71,669

Interest expense capitalized to properties under development amounted to \$3,084 for the year ended December 31, 2013 (2012-\$1,051).

^4

31

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts	in	thousands	of	Canadian	dollars,	except	share,	units	and	per	share	amounts)	Note
20													

Fair Value Gains

The components of fair value gains are as follows:

Years ended December 31	<u>2013</u>	<u>2012</u>
Fair value gain on real estate properties (Note 6)	\$77,401	\$230,174
Financial assets (liabilities) at FVTPL:		
Fair value gain on 2012 Debentures (Note 7)	825 -	
Fair value gain of conversion option of Convertible Debentures (Note 12)	43 -	
Gain (loss) on Morguard Residential REIT's units, net (Note 15)	31,270	(3,883)
Total fair value gains	\$109,53	39\$226,291

Note 21

Related Party Transactions

In addition to the related party transactions disclosed in Notes 7(a), 8, 11 and 14, related party transactions also include the following:

(a) Morguard REIT Management and Advisory Fees

In the ordinary course of business, the Company derives management fees and other revenues from Morguard REIT, which is subject to significant influence. Transactions with Morguard REIT are recorded at the exchange amount, which is based on the consideration given for the service provided. As at December 31, 2013, a net amount of \$1,720 is receivable from Morguard REIT (December 31, 2012 - \$3,021). Such transactions with Morguard REIT for the years ended December 31, 2013 and 2012, are summarized as follows:

Years ended December 31	2013 2012
-------------------------	-----------

\$8,148
5,783
5,116

(337) (323)

Consolidated statements of income: Property management and other

fees Leasing fees

Property administration fees Rental expense

\$16,690 \$18,724

b) ClubLink Enterprises Limited

The Company provides ClubLink with managerial and consulting services for its business and the business of its subsidiaries. Mr. K. (Rai) Sahi is Chairman and Chief Executive Officer and the majority shareholder of ClubLink through his personal holding companies, which include Paros. Mr. Sahi is Chairman and Chief Executive Officer of the Company. Paros is the majority shareholder of the Company. The Company received a management fee of \$240 for the year ended December 31, 2013 (2012 - \$240) from ClubLink under a contractual agreement.

c) Share/Unit Purchase Loans

Share/unit purchase loans to officers and employees of the Company, its subsidiaries and Morguard REIT of \$6,825 (December 31, 2012 - \$6,475) are outstanding as at December 31, 2013. The loans are collateralized by the shares of the Company, the units of Morguard PEIT and the Units of Morgand Peit and the Units of Morgand

at the Canadian prime interest rate and are due on January 8, 2019. The loans are classified as amounts receivable in the condensed consolidated balance sheets. The fair market value as at December 31, 2013, ofthe shares/units held as collateral is \$72,911.

d) Renasant Financial Partners Ltd.

The Company derives management and consulting fees from Renasant Financial Partners Ltd. ("Renasant"). Paros is the majority shareholder of Renasant. The Company received a management fee of \$120 for the year ended December 31, 2013 (2012 - \$120) under a contractual agreement.

32

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts) (e) Key

Management Compensation

Key management personnel are those people having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Company's key management personnel include the Chairman and Chief Executive Officer, Vice President, President and Chief Operating Officer (MIL), Chief Financial Officer, Executive Vice President Retail Asset Management (MIL) and Executive Vice President Office/Industrial Asset Management (MIL). The compensation paid or payable to key management for employee services is shown below:

Years ended December 31		<u>2013</u>	2012	
Salaries and other short-term employee benefits	\$4,297		\$4,308	}
SARs		<u>4,320</u>	<u>3,146</u>	•
			<u>\$8,617</u>	<u>\$7,454</u>
Note 22 Income Taxes (a) The following are the major components of income tax expense:				
Years ended December 31 2013				2012
Current income tax expense (recovery)				
Based on taxable income of the current year	\$21,006		\$35,784	ļ.
Adjustments with respect to prior years	576		(1,310)
		21,582		<u>34,474</u>
Deferred income tax expense (benefit)				
Origination and reversal of temporary differences	35,891		24,695	5
Benefit arising from a previously unrecognized tax loss or temporary differen	ce	(809)	(3,532))
			<u>35,082</u>	<u>21,163"</u>
Income tax expense recorded in the income statement 56,664				55,637
Deferred income tax expense (other comprehensive income)				
Actuarial gain on defined benefit pension plans	1,337		4,277	7
Loss on interest rate swap agreement	353		1,459)
Amortization of cash flow hedge	(13)		257	7
Unrealized foreign exchange gain	268			_
Unrealized (loss) gain on available-for-sale marketable securities	(1,8	861)	494	1
	•	•	<u>84</u>	<u>6,487"</u>
Total provision for income toyon			¢ 60 10	1

rotal provision for income taxes

ΦΌU, / 40

Φ∪∠, Ι∠4

33

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

(b) The Company's effective income tax rate is derived as follows:

Years ended December 31

Income taxes at statutory rate Capital gains

Non-taxable Morguard Residential REIT income Deferred tax movement on sale of properties Rate changes

Dilution of interest in Morguard Residential REIT

State taxes

Losses not benefited

Permanent differences

Tax related to prior years

Equity

Other

2013

\$91,322 (13,669) (13,682) (10,740) 7,494 (7,296) 851 757 278 (233) (221) 1,803

\$117,940 (44,531) (28,266)

14,557

314 243 (4,843) 395 (172)

\$56,664

(c) The components of the deferred income taxes are as follows:

December 31, 2013

۸ م ما

As at

Real estate assets Investments

Accumulated other comprehensive income

Deferred financing costs Pension asset Other

Canada

U.S.

U.S.

Total

Total Canada

\$211,323 \$64,993 \$276,316 \$200,944 \$40,420 \$241,364

106,867 -106,86795,298

9,839 -9,839 9,755

(57) - (57) 222

9,976 -9,976 8,938

(1,968) (8,158) (10,126) (614)

Total net deferred income tax liabilities \$335,980 \$56,835 \$392,815 \$314,543 \$40,183 \$354,726

(d) The following are the components of the movement in deferred income tax expense:

Years ended December 31	2013		2012
Real estate assets	\$32,028		\$4,614
Investments	11,569		15,416
Deferred financing costs	(279)		279
Pension asset	1,038		82
Others		(9,274)	772_
		\$35 N82	¢21 163

\$35,082 \$21,163

34

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the

years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts)

(e) Reconciliation of the deferred income tax liabilities at the beginning and end of the current financial period is as follows:

2013 2012"

Balance as at January 1 \$354,727 \$327,834 Provision reflected in consolidated statements of income 35,082 21,163

Provision reflected in consolidated statements of other comprehensive income

84 6,487

Engine our report translation

2 922 (758)

Foreign currency translation 2,922 (736)
Balance as at December 31 \$392,815 \$354,726

- f) The Company has U.S. net operating losses of approximately US\$20,675 (December 31, 2012 US\$25,133) that expire in varying years commencing in 2026, the benefit of which have not been recognized.
- g) The temporary differences associated with investments in subsidiaries and joint ventures, for which the deferred tax liability has not been recognized, amount to \$134,675 (2012 \$111,030).
- h) The Company regularly assesses the status of open tax examinations and its historical tax filing positions for the potential for adverse outcomes to determine the adequacy of the provision for income and other taxes. The Company believes that it has adequately provided for any tax adjustments that are more likely than not to occur as a result of ongoing tax examinations or historical filing positions.

Note 23 Net Income Per Share

Years ended December 31	2013	2012
Net income attributable to common shareholders	\$286,39	2\$389,443
Weighted average common shares outstanding - basic and diluted	12,683	12,848
Net income per share - basic and diluted	\$22.58	\$30.31

Note 24 Condensed Consolidated Items Not Affecting Cash		Stateme	ents	of Cash Flows		Flows	(a)	
						20	013 2012	
Equity		income	f	rom	inv	estments		\$(96,310)
\$(81,363)								
Fair	value	gain	on	real	estate	pı	roperties	(77,401)
(230,174)								
Fair value g	gain on Morgu	ard Residential F	REIT units				(44,829)	(1,281)
Fair value g	gain on 2012 D	Debentures					(825)	-
Fair value g	gain of convers	sion option of Co	nvertible Del	bentures			(43)	-
Amortizatio	on - capital ass	ets					4,557	1,863
Amortizatio	on - cash flow	hedge					751	740
Amortizatio	on - deferred fi	nancing costs					4,561	2,996
Amortizatio	on - tenant ince	entive					(1,689)	418
Amortizatio	on of mark-to-1	market adjustmer	nts on mortga	iges			(2,043)	(108)
Deferred in	come taxes	-		-			35,082	21,163
Gain	on	sale	(of	marketable		securities	-
(13,598)								
Gain on sale	e of real estate	properties					(257)	(417)
Stepped ren	t - adjustment	for straight-line	method				(2,295)	(1,211)
Other							369	(85)
						\$(180,3	72) \$(301,057)	

35

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the

years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts)

(b) Net Change in Operating Assets and Liabilities

	2013 2012		
Amounts receivable	\$(4,943)	\$558	
Prepaid expenses and other	3,874	(14,796)	
Accounts payable and accrued liabilities	39,146	31,093	
Net change in operating assets and liabilities	\$38,077	\$16,855	

(c) Supplemental Cash Flow Information

 2013
 2012

 Interest paid
 \$89,688 \$73,672

 Income taxes paid
 36,742 27,987

(d) Non-Cash Transactions

During the year ended December 31, 2013, the Company issued non-cash dividends under the dividend reinvestment plan of \$53 (2012-\$151).

During the year ended December 31, 2013, the Company acquired the Pearlmark Properties and satisfied a portion of the purchase price by assuming the mortgages, amounting to \$238,324 (US\$231,391), inclusive of fair market value adjustments, on 10 of the 12 properties.

During the year ended December 31, 2013, the Company acquired a 237 suite, newly constructed multi-unit residential property in Edmonton, Alberta, and satisfied a portion of the purchase price by assuming the existing mortgage in the amount of \$31,400.

e) Cash and Cash Equivalents

As at December 31	<u>2013</u> <u>2012</u>
Cash	\$114,361\$79,116
Term deposits	15,000 -
Total cash and cash equivalents	\$129.361\$79.116

Note 25

Employee Future Benefits

The Company maintains a non-contributory defined benefit pension plan covering certain employees under the Morguard Corporation Employee Retirement Plan (the "Morguard Plan"). This plan provides benefits based on length of service and final average earnings. There is only one active member since the majority of members were employed in the Company's industrial products distribution business, which was sold in 1996. The pension obligations and related assets for the former employees remain part of the Company's defined benefit pension plan. The most recent actuarial valuation was as of December 31, 2012.

Effective January 1, 2008, the Morguard Plan was amended and restated in its entirety to consist of the existing defined benefit provisions and new defined contribution provisions. Employees who accrued benefits under the Morguard Plan on December 31, 2007, will continue to participate in the defined benefit provisions of the Morguard Plan on and after January 1,2008, and are not eligible to participate in the new defined contribution provisions. Employees of the Company who were formerly employees of Morguard Residential Inc. and new employees of the Company participate under the defined contribution provisions upon completion of the applicable waiting period effective January 1, 2008.

Morguard Investments Limited Employees' Retirement Plan (the "MIL Plan") is a defined benefit plan that provides benefits based on years of service, years of contributions and annual earnings.

Effective January 1, 2008, all members of the MIL Plan ceased to accrue future penefits under the MIL Plan and commenced participation under the new defined contribution provisions of the Morguard Plan. No assets or liabilities

36

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

will transfer from the MIL Plan to the new Morguard Plan with respect to benefits accrued to December 31, 2007, with respect to MIL Plan members. Accrued benefits under the MIL Plan will be determined using credited service and benefit entitlement as of December 31, 2007.

Membership is a requirement after a defined term of employment and age. Funding of the MIL Plan is provided by contributions from Morguard Investments Limited. Certain employees who commenced employment prior January 1, 1997, elected to contribute to the MIL Plan and receive a higher benefit. The most recent actuarial valuation was as of December 31, 2012.

The significant actuarial assumptions adopted in measuring the Company's defined benefit pension plans for the years ended December 31, 2013 and 2012, are as follows:

Years ended December 31

Assumptions for defined benefit pension obligation

Discount rate

Rate of price inflation

Rate of compensation increase

Rate of pension increases - pre-retirement

Rate of pension increases - post-retirement

Assumptions for defined benefit expense

Discount rate

Rate of price inflation

Rate of compensation increase

Rate of pension increases - pre-retirement

Rate of pension increases - post-retirement

2013

Company

4.75% 2.15% 3.15%

4.05% 2.20% 3.20%

MIL

4.75% 2.15% 3.15% 2.50% 2.15%

4.05% 2.20% 3.20% 0.80% 0.80% 2012

4

23

^------

Company

4

23

.05% .20% .20%

.75% .25% .25%

4

2300

4

2300

MIL

05% 20% 20% 80% .80%

.75% .25% 25% 50% 50%

37 MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the

years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts) Information about the Company's defined benefit pension plans is as follows:

2012

MIL

Company

As at December 31

Accrued benefit obligations

Balance at beginning of year \$(62,754) \$(29,756)\$(92,510) Current service cost (59)(59)Interest cost (2,454)(1,184)(3,638)Benefits paid 4,190 897 5,087 Changes in **Demographic assumptions** (1,935)(1,798)(3,733)3,640 Financial assumptions (4,615) (975)Experience adjustments (4) (2)(6)

Balance at end of year

MIL

Total

(1,172)991

\$(25,070) \$(85,265) - (38) (8,377) (198) (3,937) 5,305

(4,510)5

Balance at end of year

Asset ceiling

Asset ceiling at beginning of year Interest income Change in asset ceiling (723) (29) 752

37,146 160,910

(723) (29) 752

34.739

(1,620) (78) 975 153,575

(1,620) (78) 975

Balance at end of year

\$65,076 \$56,082

In 2013, MIL made incremental contributions of \$nil to the defined benefit plan (2012 - \$nil), and the Company contributed \$2,156 to the defined contribution plan (2012 - \$2,035).

Details of the defined benefit expense (income) recorded in the consolidated statements of other income for the years ended December 31, 2013 and 2012, are provided below:

2013

^----

COL	ipany
MIL	

Years ended December 31

Components of defined benefit cost

Current service cost	\$59	\$-	\$59 \$38	}
Interest cost	2,454	1,185	3,639 2,765	;
Expected return on plan assets	(4,675)	(1,383)	(6,058)(4,517	7)
Administrative expenses and taxes	375	175	550 -	-
Interest expense on effect of asset ceiling	-	28	28 -	

Total

\$-\$38 1,172 3,937 (1,308) (5,825)

<u>\$5</u> \$(1,782) \$(1,714) \$(136) \$(1,850)

38

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

Details of the defined benefit pension plan recorded in the consolidated statements of other comprehensive income are provided below:

			2013 2012					
Years ended December 31 Company MIL				Total	Company		MI	L Total
Changes in:								
Demographic assumptions	\$1,935	\$1,798		\$3,733	\$-		\$- \$-	
Financial assumptions	(3,640)	4,615		975	3,867	4,5	10 8,377	
Experience adjustments	4	2		6	203		(5)	198
Return of plan assets				(6,974)	(2,097)	(9,071)	(17,325)	(4,882)
(22,207)								
Change in asset ceiling	-				(751)	(751	_	(975)
<u>(975)</u>								
Net actuarial (gain) loss on defined benefit		٨		^ "				
pension plans				\$(8,675)	\$3,567	\$(5,108)	\$(13,255)	\$(1,352)

\$(14,607)

Reconciliation of net accrued pension assets for the years ended December 31, 2013 and 2012, is as follows:

20132012

Years ended December 31 Company MIL Total Company

File #:	O2014-9652,	Version:	1
---------	-------------	----------	---

MIL		ıotaı	
Net defined benefit asset, beginning of the year	\$56,082	4,260 \$60,342	\$43,148
\$2,772		\$45,920	
Net benefit plan income (expense)	1,787	(5) 1,782	1,714
136		1,850	
Net actuarial gain (loss)	8,675	(3,567) 5,108	13,255
1,352		14,607	
Employer contribution (2,156)	<u>- (2,156) (2,035)</u>	Ξ	(2,035)
Net defined benefit asset, end of the year	\$64,388	\$688 \$65,076	\$56,082
\$4,260		\$60,342	

Details of the defined benefit obligation by participant status as at December 31, 2013 and 2012, are as follows:

	201	3 2012				
Years ended December 31	Company	MIL	Total	Company	MIL	Total
Actives, suspended and long-term of	lisability \$20,127	\$27,662	\$47,789	\$20,168	\$21,866	\$42,034
Vested deferreds	5,817	1,955	7,772	5,891	1,472	7,363
Retirees	<u>33,432</u>	<u>6,841</u>	<u>40,273</u>	<u>36,695</u>	<u>6,418</u>	<u>43,113</u>
Total	\$59,376	\$36,458	\$95,834	\$62,754	\$29,756	\$92,510

The Morguard Plan and the MIL Plan have a sole investment in the Morguard Master Trust Fund (the "Master Trust"), and the assets ofthe Morguard Plan and the MIL Plan are combined in the Master Trust. The fair value of the investments in the Master Trust is as follows:

Years ended December 31		2013	2012
Cash and cash equivalents		\$5,671	\$4,157
Fixed-income securities		765	6,879
Convertible securities		12,260	14,545
Foreign equities		5,626	6,905
Canadian equities		121,340	105,815
Canadian pooled funds		14,773	14,579
<u>Others</u>		<u>475</u>	<u>695</u>
Total	investments		\$160,910
\$153,575			

39

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

The following is a quantitative sensitivity analysis of the impact on the accrued pension benefits obligation as a result of the following changes in the significant pension assumptions:

Year ended December 31, 2013 Discount rate

Discount rate -100 basis points

(5,131)

Discount rate +100 basis points Pension increase rate

MIL Total

(5,588)(10,719)

Pension increase rate -50 basis points

Pension increase rate +50 basis points Mortality

Mortality - life expectancy for member age 65 -1year Mortality - life expectancy for member age 65 +1year Increase (Decrease) in Pension Benefit Obligation

Company	WIL TOLAL
\$6,192	\$7,118\$13,310
ΨU, 13Z	Ψ1, 1 10Ψ 10,0 10

• (3,308)(3,308)

• 3,6863,686

(2,263) (1,382) (3,645) 2,247 1,373 3,620

The following are the expected benefits payments to be made in the next 10 years from the defined benefit plan obligations:

Year ended December 31,2013	Company	MIL	Total
YeaM	\$4,108	\$827	\$4,935
Year 2	4,069	915	4,984
Year 3	4,087	1,076	5,163
Year 4	4,043	1,130	5,173
Year 5	4,098	1,185	5,283
Next 5 years	19,935	8,131	28,066

The Morguard Plan holds 362,618 shares of the Company and 105,263 units of Morguard REIT. Net benefit

plan income is recorded in property management and corporate costs. Note 26 Commitment and Contingencies (a)

Commitments

Future minimum annual rental receipts on non-cancellable tenant operating leases are as follows:

As at December 31	2013	2012
Not later than one year	\$175,759	\$145,438
Later than one year and not longer than five years	323,005	304,693
Later than five years	<u>296,3</u>	<u>61</u> <u>251,883</u>
	\$795,12	25 \$702,014

40

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

Future minimum annual rental payments for land leases, office premises and equipment operating leases that expire at various dates ending in 2069 are payable over the next five years and thereafter as follows:

2014		\$13,548
2015		13,384
2016		13,360
2017		13,215
2018		13,064
2018	Thereafter	

The Company is a lessee under three ground leases that expire at various dates ending in 2060. Annual rental expenses for each of the ground leases are as follows:

Ground Lease #1

From July 1, 1990, to June 30, 2010 From July 1, 2010, to June 30, 2030 From July 1, 2030, to June 30, 2050 From July 1, 2050, to June 30, 2060

\$2,779

470.513

\$10,962 (see Note 26 (b)) Fair market value of land at June 2030 multiplied by 6% Fair market value of land at June 2050 multiplied by 6%

Ground Lease #1 represents the lease associated with the land underlying a mixed-use property located in Toronto, Ontario (the "Land Lease Property"). Since the lessor and the Company were not able to reach an agreement on the fair market value of the land on the last scheduled reset date of July 1, 2010, the matter was appointed to an arbitration tribunal (the "Arbitrators"). On June 21, 2013, a majority of the Arbitrators awarded their decision and concluded on a land value that resulted in the annual land rent increasing from \$2,779 to \$10,962. In accordance with the decision rendered by the majority of the Arbitrators, the Company has recorded the land rent based on the increased annual rent of \$10,962 and, during the three months ended June 30, 2013, recorded the increase in the land rent retroactive to July 1, 2010, in the amount of \$20,158. The Company has classified the increase in the annual land rent from \$2,779 to \$10,962 as land rent arbitration expense in the consolidated statements of income. As a result of the increase in the annual land rent, the fair market value of the Land Lease Property decreased by \$55,000 for the year ended December 31,2013.

The Company has two other ground leases that expire between June 30, 2022, and July 21, 2069. The Company is required to pay an annual base rent totalling \$319. In addition, the Company has a commitment to purchase the land of one of the ground leases that expires on May 31, 2022. The purchase price of the land will be based on the market value of the land at the end of the lease term.

The Company has entered into various leasing agreements and agreements for the development of properties. As at December 31, 2013, committed leasing costs and capital expenditures are estimated to be \$4,979 and \$1,868, respectively.

(b) Contingencies

As indicated above, a majority of the Arbitrators awarded their decision that the annual land rent for Ground Lease #1 should be \$10,962. The decision delivered by the minority of the Arbitrators would have resulted in an annual land rent of \$3,600. The Company has appealed the Arbitrators' decision.

The Company has issued irrevocable letters of credit relating to normal course development activity amounting to \$17,821 as at

December 31, 2013 (2012 - \$12,082).

In addition, the Company is contingently liable with respect to litigation, claims and environmental matters that arise from time to time, including those that could result in mandatory damages or other relief, which could result in significant expenditures. While the final outcome of these matters cannot be predicted with certainty, in the opinion of management, any uninsured liability that may arise from such contingencies would not have a material adverse effect on the financial position or results of operations ofthe Company. Any settlement of claims in excess of amounts recorded will be charged to operations as and when such determination is made.

41

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts) Note 27 Management of Capital

The Company defines capital that it manages as the aggregate of its shareholders' equity, Morguard Residential REIT Units and interest-bearing debt less mortgages and loans receivable and cash and cash equivalents. The Company's objective when managing capital is to ensure that the Company will continue as a going concern so that it can sustain daily operations and provide adequate returns to its shareholders.

The Company is subject to risks associated with debt financing, including the possibility that existing mortgages may not be refinanced or may not be refinanced on as favourable terms or with interest rates as favourable as those ofthe existing debt. The Company mitigates these risks by its continued efforts to stagger the maturity profile of its long-term debt, enhance the value of its real estate properties, maintain high occupancy levels and foster excellent relations with its lenders. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

The total managed capital for the Company as at December 31, 2013, and December 31, 2012, is summarized below:

\$1,968,356 \$1,555,111 133,993 - 52,875 - 103,866 201,929 2,128 110,615 (129,361) 2,329,972

<u>As at December 31</u> <u>2013</u> <u>2012</u>

17,334 165,390 11,985 144,921 (79,116) 2,048,288

Mortgages payable Unsecured Debentures Convertible Debentures

Construction financing on properties under development Morguard Residential REIT units Loans payable Bank indebtedness Cash and cash equivalents Shareholders' equity

\$4,774,373

The Company monitors its capital structure based on an interest coverage ratio and a debt to gross book value ratio. These ratios are used by the Company to manage an acceptable level of leverage and are calculated in accordance with the terms ofthe specific agreements with creditors and are not considered measures in accordance with IFRS; nor is there an equivalent IFRS measure.

The Company's Unsecured Debentures contain covenants that are calculated on a non-consolidated basis, which represents the Company's consolidated results prepared in accordance with IFRS as shown on the Company's most recently published financial statements, adjusted, as required, to account for the Company's investment in Morguard North American Residential REIT using the equity method. The covenants that the Company must maintain are a non-consolidated interest coverage ratio above 1.65 times, a non-consolidated debt to gross book value ratio not to exceed 65% and a minimum non-consolidated equity requirement of at least \$300,000. If the Company does not meet these covenants, the Unsecured Debentures will become immediately due and payable unless the Company is able to remedy the default or obtain a waiver from lenders. The Company is in compliance with the covenants at December 31, 2013.

Note 28

Financial Instruments and Risk Management

The Company's financial assets and financial liabilities comprise cash and cash equivalents, amounts receivable, mortgages and loans receivable, accounts payable and accrued liabilities, bank indebtedness, mortgages payable and loan payable. Fair values of financial assets and financial liabilities and discussion of risks associated with financial assets and liabilities are presented as follows.

42

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts)

Fair

Value of Financial Assets and Financial Liabilities

The fair values of cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities and bank indebtedness approximate their carrying values due to the short-term maturity of those instruments. The fair value of construction financing and mortgages and loans receivable is based on the current market conditions for financing loans with similar terms and risks. The loans payable are reflected at fair value since it is based on a floating interest rate and reflects the terms of current market conditions.

Mortgages payable, convertible debentures and unsecured debentures are carried at amortized cost using the effective interest method of amortization. The estimated fair values of long-term borrowings have been determined based on market information, where available, or by discounting future payments of interest and principal at estimated interest rates expected to be available to the Company at year-end.

The fair value of the mortgages payable has been determined by discounting the cash flows of these financial obligations using December 31, 2013, market rates for debts of similar terms (category Level 2). Based on these assumptions, the fair value as at December 31,2013, ofthe mortgages payable before deferred financing costs is estimated at \$1,969,977 (December 31, 2012 -\$1,611,984), compared with the carrying value of \$1,983,135 (December 31, 2012 - \$1,566,180). The fair value of the mortgages payable varies from the carrying value due to fluctuations in interest rates since their issue.

The fair value of the Convertible Debentures has been determined by discounting the cash flows of these financial obligations using December 31, 2013, market rates for debts of similar terms (category Level 2). Based on these assumptions, the fair value as at December 31, 2013, of the Convertible Debentures before deferred financing costs has been estimated at \$53,668 (December 31, 2012 - \$nil) compared with the carrying value of \$54,806 (December 31,2012 - \$nil). The fair value of the Convertible Debentures varies from the carrying value due to fluctuations in interest rates since their issue.

The fair value of the Unsecured Debentures is approximately \$134,240 as at December 31, 2013, and is based on its closing bid price (category Level 1).

The Company entered into four interest rate swap transactions to mitigate the interest rate risk on four floating rate mortgages. Three of the swap transactions matured on December 31, 2013. The fourth swap transaction matures on June 14, 2018, and the outstanding balance of the floating rate mortgage is \$46,000 as at December 31, 2013.

The fair value hierarchy of financial instruments, income producing properties, properties under development and the hotel property measured at fair value in the condensed consolidated balance sheets is as follows:

			December 31, 2013December 31, 2012							
As	at	Level	1	Level	2	Level		3	Level	1
Level 2	Level 3									
Assets:										
Income	-producing p	roperties				\$-	\$-	\$3,882,043	\$-	\$-
\$3,165,	409									
Properti	es under de	evelopment				-	-	253,820	-	-
121,309)									
Hotel p	roperty ⁽¹⁾					-	-			-
1-0-0										

File #: O2014-9652, Ve	rsion:	. 1
------------------------	--------	-----

17,250 Investment in Morguard REIT 2012 Debentures	50,825	-	- 50,000
Investments in publicly traded securities	65,455	-	- 75,762
Investments in real estate	funds -	- 61,382	
15,697			
Financial liabilities:			
Conversion option of Convertible Debentures - 15	1 -		
Interest rate swap liability		- 499	
2,264 -			
Morguard Residential REIT Units		- 201,929	
165,390 -			

⁽¹⁾ The hotel property recorded at fair value was transferred to properties under development during the year ended December 31, 2013 (see Note 6).

Risks Associated With Financial Assets and Financial Liabilities

The Company is exposed to financial risks arising from its financial assets and financial liabilities. The financial risks

43

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the

years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts)

include market risk relating to interest rates and foreign exchange rates, credit risk and liquidity risk. The Company's overall risk management program focuses on establishing policies to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company aims to develop a disciplined control environment in which all employees understand their roles and obligations.

a) Market Risk

Market risk, the risk that the fair value or future cash flows of financial assets or financial liabilities will fluctuate due to movements in market prices, comprises the following:

Interest Rate Risk

The Company is subject to the risks associated with debt financing, including the risk that mortgages and credit facilities will not be refinanced on terms as favourable as those of the existing indebtedness. Interest on the Company's bank indebtedness and certain mortgages is subject to floating interest rates. For the year ended December 31, 2013, the increase or decrease in annual net income for each one percent change in interest rates on floating rate debt amounts to \$1,696.

The Company's objective in managing interest rate risk is to minimize the volatility of the Company's income. As at December 31, 2013, interest rate risk has been minimized as the majority of long-term debt is financed at fixed interest rates with maturities scheduled over a number of years. Mortgages totalling \$179,793 are subject to floating interest rates; however, the Company's risk has been minimized as the Company entered into four interest rate swap transactions to acquire a fixed rate in substitution for the floating rate. Three ofthe swap agreements expired on December 31,2013, and the corresponding floating interest rate mortgages will be refinanced during the year ended December 31, 2014.

Foreign Exchange Risk

The Company is exposed to foreign exchange risk as it relates to its U.S. investments due to fluctuations in the exchange

rate petween Canadian and U.S. dollars. Changes in the exchange rate may result in a reduction or an increase of reported earnings and other comprehensive income. For the year ended December 31, 2013, a \$0.05 change in the U.S. to Canadian dollar exchange rate would have resulted in a \$2,344 change to net income or loss and a \$23,036 change to comprehensive income or loss.

The Company's objective in managing foreign exchange risk is to mitigate the exposure from fluctuations in the exchange rate by maintaining U.S.-denominated debt against its U.S. assets. The Company currently does not hedge translation exposures.

b) Credit Risk

Credit risk is the risk that the counterparty to a financial asset will default, resulting in the Company incurring a financial loss. A substantial portion of the Company's amounts receivable is with retail tenants and individuals and is subject to normal industry credit risks.

The objective in managing credit risk is to mitigate exposure through the use of approved credit policies governing the Company's credit practices that limit transactions according to counterparties' credit quality.

The carrying amount of amounts receivable is reduced through the use of an allowance account, and the amount ofthe loss is recognized in the consolidated statements of income within property operating expenses. When a receivable balance is considered uncollectible, it is written off against the allowance for doubtful accounts. Subsequent recoveries of amounts previously written off are credited against operating expenses in the consolidated statements of income.

44

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

The following table sets forth details of trade receivables and the related allowance for doubtful accounts:

December 31 2013

December 31 2012

Trade receivables

Less: Allowance for doubtful accounts

\$5,990 (927)

\$2,911 (873)

Trade receivable, net

(c) Liquidity Risk

Liquidity risk is the risk the Company will encounter difficulties in meeting its financial liability obligations. The Company will be subject to the risks associated with debt financing, including the risk that mortgages and credit facilities will not be able to be refinanced. The Company's objectives in minimizing liquidity risk are to maintain appropriate levels of leverage on its real estate assets and to stagger the debt maturity profile. At December 31, 2013, the Company was holding cash and cash equivalents of \$129,361 and had undrawn lines of credit available to it of \$143,611.

The fate-order office to the contract of the first office of the contract of t

Ine fair value offine interest rate swap for the year ended December 31, 2013, is a loss position of \$499 (2012 - \$2,264), which is included in accounts payable and accrued liabilities in the consolidated balance sheets. Included in other comprehensive income for the year ended December 31, 2013, is a gain net of deferred taxes of \$354 (2012 - a gain of \$992); deferred taxes amount to \$1,412 (2012 - \$1,460), which relates to the effective portion of the net change in fair value of the interest rate swaps.

45

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts)

Note 29
Impact of IFRS 10 and IFRS 11

The adoption of IFRS 10 affected five properties that previously were accounted for using proportionate consolidation. Under the control model of IFRS 10, it was determined the properties should be accounted for using the consolidation method. The following summarizes the impact of the adoption of IFRS 10 and IFRS 11 on the Company's consolidated financial statements:

(a) Consolidated Balance Sheets

As at December 31, 2012

ASSETS

Non-current assets Real estate properties Equity-accounted and other investments Goodwill Other assets

Previously Reported ('

As

\$3,325,108 676,278 24,488 184,711 Adoption of IFRS 10 and 11

\$22,796

Currently Presented

As

\$3,347,904 676,278 24,488 184,711

Current assets

Mortgages and loans receivable Amounts receivable Prepaid expenses and other Cash and cash equivalents 4,210,585

42,317 33,622 21,240 78,418 4,233,381

42,317 33,762 21,240 79,116 176,435 \$23,634 \$4,409,816

LIABILITIES AND SHAREHOLDERS' EQUITY

Non-current liabilities

\$1,287,260 \$10,035 Mortgages payable

\$1,297,295

Construction financing on properties under development 17,334 -17,334 Morguard Residential REIT units 165,390 -165,390 Deferred income tax liabilities 354,726 -354,726

1,824,710 10,035 1,834,745"

Current liabilities

245 Mortgages payable 257,571 257,816

11,985 -11,985 Loans payable

Accounts payable and accrued liabilities 97,316 598 97,914 -144,921

Bank indebtedness 144,921

511,793 843 512,636"

2,336,503 Total liabilities 10,878 2,347,381

SHAREHOLDERS' EQUITY

Shareholders' equity 2,048,288 -2,048,288

Non-controlling interest 1,391 12,756 14,147

Total equity 2,049,679 12,756

2,062,435"

Office of the City Clerk Page 456 of 728 Printed on 5/20/2022

.

\$4,386,182

\$23,634

\$4,409,816

(1) Amounts have been reclassified to conform to the presentation of the 2013 consolidated financial statements (see Note 31).

46

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012 (amounts in thousands of Canadian dollars, except share, units and per share amounts)

	A Previously	∤s	Adoption of IFRS	As Currently
As at January 1,2012 Presented	•		Repor	ted ^() 10 and 11
ASSETS				
Non-current assets				
Real estate properties			\$2	2,597,855 \$18,649
\$2,616,504				
Equity-accounted and other investments	535,917		-	535,917
Goodwill	24,488		-	24,488
Mortgages and loans receivable	76,813		-	76,813
Other assets	162,634		-	162,634
	<u>3,397,707</u>		<u>18,649</u>	<u>3,416,356</u>
Current assets				
Mortgages and loans receivable	74		-	74
Amounts receivable	34,566		14	34,580
Prepaid expenses and other	6,108		24	6,132
Cash and cash equivalents	28,755		210	. 28,965
	<u>69,503</u>		<u>248</u>	<u>69,751</u>
	\$3,467,210		\$18,897	\$3,486,107
LIABILITIES AND SHAREHOLDERS' EQUITY				
Non-current liabilities				
Mortgages payable	\$1,202,665		\$8,921	\$1,211,586
Deferred income tax liabilities	327,834		-	327,834
	<u>1,530,499</u>		<u>8,921</u>	<u>1,539,420</u>
Current liabilities				
Mortgages payable	107,599		835	108,434
Accounts payable and accrued liabilities	69,018		(103)	68,915
Bank indebtedness	75,539		-	75,539
	<u>25</u> 2	2,15	<u>6</u>	<u>732</u> <u>252,888'</u>
<u>Total liabilities</u>	<u>1,782,655</u>		<u>9,653</u>	1,792,308
SHAREHOLDERS' EQUITY				
Shareholders'equity	1,683,100		_	1,683,100
Non-controlling interest	1,455		9,244	10,699
Total equity	1,684,555			1,693,799
-	Φ0 407 040		¢40 007	ФО 400 40 7

\$3,401,∠1U

ΦΙΘ,Θ9*Ι*

\$3,400, IU/

(1) Amounts have been reclassified to conform to the presentation of the 2013 consolidated financial statements (see Note 31).

47

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts) (b)

Consolidated Statements of Income

For the year ended December 31, 2012

REVENUE

Revenue from real estate properties
Property operating costs
Realty tax expense
Land rent arbitration expense

As Previously Reported (1)

\$313,715 97,133 45,239 1,420 Adoption of IFRS 10 and 11

\$1,875 590 219

Currently Presented

\$315,590 97,723 45,458 1,420

As

Net operating income

Management and advisory fees Interest and other income (Note 28) Sales of product and land

75,858 17,548 5,362 75,858 17,629 5,362

98,849

EXPENSES

Interest

Property management and corporate Cost of sales of product and land Amortization of capital assets

File	#•	0201	14-9652	Version: 1	ı

71,140 66,127 3,627 1,863

529 44

71,669 66,171 3,627 1,863

143,330

Fair value gains

Equity income from investments (Note 28) Gain on sale of marketable securities Other income

222,187 81,363 13,598 1,975 226,291 81,363 13,598 1,975

323,227

Income before income taxes

Provision for income taxes

Current

Deferred

34,474 21,163

34,474 21,163

55,637

Net income for the period

Net income attributable to:

Common shareholders Non-controlling interests

\$389,443 (23)

\$-4,678

\$389,443 4,655

\$394,098

Net income per share attributable to:

Common shareholders - basic and diluted

1) Amounts have been reclassified to conform to the presentation of the 2013 consolidated financial statements (see Note 31).

48

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the

years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share amounts) (C)

Consolidated Statements of Comprehensive Income

				As	Adoptio	
For the year ended December 31, 2012	Re	Proported	eviously 10 and	11 Presen	IFRS C Ited	urrently
Net income for the year	<u>\$3</u>	<u>89,420</u>	<u>\$4</u>	<u>,678 \$394</u>	<u>,098</u>	
OTHER COMPREHENSIVE LOSS						
Items that may be reclassified subsequently to retained earnings:						
Unrealized gain on available-for-sale marketable securities Reclassification for gain on available-for-sale marketable		1,841		-	1,841	
securities included in net income	(11,734)		- (11,734	1)	
Unrealized foreign currency translation loss		(2,486)		- (2,486)	ı	
Gain on interest rate swap agreement		2,451		- 2,451		
Amortization of cash flow hedge		740		- 740		
Amortization of cash flow hedge - Morguard Real Estate						
Investment Trust		429		- 429		
		(8	3,759)		-	(8,759)
Deferred income tax provision	(2,335)			-	(2,335)	
		<u>(1</u>	1,094)		<u>=</u>	(11,094)
Items that will not be reclassified subsequently to retained earnings:						
Actuarial gain on defined benefit pension plans	14,60	7		-	14,607	•
Deferred income tax provision	(4,152)			-	(4,152)	1
		<u>10,455</u>		Ξ		<u>10,455</u>
Other comprehensive loss	(639)			-	(639)	1
Total comprehensive income for the year	\$388,781	\$4,6	78		\$393,459	1
Total comprehensive income attributable to:						
Common shareholders	\$3	88,845		\$- \$388,8	45	
Non-controlling interests		<u>(64)</u>	4	<u>,678</u>	<u>4,614</u>	<u>.</u>
			\$388,7	81	\$4,678' \$	393,459

(d) Consolidated Statements of Cash Flows

For the year ended December 31, 2012

Cash provided by operating activities

Cash used in investing activities

Cash provided by financing activities

Net increase in cash during the year

Net effect of foreign currency translation on cash balance

Cash and cash equivalents, beginning ofthe year

Cook and sook aquivalents, and of the year

File #: O2014-9652, V	ersion:	1
-----------------------	---------	---

Casii aliu casii ed	диімаівнію, вни оннів уван	As	Adoption of As			
Previously Reported	IFRSCurrently 10 and 11 Presented	AS	Adoption of As			
\$121,802	\$1,237\$123,039					
(525,235)	(53) (525,288)					
		451,663	(696)450 , 967			
48,230	488 48,718					
		1,433	- 1,433			
28 , 755	210 28,965					
		\$78,418	\$698\$79,116			

49

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2013 and 2012

(amounts in thousands of Canadian dollars, except share, units and per share

amounts) Note 30

Segmented Information

The Company's real estate investments are defined to include property ownership and development and include a diversified portfolio of multi-unit residential, hotel, retail, office and industrial properties located in three major locations across Canada, as well as the United States. The Company operates to ensure an appropriate mix of property type and location.

Canada U.S.

	Canada U.S.	
Year ended December 31,2013	Multi-Unit Office/ Multi-Unit Residential Retail Industrial Hotel Residential Retail Total	
Revenue from real \$75,344 \$38,430 \$102,530	estate properties \$37,820 \$417,376	\$106,273 \$56,979
Property operating costs and realty expense \$55,768		0 194,767 \$9,144 \$57,452
Land rent arbitration expense (see Note 26) Net operating income		\$24,170 222,609 (25,091) \$197,518

Canada U.S.

	it	О	ffice/ Mul	ti-Unit						
Year ended Decemb	er 31,2012	Residential	Retail	Industrial	Hote	l Residen	tial Reta	<u>il</u>	<u>To</u>	<u>tal</u>
Revenue \$75,288 \$1,894 \$39,	from	real		estate		propertie	S	\$ ₁₀ 5,72	5	\$57,307
Property operating co	. ,	,								
tax expense	5010 and 10a	50,70	7 24,4	75 34	,732 \$	1,11 <u>6</u>	19,444	12,707	143,181	
\$55,018							\$32,832	\$40,556	\$778	\$19,616

Land rent arbitration expense (see

\$23,0U9 \$112,4U9

Note 26)

(1,420)

Net operating income

\$170,989

Canada U.S.

Multi-Unit Office/ Multi-Unit

As	at	December	31,	2013	Residential	Retail	Industrial	Hotel		Residential
<u>Retai</u>	<u> </u>			<u>Total</u>						
Real	estate	properties			;	\$1,368,380	\$451,248	\$727,853	\$109,893	\$1,224,951
\$363,	,975					\$4,2	46,300			
Mortg	ages	payable				502,564	186,35	3 259,442	55,537	753,066
211,3	211,394 1,968,356									
	year e	eal estate prope nded Decemb		2013	\$101,		\$5,684 7,369	\$60,186 \$6	66,469	\$498,174
Fair v prope \$4,55	erties	in (loss) on real	estate			\$51,3 \$77,		52) \$11,05	54 \$723	\$26,398

50

MORGUARD CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2013 and 2012
(amounts in thousands of Canadian dollars, except share, units and

(amounts in thousands of Canadian dollars, except share, units and per share amounts)

As at December 31, 2012

Real estate properties Mortgages payable

Additions to real estate properties for the year ended December 31, 2012

Fair value gain (loss) on real estate properties

US.

Total

Hotel

Retail

Multi-Unit Residential

\$44,100 \$641,758 \$330,821\$3,347,904

400 404 040 475 4 555 44

4∠U,4∠4

Z1Z,4/0

1,000,111

\$389,182 \$9,307\$534,839

\$932 \$(4,719) \$1,360\$230,174

Note 31

Comparative Consolidated Financial Statements

The comparative consolidated financial statements have been reclassified from the statements previously presented to conform to the presentation of the 2013 consolidated financial statements.

		CHICAGO .KCONOIV STATEMENT AND AF		JSURII
SECTION I GENERAL INFORMATION				
A. Legal name of the Disclosing Parly submitti	ng this EDS.	Include d/b/a/ if applica	able: E.ON N	JA Capital
LLC				
Check ONE of the following three boxes:				
Indicate whether the Disclosing Party submittin 1. [] the Applicant OR 2. ^ a legal entity holding a direct or indirect			egal name of	the Applicant in which
the Disclosing Parly holds an interest; 10 OR LLC 3. [] a legal entity with a right of control (s which the Disclosing Party holds a right of control of the Disclosing Party holds a right of control of the Disclosing Party holds a right of control of the Disclosing Party holds a right of control of the Disclosing Party holds a right of control of the Disclosing Party holds are interest; 10	8 North State ee Section II	e.Street (Chicago) Owne	r,	
13. Business address of the Disclosing Party:		e Road, Suite 409 ington, Delaware 19805		
C. Telephone: (S03)*W6-9070 <mailto:c.morse@eon-na.com></mailto:c.morse@eon-na.com>	Fax:	(302)996-9080	Email:	c.morse@eon-na.con
D. Name of contact person: Claire Morse				
E. Federal Employer Identification No. (if you	have one):L_	_		
F. Brief description of contract, transaction or pertains. (Include project number and location of		- ',	v as the "Ma	atter") lo which this EDS
Signing of the Third Amendment to the 108 No	orth State Str	eet Redevelopment Agr	eement.	
agency or department is requesting this EDS? Q	evej ₀ p _{men} ^	Department of H	ousing and H	Economic G. Which City
If the Matter is a contract being handled befollowing:	by the City's	Department of Procur	ement Servi	ces, please complete the
Specification #	and (Contract # .	;	

Page 464 of 728 Printed on 5/20/2022 Office of the City Clerk

File #: O2014-9652, Version: 1	
vcr. oi-oi-n	Page 1 of 13
SECTION (] - DISCLOSURE OF OWNERSHIP	i IP INTERESTS
A. NATURE OF THE DISCLOSING PARTY	
1. Indicate the nalure of lhe Disclosing Parl t] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	<pre>y: {)(Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501 (c)(3))? f]Yes j [] No [] Other (please specify)</pre>
2. For legal entities, the state (or foreign cour	ntry) of incorporation or organization, if applicable: Delaware
3. For legal entities not organized in the Stat of Illinois as a foreign entity?	e oflllinois: Has the organization registered to do business in the State
[] Yes ft No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEGAL	L ENTITY:
profit corporations, also list below all members, members." For trusts, estates or other similar ent If the entity is a general partnership, limited p joint venture, list below the name and title of each	executive officers and all directors of the entity. NOTE: For not-for- if any, which are legal entities. If there are no such members, write "no ities, list below the legal litieholder(s). artnership, limited liability company, limited liability partnership, or th general partner, managing member, manager or any other person or of the Disclosing Party. NOTE: Each legal entity listed below must submit

Name Title

ubo H- Koch

ptes&etof

2 Dlanca pravida the following information concerning each person or entity having a direct or indirect handicial

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

Page 2 of 13

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

Name
Business Address
Percentage Interest in the

t.oaj us coepoefl-no* / o/3 ce^THc' fib tooH

Suit? <-(q7

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-1 56 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes itfNo

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

File #: O2014-9652, Version: 1					
ciuici ask uic City wiic	uici disciosuic	is required of make the discrosure.			
		Page 3 of 13			
Name (indicate wheth	ner Business	Relationship to Disclosing Party	Fees (indicate whether		
retained or anticipated to be retained)	d Address	(subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response		
			• •		
(Add sheets if necessa	ury)				
jX Check here if the D	Disclosing Party	has not retained, nor expects to retained	ain, any such persons or entities.		
SECTION V CERT	TIFICATIONS				
A. COURT-ORDERE	D CHILD SUP	PORT COMPLIANCE			
-		92-415, substantial owners of busined support obligations throughout the	ess entities that contr act with the City must contract's terra.		
* *	•	ectly owns 10% or more of the Discousies court of competent jurisdiction?	losing Party been declared in arrearage on any		
[j Yes	[j No	M^o person directly or indirectly ov Disclosing Party.	wns 10% or more ofthe		
If "Yes," has the person compliance with that a		a court-approved agreement for pays	ment of all support owed and is the person in		
[] Yes	[] No				

13. FURTHER CERTIFICATIONS

.1. Pursuant to Municipal Code Chapter 1-23, Article 1 ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed tinder

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

Page .4 of 13

- 2, the Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities dentified in Section TT.B.l. of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntaril excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection wilh: 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 slate or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have nol, within a five-year period preceding lhe dale of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have hot, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3, 4 and 5 concern:
- lhe Disclosing Parly;
- « 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 facilitic 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 Cily, using substantially the same management, ownership, or principals as lhe 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, 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 13

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

- a. bribed or attempted to bribe, or been convicted oi adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section. 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agenls 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 thai contains lhe same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department ofthe Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, ofthe City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party-has not given or

caused to be given a girt, 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

Page 6 of 13

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 \$10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is ^(fis not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-45 5(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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

File #: O2014-9652	2, Version: 1	
D. CERTIFICATIO	ON REGARDING INTEREST IN CIT	TY BUSINESS
Any words or terms	s that are defined in Chapter 2-156 of	he Municipal Code have the same
	Page 7 c	of 13
meanings when us	sed in this Part I.).	
		nicipal Code: Does any official or employee of the City have a of any other person or entity in the Matter?
NOTE: If you chec Part E.	cked "Yes" to Item D.I., proceed to It	ems D.2. and D.3. If you checked "No" to Item D.1., proceed to
employee shall have purchase of any pro- legal process at the	we a financial interest in his or her own operty that (i) belongs to the City, or (e suit of the City (collectively, "City Pr	bidding, or otherwise permitted, no City elected official or name or in the name of any other person or entity in the (ii) is sold for taxes or assessments, or (iii) is sold by virtue of operty Sale"). Compensation for property taken pursuant to the cial interest within the meaning of this Pari D.
Does the Matter in	volve a City Properly Sale?	
[]Yes	[] No	
•	ked "Yes" to Item D. I., provide the n such interest and identify the nature o	ames and business addresses of the City officials or f such interest:
Name	Business Address	Nature of Interest
4. The Disclosin		hibited financial interest in the Matter will be acquired by any

City official or employee.

E. CERTIFICATION RE OAK DING SLAVERY ERA BUSINESS

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

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all pradagassar antitias ragarding records of investments or profits from slavery or slaveholder insurance

and any and an predecessor entities regarding records of investments or profits from slavery or slavenoider 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.

Page 8 of 13

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party wilh respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 la w, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.
- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.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 Payanus Code of 1086, or (ii) it is an organization described in section

File #: O2014-9652, Version : 1	
501 (c)(4) ofthe Internal Revenue Code of 198	Organization described in section 86 but has not engaged and will not engage in "Lobbying Page 9 of 13
Activities"	
substance to paragraphs A.l. through A.4. abo	t, the Disclosing Party must obtain certifications equal in form and ove from all subcontractors before it awards any subcontract and the ontractors' certifications for the dm-ation of the Matter and must make such upon request.
13. CERTIFICATION REGARDING EQUA	L EMPLOYMENT OPPORTUNITY
If the Matter is federally funded, federal regul following information with their bids or in wr	lations require the Applicant and all proposed subcontractors to submit the riting at the outset of negotiations.
Is the Disclosing Party the Applicant?	
[] Yes PXf No	
If "Yes," answer the three questions below:	
1. Have you developed and do you have regulations? (See 41 CFR Part 60-2.) [] Yes [] No	ave on file affirmative action programs pursuant to applicable federa
	g Committee, the Director of the Office of Federal Contract Compliance nity Commission all reports due under the applicable filing requirements?
3. Have you participated in any previous opportunity clause?	conlracts or subcontracts subject to the equal
[] Yes [] No	
If you checked "No" to question 1. or 2. above	e, please provide an. explanation;

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

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or olher agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or olher 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 Ihis EDS. is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.citvofchicago.oro/Ethics http://www.citvofchicago.oro/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

- C. If the City determines'that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which il is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if nol rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the M atter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of lhe information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Parly 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 infonnation submitted m this EDS.
- E. The information provided in this HDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up ro the time the City takes action on the Matter. If lhe Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, properly taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors lo use. any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not p'Toyide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

E.ON NA Capital LLC a Delaware limited liability company

(Sign here)

(Prim or lype name of person signing)

(Print or type title of person signing)

Signed and sworn to before me on (date) SfepHrC^r SO, 3to)M.

Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected cily official or department head. A "familial relationship" exists if, as of the dale litis 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 Patty listed in Section H.B. 1 .a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Parly, if the Disclosing Parly is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

IjYes [>JNo

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 lias a familial relationship, and (4) the precise nature of such familial relationship.

Page.13 of 13

CITV 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: E.ON US

Corporation

File #: O2014-9652, Version: 1
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR: 2. ^a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: 108 North State Street (Chicago) Owner, OR * LLC 3. [] a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control: :
B. Business address of the Disclosing Party: 1013 Centre Road, Suite 407 "Wilmington, Delaware 19805
C. <u>Telephone</u> : 446 • ^OpO Fax: (302) 996-9080 Email: d.brophy@eon-ha.com <mailto:d.brophy@eon-ha.com></mailto:d.brophy@eon-ha.com>
D. Name of contact person: Denis Brophy
E. Federal Employer Identification No. (if you have one): /_
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this ED pertains. (Include project number and location of property, if applicable):
Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.
agency or department is requesting this EDS? [) _{eve 0} p _{men} t Department of Housing and Economic G. Which City
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # and Contract #
Page 1 of 13
SECTION II - DISCLOSURE OI< OWNERSHIP INTERESTS
A. NATURE OF THE DISCLOSING PARTY
1. Indicate the nature of the Disclosing Parly: f] Person [] Limited liability company j^f Publicly registered business corporation [] Limited liability partnership Il Privately held business corporation [] Loint venture

File #: O2014-9652, V	ersion: 1	
[] Sole proprietorship [] General partnership [] Limited partnership [.] Trust	ress.corporation	[] Not-for-profit.corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities	s, the stale (or foreign countr	y) of incorporation or organization, if applicable: Delaware
3. For legal entities of lllinois as a foreign	_	of Illinois: Has the organization registered to do business in the State
[JYes	1)0 No []N/A	
B. IF THE DISCLOSI	ING PARTY IS A LEGAL E	ENTITY:
profit corporations, als members." For trusts, If the entity is a ger venture, list below the	so list below all members, if estates or other similar entitineral partnership, limited par name and title of each genero-day management of the Dis	decutive officers and all directors of the entity. NOTE: For not-for- any, which are legal entities. If there are no such members, write "no es, list below the legal litleholder(s). j thership, limited liability company, limited liability-partnership or joint ral partner, managing member, manager or any other person or entity sclosing Party. NOTE: Each legal entity listed below must submit an
interest (including owr	<u> </u>	ncerning each person or entity having a direct or indirect beneficial the Disclosing Party, Examples of such an interest include shares in a joint venture.
		Page 2 of 13
similar entity. If none	e, state "None." NOTE: Pursu the City may require any suc	ity company, or interest of a beneficiary of a trust, estate or other uant to Section 2-154-030 of the Municipal Code of Chicago h additional information from any applicant which is reasonably
Name	Business Address	Percentage Interest in the

Disclosuia Party

fONIIS MOLTS FILL AMRH A OH n. ATI i

File #: O2014-9652, Version: 1			
וועוויט טעוו, יוויט איטיא פטויוט	v.011.pl/1111	Disciosaje i aity	
	$2 > -W7_7^{loor}$	0	

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-1 56 of the Municipal Code, With any City elected official in the 12 months before the date this CDS is signed?

[] Yes PtfNo

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

SECTION IV --DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

Name (indicate whether Business . Relationship to Disclosing Party Fees (indicate whether retained or anticipated Address (subcontractor, attorney, paid or estimated.) NOTE: to be retained) lobbyist, etc.) "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)
}(Chock 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 Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.
Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?
[j Yes [] No t^fNo person directly or indirectly owns J 0% 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
I. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, oi conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit.against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-

Page 4 of 13

year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a are not precently deharred suspended proposed for deharment, declared inclinible or voluntarily excluded from

- a. are not presently acourted, suspended, proposed for department, declared mengione of voluntarity excluded from any transactions by any federal, state or .local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to. obtain, or performing a public (federal; state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with -committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have nol, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Parly;
- 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 lhe ineligible entily); 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 Parly, any Contractor, or any Affiliated Entity, acting pursuant lo the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

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

a bribed or attempted to bribe, or been convicted or adjudged quilty of bribery or attempting to bribe, a public

- a. 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 lo bid a fixed price or otherwise: or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (I) bid-Tigging in. violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Parly nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply will like applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, ot elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, at any time during the 12-month period preceding the execution dale 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 lo City

Page 6 of 13

ı

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 \$10 per recipient.

9. 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:

File #: O2014-9652, Version:	1	
------------------------------	---	--

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is pr] is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-45 5(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

i

meanings when used in this Part I) !

File #: O2014-9652, Version	: 1	
meanings when used in this	1 an 1). :	
		anicipal Code: Does any official or employee of the City have a of any other person or entity in the Matter?
NOTE: If you checked "Yes Part E.;	s" to Item D.l., proceed to I	tems D.2. and D.3. If you checked "No" to Item D-1proceed to
employee shall have a finance purchase of any property that legal process at the suit of the	cial interest in his or her ov at (i) belongs to the City, or the City (collectively, "City	e bidding, or otherwise permitted, no City elected official or vn name or in the name of any other person or entity in the (ii) is sold for taxes or assessments, or (iii) is sold by virtue of Property Sale"). Compensation for property taken pursuant to the ncial interest within theineaniug of this Part D.
Docs the Malter involve a C	ity Property Sale?	
I]Yes	[] No	
3. If you checked "Yes' employees having such inter	_	names and business addresses of the City officials or of such interest:
Name	Business Address	Nature of Interesl
4. The Disclosing Party	further certifies that no pi	rohibited financial interest in the Matter will be acquired by any

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS;

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

Y 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. j

Page 8 of 13

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, 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 j

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Parly with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters I/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 oi' 1995 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 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 thai 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 not engage in "Lobbying"

Page 9 of 13

Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party unist 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

File #: O2014-9652, Version	: 1			
Disclosing Party must main	unough A.4. abovenom antain all such subcontractors' cable to the City upon request	certifications for th		
B. CERTIFICATION REGA	ARDING EQUAL EMPLOY	MENT OPPORTU	JNITY	
If the Matter is federally fun following information with t	-			ctors to submit the
Is the Disclosing Party the A	applicant?			
[] Yes J^No If "Yes,"	answer the three questions			
below:				
1. Have you developed regulations? (See 41 CFR Pa	and do you have on file rt 60-2.) [] No	affirmative action	ou programs pursuant to	applicable federa
2. Have you filed with the Programs, or the Equal Employees	he Joint Reporting Committe loyment Opportunity Commi [] No			-
opportunity clause?	l in any previous contracts or	r subcontracts subj	ect, to the equal	
[] Yes	[] No			
If you checked "No" to quest	tion 1. or 2. above, please pro	ovide an. explanation	on:	
SECTION VII A PENALTIES, DISCLOSURI	ACKNOWLEDGMENTS, E	CONTRACT	INCORPORATION,	COMPLIANCE,
The Disclosing Party underst	ands and agrees that:			

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

con trad or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or olher 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 coriiply with all statutes, ordinances and regulations on which this EDC is based

orumances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line afwww.cityofchicago.org/Ethics http://afwww.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not. delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed lo the City. This includes, but is not limited to, all watCT charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11. of 13

use, nor permit their subcontractors to use. any Facility listed by the U.S. LLP.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F 3 If the Disclosing Party is the Applicant the Disclosing Party will obtain from any

contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the Gity, use any such contractor/subcontractor that does not provide such! certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

E.ON US Corporation a Delaware corporation

(Sign here)

(Print or type name of person signing) (Print

or type title of person signing)

Signed and sworn to before me on (date) Scoietys^ir Sb, $2o\H$, at fri'tw CftS-H *- County, ^) t, 1^{\land} , *j o> r c (state).

 $_{\text{L}^{\wedge}\text{L}^{\circ}}$ =* Jt_W^ Notary Public.

Commission expires: $vT^ldW^lHyb^{tr}$.ZO^{\wedge}

Nov. 0; -

5 3-^27.101* pre of

^f^tt^ Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

Office of the City Clerk Page 488 of 728 Printed on 5/20/2022

1

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as ofthe date (his 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, sori-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 IIB. La., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent/ownership interest in the Disclosing Party. "Principal officers" means the-president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[j Yes MNo

If yes, please identify below (1) lhe 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 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

CECTION I CENEDAI INEODAIATION

File #: O2014-9652, Version: 1
SECTION 1 - GENERAL INFORMATION
A. Legal name ofthe Disclosing Party submitting this EDS. Include d/b/a/ if applicable: E.ON US
Holding GMBH
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. J{] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest 108 North State Street (Chicago) Owner, OR LLC 3. [] a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
B. <u>Business address of the Disclosing Party:</u> E.ON-Platz 1, 40479 Diisseldorf, GERMANY
C. Telephone: 0049 211 45 79 Fax: 0049 211 47 79 590 Email: janine.fischer@eon.com <mailto:janine.fischer@eon.com< a=""> 5048 D. Name of contact person: Janine Fischer</mailto:janine.fischer@eon.com<>
E. Federal Employer Identification No. (if you have one): /_
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.
,, ,,rl · , , , Department of Housing and Economic G. Which City agency or department is requesting this EDS $rj_{eve} _{0}p_{mem}$ -
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # and Contract #
Page 1 of 13

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING P	RTY	
Indicate the nature of the Disclosing	Party:	
] Person		
] Publicly registered business corporation	[]	
Privately held business corporation		
] Sole proprietorship		
General partnership	(Is	
Limited partnership	П	
] Trust		
Limited liability company Limited liabil	y partnership Joint venture	
Not-for-profit corporation		
the not-for-profit corporation also a 501((3))?	
[] Yes [] No		
Other (please specify)		
2. For legal entities, the state (or fo	ign country) of incorporation or organization, if applicable	
2. Por regar entities, the state (or ro	ight country) of incorporation of organization, if applicable	
GERMANY		
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 fo		
[] Yes X No	[] N/A	
B. IF THE DISCLOSING PARTY IS A	EGAL ENTITY:	
profit corporations, also list below all me members." For trusts, estates or other sin If the entity is a general partnership, I venture, list below the name and title of	of all executive officers and all directors of the entity. NOTE: For not-formbers, if any, which are legal entities. If there are no such members, write "n lar entities, list below the legal titleholder(s). nited partnership, limited liability company, limited liability partnership or juch general partner, managing member, manager or any other person or entit of the Disclosing Party. NOTE: Each legal entity listed below must submit as	oint ty
Name Title		
Montag, Heinrich	Managing Director	
Wilhelm, Michael C.	Managing Director,	
Dr. Wolff, Patrick	Authorized Officer	

2. Diago mayido the fellowing information concerning each manner or entity begins a direct or indirect baneficial

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

Page 2 of 13

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

Name Business Address Percentage Interest in the

Disclosing Party

E.ON SE E.ON-Platz 1 100%

40479 Diisseldorf GERMANY

SECTION III ~ BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[] Yes JXJ No

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

SECTION IV DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must

File #: O2014-9652, Version: 1			
enner ask the City whe	iner disclosure	t is required or make the disclosure.	
		Page 3 of 13	
Name (indicate wheth	er Business	Relationship to Disclosing Party	Fees (indicate whether
retained or anticipated to be retained)	Address	(subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessar	ry)		
D(Check here if the I	Disclosing Par	ty has not retained, nor expects to	retain, any such persons or entities. SECTION
CERTIFICATIONS			
A. COURT-ORDERE	D CHILD SU	PPORT COMPLIANCE	
•		92-415, substantial owners of busin d support obligations throughout the	ess entities that contract with the City must contract's term.
* *	•	ectly owns 10% or more of the Discois court of competent jurisdiction?	closing Party been declared in arrearage on any
[] Yes	XNo	[] No person directly or indirectly Disclosing Party.	owns 10% or more ofthe
If "Yes," has the person compliance with that a		a court-approved agreement for pay	rment of all support owed and is the person in
[]Yes	[] No		
B. FURTHER CERTI	FICATIONS		
1 Duranant to Mar	sicinal Code C	hanter 1 22 Article I ("Article I")	which the Applicant should consult for defined

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery,

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

Page 4 of 13

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

aumorization of a responsible official office Disclosing Party, any Contractor of any Affinated Entity (conectively "Agents").

Page 5 of 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. orb. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33 E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

File #:	O2014	-9652	Version:	1
---------	-------	-------	----------	---

Page 6 of 13

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 \$10 per recipient.

9. 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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is ^ is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

,			
Any words of terms that are	defined in Chapter 2-130 of	me municipai Code nave me same	
	Page 7 c	of 13	
meanings when used in this	s Part D.		
	er own name or in the name of X No	nicipal Code: Does any official or employee of the City have a of any other person or entity in the Matter? arty's best knowledge after reasonable inquiry	
NOTE: If you checked "Ye Part E.	s" to Item D.L, proceed to Ite	ems D.2. and D.3. If you checked "No" to Item D.L, proceed to	
employee shall have a finan purchase of any property the legal process at the suit of the	acial interest in his or her own at (i) belongs to the City, or (he City (collectively, "City Pr	bidding, or otherwise permitted, no City elected official or name or in the name of any other person or entity in the ii) is sold for taxes or assessments, or (iii) is sold by virtue of roperty Sale"). Compensation for property taken pursuant to the cial interest within the meaning of this Part D.	
Does the Matter involve a C	City Property Sale?		
[] Yes	[] No		
-	" to Item D.L, provide the na rest and identify the nature of	imes and business addresses of the City officials or f such interest:	
Name	Business Address	Nature of Interest	
4. The Disclosing Party City official or employee.	further certifies that no pro	hibited financial interest in the Matter will be acquired by an	ıy
E. CERTIFICATION REGA	ARDING SLAVERY ERA B	USINESS	

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

Page 8 of 13

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

SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.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 not engage in "Lobbying"

Page 9 of 13

File #: O2014-9652, Ve	rsion: 1
	i
Activities".	
substance to paragraphs Disclosing Party must i	Party is the Applicant, the Disclosing Party must obtain certifications equal in form and a A.l. through A.4. above from all subcontractors before it awards any subcontract and the maintain all such subcontractors' certifications for the duration of the Matter and must make such available to the City upon request.
B. CERTIFICATION F	REGARDING EQUAL EMPLOYMENT OPPORTUNITY
•	y funded, federal regulations require the Applicant and all proposed subcontractors to submit the with their bids or in writing at the outset of negotiations.
Is the Disclosing Party	the Applicant?
[] Yes	[] No
If "Yes," answer the thr	ee questions below:
1. Have you devel regulations? (See 41 CF	oped and do you have on file affirmative action programs pursuant to applicable federal R Part 60-2.) [] No
· · · · · · · · · · · · · · · · · · ·	vith 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
3. Have you particle opportunity clause?	pated in any previous contracts or subcontracts subject to the equal
[] Yes	[] No
If you checked "No" to	question 1. or 2. above, please provide an explanation:
SECTION VII - ACKN PENALTIES, DISCLO	OWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, SURE
The Disclosing Party un	derstands and agrees that:
A The continue di	aslessmes and columnished amounts contained in this EDC will become most of any

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

File	#:	$\Omega 20^{\circ}$	14-9652	Version:	1

rage 11 01 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

Disclosing Party)

E.ON US Holding GMBH (Print or type name of

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

By: (Sign here)			
[XXXX] (Print or type name o	of person signing)		
[XXXX] (Print or type title of	person signing)		
Signed and sworn to	before me on (date)	,	
at	County,	(state).	
		Notary Public.	
Commission expires:			

1 agt 12 01 13

4

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDLX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as ofthe 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 ofthe Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers ofthe Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[] Yes |X No

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 13

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: E.ONSE

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [] the Applicant

OR

2. ^ a legal entity holding a direct or indirect interest in the Applicant, State the legal name of the Applicant in which the Disclosing Party holds an interest: 108 North State Street (Chicago) Owner,

OR LLC

- 3. [] a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: ... E f^\nuprat_z 1
- C. Telephone: 0049 211 45 79 Fax: 0049 211 45 79 590 Email: Janine.fischer@eon.com <mailto:Janine.fischer@eon.com 5048

D. Name of contact person: Janine Fischer

- E. Federal Employer Identification No. (if you have one):.
- F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

^ "71 . , ^. , . ^TM Department of Housing and Economic

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

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

File #: O2014-9652, Version: 1				
Specification #	and Contract # -■			
Page 1 of 13				
SECTION II DISCLOSURE OF OW	NERSHIP INTERESTS			
A. NATURE OF THE DI [] Person X Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	SCLOSING PARTY 1. Indicate the nature of the Disclosing Party: [] on [] [] [] (Is			
Limited liability company Limited liabi Not-for-profit corporation the not-for-profit corporation also a 501 [] Yes [] No Other (please specify)				
	ign country) of incorporation or organization, if applicable: GERMANY the State of Illinois: Has the organization registered to do business in the State			
[] Yes X No	[] N/A			
B. IF THE DISCLOSING PARTY IS A	LEGAL ENTITY:			
1. List below the full names and tit.	es of all executive officers and all directors of the entity. NOTE: For not-for-pr			

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

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

Nama Titla Caa attaahmant

File #: O2014-9652, Version: 1
INAILIE THIE SEE ALIACHINICHL
2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,
Page 2 of 13
Name
Dr. Johannes Teyssen
DrIng. Leonhard Birnbaum
J0rgen Kildahl
Dr. Bernhard Reutersberg
Klaus Schafer
Mike Winkel
Heinrich Montag
Dr. Thomas Konig
Dr. Stefan Vogg
Karl-Heinz Feldmann
Dr. Verena Volpert
Dr. Frank Possmeier
Alan Bevan
Frank Kolan
Dr. Ingo Luge
Bernd Wagner
Title
board member board member board member board member board member board member authorized officer authorized officer
authorized afficer authorized afficer authorized afficer authorized afficer authorized afficer authorized afficer

File	#:	0201	14	-9652	ν	ersion:	1

authorized officer authorized officer

authorized officer

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

Name Business Address Percentage Interest in the Disclosing Party

None

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[] Yes X No

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

		Page 3 of 13	
Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary	<i>i</i>)		
}^ Check here if the	Disclosing	Party has not retained, nor exp	ects to retain, any such persons or entities.
SECTION V - CERTIF	ICATIONS		
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
•		92-415, substantial owners of busing support obligations throughout the	ess entities that contract with the City must contract's term.
	•	ectly owns 10% or more of the Discois court of competent jurisdiction?	losing Party been declared in arrearage on any
[] Yes >	ζ No	[] No person directly or indirectly Disclosing Party.	owns 10% or more of the
If "Yes," has the person compliance with that agr		a court-approved agreement for pays	ment of all support owed and is the person in
[] Yes []] No		
B. FURTHER CERTIF	TICATIONS		

terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and asknowledges that compliance with Article Lie a continuing requirement for doing business with the

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined

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

Page 4 of 13

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

audiorization of a responsible official of the Disclosing Farty, any Contractor of any Affiniated Entity (conectively "Agents").

Page 5 of 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any ofthe following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, ofthe City of Chicago.
- 8. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 \$10 per recipient.

9. 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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is jX is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words on towns that are defined in Chanton 2 156 ofthe Municipal Code have the same

File #: O2014-9652, V	ersion: 1	
Any words or terms in	at are uchineu iii Chaptel 2-130 oh	uie iviumeipai Coue nave uie same
	Page 7	of 13
meanings when used	in this Part D.	
		nicipal Code: Does any official or employee of the City have a of any other person or entity in the Matter?
[]		arty's best knowledge after reasonable inquiry
NOTE: If you checked Part E.	d "Yes" to Item D.l., proceed to It	ems D.2. and D.3. If you checked "No" to Item D.L, proceed to
employee shall have a purchase of any prope legal process at the su	financial interest in his or her ow rty that (i) belongs to the City, or it of the City (collectively, "City I	bidding, or otherwise permitted, no City elected official or n name or in the name of any other person or entity in the (ii) is sold for taxes or assessments, or (iii) is sold by virtue of Property Sale"). Compensation for property taken pursuant to the acial interest within the meaning of this Part D.
Does the Matter invol	ve a City Properly Sale?	
[] Yes	[] No	
•	"Yes" to Item D.L, provide the n h interest and identify the nature of	ames and business addresses of the City officials or of such interest:
Name	Business Address	Nature of Interest
4. The Disclosing City official or employ	•	phibited financial interest in the Matter will be acquired by any

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

Page 8 of 13

File	#:	0201	14-9652	Version:	1

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

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.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 not engage in "Lobbying

Page 9 of 13

Activities".

File #: O2014-9652, Version:	1
substance to paragraphs A.l. Disclosing Party must mainta	y is the Applicant, the Disclosing Party must obtain certifications equal in form and through A.4. above from all subcontractors before it awards any subcontract and the ain all such subcontractors' certifications for the duration of the Matter and must make such able to the City upon request.
B. CERTIFICATION REGA	ARDING EQUAL EMPLOYMENT OPPORTUNITY
•	ded, federal regulations require the Applicant and all proposed subcontractors to ation with their bids or in writing at the outset of negotiations.
Is the Disclosing Party the A	pplicant?
[] Yes	[] No
If "Yes," answer the three qu	estions below:
Have you developed regulations? (See 41 CFR Pare [] Yes	and do you have on file affirmative action programs pursuant to applicable federal rt 60-2.) [] No
-	he Joint Reporting Committee, the Director of the Office of Federal Contract Equal Employment Opportunity Commission all reports due under the applicable filing
3. Have you participated opportunity clause? [] Yes	d in any previous contracts or subcontracts subject to the equal
If you checked "No" to quest	ion 1. or 2. above, please provide an explanation:
SECTION VII - ACKNOWL PENALTIES, DISCLOSURI	EDGMENTS, CONTRACT INCORPORATION, COMPLIANCE,

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement hatween the Annlicant and the City in connection with the Matter whether procurement

City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

File	#:	0201	14-9652	Version:	1

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

E.ON SE (Print or type name of	of Disclosing Party)	
By:		
(Sign here)		
[XXXX]		
(Print or type name of	of person signing)	
[XXXX]		
(Print or type title of	person signing)	
Signed and sworn to	before me on (date)	,
at	County,	(state).
		Notary Public.
Commission expires:		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Parly 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 ofthe 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.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 Parly, if the Disclosing Parly is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

L] Yes		X		N	0
---	-------	--	---	--	---	---

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

SECTION I - GENERAL INFORMATION

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

Urban REIT Management, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] ^{tne} Applicant OR
- 2. Oi a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: 108 North State Street (Chicago) Owner, OR LLC
- 3. [] a legal entity with a right of control (see Section II.B.L) State the legal name of the entily in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028
- C. Telephone: 323-860-7458 Fax: 323-446-7109 Email: mregan@cimgroup.com

<mailto:mregan@cimgroup.com>

- D. Name of contact person: Michael Regan
- E. Federal Employer Identification No. (if you have one):
- F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

- ^ ", Department of Housing and Economic G. Which City agency or department is requesting this EDS? $Q_{eve}|_{0}p_{men}t$
 - If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

File #: O2014-9652, Version: 1	
Page 1 of 13	
SECTION II - DISCLOSURE OF OWNER	RSHIP INTERESTS
A. NATURE OF THE DISCLOSING PART	'TY
1. Indicate the nature of the Disclosing Pa [] Person [] Publicly registered business corporation Oi Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	arty: [] f] [] [] (Is []
Limited liability company Limited liability p Not-for-profit corporation the not-for-profit corporation also a 501(c)(3) [] Yes [] No Other (please specify)	-

California

3. For legal entities not organized in the State of llinois: Has the organization registered to do business in the State of lllinois as a foreign entity?

[] Yes X No [] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

Name Title See Schedule I

File	#:	0201	14-9652.	Ve	rsion:	1

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

Page 2 of 13

Officer List

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

Name			Business			Percentage Interest in the
				Disclosing Par	ty	
Richard Ressler						6922 Hollywood Blvd., 9th Floor
>7.5%*						
۸		Los Angeles^ CA 90028	^ _	, ,	,,	
Avraham Shemesh						6922 Hollywood Blvd., 9th Floor
>7.5%*						
		"" Los Angeles, CA s	90028			
ThaulKuba						" V922"HoMywood Blvd., 9 ^l "Floor
>7.5%*						
	٨	Los Angeles, C	A 90028			

^{*} Collectively, Richard Ressler, Avraham Shemesh, and Shaul Kuba own 87.5% of the Disclosing Party.

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[] Yes X No

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

SECTION IV DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

İ

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

Relationship to Disclosing Party Fees (indicate whether (subcontractor, attorney, lobbyist, etc.) paid or estimated.) North Theorem (subcontractor) paid or estimated.)

paid or estimated.) NOTE:

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

not an acceptable response.

(Add sheets if necessary)

Oi 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 Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City

File #: 02014-96	52, version: 1	
	_	th their child support obligations throughout the contract's term.
7 1	•	or indirectly owns 10% or more of the Disclosing Party been declared in arrearagens by any Illinois court of competent jurisdiction?
[] Yes	fXNo	[] No person directly or indirectly owns 10% or more ofthe Disclosing Party.
If "Yes," has the person in compl	-	ed into a court-approved agreement for payment of all support owed and is the tagreement?
[] Yes	[] No	
B. FURTHER (CERTIFICATI	ONS

File #. 00044 0050 Manalana 4

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

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

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting lo 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 clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal state or local) terminated for cause or default; and

transactions (reactar, state or rocar) terminated for eause or actaur, and

- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3,4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity): with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance)

I	Fil	حا	#•	Ω 201	14.	0652	١.	ersion:	1
ı		ı	#.	020	14	-9002.	v	CISIUII.	

- a. Tiolatea the profisions of transcipal Code Section 2-72 of Chiring Trage Oranianees.
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or ofthe United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Parly nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security "of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, ofthe City of Chicago.
- 8. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 S10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1 [lie Oije not

File #: O2014-9652, Version: 1
1. [] to OI to HOL
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.
D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS
Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the same
Page 7 of 13
meanings when used in this Part D.
1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter? [] Yes X No * to Disclosing Party's best knowledge after reasonable inquiry
NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.
2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property

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.

Docs the Matter involve a City Property Sale?

[] Vec [] No

[] 1 03

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

Name Business Address Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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..

Page 8 of 13

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf ofthe Disclosing Party with respect to the Matter: (Add sheets if necessary):

sinces ii necessary j...

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Parly 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 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 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.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 not engage in "Lobbying"

Page 9 of 13

Activities".

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?

[]Yes []No If "Yes," answer the three questions

helow.

File #: O2014-9652, Version	: 1
0010 W.	
1. Have you developed regulations? (See 41 CFR	and do you have on file affirmative action programs pursuant to applicable federal Part 60-2.)
[] Yes	[] No
•	the Joint Reporting Committee, the Director of the Office of Federal Contract the Equal Employment Opportunity Commission all reports due under the applicable
[] Yes	[] No
3. Have you participal opportunity clause? [)Yes []No	ted in any previous contracts or subcontracts subject to the equal
If you checked "No" to qu	estion 1. or 2. above, please provide an explanation:

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

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line atwww.cityofchicago.org/Ethics http://atwww.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable^ and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages

material fact may merade mediceration and an arrara to the City of acore damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of infonnation contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L and F.2. above and. will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications Or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

File #: O2014-9652, Version	:
OGALLI DELTA	

CfM Urban REIT Management, Inc., a California corporation

By:

(Sign here)

Eric Rubenfeld (Print or type name of person signing)

1

Vice President & Secretary (Print or type title of person signing)

NSigned and sworn to before me on (date) at ^----^ County,

(state).

Notary Public.

Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Parry 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 ofthe 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.

"Annlicable Party" means (1) all executive officers of the Disclosing Party listed in Section n.R. La. if the

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

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

[] Yes [X No

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 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFDDAVIT

SECTION I - GENERAL INFORMATION

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

State Street Air Rights (Chicago) Owner, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. fX the Applicant
 - OR
- 2. [] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the
- 2. Applicant in which the Disclosing Party holds an interest:

OR

- 3. [] a legal entity with a right of control (see Section II.B.L) State the legal name of the entity in which the Disclosing Party holds a right of control:
- R Rusiness address of the Disclosing Party: 6922 Hollywood Rlyd 9th Floor

File #: O2014-9652,	Version: 1				
"Los Angeles, CA 90028					
C. <u>Telephone:</u> mailto:mregan@e	323-860-7458 cimgroup.com>	Fax:	323-446-7109	Email:	mregan@cimgroup.com
D. Name of contac	t person: Michael Regan				
E. Federal Employ	er Identification No. (if you	u have or	ne):		
*	n of contract, transaction of (Include project number an		• •		as the "Matter") to which
Signing of the Thire	d Amendment to the 108 Nort	th State S	treet Redevelopment	t Agreement.	
G. Which City age	ncy or department is reques	sting this		nent of Hous	ing and Economic
If the Malter is complete the fol		ed by tl	ne City's Departm	ent of Prod	curement Services, please
Specification #		and (Contract #		
Page 1 of 13					
SECTION II DIS	CLOSURE OF OWNERSHI	P INTER	ESTS		
A. NATURE OF TI	HE DISCLOSING PARTY				
[] Person	nip hip	[j Limit [] Joint [] Not-f (Is the n [] Yes	or-profit corporation ot-for-profit corporat	ip	01(c)(3))?
2. For legal entiti	ies, the state (or foreign count	ry) of inc	orporation or organiz	cation, if appl	icable: Delaware
3. For legal entit of llinois as a foreig	ties not organized in the State on entity?	oflllinois	: Has the organization	n registered t	o do business in the State
M Ves	Γ1Νο		Γ1 Ν/Δ		

File #: O2014-9652, Version: 1					
171 1 00	[]110	[] + 1/4 + 1			

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

Name Title	
North State Street (Chicago) Holdings, LLC	Sole Member

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

Page 2 of 13

Officer List

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

Name Business Address Percentage Interest in the

File	#:	0201	14-9652.	Ve	rsion:	1

-10**-**1001115 1 4117

North State Street 6922 Hollywood Blvd 100% (Chicago) Holdings, LLC Los Angeles, CA 90028

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[] Yes X No

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

SECTION IV DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

Page 3 of 13

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

See Schedule I

Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)

Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

File #: O2014-96	652, Version: 1	
(Add sheets if no	ecessary)	
[] Check here	if the Disclos	ing Party has not retained, nor expects to retain, any such persons or entities.
SECTION V - C	ERTIFICATIO	NS
A. COURT-OR	DERED CHILD	SUPPORT COMPLIANCE
		on 2-92-415, substantial owners of business entities that contract with the City must child support obligations throughout the contract's term.
• •	•	ndirectly owns 10% or more ofthe Disclosing Party been declared in arrearage on any Illinois court of competent jurisdiction?
(] Yes	XNo	[] No person directly or indirectly owns 10% or more ofthe Disclosing Party.
If "Yes," has the compliance with	_	into a court-approved agreement for payment of all support owed and is the person in
[] Yes	[] No	
B. FURTHER C	CERTIFICATIO	NS

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

Page 4 of 13

Schedule I

Power Construction 8750 W Brvn Mawr Avenue General \$5.5 million

File #: O2014-9652, Version	n: 1			
Suite 500 Contractor (estimated)		Contorui	ψο.ο πιιιιοπ	
	Suite 500 Contractor (estimated)			
	Chicago, IL 60631			
Fragner Seifert Pace &	601S. Figueroa St.	At	torney \$50,000	
Winograd, LLP	Suite 2320		(estimated)	
Los Angeles, CA	90017			
Mara Georges - Katten	525 W. Monroe Street	Δt	torney \$50,000	

Muchin Rosenman Chicago, IL 60661 (estimated)

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in

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

Page 5 of 13

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; ot
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Parly nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, ofthe City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

File #: 0201	4-9652.	Version:	1
--------------	---------	----------	---

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 S10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is Oi^{1S not}

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

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

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the same

File #: O2014-9652, Versio	n : 1	
	Page	7 of 13
meanings when used in this	s Part D.	
	er own name or in the nar	Municipal Code: Does any official or employee of the City have a ne of any other person or entity in the Matter? Party's best knowledge
NOTE: If you checked "Ye Part E.	es" to Item D.l., proceed to	Items D.2. and D.3. If you checked "No" to Item D.1., proceed to
employee shall have a finar purchase of any property th legal process at the suit of t	ncial interest in his or her of at (i) belongs to the City, he City (collectively, "Cit	ve bidding, or otherwise permitted, no City elected official or own name or in the name of any other person or entity in the or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of y Property Sale"). Compensation for property taken pursuant lo the nancial interest within the meaning of this Part D.
Does the Matter involve a G	City Property Sale?	
[] Yes	[] No	
3. If you checked "Yes employees having such inte		e names and business addresses of the City officials or e of such interest:
Name	Business Address	Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Parly has found no such records.

Page 8 of 13

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

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.l. above for bis or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.
- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.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 not engage in "Lobbying"

Page 9 of 13

File #: O2014-9652, Version: 1
i i
Activities".
5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substant 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?
[] 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 feder regulations? (See 41 CFR Part 60-2.) [] Yes . [3 No
2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements? [] Yes [] No
3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[3 Yes [j No
If you checked "No" to question 1. or 2. above, please provide an explanation:
SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any

Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

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

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

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List

System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

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

CERTIFICATION

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

North State Street Air Rights (Chicago) Owner, LLC (Print or type name of Disclosing Party)

By:

(Sign here)

Eric Rubenfeld (Print or type name of person signing)

Vice President

(Print or type title of person signing)

County,

Notary Public.

Page 12 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother -in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brodier 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 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

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

[] Yes [X No

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 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

File #: O2014-9652, Version: 1
A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: North State Street
(Chicago) Holdings, LLC
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant North State Street Air Rights (Chicago) Owner, LLC OR 2. fX a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: OR 3. [] a legal entity with a right of control (see Section II.B.l.) Stale the legal name of the entity in which the Disclosing Party holds a right of control: B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor "Los Angeles, CA 90028
C. Telephone: 323-860-7458 Fax: 323-446-7109 Email: mregan@cimgroup.com
<mailto:mregan@cimgroup.com></mailto:mregan@cimgroup.com>
D. Name of contact person: Michael Regan
E. Federal Employer Identification No. (if you have one): [;
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

. Department of Housing and Economic

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

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

Specification #

and Contract #

Page 1 of 13

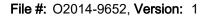
SECTION II DISCLOSURE OF OWNERSHIP INTERESTS

File #: O2014-9652, Version: 1	
A. NATURE OF THE DISCLOSING PARTY	
1. Indicate the nature of the Disclosing Part [] Person [] Publicly registered business corporation [] Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	[X Limited liability company [] Limited liability partnership [] Joint venture [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 cou	antry) of incorporation or organization, if applicable: Delaware
3. For legal entities not o^ ijized in the Stat ofIllinois as" a foreign entity?	te oflllinois: Has the organization registered to do business in the State
[]Ycs iXNo []N/A	
B. IF THE DISCLOSING PARTY IS A LEGA	L ENTITY:
corporations, also list below all members, if any members." For trusts, estates or other similar er If the entity is a general partnership, limited venture, list below the name and title of each ge	l executive officers and all directors ofthe entity, NOTE: For not-for-profit y, which are legal entities. If there are no such members, write "no ntities, list below the legal titleholder(s). partnership, limited liability company, limited liability partnership or join eneral partner, managing member, manager or any other person or entity e Disclosing Party. NOTE: Each legal entity listed below must submit an
Name Title North State Street (Chicago) Manager, LLC	Managing Member

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

Page 2 of 13

Officer List



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

Percentage Interest in the Disclosing Party

North State Street (Chicago) Manager, LLC 6922 Hollywood Blvd Los Angeles, CA 90028

6922 Hollywood Blvd Los Angeles, CA 90028

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

XNo

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

File	#:	0201	14-9652	Version:	1

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 13

Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether retained or anticipated to be retained)

Relationship to Disclosing Party Fees (indicate whether paid or estimated.) NOTE:

| be retained or anticipated (subcontractor, attorney, lobbyist, etc.) | "hourly rate" or "t.b.d." is not an acceptable response.

(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

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415,"substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[]Yes rXNo []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

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been couvicted 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 clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is

controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term. Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, wilh 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 13

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the dale this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public
 officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or
 local government in the United States of America, in that officer's or employee's official capacity;
- agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of lhe following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

· · · · · · · · · · · · · · · · · · ·
7. To the best ofthe Disclosing Parry's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, at any time during the 12-month period preceding the execution dale 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
Page 6 of 13
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 \$10 per recipient.
9. 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:
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.
C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION
1. The Disclosing Party certifies that the Disclosing Party (check one)
1. [] is Oi is not
a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predator)' lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."
If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b)

(attach additional pages if necessary):

of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here

File #: O2014-9652, Version: 1		
1 lie #. 02014-9002, Version.		
If the letters "NA," the word "N presumed that the Disclosing Pa		n the lines above, it will be conclusively nents.
D. CERTIFICATION REGARI	DING INTEREST IN CITY BU	JSINESS
Any words or terms that arc def	fined in Chapter 2-156 of the M	unicipal Code have the same
	Page 7 of 13	
meanings when used in this Pa	rt D	
-		
financial interest in his or her o	-	Code: Does any official or employee of the City have a other person or entity in the Matter? est knowledge
NOTE: If you checked "Yes" to Part E.	o Item D.l., proceed to Items D.	2. and D.3. If you checked "No" to Item D. 1., proceed to
employee shall have a financial purchase of any property that (i legal process at the suit of the C	l interest in his or her own name) belongs to the City, or (ii) is s City (collectively, "City Propert	g, or otherwise permitted, no City elected official or or in the name of any other person or entity in the old for taxes or assessments, or (iii) is sold, by virtue of y Sale"). Compensation for property taken pursuant to the terest within the meaning of this Part D.
Does the Matter involve a City	Property Sale?	
[]Yes []] No	
3. If you checked "Yes" to employees having such interest		nd business addresses of the City officials or interest:
Name B	usiness Address	Nature of Interest
4. The Disclosing Party fur City official or employee.	ther certifies that no prohibite	d financial interest in the Matter will be acquired by any

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Parly checks 2., the Disclosing Party must disclose below or in an

attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City. 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.

Page 8 of 13

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Parly has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A. 1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.
- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.l. and A.2. above.

File #: O2014-9652, Version: 1	
4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of 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 Page 9 of 13	
Activities".	
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 succertifications promptly available to the City upon request.	гh
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?	
t]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 fed regulations? (See 41 CFR Part 60-2.) []Ycs []No	eral
2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements? []Yes []No	
3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause? [] Yes [] No	
If you checked "No" to question 1. or 2. above, please provide an explanation:	

SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE,

File #: 02014-96	52. Version: 1
------------------	-----------------------

PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

i

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.citvofchicago.org/Ethics http://www.citvofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D.It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all ofthe information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Infonnation Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of lhe Municipal Code.

The Disclosing Party represents and warrants that:

File #: O2014-9652. Version:	•	on:	ersio/	V	652	-9	14	20	\circ	#:	File	١
------------------------------	---	-----	--------	---	-----	----	----	----	---------	----	------	---

· . .

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any ofthe items in F.L, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

North State Street (Chicago) Holdings, LLC (Print or type name of Disclosing Party)

By

(Print or type name of persoivsigning) Vice President

(Print or type title of person signing) STgncd^and sworn to before me on (date)

(Sign here) Eric Rubenfeld

at ^^^Coiinty, (state).

'^-^ Notary Public.

Commission expires: ^--^.

Page 12 of 13

CALIFORNIA JURAT WITH AFFIANT STATEMENT

Signature of Document Signer No 1

-rjfjSee Attached Document (Notary to cross out lines 1-6 below)
□ See Statement Below (Lines 1-6 to be completed only by document signer[s], not Notary)

State of California County of

f

DEANAJEAN WALK Commission # 1928343 Notary Public - California z Los Angeles County J^s^y MyComm Expires Mar 12.2015 tv w fv w www <-w-v m < √"T*ee

Place Notary Seal Above

Signature of Document Signer No. 2 (if any)

Subscribed and sworn to (or affirmed) before me on this M£_ day of Slfje+ltWC 20 H .

Date Month Year

by

Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me (.)

(and

(2) : ,

Name of Signer

proved to me on the basis of satisfactory evidence ^ to be the person who appeared ^toi^fore me.)

Signature

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form io another document.

Top of thumb here

RIGHT THUMBPRINT ■ RIGHT THUMBPRINT OF SIGNER #1: ■ - OF SIGNER SZ^

Top of thumb here

Further Description of Anv Attached Document

(0 Title or Type of Document: . Number of Pages: Signer(s) Other Than Named Above © 2010 National Notary Association • NationalNotary.org • 1-800-US NOTARY (1-BO0-076-6827)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as ofthe 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 U.B. La., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes	[X No
--------	-------

File #: O2014-9652, Version: 1

If yes, please identify below (I) 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	#:	0201	14-9652.	Ve	rsion:	1

Page 13 of 13

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: North State Street (Chicago) Manager, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [] the Applicant

North State Street Air Rights (Chicago) Owner, LLC

OR

- 2. (X a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: OR
- 3. [] a legal entity with a right of control (see Section II.B.L) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: . 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028
- C. <u>Telephone: 323-860-7458 Fax: 323-446-7109 Email: mregan@cimgroup.com</u> mailto:mregan@cimgroup.com
- D. Name of contact person: Michael Regan
- E. Federal Employer Identification No. (if you have one):
- F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

"., how Department of Housing and Economic G. Which City agency or department is requesting this EDS? rjgygiopf^gnt

File #: O2014-9652, Vers	sion: 1	
If the Matter is a corfollowing:	ntract being handled by	the City's Department of Procurement Services, please complete th
Specification #		and Contract #
Page 1 of 13		
SECTION II - DISCLOS	SURE OF OWNERSHIP	INTERESTS
A. NATURE OF THE D	ISCLOSING PARTY	
1. Indicate the nature [] Person [] Publicly registered bu [] Privately held busines [] Sole proprietorship [] General partnership [] Limited partnership [] Trust	*	IX 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 [] Olher (please specify)
2. For legal entities, th	ne state (or foreign count	try) of incorporation or organization, if applicable: Delaware
3. For legal entities no oflllinois as a foreign ent	-	oflllinois: Has the organization registered to do business in the State
[] Yes	D(No	[] N/A
B. IF THE DISCLOSING	G PARTY IS A LEGAL	ENTITY:
corporations, also list belomembers." For trusts, esta If the entity is a generativenture, list below the nati	ow all members, if any, ates or other similar ential partnership, limited parme and title of each general	executive officers and all directors ofthe entity. NOTE: For not-for-profit which are legal entities. If there are no such members, write "no ties, list below the legal titleholder(s). The interestip, limited liability company, limited liability partnership or join eral partner, managing member, manager or any other person or entity bisclosing Party. NOTE: Each legal entity listed below must submit an
Name Title CIM Fund III, L.P.		Sole Member

File #: O2014-9652, Version: 1
2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,
Page 2 of 13

Officer List

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name Business Address Percentage Interest in the Disclosing Party

CIM Fund III, L.P. 6922 Hollywood Blvd 100%

Los Angeles, CA 90028

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes M No

If yes, please identify below the namc(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 13

Name (indicate whether	Business	Relationship to Disclosing Party	Fees (indicate whether
retained or anticipated	Address	(subcontractor, attorney,	paid or estimated.) NOTE:
to be retained)		lobbyist, etc.)	"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 Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any

File #: O2014-9	652, Version: 1				
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.			
	e person entered that agreement?	into a court-approved agreement for payment of all support owed and is the person in			
[] Yes	[] No				

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article 1 ("Article F')(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with, the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any ofthe offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

- 3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Parly, 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, wilh 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 13

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bxircau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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: (j) anything made generally available to City

Page 6 of 13

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 \$10 per recipient.

9. If the Disclosing Parly is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is Oi^{iS not}
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge

File #: O2014-9652, Vers	sion: 1
Municipal Code. We und	s is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the lerstand that becoming a predatory lender or becoming an affiliate of a predatory lender may rivilege of doing business with the City."
	unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) s a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here f necessary):
	ord "None," or no response appears on the lines above, it will be conclusively sing Party certified to the above statements.
D. CERTIFICATION RI	EGARDING INTEREST IN CITY BUSINESS
Any words or terms that	are defined in Chapter 2-156 of the Municipal Code have the same
	Page 7 of 13
meanings when used in t	this Part D.
	th Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a r her own name or in the name of any other person or entity in the Malter? X No * to Disclosing Party's best knowledge
NOTE: If you checked "Part E.	Yes" to Item D.l., proceed to Items D.2. and D.3. If you checked "No" to Item D.l., proceed to
employee shall have a fin purchase of any property legal process at the suit of	nant to a process of competitive bidding, or otherwise permitted, no City elected official or nancial interest in his or her own name or in the name of any other person or entity in the that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of of the City (collectively, "City Property Sale"). Compensation for properly taken pursuant to the ower 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 interest and identify the nature of such interest:

Name Business Address Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any Cily official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check cither 1 . or 2. below. If the Disclosing Parly checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection will the Matter voidable by the City.

X 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 to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

Page 8 of 13

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 Parly 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

L List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing 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 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.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"

Page 9 of 13

Activities".

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?

- ☐ Yes [JNo 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 undei- the applicable filing requirements? []Yes []No
- 3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

File #: O2014-9652	2, Version: 1		
[] Yes	[] No		

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.citvofchicago.org/Ethics http://www.citvofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT

INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parlies List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any ofthe items in F.L, F.2. or F.3. above, an explanatory statement must be attached to tijis EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as ofthe date furnished to the City.

North State Street (Chicago) Manager, LLC (Print or type name of Disclosing Party)

By: $?Z \sim ^{\wedge} Z \sim$ (Sign here)

Eric Rubenfeld (Print or type name of person signing)

Vice President (Print or type title of person signing)

File #: O2014-9652, Version: 1		
^Signed and sworn to before me on ((date)	
at ""*, County,	(state).	
	Notary Public.	
Commission expires:	""^ .	
CALIFORNIA JURAT WITH AFF		
•0)3ee Attached Document (Notary to cru □ See Statement Below (Lines 1-6 to bo	oss out lines 1-6 below) completed only by document signerfs], not Notary)	
State of California County of		Los AytfytM^
DEANA JEAN WALK F Co z v5aB?y Los Ar, s ^{eles Count} y i 1 ^{N*} SS5^ MyComm Expires Mar 12, 2	ommission # 1928343 Notary Public - California z 2015 ^.	
Place Notary Seal Above Subscribed and sworn to (or affirmed) be Data Month Year	efore me on this %L day of Slpfa^IO H .	
proved to me on the basis of satisfactory	Name ol Signer v evidence to be the person who appeared before me (.)	
	(and	
(2) proved to me on the basis of satisfactory	Name of Signer v evidence to be the person who appeared before me.)	
Signature	· ,	
	OPTIONAL	

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this

File #: O2014-9652, Version: 1 Top of thumb here Top of thumb here Further Description of Any Attached Document \$ Title or i ype of Document: Number of Pages: Signei(s) Other Than Named Above:

©2010 National Notary Association National Nolary org • 1-800-US NOTARY (1-800-876-6827)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as ofthe date this EDS is signed, the Disclosing Parry 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 limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

■ [] Yes [XNo

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entily to which such

File	#:	$\Omega 20^{\circ}$	14-9652	Version:	1

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 13

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: CIM Fund

III, LP

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant
 - OR
- 2. [X a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago)
 OR
 Owner, LLC
- 3. [] a legal entity with a right of control (see Section II.B.L) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028
- C. Telephone: 323-860-7458 F_{ax:} 323-446-7109 Email: mregan@cimgroup.com

<mailto:mregan@cimgroup.com>

- D. Name of contact person: Michael Regan
- E. Federal Employer Identification No. (if you have one):; . . . -
- F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

File #: O2014-9652, Ver	sion: 1	
Signing of the Third An	nendment to the 108 Nor	th State Street Redevelopment Agreement.
"""., ^. G. Which City agency	or department is reque	,. ^^,,,, Department of Housing and Economic sting this EDS? development
If the Matter is a complete the follow	_	led by the City's Department of Procurement Services, please
Specification #		and Contract U
Page 1 of 13		
SECTION II - DISCI	OSURE OF OWNERS	SHIP INTERESTS
A. NATURE [] Person [] Publicly registered [] Privately held busin [] Sole proprietorship [] General partnership [X Limited partnership [} Trust	business corporation less corporation	IG PARTY I. Indicate the nature of the Disclosing Party: [] [] [] [] [] [] [] [
Limited liability comp Not-for-profit corporate the not-for-profit corporate [] Yes Other (please specify)	tion	artnership Joint venture)?
2. For legal entities	, the state (or foreign c	ountry) of incorporation or organization, if applicable: Delaware
3. For legal entities the State of Illinois as a	_	State of Illinois: Has the organization registered to do business in
[]Yes)(No []N/A	
B. IF THE DISCLOSI	ING PARTY IS A LEC	GAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity, NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such

members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s). If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Parly. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

CIM Fund III GP, LLC

General Partner (0.0573% owner of CIM Fund III, LP)

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Patty. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

-32.5% -12.5%

Name

Percentage Interest in the **Disclosing Party**

Business Address California Public Employees' Retirement System 400 Q Street, P.O. Box 942701 27.5 SaCTamento, CA 94229-2701 New York State Common Retirement Fund 110 State Street 7.5 Albany, NY 12236

Teacher Retirement System of Texas 1000 Red River St. 7.5 Austm, JTX 7 870J.

Ivanhoe US Equities, LP 1001 Victoria Square, Suite 500 7.5 Montreal, Quebec Canada H27 2B5

Note: All entities above are exempt from riling separate EDS Forms under exemption 2(b) ofthe EDS Rules. No other entity owns 7.5% or more of the Disclosing Party. SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

jX No []Yes

If yes, please identify betow the name(s) of such City elected official(s) and describe such relationship(s);

SECTION IV DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative ^fiction on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 13

Name (indicate whether	Business	Relationship to Disclosing Party	Fees (indicate whether
retained or anticipated	Address	(subcontractor, attorney,	paid or estimated.) NOTE:
to be retained)		lobbyist, etc.)	"hourly rate" or "t.b.d." is
			not an acceptable response.

(Add sheets if necessary)

jX 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 Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Parly been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

F	ile	#:	O2014-9652,	Version:	1
---	-----	----	-------------	----------	---

[]Yes rXNo []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 [JNo

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Parly submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee 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 Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Parly and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction] a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations,

instituted by the City or by the federal government, any state, or any other unit of local government.

- 3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or stale 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 ofthe Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee ofthe Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to lhe direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entily of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection wilh 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 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 bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither, the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-

rigging or bid-rotating.

- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 S10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one) [] is

fXisnot

- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We

File	#•	O201	4.	-9652	V	ersion:	1

further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business widi the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

meanings when used in this Part D.

In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
 Yes X No * to Disclosing Party's best knowledge after reasonable inquiry

NOTE: If you checked "Yes" to Item D.l., proceed lo Items D.2. and D.3. If you checked "No" to Item D.l., proceed to Part E.

2. Unless sold pursuant lo 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?

f] Yes [] No

3. If you checked "Yes" to Item D.I., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name Business Address Nature of Interest

File	#•	0201	14-9652	Version: 1	ı

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check 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 paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

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 lhe Disclosing Party has found no such records.

Page 8 of 13

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party wilh 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

File #: O2014-9652, Version: 1								
Disclo	osure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)							
	The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or 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 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.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

Page 9 of 13

Activities".

Is the Disclosing Party the Applicant?

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 infonnation with their bids or in writing at the outset of negotiations.

_		
[] Yes	[] No	
If "Yes," answer t	he three questions below	·:
1. Have you de	eveloped and do you hav	ve on file affirmative action programs pursuant to applicable federa
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?

File #:	File #: O2014-9652, Version : 1								
[]	Yes	[] No							
	Have you participate tunity clause?	ed in any previous contracts or subcontracts subject to the equal							
	Yes	[] No							
If you	ı checked "No" to au	ection 1 or 2 above please provide an explanation:							

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

i

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Parry to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of die information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have

against the Cily in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 ofthe Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 ofthe Municipal Code.

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not Untiled to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any ofthe items in F.L, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as ofthe date furnished to the City.

CIM Fund III, L.P. a Delaware limited partnership by: CIM Fund III GP, LLC a California limited liability company its general partner

bv: fT/Z-

Eric Rubenfeld (Print or type name of person signing)

Vice President and Secretary (Print or type title of person signing)

"Signed and sworn to before me on (date) at County,

(state).

Notary Public.

Commission expires:

Page 12 of 13

CALIFORNIA JURAT WITH AFFIANT STATEMENT

Signature of Document Signer No. 2 (if any)

Subscribed and sworn to (or affirmed) before me

on this day of Spje>^20 H.

Month Year Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me (.)

(and

Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me.)

Signage of Notary Public

OPTIONAL

Though tlie information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Top of thumb here

RIGHT THUMBPRINT ■ RIGHT THUMBPRINT OF SIGNER #1 ■ OF SIGNER #2

Top of thumb here

Further Description of Any Attached Document

File #: O2014-9652, Version: 1						
Title or Type of Document:						
. Number of Pages: _						
Signer(s) Other Than Named Above: .						
© 2010 National Notary Association • NationalNotary.org http://NationalNotary.org • 1-800-US NOTARY (1-800-B7G-6827)	Item #E910					

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any ofthe following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, molher-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 TLB. 1 .a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes	X No
--------	------

If yes, please identify below (I) 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 #: O2014-9652. Version:	•	on:	ersio/	V	652	-9	14	20	\circ	#:	File	١
------------------------------	---	-----	--------	---	-----	----	----	----	---------	----	------	---

Page 13 of 13

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: Cl	M
Fund III GP, LLC	

Check ONE of the follow	ing three boxes:				
Indicate whether the Disc 1. [] the Applicant OR 2. fX a legal entity hole in which the Disclost OR 3. [] a legal entity with	ding a direct or indir ing Party holds an in	rect interest ir nterest: North	n the Applicant. St State Street Air F Owner, LLC	Rights (Chica	ago)
which the Disclosing P	arty holds a right of	control:			
B. Business address of th	e Disclosing Party:	6922 Hollyv Los Angeles		oor	
C. <u>Telephone: 323-86</u> <mailto:mregan@cimgrou< td=""><td></td><td>F_{ax:}</td><td>323-446-7109</td><td>Email: m</td><td>regan@cimgroup.com</td></mailto:mregan@cimgrou<>		F _{ax:}	323-446-7109	Email: m	regan@cimgroup.com
D. Name of contact person	n: Michael Regan		i		
E. Federal Employer Iden	tification No. (if you	ı have one): _	<u>/</u>		
F. Brief description of co this EDS pertains. (Includ	•		•		he "Matter") to which
Signing ofthe Third Amend	ment to the 108 North	State Street F	Redevelopment Agro	eement.	
,,,,	,	"^	Departmentof Hou	sing and Ecor	nomic

sting this EDS? Deveiop^^
ed by the City's Department of Procurement Services, please
and Contract #
SHIP INTERESTS
Y
X Limited liability company Limited liability partnership Joint venture Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? Yes No Other (please specify)
eign country) of incorporation or organization, if applicable
State of Illinois: Has the organization registered to do business in
[] N/A
AL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

File #: O2014-9652, V	ersion: 1	
CIM Group, 1.P	Ma	anaging Member
beneficial interest (ir	<u> </u>	g each person or entity having a direct or indirect of the Disclosing Party. Examples of such an tin a partnership or joint venture,
	Page 2 of 13	
	Officer List	
other similar entity. Chicago ("Municipa	If none, state "None." NOTE: Pursuan	pany, or interest of a beneficiary of a trust, estate or not to Section 2-154-030 of the Municipal Code of ch additional information from any applicant which
Name	Business Address	Percentage Interest in the Disclosing Party
CIM Group, LP	6922 Hollywood Blvd., 9 th Floor 100% Los Angeles, CA 90028	6
SECTION III - BUS	SINESS RELATIONSHIPS WITH CI	ΓΥ ELECTED OFFICIALS
	ng Party had a "business relationship," d official in the 12 months before the	' as defined in Chapter 2-156 of the Municipal Code, date this EDS is signed?
[] Yes	X No	

If yes, please identify below the namc(s) of such City elected official(s) and describe such relationship (s):

SECTION IV DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 13

Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether retained or anticipated Address (subcontractor, attorney, paid or estimated.) NOTE: to be retained) lobbyist, etc.) "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

Oi 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 Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[]Yes fXNo- []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?

[lYes []No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City', then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article 1 is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have hot, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3,4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Parly, 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 13

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been

prosecuted for such conduct; or

- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance),
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any stale or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To like best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Pisclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Parly has not given or caused to be given a gift, 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 Cily of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City

Page 6 of 13

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 \$10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. t j is X is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[] Yes No * to Disclosing Party's best knowledge after reasonable inquiry

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.L, 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.

File #: O2014-9652, Versi o	on: 1	
Does the Malter involve	a City Property Sale?	
[] Yes	[] No	
<u> </u>	Yes" to Item D.L, provide the name interest and identify the nature of s	es and business addresses of the City officials or such interest:
Name	Business Address	Nature of Interest
4. The Disclosing Par by any City official or en	•	ited financial interest in the Matter will be acquired
• • •	-	

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

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 Parly has found no such records.

Page 8 of 13

ı

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded,

proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "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 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Parly 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 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.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 not engage in "Lobbying"

Page 9 of 13

Activities".

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 REC	GARDING EQUAL EMPLOYMENT OPPORTUNITY
<u> </u>	anded, federal regulations require the Applicant and all proposed subcontractors to nation with their bids or in writing at the outset of negotiations.
Is the Disclosing Party the	Applicant?
[] Yes	[] No
If "Yes," answer the three	questions below:
1. Have you developed regulations? (See 41 CFR I	and do you have on file affirmative action programs pursuant to applicable federal Part 60-2.) [] No
•	the Joint Reporting Committee, the Director of the Office of Federal Contract he Equal Employment Opportunity Commission all reports due under the applicable
3. Have you participate opportunity clause?	ed in any previous contracts or subcontracts subject to the equal
[]Yes	[] No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

File #: O2014-9652, Version: 1

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

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 wilh all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.citvofchicago.org/Ethics http://www.citvofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the Cily. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L and F.2. above and will-not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any ofthe items in F.L, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

CIM Fund III GP, LLC a California limited liability company

By:

(Sign here) Eric

Rubenfeld

(Print or type name of person signing)

Vice President and Secretary (Print or type title of person signing)

Signed^and sworn to before me on (date) at "*"--^ County, (state).

Notary Public.

Commission expires:

Page 12 of 13

CALIFORNIA JURAT WITH AFFIANT STATEMENT

government code § a₂₀₂

-GpSee Attached Document (Notary to cross out lines 1-6 below) □ See Statement Below (Lines 1-6 to be completed only by document signerfs], not Notary)
Signature of Document Signer No. 1
State of California
County of /-OS AwhtM^ DEANAJEAN WALK Commission # 1928343 Notary Public - California z Los Angeles County > 5 ^au^ My Comm Expires Mar 12.20151> by
Data Month Year
Name of Signer proved to me on the basis of satisfactory evidence to be the person who appeared before me (.)
(and
(2) , Name of Signer
proved to me on the basis of satisfactory evidence to be the person who appeared before me.)
Placo Notary Seal Above
OPTIONAL
Though the information below is not required by law, It may prove valuable to persons relying on the document and could prevent fraudulent remove and reattachment of this form to another document.
RIGHT THUMBPRINT OF SIGNER #2 Top of thumb here
Further Description of Any Attached Document
Title or Type of Document:
Document Date: Number of Pages:.
Signerfs) Other Than Named Above: .
© 2010 National Notary Association • NationalNotary.org http://NationalNotary.org ■ 1-800-US NOTARY (1-800-876-6827)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any 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 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[]Yes [XNo

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 13

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: CIM Group, LP

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant OR
- 2. ty[a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago)

 OR

 Owner, LLC
- 3. [] a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028
- C. Telephone: 323-860-7458 Fax: 323-446-7109 Email: mregan@cimgroup.com <mailto:mregan@cimgroup.com>
- D. Name of contact person: Michael Regan
- E. Federal Employer Identification No. (if you have one):
- F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

- G. Which City agency or department is requesting this EDS? $D_{\text{eve}}|_{0}p_{\text{men}}t$

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # and Contract #

File #: O2014-9652, Version: 1		
Page 1 of 13		
SECTION II - DISCLOSURE	OF OWNERS	HIP INTERESTS
A. NATURE OF THE DISCL	OSING PARTY	
I. Indicate the nature of th] Person] Publicly registered business] Privately held business corp] Sole proprietorship] General partnership X Limited partnership] Trust	s corporation	[] 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 California	state (or forei	ign country) of incorporation or organization, if applicable:
		ate oflllinois: Has the organization registered to do business in
[]Yes \$N	o []N/A	
B. IF THE DISCLOSING PAI	RTY IS A LEGA	AL ENTITY:
for-profit corporations, also lis members, write "no members.' If the entity is a general part partnership or joint venture, lis	t below all mem ' For trusts, estatemership, limited t below the nam at controls the d	l executive officers and all directors ofthe entity. NOTE: For not- bers, if any, which are legal entities. If there are no such tes or other similar entities, list below the legal titleholder(s). partnership, limited liability company, limited liability e and title of each general partner, managing member, manager ay-to-day management of the Disclosing Party. NOTE: Each on its own behalf.
Name Title		

CIM Management, Inc.

General Partner

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entily. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name Business Address Percentage Interest in the

Disclosing Party

CIM Group, LLC 6922 Hollywood Blvd., 9th Floor 100%

Los Angeles, CA 90028

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes X No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

File	#•	0201	14-9652	Version:	1
	**	()/()	14-200	VEISIUII.	

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 13

Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether 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)

Oi 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 Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[]Yes (XNo []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

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is

the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee 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 Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of ihose persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted b3' the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or

organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;

• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a
 public officer or employee of the City, the State of Illinois, or any agency of the federal government or
 of any state or local government in the United States of America, in that officer's or employee's official
 capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a malter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, ofthe City of Chicago.
- 8. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 S10 per recipient,

9. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Parly must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is Oi ,s not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-

File #: O2014-9652,	/ersion: 1	
* *	unicipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal (attach additional pages if necessary):	
	the word "None," or no response appears on the lines above, it will be conclusively bisclosing Party certified to the above statements.	
D. CERTIFICATI	ON REGARDING INTEREST IN CITY BUSINESS	
Any words or term	that arc defined in Chapter 2-156 of the Municipal Code have the same	
	Page 7 of 13	
	i	
meanings when us	ed in this Part D.	
	e with Section 2-156-110 of the Municipal Code: Does any official or employee of the Cerest in his or her own name or in the name of any other person or entity in the Matter? X No * to Disclosing Party's best knowledge after reasonable inquiry	ity
NOTE: If you che proceed to Part E.	ked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D. 1.	••
or employee shall in the purchase of by virtue of legal 1	pursuant to a process of competitive bidding, or otherwise permitted, no City elected office ave a financial interest in his or her own name or in the name of any other person or entire ny property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is soccess at the suit of the City (collectively, "City Property Sale"). Compensation for propertie City's eminent domain power does not constitute a financial interest within the meaning	ty sold ty
Does the Matter in	volve 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 interest and identify the nature of such interest:

Name Business Address Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

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.

Page 8 of 13

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it

will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Parly 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 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.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 not engage in "Lobbying"

Page 9 of 13

Activities".

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 Pa	rty 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

\mathbf{r}	Fil	le #:	O2014-9652.	Version:	1
--------------	-----	-------	-------------	----------	---

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements? []Yes []No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

[] Yes [] No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing

and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 ofthe Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.l. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Parly has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.L, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as ofthe date furnished to the City.

CIM Group, LP.
a California limited partnership
by: CIM Management, Inc. A
California corporation its general

partner

<u>b_{V:} eryz-</u>

Eric Rubenfeld

(Print or type name of person signing)

Vice President and Secretary (Print or type title of person signing) Commission expires:

Page 12 of 13

CALIFORNIA JURAT WITH AFFIANT STATEMENT

government code § e₂₀₂

See Attached Document (Notary to cross out lines 1-6 below) See Statement Beiow (Lines 1-6 to be completed only by document signer[s], not Notary)

Signature of Document Signer No. 1

State of California County of

itf---»-*--****

DEANA JEAN WALK Commission # 1928343 | Notary Public - California z

1 >33S£^ Mv Comm. Expires Mar 12, 2015 r>

Place Notary Soal Above

Signature of Document Signer No. 2 (if any)

Subscribed and sworn to (or affirmed) before me

on this

Date

day of Slffa^20 W.

by

File	File #: O2014-9652, Version: 1	
(2)	Proved to me on the basis of satisfactory evidence to be the person who appeared before me (and (2) Name of Signer proved to me on the basis of satisfactory evidence to be the person who appeared before me Signature	
The	OPTIONAL Though the Information below is not required by law, it may prove valuable to persons relying on the document and could prevent fra form to another document. Top of thumb here RIGHT THUMBPRINT RIGHT THUMBPRINT OFSIGNER#1 OF SIGNER #2	nudulent removal and reattachment of this
ij (∕ A h	(A	

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFEDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

© 2010 National Notary Aasoclation ■ National.Notary.org http://National.Notary.org 1-800-US NOTARY (1-600-876-6827)

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as ofthe dale 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 TLB. 1 .a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general

partnership; all general partners and limited partners of the Disclosing Parly, 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 lhe Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers", means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes [X No

If yes, please idenlify 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 cily official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 13

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: CIM Management, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant
- 2. |X a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago)

File #: O2014-9652, Version: 1		
OR 3. [] a legal entity with a right of control (s which the Disclosing Party holds a right of	Owrier, LLC (see Section II.B.L.) State the legal name of the entity in f control:	
B. Business address of the Disclosing Party:	6922 Hollywood Blvd., 9 th Floor Los Angeles, CA 90028	
C. <u>Telephone</u> : 323-860-7458	Fax: 323-446-7109 Email: mregan@cimgrou	p.com
<mailto:mregan@cimgroup.com></mailto:mregan@cimgroup.com>		
D. Name of contact person: Michael Regan		
E. Federal Employer Identification No. (if you	ou have one): /	
F. Brief description of contract, transaction of this EDS pertains. (Include project number an	or other undertaking (referred to below as the "Matter") to nd location of property, if applicable):	which
Signing of the Third Amendment to the 10	108 North State Street Redevelopment Agreement.	
G. Which City agency or department is reques	Department of Housing and Economic esting this EDS? Development	
If the Matter is a contract being handle complete the following:	led by the City's Department of Procurement Services,	please
Specification #	and Contract #	
Page 1 of 13 SECTION II DISCLOSURE OF OWNERSHIE	IP INTERESTS	
A. NATURE OF THE DISCLOSING PARTY [] Limited liability company [] Limited liability profit corporation also a 501(c)(3))?	partnership [] Joint venture [] Not-for-profit corporation (Is tlie no	
[) Other (please specify)	[] Yes	[] No
1. Indicate the nature of the Disclosing Party: held business corporation [[] Sole proprietorship [] Limited partnership [3 Trust [r: f] Person [[] Publicly registered business corporation [[X Pro [[] General partnership (]	ivately
2. For legal entities, the state (or foreign count	ntry) of incorporation or organization, if applicable:	
California		

File	#:	0201	14-9652	Version:	1

3. For legal entities not organized in the Slate of llinois: Has the organization registered to do business in the State of llinois as a foreign entity?

[3 Yes

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which ate legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title See Schedule I

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

Officer List

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably

intended to achieve full disclosure.

Name Business Address Percentage Interest in the

Disclosing Party

CIM Group, LLC 6922 Hollywood Blvd., 9th Floor 100%

Los Angeles, CA 90028

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[]Yes XNo

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 13

Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether retained or anticipated Address (subcontractor, attorney, paid or estimated.) NOTE:

File #: O2014-96	652, Version: 1		
to be retained)		lobbyist, etc.)	"hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if no	ecessary)		
Oi Check here	if the Disclos	ing Party has not retained, nor e	expects to retain, any such persons or entities
SECTION V - C	ERTIFICATIO	NS	
A. COURT-OR	DERED CHILD	SUPPORT COMPLIANCE	
	•	on 2-92-415, substantial owners of bus child support obligations throughout t	siness entities that contract with the City must the contract's term.
	•	indirectly owns 10% or more of the D Illinois court of competent jurisdiction	isclosing Party been declared in arrearage on any n?
[] Yes	XNo	[] No person directly or indirectly Disclosing Party.	y owns 10% or more of the
If "Yes," has the compliance with	•	11 0 1	payment of all support owed and is the person in
[] Yes	[] No		
B. FURTHER C	CERTIFICATIO	NS	
terms (e.g., "doir doing business w	ng business") an vith the City, the	d legal requirements), if the Disclosin on the Disclosing Party certifies as foll)(which the Applicant should consult for defined g Party submitting this EDS is the Applicant and is lows: (i) neither the Applicant nor any controlling or has ever been convicted of, or placed under

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in

Section II.B.l. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any ofthe offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3,4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or

Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply will the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of lhe Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, at any time during the 12-monih 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

Page 6 of 13

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 S10 per recipient.

9. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Parly must explain below:

le #: O2014-9652,	Version: 1			

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is Oi is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the sanjfi.

Page 7 of 13

İ

meanings when used in this Part D.

File	#:	0201	14	-9652	V	ersion:	1

1.	In accordance w	ith Section 2-156-1	10 of the Municipal	Code: Does any	official or	employee	ofthe City	have a
financ	cial interest in his	or her own name or	in the name of any	other person or	entity in the	e Matter?		

[}Yes XNo

* to Disclosing Party's best knowledge after reasonable inquiry

NOTE: If you checked "Yes" to Item D.l., proceed to Items D.2. and D.3. If you checked "No" to Item D, 1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[] Yes [] No

3. If you checked "Yes" to Item D.l., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City. 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.

Page'8 of 33

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 Vf- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 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.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] 986 but has not engaged and will not engage in "Lobbying"

Page 9 of 13

Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and

File #: O2014-9652, Version: 1
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 infonnation with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

[]Yes [)No If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

[] Yes [] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

[] Yes

[] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[}Yes []No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII ~ ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

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 lespect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.L, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

CIM Management Inc., a California corporation

(Sign here)

Eric Rubenfeld (Print or type name of person signing)

Vice President and Secretary (Print or type title of person signing)

 5 -Ci>=A C w< L

-Signed and sworn to before me on (date) at

County,

Notary Public.

(state).

Page 12 of 13

CALIFORNIA JURAT WITH AFFIANT STATEMENT

government code § 8202

•0>>ee Attached Document (Notary to cross out lines 1-6 below)

□ See Statement Below (Lines 1-6 to be completed only by document signers], not Notary)

Signature of Document Signer No. 1

State of California County of

Los AytfytM*

File #: O2014-9652, Version: 1	
DEANA JEAN WALK	t Commission # 1928343 I Notary Public - California z
Jv^p^, Los Angeles County g My C	Comm Expires Mar 12. 2015 E
Place Notary Seal Above	
by	
(1) -	
proved to me on the basis of satisf	Name of Signer factory evidence to be the person who appeared before me (.) ^fcj (and
(2)	Name of Signer
proved to me on the basis of satisf	factory evidence to be the person who arppeareeL^before me.)
Signature	
	OPTIONAL
Though the Information below is not required Top of thumb here	rired by law. it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document. RIGHT THUMBPRINT ■ RIGHT THUMBPRINT OF SIGNER #1 ■ OF SIGNER #2
Further Description of Any Attached Docum	nent
Title or Type of Document:	
Document Date:	Number of Pages:.
Signer(s) Other Than Named Above: . O 2010 National Notary Association • NationalNotary.org	http://NationalNotary.org> 1-flOO-US NOTARY (1-800-676-6827)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, tlie 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 ofthe date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is Teiated 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 JLB.1 .a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes (X No

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 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

A. Legal name of the Disclosing Parly submitting this EDS. Include d/b/a/ if applicable: CIM Group,

Check ONE of the following three boxes: Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. ft X a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago) OR 3. [] a legal entity with a right of control (see Section II.B.L) State the legal name of the entity in which the Disclosing Party holds a right of control: B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028 C. Telephone: 323-860-7458 fas: 323-446-7109 Email: mregan@cimgroup.com Smailto.mrcgan@cimgroup.com> D. Name of contact person: Michael Regan E. Federal Employer Identification No. (if you have one): F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable): Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.	File #: O2014-9652, Version: 1
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. fX a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago) OR Owner, LLC 3. [] a legal entity with a right of control (see Section II.B.L) State the legal name of the entity in which the Disclosing Party holds a right of control: B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028 C. Telephone: 323-860-7458 fax: 323-446-7109 Email: mregan@cimgroup.com mailto:mregan@cimgroup.com> D. Name of contact person: Michael Regan E. Federal Employer Identification No. (if you have one): F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable): Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.	LLC
1. [] the Applicant OR 2. IX a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago) OR Owner, LLC 3. [] a legal entity with a right of control (see Section II.B.L.) State the legal name of the entity in which the Disclosing Party holds a right of control: B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028 C. Telephone: 323-860-7458 Fax: 323-446-7109 Email: mregan@cimgroup.com *mailto:mregan@cimgroup.com *mailto	Check ONE of the following three boxes:
2. fX a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago) OR Owner, LLC 3. [] a legal entity with a right of control (see Section II.B.L.) State the legal name of the entity in which the Disclosing Party holds a right of control: B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028 C. Telephone: 323-860-7458 fac 323-446-7109 Email: mregan@cimgroup.com mailto:mregan@cimgroup.com> D. Name of contact person: Michael Regan	1. [] the Applicant
3. [] a legal entity with a right of control (see Section II.B.L.) State the legal name of the entity in which the Disclosing Party holds a right of control: B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028 C. Telephone: 323-860-7458 f _{ax;} 323-446-7109 Email: mregan@cimgroup.com mailto:mregan@cimgroup.com> D. Name of contact person: Michael Regan E. Federal Employer Identification No. (if you have one): F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable): Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.	2. fX a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago)
Los Angeles, CA 90028 C. Telephone: 323-860-7458	3. [] a legal entity with a right of control (see Section II.B.L) State the legal name of the entity in
Mailto:mregan@cimgroup.com> D. Name of contact person: Michael Regan E. Federal Employer Identification No. (if you have one): • F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable): Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement. • Department of Housing and Economic G. Which City agency or department is requesting this EDS? Development If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following: Specification # and Contract # Page I of 13 SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS A. NATURE OF THE DISCLOSING PARTY	· · · · · · · · · · · · · · · · · · ·
E. Federal Employer Identification No. (if you have one): F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable): Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement. Department of Housing and Economic G. Which City agency or department is requesting this EDS? Development If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following: Specification # and Contract # Page I of 13 SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS A. NATURE OF THE DISCLOSING PARTY	
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable): Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement. """, ^. Department of Housing and Economic G. Which City agency or department is requesting this EDS? Development If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following: Specification # and Contract # Page I of 13 SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS A. NATURE OF THE DISCLOSING PARTY	D. Name of contact person: Michael Regan
this EDS pertains. (Include project number and location of property, if applicable): Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement. """", ^. ,,,,, Department of Housing and Economic G. Which City agency or department is requesting this EDS? Development If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following: Specification # and Contract # Page I of 13 SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS A. NATURE OF THE DISCLOSING PARTY	E. Federal Employer Identification No. (if you have one):
G. Which City agency or department is requesting this EDS? Development If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following: Specification # and Contract # Page I of 13 SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS A. NATURE OF THE DISCLOSING PARTY	1 ,
G. Which City agency or department is requesting this EDS? Development If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following: Specification # and Contract # Page I of 13 SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS A. NATURE OF THE DISCLOSING PARTY	Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.
complete the following: Specification # and Contract # Page I of 13 SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS A. NATURE OF THE DISCLOSING PARTY	
Page I of 13 SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS A. NATURE OF THE DISCLOSING PARTY	
SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS A. NATURE OF THE DISCLOSING PARTY	Specification # and Contract #
A. NATURE OF THE DISCLOSING PARTY	Page I of 13
	SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS
1. Indicate the nature of the Disclosing Party:	A. NATURE OF THE DISCLOSING PARTY
	1. Indicate the nature of the Disclosing Party:

File #: O2014-9652, Version: 1	
[] Person [3 Publicly registered business corporation [] Privately held business corporation [J Sole proprietorship [3 General partnership [3 Limited partnership [J Trust	X Limited liability company [3 Limited liability partnership [3 Joint venture [3 Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [J Yes
2. For legal entities, the state (or fore	eign country) of incorporation or organization, if applicable:
Delaware	
3. For legal entities not organized in the State of Illinois as a foreign entity?	State of lllinois: Has the organization registered to do business in
[]Yes XNo	[3 N/A
B. IF THE DISCLOSING PARTY IS A LEG	AL ENTITY:
-for-profit corporations, also list below all me members, write "no members." For trusts, esta If the entity is a general partnership, limited partnership or joint venture, list below the nar	all executive officers and all directors of the entity. NOTE: For not mbers, if any, which are legal entities. If there are no such ates or other similar entities, list below the legal titleholder(s). d partnership, limited liability company, limited liability me and title of each general partner, managing member, manager day-to-day management of the Disclosing Party. NOTE: Each on its own behalf.
Name Title	
CIM Holdings, Inc.	Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

Officer List

File #:	O2014-9652	Version:	1
FIIE #:	U/U14-905/	version:	- 1

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name Business Address Percentage Interest in the

Disclosing Party

CIM Holdings, LLC 6922 Hollywood Blvd., 9th Floor 99.8%

Los Angeles, CA 90028

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes <X No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Malter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any

person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 13

Name (indicate whether Business Relationship to Disclosing Parly Fees (indicate whether retained or anticipated to be retained)

Address (subcontractor, attorney, lobbyist, etc.)

Iobbyist, etc.)

Relationship to Disclosing Parly Fees (indicate whether paid or estimated.) NOTE:

"hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

Oi 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 Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[] Yes |XNo | 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

1. Pursuant to Municipal Code Chapter 1 -23, Article I ("Article I")(which the Applicant should consult for

defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee 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 Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Parly and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3,4 and 5 concern:
 - the Disclosing Parly;
 - 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 13

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect lo a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Parly nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Parly understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
 - 7. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, no current employee of the

Disclosing Parly was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

8. To the best of lhe Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

employees or lo the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$10 per recipient.

9. If the Disclosing Parly is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Parly must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is Oi ^ not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

File:	#:	O2014-9	652. V	ersion:	1
	"	O	'UUZ, W	OI OIOI I.	

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that arc defined in Chapter 2-156 of the Municipal Code have the same

Page 7 of 13

meanings when used in this Part D.

In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
 Yes X No * to Disclosing Party's best knowledge after reasonable inquiry

NOTE: If you checked "Yes" to Item D.3., proceed to Items D.2. and D.3. If you checked "No" to Item D.L, 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 interest and identify the nature of such interest:

Name Business Address Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 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.

Page 8 of 13

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI-- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf 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 for his or her lobbying activities or to pay any person or entity to

File #: O2014-9652, Version: 1
influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.
3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.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 not engage in "Lobbying

Page 9 of 13

Activities".

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?
[] Yes	[.] No
If "Yes," answer the th	ree questions below:
1. Have you develo	ped and do you have on file affirmative action programs pursuant to applicable federal

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

regulations? (See 41 CFR Part 60-2.)

[] No

[]Yes

3. Have you participated in any previous contracts or subcontracts subject to the equal

File #: O2014-9652, Version: 1			
opportunity clause? [) Yes	[] No		

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

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 Parly understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Parly to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any infonnation submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, lhe Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being

handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article 1 of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the Cily. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any ofthe items in F.L, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as ofthe dale furnished to the City.

CIM Group, LLC, a Delaware limited liability

By:

(Sign here) Eric

Rubenfeld (Print or type name of person signing)

File #: O2014-9652, Version: 1	
Vice President & Secretary (Print or type of person signing)	title
SigTied^nd sworn to before me on (date)	
at "^^County,	(state).
	Notary Public.
Commission expires:	
Commission expires.	
	Page 12 of 13
GOVERNMENT CODE § 8202	1
CALIFORNIA JURAT WITH AFFIANT STATE	MENT
i	
{£See Attached Document (Notary to cross	out lines 1-6 below)
□ See Statement Below (Lines 1-6 to be con	mpleted only by document signerfs], not Notary)
Circustum of Decument Circus No.	
Signature of Document Signer No.	
State of California	
County of L-OS> /Wyrl^	Signature ot Document Signer No 2 (If any)
Subscribed and sworn to (or affirmed) before n	ne

Office of the City Clerk Page 642 of 728 Printed on 5/20/2022

day of Stpt&I 1^20 H .

Month

on this

by

 J~^r^r
 DEANA JEAN WALK |

 *p
 Commission # 1928343 |

 Notary Public - California I

SVSjjS^A Los Angeles County g 1 My Comm. Expires Mar 12. 20151

>tt»n i m n n »* wr v w

Place Notary Seai Above

Name of Signer

proved to me on the basis of satisfactory evidence | to be the person who appeared before me (.) pjg ^ (and

(2)

Name of Signer

proved to me on the basis of satisfactory evidence to be the person who aj3pear-ec^ before me.)

Signature

OPTIONAL

Though the information below is not required by lav/, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document

RIGHT THUMBPRINT OF SIGNER ti2

Top of thumb here

Further Description of Any Attached Document

Title or Type of Document:

. Number of Pages:.

Signer(s) Other Than Named Above:

© 2010 National Notary Association • NationalNotary org • 1-800-US NOTARY (1-800-876-6B27)

Item #5910

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as ofthe 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 TLB. 1 .a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes [X No

If yes, please identify below (1) the name and litle 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 13

1

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I GENERAL INFORMATION

File #: O2014-9652, Version: 1			
A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: CIM Holdings, Inc.			
Check ONE of the following three boxes:			
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. fX a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago) OR Owner, LLC 3. [] a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control: B. Business address ofthe Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028			
C. Telephone: 323-860-7458 Fax: 323-446-7109 Email: mregan@cimgroup.com <mailto:mregan@cimgroup.com></mailto:mregan@cimgroup.com>			
D. Name of contact person: Michael Regan			
E. Federal Employer Identification No. (if you have one): ^			
F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):			
Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.			
, , , "^"« Department of Housing and Economic G. Which City agency or department is requesting this EDS? $D_{\rm eve} _{0}p_{\rm men}t$			
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:			
Specification # and Contract #			
Page 1 of 13			

File #: O2014-9652	, Version: 1	
SECTION II DIS	SCLOSURE OF OWNERSH	IIP INTERESTS
A. NATURE OF T	HE DISCLOSING PARTY	
[] Person [] Publicly register	ship	[] 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 entit	ies, the state (or foreign cour	ntry) of incorporation or organization, if applicable: California
3. For legal enti ofIllinois as a foreig	_	te of Illinois: Has the organization registered to do business in the State
[] Yes	X No	t] N/A
B. IF THE DISCLO	OSING PARTY IS A LEGA	L ENTITY:
profit corporations, members." For trust " If the entity is a go list below the name	also list below all members, ts, estates or, other similar er eneral partnership, limitedpa and title of each general par	executive officers and all. directors of the entity. NOTE: For not-for- if any, which are legal entities. If there are no such members, write "no ntities, list below the legal titleholder(s). rtnership, limited liability company. Timited partnership or joint venture, tner, managing merarJcf, manager or any other person or entity that closing Party. NOTE: Each legal entity listed below must submit an EDS
Name Title See Sch	edule I	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

Officer List

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the
		Disclosing Party
Richard Ressler	6922 Hollywood Blvd., 9th Floor 50	.00%
	Los Angeles, CA 90028	
Avraham Shemesh	6922 HollywoodI Blvd., 9th Floor	18.75%
	, w Los Angeles, CA 900	028 m
IbaLTKuba	" """ 6922 Hollywood"Blvd^9* Floor ~	- 18.75%
	Los Angeles, CA 90028	

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes M No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTITER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf

File #: O2014-9652, V	ersion: 1		
• •	y part of who		t basis, or (2) himself. "Lobbyist" also means neludes undertaking to influence any legislative
-	•	n whether a disclosure is required un e is required or make the disclosure.	der this Section, the Disclosing Party must
		Page 3 of 13	
Name (indicate wheth	er Business	Relationship to Disclosing Party	Fees (indicate whether
retained or anticipated to be retained)	l Address	(subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
	,		
(Add sheets if necessa	ry)		
Oi Check here if the l	Disclosing Par	ty has not retained, nor expects to r	retain, any such persons or entities. SECTION V
CERTIFICATIONS			
A. COURT-ORDERE	ED CHILD SU	PPORT COMPLIANCE	
-		-92-415, substantial owners of busined support obligations throughout the	ess entities that contract with the City must contract's term.
* *	•	rectly owns 10% or more of the Disc nois court of competent jurisdiction?	losing Party been declared in arrearage on any
[] Yes	XNo	[] No person directly or indirectly of Disclosing Party.	owns 10% or more of the
If "Yes," has the perso compliance with That		a court-approved agreement for pay. * '	ment of all support owed and is the person in
[] Yes	(] No		
B. FURTHER CERT	IFICATIONS		

1. Pursuant to Municipal Code Chapter 1 -23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance wilh Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any ofthe offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3,4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to alt 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 Parly, 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

Iollowing the ineligibility of a business entity to do business with rederal 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 13

.

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public
 officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or
 local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 S10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one) [] is X'snot
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the DiscLosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

File #: O2014-9652	2, Version: 1	
	the word "None," or no response ap Disclosing Party certified to the above	opears on the lines above, it will be conclusively we statements.
D. CERTIFICATIO	ON REGARDING INTEREST IN C	CITY BUSINESS
Any words or terms	s that arc defined in Chapter 2-156 c	of the Municipal Code have the same
		Page 7 of 13
meanings when us	ed in this Part D.	
	n his or her own name or in the name	unicipal Code: Does any official or employee of the City have a e of any other person or entity in the Matter? ty's best knowledge after reasonable inquiry
NOTE: If you chec Part E.	cked "Yes" to Item D.l., proceed to I	tems D.2. and D.3. If you checked "No" to Item D.1., proceed to
employee shall have purchase of any pro- legal process at the	ve a financial interest in his or her over operty that (i) belongs to the City, or e suit of the City (collectively, "City I	e bidding, or otherwise permitted, no City elected official or wn name or in the name of any other person or entity in the r (ii) is sold for taxes or assessments, or (iii) is sold by virtue of Property Sale"). Compensation for property taken pursuant to the incial interest within the meaning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	
•	ked "Yes" to Item D.l., provide the r such interest and identify the nature	names and business addresses of the City officials or of such interest:
Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City. 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.

Page 8 of 13

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Parly 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 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.l. and A.2. above.

File #: O2014-9652, Version: 1	
_ ,	either: (i) it is not an organization described in section 501(c)(4) of the Internal ganization described in section 501(c)(4) of the Internal Revenue Code of 1986 n "Lobbying Page 9 of 13
Activities".	
to paragraphs A.l. through A.4. above fro	icant, the Disclosing Party must obtain certifications equal in form and substance om all subcontractors before it awards any subcontract and the Disclosing Party rtifications for the duration of the Matter and must make such certifications est.
B. CERTIFICATION REGARDING EQ	UAL EMPLOYMENT OPPORTUNITY
	regulations require the Applicant and all proposed subcontractors to submit the
Is the Disclosing Party the Applicant?	
[] Yes [] No	
If "Yes," answer the three questions below	w:
1. Have you developed and do yo regulations? (See 41 CFR Part 60-2.) []Yes []No	u have on file affirmative action programs pursuant to applicable federal
•	orting Committee, the Director of the Office of Federal Contract Compliance ortunity Commission all reports due under the applicable filing requirements?
3. Have you participated in any previous opportunity clause?	ious contracts or subcontracts subject to the equal
[) Yes [3 No	
If you checked "No" to question 1. or 2. a	bove, please provide an explanation:

SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE,

PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C.If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D.It is the City's policy to make this document available to the public oh its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The infonnation provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any ofthe items in F.L, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as ofthe date furnished to the City.

CIM Holdings, Inc., a California corporation

By:

(Sign here)

Eric Rubenfeld (Print or type name of person signing)

Vice President & Secretary (Print or type title of person signing)

Page 12 of 13

File #: O2014-9652, Version: 1	
CALIFORNIA JURAT WITH AFFIANT STATEMENT	government code § 6202
I >9>See Attached Document (Notary to cross out lines 1-6 below) completed only by document signerfs], not Notary)	§
	Signature ol Document Signer No. 1
State of California County of	
Clate of Gamerina Goarty of	
DEANA JEAN WALK t immission # 1928343 £	
Date Signature ot Document Signer No. 2 (if	any)
by (1).	
Subscribed and sworn to (or affirmed) before me on this At day of Sffi&	<^. 20)j .
6£/6 (lukwiJ&JlcA	
Name of Signer	
proved to me on the basis of satisfactory evidence to be the person who (and	o appeared before the (#)}\$>
(2) Name of Signer	
proved to me on the basis of satisfactory evidence to be the person when the person where the person when the person when the person where the person where the person where the person when the person where the person where the person where the person where the person where the person where the person where the person where the person where the person where the person where the	ho appeared before me.)
Signature	
Place Notary Seal Above	
OPTIONAL	
Though the information below is not required by law, it may prove valuable to persons r	relying on the document and could prevent fraudulent removal
and reattachment of this form to anothe RIGHT THUMBPRINT OF SIGNER to Top of thumb here	er document.
Further Description of Any Attached Document	
Title or Type of Document:	
. Number of Pages.	

Signer(s) Other Than Named Above:

O 2010 National Notary Association • NationalNotary.org http://NationalNotary.org • 1-600-US NOTARY (1-800-876-6827)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, die 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 ofthe 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 treasur er 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-brodier or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section JJ.B. 1 .a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entily 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 LX 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 13

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: CIM Holdings, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing	g Party submitting this EDS is
---------------------------------	--------------------------------

- 1. [] the Applicant
- OR
- 2. Oi a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago) OR Owner, LLC
- 3. [] a legal entity with a right of control (see Section II.B.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028
- Telephone: 323-860-7458 Fax: 323-446-7109 Email: mregan@cimgroup.com

<mailto:mregan@cimgroup.com>

- D. Name of contact person: Michael Regan
- E. Federal Employer Identification No. (if you have one):
- F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

Department of Housing and Economic

G. Which City agency or department is requesting this EDS? rjevelopment

File #: O2014-9652, Version: 1	
If the Matter is a contract being hand complete the following:	dled by the City's Department of Procurement Services, please
Specification #	and Contract #
Page 1 of 13	
SECTION II DISCLOSURE OF OWNERSH	IIP INTERESTS
A. NATURE OF THE DISCLOSING PARTY	
 Indicate the nature of the Disclosing Party Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	X Limited liability company Limited liability partnership Joint venture Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? Yes No Other (please specify)
2. For legal entities, the state (or foreign coun	ntry) of incorporation or organization, if applicable: Delaware
3. For legal entities not organized in the Stat of Illinois as a foreign entity?	te oflllinois: Has the organization registered to do business in the State
[] Yes X No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEGAL	L ENTITY:
corporations, also list below all members, if any members." For trusts, estates or odier similar en If the entity is a general partnership, limited prenture, list below the name and title of each ge	executive officers and all directors ofthe entity. NOTE: For not-for-profit which are legal entities. If there are no such members, write "no tities, list below the legal titleholder(s). Coartnership, limited liability company, limited liability partnership or joint neral partner, managing member, manager or any other person or entity Disclosing Party. NOTE: Each legal entity listed below must submit an
Name Title CIM Holdings, Inc.	Managing Member

2. Please provide the following information concerning each person or entity having a direct or jndirectbencficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

Officer List

Avraham Shemesh President and Treasurer

Richard S. Ressler Vice President
Charles E. Garner II Vice President
Shaul Kuba Vice President

David Thompson Vice President and Chief Financial Officer

Nicholas V. Morosoff Vice President

Eric Rubenfeld Vice President and Secretary

Kelly Eppich Vice President

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name Business Address Percentage Interest in the

Disclosing Party

CIM Holdings, Inc. 6922 Hollywood Blvd., 9th Floor 36.7%

Los Angeles, CA 90028

"Clivi'Tj7ban~REITIv1anagement, 6922 r^nyXvo"od^ivd.] 9^ Hoor " 13.9%

Jnc. Los Angeles, CA 90028

" Orchard Investments" LLC 6922 Hollywood Blvd., 9th Floor 13.5% ~

Los Angeles, CA 90028

TIM Group (CA)~LLC ~ ' 6922 HrJywooTBTvd.", 9th Floor "T5%

Los Angeles, CA 90028

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[]Yes XNo

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 13

Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether retained or anticipated Address (subcontractor, attorney, paid or estimated.) NOTE: to be retained) lobbyist, etc.) "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

Pi 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 Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any

File #: O2014-9652, Version: 1			
child support obligations by any Illinois court of competent jurisdiction?			
[]Yes	rXNo	[]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			

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Parly submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some fiveyear compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or 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, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - have not, within a five-year period preceding the date of this EDS, had one or more public transactions

(rederar, state or rocar) terminated for cause or default; and

- e. have hot, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3,4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with lhe 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 (collectively "Agents").

Page 5 of 13

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 S10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one) [] is |)\$isnot

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

File #: O2014-9652,	Version: 1
2. If the Disclos	ing Parry IS a financial institution, then the Disclosing Party pledges:
that none of our affili Municipal Code. We	not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge ates is, and none of them will become, a predatory Tender as defined in Chapter 2-32 of the understand that becoming a predatory lender or becoming an affiliate of a predatory lender may be privilege of doing business with the Cily."
-	ty is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) de) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here ges if necessary):
	he word "None," or no response appears on the lines above, it will be conclusively sclosing Party certified to the above statements.
D. CERTIFICATION	N REGARDING INTEREST IN CITY BUSINESS
Any words or terms	that arc defined in Chapter 2-156 of the Municipal Code have the same
	Page 7 of 13
meanings when used	in this Part D.
financial interest in h	e with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a is or her own name or in the name of any other person or entity in the Matter?
[]Yes	MNo * to Disclosing Party's best knowledge after reasonable inquiry
NOTE: If you check Part E.	ed "Yes" to Item D.l., proceed to Items D.2. and D.3. If you checked "No" to Item D.l., proceed to
employee shall have purchase of any prop legal process at the s	ursuant 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 the erty that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of uit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the in power does not constitute a financial interest within the meaning of this Part D.
Does the Matter invo	olve 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 interest and identify the nature of such interest:

File #: O2014-9652, Version: 1			
Name	Business Address	Nature of Interest	

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 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.

Page 8 of 13

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

I. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Parly 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 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.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"

Page 9 of 13

Activities".

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 Cily upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

[] Yes [] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

[]Ycs []No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance

File #: O2014-9652, Version: 1				
rrograms, or the Equal Em	pioyment Opportunity Commission an reports due under the applicable ming requirements?			
3. Have you participat opportunity clause?	ed in any previous contracts or subcontracts subject to the equal			
[] Yes	[) No			
If you checked "No" to question 1. or 2. above, please provide an explanation:				

SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.citvofchicago.org/Ethics http://www.citvofchicago.org/Ethics, and may also be obtained irom the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement ofmaterial fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the Cily in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any infonnation submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1 -23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.I. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.L, F.2, or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as ofthe date furnished to the City.

CIM Holdings, LLC,

a Delaware limited liability company

By: CIM Holdings, Inc.,

a California corporation, its manager

By:

(Sign here)

Eric Rubenfeld (Print or type name of person signing)

Vice President & Secretary (Print or type title of

File #: O2014-9652, \	Version: 1			
person signing)				
Commission expires: "Signed and sworn to	before me on (date)			
at	County,			
(state).				
Notary Public.				
		Page 12 of 13		
CALIFORNIA JURAT	WITH AFFIANT STAT		government code s 8202	
□ See Statement	Document (Notary to o Below (Lines 1-6 to be ture of Document Signer No. 2 (rf any)		elow) document sigrier[s], not Notary)	
Subscribed and	d sworn to (or affirmed) Month Year	before me on this U.	£_ day of Sif^M^C20 H .	
		Name ot	Signer	
proved to me o $J_{N^{\prime\prime}}$, Los Angeles Cour	n the basis of satisfactonty -My Comm. Expires Mar	ory evidence to be th 12, 2015 L *91 * v ¥ w v w 9 (and		
(2)		Name ol S	Signer	
	the basis of satisfactory who appe^edbefore n	y evidence	<u> </u>	
		j (a		
Signature	[□nature of ffotary Public			
OPTIONAL				

op of multiplinere

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal

and reattachment of this form to another document.

RIGHT THUMBPRINT ■ RIGHT THUMBPRINT OF SIGNER #1 ■ OF SIGNER #2

Further Description of Any Attached Document



Title or Type of Document:
. Number of Pages.
Top ot thumb here

O 2010 National Notary Association • NationalNotary.org ■ 1-800-US NOTARY (1-flO0-B76-6827)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFD3AVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7,5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, die 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 ofthe 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 die Disclosing Party listed in Section H.B. La., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes [X No

If yes, please identify below (I) 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 13

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: CIM Urban REIT Management, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant OR
- 2. |X a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago)

 OR

 Owner, LLC
- 3. [] a legal entity with a right of control (see Section H.B.L) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028
- C. Telephone: 323-860-7458 Fax: 323-446-7109, Email: mregan@cimgroup.com

<mailto:mregan@cimgroup.com>

- D. Name of contact person: Michael Regan
- E. Federal Employer Identification No. (if you have one): .
- F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

File #: O2014-9652, Version: 1		
Signing of the Third Amenda	ment to the 108 North State Street Redevelopment Agreement.	
G. which City agency or departm	. ,. Department of Housing and Economent is requesting this EDS? Development	omic
If the Matter is a contract being the following:	g handled by the City's Department of Procurement Service	ces, please complete
Specification #	and Contract #	
Page 1 of 13 SECTION II DISCLOSURE O	OF OWNERSHIP INTERESTS	
A. NATURE OF THE DISCLOS [] Limited liability company [] L the not-for-profit corporation also	Limited liability partnership [3 Joint venture [] Not-for-pr	ofit corporation (Is
[J Other (please specify)	[3 Ye	s [3 No
	Disclosing Party: [j Person [[] Publicly registered busin on [[] Sole proprietorship [[] General partnership (]	ess corporation [[X
2. For legal entities, the state (California	(or foreign country) of incorporation or organization, if app	plicable:
3. For legal entities not organ in the State of Illinois as a foreign	nized in the State ofIllinois: Has the organization regist entity?	ered to do business
[IN/A		
B. IF THE DISCLOSING PARTY	Y IS A LEGAL ENTITY:	
-for-profit corporations, also list b	nd titles of all executive officers and all directors of the en below all members, if any, which are legal entities. If there or trusts, estates or other similar entities, list below the legal	are no such

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title See Schedule I

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% ofthe Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

Officer List

Avraham Shemesh President and Treasurer

Richard S. Ressler Vice President
Shaul Kuba Vice President

David Thompson Vice President and Chief Financial Officer

Eric Rubenfeld Vice President and Secretary

Nicholas V. Morosoff Vice President

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name Business Address Percentage Interest in the

Disclosing Party

Richard Ressler 6922 Hollywood Blvd., 9th Floor >7.5%*

Los Angeles, CA 90028

Avraham Shemesh 6922 Hollywood Blvd., 9th Floor >7.5%*

Los Angeles, CA 90028

ShaulKuba" ^92~2~HoTlywood Blvd.,9th Floor " ">7.5%*~ "

Los Angeles, CA 90028

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes X No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship (s):

^{*} Collectively, Richard Ressler, Avraham Shemesh, and Shaul Kuba own 87.5% of the Disclosing Party.

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Parly must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 13

Name (indicate whether retained or anticipated to be retained)

Relationship to Disclosing Party Fees (indicate whether paid or estimated.) NOTE: ; lobbyist, etc.)

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)

(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 SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities.that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

I

File #: O2014-9652, Version: 1				
rias any person wno directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?				
[] Yes	XNo	[] No person directly or indirectly owns 10% or more ofthe Disclosing Party.		
	e person entered with that agreeme	into a court-approved agreement for payment of all support owed and is the person ent?		
[] Yes	[] No			
B. FURTHER	CERTIFICATIO	DNS		

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged wilh, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state or any other unit of local government.

monitated by the City of by the federal government, any state, of any other unit of local government.

- 3. The certifications in subparts 3,4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Page 5 of 13

ii

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the dale this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners is barred from contracting with any unit of state or local government as a result of engaging in or being

convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

Page 6 of 13

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 S10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- 1. [] is Oi is ^{no}t

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

File #: O2014-9652	Version: 1	
2. If the Disclo	ing Party IS a financial institution, then the Disclosing Party pledges:	
that none of our aff Municipal Code. W	not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We furthe iates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the understand that becoming a predatory lender or becoming an affiliate of a predatory lender the privilege of doing business wilh the City."	
	ty is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-de) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain leges if necessary):	
	ne word "None," or no response appears on the lines above, it will be conclusively sclosing Party certified to the above statements.	
D. CERTIFICATIC	N REGARDING INTEREST IN CITY BUSINESS	
Any words or terms	that arc defined in Chapter 2-156 of the Municipal Code have the same	
	Page 7 of 13	
meanings when use	l in this Part D.	
financial interest in	e with Section 2-156-110 of the Municipal Code: Does any official or employee of the City hands or her own name or in the name of any other person or entity in the Matter?	ive a
[]Vcs XNo	* to Disclosing Party's best knowledge after reasonable inquiry	
NOTE: If you chec Part E.	ed "Yes" to Item D.l., proceed to Items D.2. and D.3. If you checked "No" to Item D.l., proceed	eed to
employee shall hav purchase of any pro- legal process at the	oursuant to a process of competitive bidding, or otherwise permitted, no City elected official of a financial interest in his or her own name or in the name of any other person or entity in the perty that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtual of the City (collectively, "City Property Sale"). Compensation for property taken pursuant in power does not constitute a financial interest within the meaning of this Part D.	e ue of
Does the Matter inv	olve 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 interest and identify the nature of such interest.

File #: O2014-9652, Version: 1								
emproyees naving such interest and identity the nature of such interest.								
Name	Business Address	Nature of Interest						

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 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 paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City. 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.

Page 8 of 13

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

File #:	O2014-9652,	Version:	1
---------	-------------	----------	---

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Parly 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 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.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"

Page 9 of 13

Activities".

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?

[]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

File	#•	O201	4.	-9652	V	ersion:	1

opportunity clause?	3.	. Have	e you	participat	ed in any	previous	contracts	or subco	ntracts su	ibject to	the equ	al
opportunity clause:	oppor	ortunity	claus	se?								

[] Yes

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking Cily contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attacluajsnis to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of infonnation contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The infonnation provided in this EDS must be kept current. In the event of changes, the Disclosing Party must

Supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.L and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.L, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as ofthe date furnished to the City.

CIM Urban REIT Management, Inc., a California corporation

By:.

(Sign here)

Eric Rubenfeld (Print or type name of person signing)

File #: O2014-9652	, Version: 1			
Vice President & person signing)	Secretary (Print or ty	pe title of		
-^igned and sworn t	to before me on (date)			
at *"-~,^	County,	(state).		
	-,,_ ^	Notary Public.		
Commission expir	res:			
		Page 12 of 13		
CALIFORNIA JURA	AT WITH AFFIANT ST	ATEMENT	government code § -202	
-L^See Attache completed only by d	ed Document (Notary to document signer[s], no	o cross out lines 1-6 below) i t Notary)	u See Statement Below (Lines	s 1-6 to be
1 ■ Signal	ture ot Document Signer No. 1			
State of Californ	nia			
J <u>County of L.O.</u>	S. AytfytM*			
ı				
1				
1 .	. *			
		28343 Notary Public - California z ^	^, . Los Angeles County g J ^iiK	(* ⁵ My Comm. Expires
I	Place Notary Seal Above			
		Signature of Document Signer No. 2	2 (If any)	
Subscribed and swo	orn to (or affirmed) bef	ore me on this day of	_S_{lf 20j,	

File #: O2014-9652, Version	n: 1
proved to me on the basis o	Name of Signer f satisfactory evidence to be the person who appeared before me
(2) proved to me on the basis o	(and Name of Signer f satisfactory evidence to be trie person who app^red ^fore me.) $k/3$
Signature	IV 3
	OPTIONAL
Though the information below is a Top of thumb here Top of thumb here	not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent remova and reattachment of this form to another document. RIGHT THUMBPRINT RIGHT RIGHT RIGHT RIGHT RIGHT RIGHT RIGHT RIGHT RIGHT RIGHT RIGHT RI
Further Description of A	Any Attached Document
Title or Typo of Document:	
Document Date: Signerfs) Other Than Named Above: .	Number of Pages:.

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

O 2010 National Notary Association • NationalNo1ary.org http://NationalNo1ary.org • 1-800-US NOTARY (1-800-876-6827)

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as ofthe date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother -in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section ILB.La., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes [X No

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 13

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: Orchard Investments, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

- 1. [] the Applicant OR
- 2. [X a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: 108 North State Street (Chicago) Owner, OR LLC
- 3. [] a legal entity with a right of control (see Section II.B.L) State the legal name of the entity in which the Disclosing Party holds a right of control:

File #: O2014-9652, Version: 1						
B. Business address of the Disclosing Party:		•	d Blvd., 9 th A 90028	Floor		
C. Telephone: (323) 860-9542 	Fax:	(323)	372-3729	Email:	erubenfelo	d@cimgroup.com
D. Name of contact person: Eric Rubenfeld						
E. Federal Employer Identification No. (if y	ou have or	ne): j_	•			
F. Brief description of contract, transaction this EDS pertains. (Include project number a			•		ow as the "I	Matter") to which
Signing of the Third Amendment to the 108 No	rth State S	treet Red	levelopment	Agreeme	nt.	
" , , , G. Which City agency or department is reque	 esting this		Department o $_{ m eve} _0 p_{ m ment}$	f Housing	and Econon	nic
If the Matter is a contract being hand complete the following:	lled by tl	ne City'	s Departme	ent of Pi	rocurement	Services, please
Specification #	and	Contrac	rt#			
Page 1 of 13						
SECTION n DISCLOSURE OF OWNERS	SHIP INT	ERESTS	S			
A. NATURE OF THE DISCLOSING PAR	ГΥ					
 Indicate the nature of the Disclosing Pa Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust 	rty: (X [] [] (Is					
-		. Ioint v	enture			
Limited liability company Limited liability p Not-for-profit corporation the not-for-profit corporation also a 501(c)(3 [] Yes [] No Other (please specify)	-) JOINT V	сшиге			

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

California

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[]Yes

XNo UN/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not -for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Parly. NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name Title

Orchard Capital Corp.

Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

Officer List

Richard S. Ressler

Zohar Loshitzer

Wice President

Vice President

Vice President

Vice President

Vice President

Vice President

Secretary

Richard S. Ressler Chief Financial Officer

Neil M. Slavin Controller

interest of a member or manager in a limited hability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name Business Address Percentage Interest in the Disclosing Party

Richard Ressler, alongwith four individual trusts, are the 100% owners of the Disclosing Party, with the fourtrusts owning more than 7.5% each.

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[]Yes XNo

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Malter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Parly must either ask the City whether disclosure is required or make the disclosure.

File	#•	0201	4-9652	Version:	1

Page 3 of 13

Name (indicate whether	Business	Relationship to Disclosing Party	Fees (indicate whether
retained or anticipated	Address	(subcontractor, attorney,	paid or estimated.) NOTE:
to be retained)		lobbyist, etc.)	"hourly rate" or "t.b.d." is
			not an acceptable response.

(Add sheets if necessary)

(H 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 Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[]Yes	(XNo	[] 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?

_	_			
L]	Yes	L] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any ofthe offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3,4 and 5 concern:
 - *the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Parly, 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 A ffiliated 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 13

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living "Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or ofthe United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of die City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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

File #:	O2014	-9652	Version:	1
---------	-------	-------	----------	---

Page 6 of 13

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 S10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one) [] is |) isnot
- a "financial institution" as defined in Section 2~32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary);

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

A necessarian and an destination of the destination of the section
File #: O2014-9652	, Version: 1	
Any words or tern	ns that are defined in Chapter 2-150	ofthe iviumcipal Code have the same
	Page	e 7 of 13
meanings when u	i sed in this Part D.	
	nterest in his or her own name or in	Iunicipal Code: Does any official or employee of the City the name of any other person or entity in the Matter? y's best knowledge after reasonable inquiry
NOTE; If you cho proceed to Part E	<u> </u>	Items D.2. and D.3. If you checked "No" to Item D.L,
or employee shall in the purchase of sold by virtue of l	have a financial interest in his or he fany property that (i) belongs to tlie egal process at the suit of the City (or rsuant to the City's eminent domain	re bidding, or otherwise permitted, no City elected official or own name or in the name of any other person or entity City, or (ii) is sold for taxes or assessments, or (iii) is collectively, "City Property Sale"). Compensation for power docs not constitute a financial interest within the
Does the Matter is	nvolve a City Property Sale?	
[] Yes	[] No	
=	eked "Yes" to Item D.l., provide the g such interest and identify the nature	names and business addresses of the City officials or e of such interest:
Name	Business Address	Nature of Interest
4. The Disclosiby any City official		rohibited financial interest in the Matter will be acquired
E CEDTIFICATI	ON DEGADDING SLAVEDV ED /	ABUSINESS

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

I The Discussion Description describes the Discussion Describes accorded and all accorded to Accorded

Large 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.

Page 8 of 13

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf ofthe Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Parly 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 Congre'san. officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.
- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in

mere occurs any event mat materiany affects the accuracy of the statements and information set form is 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 3 986 but has not engaged and will not engage in "Lobbying Page 9 of 13
Activities".
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 infonnation with their bids or in writing at the outset of negotiations.
Is the Disclosing Party the Applicant?
[]Yes []No If "Yes," answer the three questions
below:
1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.) [] Yes [] No
2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements? [JYes []No
3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause? [] Yes [] No
If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is tlie City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E.The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 ofthe Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period,«__, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to' those in F.1. and F.2. above and will not. without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any ofthe items in F.L, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Orchard Investments, LLC

by: Orchard Capital Corporation, its Manager

By: ^ (Sign here)

Eric Rubenfeld (Print or type name of person signing)

Secretary

Print or type title of

(Print or type title of person signing) at 1 ""--^ County,

Page 12 of 13

Commission expires:

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 7J5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Parly 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 ofthe 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 ILB.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 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof airrently 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 13

AFFIDAVIT OF OWNERSHIP OF ORCHARD INVESTMENTS, LLC

STATE OF CALIFORNIA COUNTY OF LOS ANGELES)

The undersigned affiant, being first duly sworn, on oath says, and also covenants with and warrants that Orchard Investments, LLC is 100% owned by Richard Ressler as an individual and four (4) individually named trusts that are set up for his family members as beneficiaries. The names of these trusts are to be kept private from the public record, but this affidavit is to ensure that such ownership is exactly as stated above.

That this instrument is made to induce, and in consideration of, signing of the Third Amendment to the 108 North State Street Redevelopment Agreement.

Dated this SZiTEtMiiiiah, 2014

Notary Public

Print Name: Richard Ressler. Orchard Investments. LLC

President Its:

CALIFORNIA JURAT WITH AFFIANT STATEMENT

government code s azoa

5j "ffSee Attached Document (Notary to cross out lines 1-6 below)

Signature of Document Signer No. 1

State of California County of

☐ See Statement Below (Lines 1-6 to be completed only by document signer[s], not Notary)

Subscribed and sworn to (or affirmed) before me

on this day of S^pftmbt/20 1^.

by (1)_
DEANA JEAN WALK |C Commission # 1928343 | «I>-£9£P3 Notary Public - California z I V*£t*»y Los Angeles County £ u,rn,m F»DiresMar12, 2015|>

proved to me on the basis of satisfactory evidence | to be the person who appeared before me (.) (,) |

(and

Signature "61 Notary Public

(2)

Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me.)

Signature

RIGHT THUMBPRINT OF SIGNER *1

OPTIONAL

Top of ihumb hare

Though the information below is not required by law, rt may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another Further Description of Any Attached Document



Document Date

Title or Typo of Document:

Number of Pages: _

Signer(s) Other Than Named AboveO 2010 National Notary Association • NatJonalNolary org •1-800-US NOTARY (1-800-678-6827)

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-Orchard **Capital Corporation**

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [] the Applicant

OR

2. fX a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago)

OR Owner, LLC

- 3. [J a legal entity with a right of control (see Section ILB.l.) State the legal name of the entity in which the Disclosing Party holds a right of control:
- B. Business address of the Disclosing Party: 6922 Hollywood Blvd., 9th Floor Los Angeles, CA 90028
- C. Telephone: (323) 860-9542 Fax: (323)372-3729 Email: erubenfeld@cimgroup.com <mailto:erubenfeld@cimgroup.com>

"

- D. Name of contact person: Eric Rubenfe'd
- E. Federal Employer Identification No, (if you have one):;
- F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Signing ofthe Third Amendment to the 108 North State Street Redevelopment Agreement.

- ,. "t 0 Department of Housing and Economic
- G. Which City agency or department is requesting this EDS? Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

File #: O2014-9652, Version: 1	
Specification #	
SECTION II DISCLOSURE OF OWNERSH	IP INTERESTS
A. NATURE OF THE DISCLOSING PARTY	
I. Indicate the nature of the Disclosing Party	
[] Person	[] Limited liability company
[] Publicly registered business corporation X Privately held business corporation	[1 Limited liability partnership [] Joint venture
[] Sole proprietorship	[] Not-for-profit corporation
[] General partnership	(Is the not-for-profit corporation also a 501(c)(3))?
[] Trust	[] Yes [J No [] Other (please specify)
2. For legal entities, the state (or foreign coun	try) of incorporation or organization, if applicable: California
3. For legal entities not organized in the State of Illinois as a foreign entity?	e oflllinois: Has the organization registered to do business in the State
[]Yes XNo []N/A	
B. IF THE DISCLOSING PARTY IS A LEGAL	ENTITY:
corporations, also list below all members, if any, members." For trusts, estates or other similar ent	• , ,
	artnership, limited liability company, limited liability partnership or joint
——————————————————————————————————————	eral partner, managing member, manager or any other person or entity Disclosing Party. NOTE: Each legal entity listed below must submit an
EDS on its own behalf.	
Name Title See Schedule I	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a

corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

Officer List

Richard S. Ressler

Zohar Loshitzer

Mark T. Yung

Eric P. Rubenfeld

President

Vice President

Vice President

Secretary

Richard S. Ressler Chief Financial Officer

Neil M. Slavin Controller

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name Business Address Percentage Interest in the

Disclosing Party

Orchard Capital Holdings Corp. 6922 Hollywood Blvd., 9th Floor 100% Los Angeles, CA 90028

SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes X No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's

File #: O2014-9652, Ver	sion: 1		
гединг раугон.			
of any person or entity o	ther than: (1)	a not-for-profit entity, on an unpa	any legislative or administrative action on behalf aid basis, or (2) himself. "Lobbyist" also means any ludes undertaking to influence any legislative or
		n whether a disclosure is required to is required or make the disclosure	under this Section, the Disclosing Party must e.
		Dags 2 of 12	
		Page 3 of 13	
			ı
No. of Park to the last or	D	Differential Distriction Design	From C. Product Lodge
Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary)		
Oi Check here if the	Disclosing	Party has not retained, nor ex	xpects to retain, any such persons or entities.
SECTION V - CERTIFI	CATIONS		
A. COURT-ORDERED	CHILD SU	PPORT COMPLIANCE	
-		92-415, substantial owners of busing support obligations throughout the support of the support o	iness entities that contract with the City must ne contract's term.
	-	ectly owns 10% or more ofthe Dis	closing Party been declared in arrearage on any n?
[] Yes X	No	[3 No person directly or indirectly Disclosing Party.	y owns 10% or more of the

File #:	O2014	-9652	Version:	1
---------	-------	-------	----------	---

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[] Yes [] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee 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 Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

Page 4 of 13

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of (his EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any ofthe offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3,4 and 5 concern:

• the Disclosing Party;

"Agents").

- 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 ofthe 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

Page 5 of 13

i

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-

rigging or dia-rotating.

- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Universified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, at any time during the 12-month period preceding the execution dale of this EDS, to an employee, or elected or appointed official, of the Cily of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City

Page 6 of 13

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 S10 per recipient.

9. 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:

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.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one) []is j)\$isnot
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may

File #: O2014-9652, Version:	: 1	
result in the loss of the privil	ege of doing business with the C	ny.
	redatory lender within the meani	it or any of its affiliates (as defined in Section 2-32-45 5(b) ng of Chapter 2-32 of the Municipal Code, explain here
	"None," or no response appears of Party certified to the above state	on the lines above, it will be conclusively ements.
D. CERTIFICATION REGA	ARDING INTEREST IN CITY B	USINESS
Any words or terms that arc o	defined in Chapter 2-156 of the M	Municipal Code have the same
	Page 7 of 13	
meanings when used in this	Part D.	
	•	l Code: Does any official or employee of the City have a y other person or entity in the Matter?
[]Ycs	XNo * to Disclosing Party's be	est knowledge after reasonable inquiry
NOTE: If you checked "Yes' Part E.	" to Item D.L, proceed to Items I	D.2. and D.3. If you checked "No" to Item D.L, proceed to
employee shall have a finance purchase of any property that legal process at the suit of the	cial interest in his or her own name t (i) belongs to the City, or (ii) is e City (collectively, "City Proper	ng, or otherwise permitted, no City elected official or ne or in the name of any other person or entity in the sold for taxes or assessments, or (iii) is sold by virtue of ty Sale"). Compensation for properly taken pursuant to the interest within the meaning of this Part D.
Does the Matter involve a Ci	ty Property Sale?	
[] Yes	[] No	
	to Item D.L, provide the names est and identify the nature of sucl	and business addresses of the City officials or h interest:
Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City. 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 tbeJDisclosiag Pasty h.as,found no such records.

Page 8 of 13

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.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 of a member of Congress, in connection with the award of any federally funded

File #:	O2014-9652,	Version:	1
---------	-------------	----------	---

contract, making any rederally runded 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.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 not engage in "Lobbying"

Page 9 of 13

Activities".

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?

[] Yes tlTScr - -•''

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

[]Yes []No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

[] Yes

[] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

[]Yes []No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

I

contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics http://www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610,(312)744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any infonnation provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT NIEL ICIDILITY) for partial graph and of formation and the light provided beginning adjaint little mount had been appealing all inhibition must be least

current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. L The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance fo those in F.L and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.L, F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as ofthe date furnished to the City.

Orchard Capital Corporation (Print or type name of Disclosing Party}--

Eric Rubenfeld (Print or type name of person signing)

Secretary

(Print or type title of person signing)

File #: (O2014-9652,	Version: 1		
V\$ione	d and sworn to	o before me on (o	date)	
v pignet	a and sworn o	o octore me on (c	date)	,
at	^	County,	(state).	
		Nota	ary Public.	
Comm	mission overing			
Comi	nission expire	:S:	•	
CALIE		T WITH AFFIAN	Page 12 of 13	government code § 8202
CALIFO	JANIA JUNA	I WIIII AFFIAN	TSTATEMENT	government code 9 6202
•Ef	iSee Attached	d Document (Not	ary to cross out lines 1-6 belo	w)
_ S	See Statemen	t Below (Lines 1	-6 to be completed only by do	cument signer[s], not Notary)
	0:			
	Signature of D	ocument Signer No. 1		
State of	California Co	ounty of		
				Los M& YtllJk
Commi Not	tony Dublio Colifor	(nia Los Angeles County		
MyComm E	Expires Mar 12, 201			
	ry Seal Above	IIIIIIISSIOII# 1920343 C		
-				
			Signature of Document Signer	r No. 2 (if any)

Office of the City Clerk Page 714 of 728 Printed on 5/20/2022

File #: O2014-9652, Version: 1			
Subscribed and sworn Date by	to (or affirmed) before me on this %L day of Sipfa)^20 H . Month Year		
	Name of Signor		
proved to me on the ba	asis of satisfactory evidence to be the person who appeared before me (.) ^rj (and		
(2) :	, Name of Signer		
Signature jC£A^> i^^	asis of satisfactory evidence to be the person who appeared before me.) $\frac{\sqrt{j}}{l}$ naturdt^ojAtolary Public		
	OPTIONAL		
Though the information below is Top of thumb here Top of thumb here	not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document. RIGHT THUMBPRINT ■ RIGHT THUMBPRINT OF SIGNER *1 ■ OF SIGNER 1*2		
Further Description	on of Any Attached Document		
Title or Type of Documen	t:		

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

©2010 National NotaryAssociation-NationalNotary.org- < http://NotaryAssociation-NationalNotary.org-> 1-800-US NOTARY (1-800-876-6827)

. Number of Pages:

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Parry" 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 ofthe 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 H.R. La. if the Disclosing

Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes [X No

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 cily official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Page 13 of 13

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: Orchard Capital Holdings Corp.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [] the Applicant

OR

2. Oi a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: North State Street Air Rights (Chicago)

OR Owner, LLC

3. [] a legal entity with a right of control (see Section II.B.L) State the legal name of the entity in which the Disclosing Party holds a right of control:

File #: O2014-9652, Version: 1				
B. Business address of the Disclosing Party: 6922	Hollywood B os Angeles, C			
C. Telephone: (323) 860-9542	Fax: (32	3) 372-3729	Email:	erubenfeld@cimgroup.com
<pre><mailto:erubenfeld@cimgroup.com></mailto:erubenfeld@cimgroup.com></pre>				
D. Name of contact person: Eric Rubenfeld				
E.		. Federal l	Employer	Identification No. (if you
have one):				
F. Brief description of contract, transaction or other pertains. (Include project number and location of pro	•	`	ow as the	"Matter") to which this EDS
Signing of the Third Amendment to the 108 North S	State Street Re	edevelopment Aç	greement.	
G. Which City agency or department is requesting th		epartment of Hop _{ment}	ousing and	l Economic
If the Matter is a contract being handled by th following:	e City's Depa	rtment of Procu	irement So	ervices, please complete the
Specification # -■■■	and Contract	#		
Page 1 of 13				
SECTION II - DISCLOSURE OF OWNERSHIP IN	TERESTS			
A. NATURE OF THE DISCLOSING PARTY				
[] Publicly registered business corporation X Privately held business corporation [] Sole proprietorship [] General partnership [] Limited partnership [] Joint venture] Not-for-prof	lity partnership It corporation rofit corporation	ı also a 50	1(c)(3))?

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable: California

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[] Yes X No [] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1; List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company[^] limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal-entity listed below mustrsubmit an EDS on its own behatf.

Name Title See Schedule I

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

Page 2 of 13

Officer List

Richard S. Ressler President

Richard S. Ressler Chief Financial Officer

Eric P. Rubenfeld Secretary

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name Business Address Percentage Interest in the

Disclosing Party

Richard Ressler 6922 Hollywood Blvd., 9th Floor 100%

Los Angeles, CA 90028

File #: O2014-9652, Version:	1

SECTION III ~ BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes X No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Page 3 of 13

Name (indicate whether Business retained or anticipated Address to be retained)
Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)
Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

File #: O2014-96	File #: O2014-9652, Version: 1				
(Add sheets if ne	ecessary)				
Oi Check here if	f the Disclosing	Party has not retained, nor expects to retain, any such persons or entities. SECTION V			
CERTIFICATIO	ONS				
A. COURT-ORI	DERED CHILD	O SUPPORT COMPLIANCE			
	•	on 2-92-415, substantial owners of business entities that contract with the City must child support obligations throughout the contract's term.			
	•	indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any Illinois court of competent jurisdiction?			
[] Yes	XNo	[] No person directly or indirectly owns 10% or more ofthe Disclosing Party.			
If "Yes," has the compliance with	•	into a court-approved agreement for payment of all support owed and is the person in ?			
[] Yes	[] No				
B. FURTHER C	CERTIFICATIO	ONS			
terms (e.g., "doin doing business w person is currentl supervision for, a perjury, dishones	ng business") an with the City, the ly indicted or ch any criminal off sty or deceit aga	de Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined d legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is en the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling narged with, or has admitted guilt of, or has ever been convicted of, or placed under ense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgely, inst an officer or employee of the City or any sister agency; and (ii) the Applicant hat compliance with Article I is a continuing requirement for doing business with the			

Page 4 of 13

year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.l. of this EDS:

City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged

gunty, or nau a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party t 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 13

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living "Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Univerified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.
- 7. To the best of the Disclosing Party's knowledge after reasonable inquiry, no current employee of the Disclosing Party was, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago.
- 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the Disclosing Party has not given or caused to be given a gift, 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 nol include: (i) anything made generally available to City

Page 6 of 13

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 S10 per recipient.

9. 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:

File #: O2014-96	52, Version: 1
	," the word "None," or no response appears on the lines above, it will be conclusively presumed that the certified to die above statements.
C. CERTIFICAT	TION OF STATUS AS FINANCIAL INSTITUTION
1. The Discle	osing Party certifies that the Disclosing Party (check one)
1. [] is	rf is not
a "financial instit	ution" as defined in Section 2-32-455(b) of the Municipal Code.
2. If the Disc	closing Party IS a financial institution, then the Disclosing Party pledges:
that none of our a Municipal Code.	will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may of the privilege of doing business with the City."
ofthe Municipal (Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) Code) is a predatory tender within the meaning of Chapter 2-32 of the Municipal Code, explain here pages if necessary):
	," the word "None," or no response appears on the lines above, it will be conclusively e Disclosing Party certified to the above statements.
D. CERTIFICAT	ION REGARDING INTEREST IN CITY BUSINESS
Any words or teri	ms that are defined in Chapter 2-156 of the Municipal Code have the same
	Page 7 of 13
meanings when u	used in this Part D.
	in his or her own name or in the name of any other person or entity in the Matter? fX No * to Disclosing Party's best knowledge after reasonable inquiry

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

Part E.

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., proceed to

File #: O2014-9652, Version	n: 1
legal process at the suit of	the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the ver 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 interest and identify the nature of such interest:

Name Business Address Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E, CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all infonnation required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

^ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

Page 8 of 13

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

File#	: O	2014	-9652.	Ver	sion:	1
-------	-----	------	--------	-----	-------	---

arc not tederal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

- 2. The Disclosing Parly 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 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.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 not engage in "Lobbying"

Page 9 of 13

İ

Activities".

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

File #: O2014-9652, Version	on: 1
the following information	with their bids or in writing at the outset of negotiations.
Is the Disclosing Party the	Applicant?
[]Yes	[]No
If "Yes," answer the three	questions below:
1. Have you developed regulations? (See 41 CFR 1)	ed and do you have on file affirmative action programs pursuant to applicable federal Part 60-2.) [] No
· ·	n the Joint Reporting Committee, the Director of the Office of Federal Contract the Equal Employment Opportunity Commission all reports due under the applicable filing
3. Have you participal opportunity clause? [] Yes	ted in any previous contracts or subcontracts subject to the equal [] No
If you checked "No" to que	estion 1. or 2. above, please provide an explanation:
SECTION VII - ACKNOV PENALTIES, DISCLOSU	WLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, TRE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any Page 10 of 13

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 Malter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.citvofchicago.org/Ethics http://www.citvofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of infonnation contained in this EDS and also authorizes the City to verify the accuracy of any infonnation submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F. 1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor arc the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not

Page 11 of 13

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has a live or indirect ownership interest in the Applicant

omy an munect ownersmp interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as ofthe date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section ILB.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 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes . [XNo

If yes, please identify below (1) the name and litle 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.