

Office of the City Clerk

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

Legislation Text

File #: O2017-7605, Version: 1

OFFICE OF THE MAYOR

RAHM EMANUEL MAYOR

October 11,2017

CITY OF CHICAGO

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 a Class C tax status for Arkadia Apartments LLC.

Your favorable consideration of this ordinance will be appreciated.

Mayor

Very truly yours,

ORDINANCE

WHEREAS, the City of Chicago (the "City") is a home rule unit of government under Section 6(a), Article VII of the 1970 Constitution of the State of Illinois authorized to exercise any power and perform any function pertaining to its government and affairs; and

WHEREAS, the Cook County Board of Commissioners has enacted the Cook County Real Property Assessment Classification Ordinance, as amended from time to time (the "Classification Ordinance"), which provides for, among other things, real estate tax incentives to property owners who build, rehabilitate, enhance and occupy property which is located within Cook County and which is used primarily for industrial or commercial purposes; and

WHEREAS, the City, consistent with the Classification Ordinance, wishes to induce industry to locate, expand and remain in the City by supporting financial incentives in the form of property tax relief; and

WHEREAS, Arkadia Apartments, LLC, a Delaware limited liability company (the "Applicant") owns certain real estate located generally at 765 West Adams Street, Chicago, Illinois 60661 (the "Subject Property"), as described on Exhibit A hereto; and

WHEREAS, the Subject Property has undergone environmental testing and was found to contain certain adverse environmental conditions (the "Contamination"); and

WHEREAS, neither the Applicant nor the Applicant's owners are directly or indirectly responsible for creating the Contamination; and

WHEREAS, the Applicant has undertaken environmental remediation at the Subject Property and received a No Further Remediation Letter from the Illinois Environmental Protection Agency's Site Remediation Program, dated November 19, 2015 (the "NFR Letter"); and

WHEREAS, the costs of remediating the Contamination exceeded \$100,000 in accordance with the eligibility requirements for Class C classification pursuant to the Classification Ordinance; and

WHEREAS, the redevelopment objective of the City in connection with the Subject Property is to encourage commercial development by supporting a real estate tax incentive for the remediation of contaminated property for the improvement of the health and safety of City residents which will result in an increase of the Cook County tax base and employment opportunities; and

WHEREAS, the Applicant has constructed a mixed development high-rise building which includes approximately 20,000 square feet which the Applicant intends to use as commercial retail space on the Subject Property (the "Development") in accordance with the eligibility requirements for Class C classification pursuant to the Classification Ordinance; and

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WHEREAS, the Applicant has filed an application for the Class C classification with the Office of the Cook County Assessor (the "Assessor") pursuant to the Classification Ordinance; and

WHEREAS, it is the responsibility of the Assessor to determine that an application for a Class C classification is eligible pursuant to the Classification Ordinance; and

WHEREAS, the Classification Ordinance requires that, in connection with the filing of a Class C

application with the Assessor, an applicant must obtain from the municipality in which such real estate is located an ordinance or resolution expressly stating, among other things, that the municipality has determined that the classification incentive is necessary for the development of the property to occur and that the municipality supports and consents to the Class C classification; now therefore,

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

SECTION 1. The above recitals are hereby expressly incorporated as if fully set forth herein.

SECTION 2. The City hereby determines that the incentive provided by the Class C classification is necessary for the Development to have occurred on the Subject Property.

SECTION 3. The City hereby expressly supports and consents to the Class C classification with respect to the Subject Property.

SECTION 4. The Economic Disclosure Statement, as defined in the Classification Ordinance, has been received and filed by the City.

SECTION 5. The City Clerk of the City is authorized and hereby directed to and shall send a certified copy of this Ordinance to the Assessor, and a certified copy of this Ordinance may be included with the Class C application to be filed with the Assessor by the Applicant, as applicant, in accordance with the Classification Ordinance.

SECTION 6. To the extent that any ordinance, resolution, order or provision of the Municipal Code of Chicago, or part thereof, is in conflict with the provisions of this Ordinance, the provisions of this Ordinance shall be controlling. If any section, paragraph, clause or provision shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this Ordinance.

SECTION 7. This Ordinance shall be effective immediately upon its passage and approval.

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EXHIBIT A

Subject Property Legal Description:

See Attached

File #: O2017-7605, Version: 1
Permanent Real Estate Tax Index Numbers (PINS):
See Attached
Address Commonly Known as:
765 West Adams Street, Chicago, Illinois 60661
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17-16-109-031-0000

THAT PART OF LOTS 1 TO LOT 8 < EXCEPT THE SOUTH 12 FEET TOGETHER WITH THE 10 FOOT WIDE VACATED NORTH/SOUTH ALLEY EAST AND ADJOINING TO SAID LOTS 1 TO 8 < EXCEPT TE SOUTH 12 FEET., TAKEN AS A TRACT, AND LYING BELOW AN ELEVATION OF +30.40 FEED CCD. AND LYING ABOVE AN ELEVATION OF +13.40 FEET CCD.

s:\Finance\Class <file://s:/Finance/Class> C\Arkadia Apartments, LLC\Final Ord Arkadia Class C tax incentive (10.5.17)

IN WILSEY'S SUBDIVISION OF LOT 1 IN G.A. BLANCHARD'S DUBDIVISION OF BLOCK 3 OF SCHOOL SECTION ADDITION TO CHICAGO IN

17-16-109-032-0000

LOTS 1 TO 8 < EXCEPT THE SOUTH 12 FEET > TOGETHER WITH THE 10 FOOT WIDE VACATED NORTH/SPUTH ALLEY EAST AND ADJOINING TO SAID LOTS 1 TO 8 < EXCE[TTJ SPITJ 12 FEET > AND <EXC EPT THAT PART LYING BELOW AN ELEVATION OF +30.40 FEET CCD. AND LYING ABOVE AN ELEVATION OF +13.40 FEET CCD. >

IN WILSEY'S SUBDIVISION OF LOT 1 IN G.A. BLANCHARD'S SUBDIVISION OF BLOCK 3 OF SCHOOL SECTION ADDITION TO CHICAGO IN

17-16-109-033-0000

THAT PART OF LOT 2< EXCEPT PART TAKEN FOR QUINCY STREET

>LYING BELOW AN ELEVATION OF +30.40 FEET CCD. AND LYING

ABOVE AND ELEVATION OF +13.40 FEET CCD. AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER SAID LOT 2; THENCE SOUTH 89°33'11"

EAST 13.45 FEET; THENCE SOUTH 00° OO'OO" WEST 8.23 FEET; THENCE SOUTH

90*OO'OO" EAST 8.19 FEET; THENCE SOUTH 00* OO'OO" WEST 9.61 FEET; THENCE

SOUTH 90*OO'OO" EAST 13.67 FEET; THENCE SOUTH 00°OO'OO" WEST 23.79 FEET;

THENCE NORTH 90°OO'OO" WEST 7.92 FEET; THENCE SOUTH 00*OO'OO" WEST 30.84 FEET;

THENCE NORTH 90*OO'OO" WEST 13.75 FEET; THENCE SOUTH 00*OO'OO" WEST 106.12 FEET;

THENCE NORTH 89*27'36" WEST 13.67 FEET; THENCE NORTH 00°00'38" EAST 178.58 FEET TO THE

POB

IN G.A. BLANCHARDS SUBDIVISION OF BLOCK 3 OF SCHOOL SECTION ADDITION TO CHICAGO IN 17-16-109-034-0000

LOT 2 < EXCEPT PART TAKEN FOR QUINCY STREET >
AND < EXCEPT THAT PART OF LOT 2 LYING BELOW AN
ELEVATION OF +30.40 FEET CCD. AND LYING ABOVE AND
ELEVATION OF +13.40 FEET CCD. AND DESCRIBED AS FOLLOWS:
BEGINNING AT THE NORTHWEST CORNER SAID LOT 2; THENCE SOUTH
89°33'11" EAST 13.45 FEET; THENCE SOUTH 00*OO'OO WEST 8.23 FEET; THENCE SOUTH
90°00'00" EAST 8.19 FEET; THENCE SOUTH 00*OO'OO" WEST 9.61,FEET; THENCE SOUTH
90*OO'OO" EAST 13.67 FEET; THENCE SOUTH 00°OO'OO" WEST 23.79 FEET; THENCE NORTH
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90°OO'OO" WEST 13.75 FEET; THENCE SOUTH 00°OO'OO" WEST 106.12 FEET;
THENCE NORTH 89°27'36" WEST 13.67 FEET; THENCE NORTH 00°00'38" EAST 178.58
FEET TO THE POB>

IN G.A. BLANCHARD'S SUBDIVISION OF BLOCK 3 OF SCHOOL SECTION ADDITION TO CHICAGO IN

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:

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Arkadia Apartments 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 currently holding, or anticipated to hold within six. months after City action on 2. the contract, transaction or other undertaking to which this EDS pertains (referred to below as the 2. "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal 2. name: OR 3. [] a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:
B. Business address ofthe Disclosing Party: c/o PGIM Real Estate
7 Giralda Farms, Madison. NJ 07490
C. Telephone: 973-734-1463 Fax: Email: chris.lackett(S)pgim.com
D. Name of contact person: Chris Lackett
E. Federal Employer Identification No. (if you have one): / _
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):
Class C property tax designation for Arkadia Tower, 765 W. Adams Street
G. Which City agency or department is requesting this EDS? Department of: _{P1 grm} ^ md pevelopment
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:
Specification # and Contract #
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SECTION II DISCLOSURE OF OWNERSHIP INTERESTS
A. NATURE OF THE DISCLOSING PARTY
Person Publicly registered business corporation Privately held business corporation

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[] Sole proprietorship [] General partnership [] Limited partnership [] Trust [/I Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation al	
2. For legal entities, the state	(or foreign country) of incorporation or organization, if applicable:
Delaware	
3. For legal entities not organize in the State of llinois as a foreign of	ed in the State ofIllinois: Has the organization registered to do business entity?
[/] Yes [] No	[] Organized in Illinois
B. IF THE DISCLOSING PARTY	IS A LEGAL ENTITY:
entity; (ii) for not-for-profit corpor members, write "no members whice trustee, executor, administrator, or liability companies, limited liability	titles, if applicable, of: (i) all executive officers and all directors of the ations, all members, if any, which are legal entities (if there are no such the are legal entities"); (iii) for trusts, estates or other similar entities, the similarly situated party; (iv) for general or limited partnerships, limited y partnerships or joint ventures, each general partner, managing member, gal entity that directly or indirectly controls the day-to-day management of
NOTE: Each legal entity listed bel	ow must submit an EDS on its own behalf.
Name Title PR 111 Arkadia LLC	Sole Member and Manager
current or prospective (i.e. within 6	ormation concerning each person or legal entity having a direct or indirect, is months after City action) beneficial interest (including ownership) in excess so f such an interest include shares in a corporation, partnership interest in a set of a member or manager in a

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

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"None."
NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.
Name Business Address Percentage Interest in the Applicant
PR III Arkadia LLC (same as disclosing party) 100%
SECTION III - INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS
Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [] Yes [/ No
Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [] Yes t/] No
If "yes" to either ofthe above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:
Does any City elected official or, to the best ofthe Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 ofthe Municipal Code of Chicago ("MCC")) in the Disclosing Party? [] Yes [/] No
If "yes," please identify below the name(s) of such City elected officials) and/or spouse(s)/domestic partner (s) and describe the financial interest(s).
SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES
The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature ofthe relationship, and the total amount ofthe fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.
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Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether

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retained or anticipated to be retained) Attorney	Address	(subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response. Paul J. Reilly 120 N. LaSalle St. \$20,000 (est.)
•	e 1000		\$20,000 (est.)
		0602	
	cago, IL 60	J002	
(Add sheets if necessary	')		
[] Check here if the Di	sclosing P	arty has not retained, nor e	xpects to retain, any such persons or entities
SECTION V - CERTII	FICATIO	NS	
A. COURT-ORDERED	CHILD S	UPPORT COMPLIANCE	
		stantial owners of business en ort obligations throughout th	ntities that contract with the City must remain e contract's term.
- 1	-	irectly owns 10% or more of any Illinois court of competer	the Disclosing Party been declared in arrearage ent jurisdiction?
[] Yes t/] No [] No	person dire	ectly or indirectly owns 10%	or more ofthe Disclosing Party.
If "Yes," has the person person in compliance wi		11	t for payment of all support owed and is the
[] Yes [] No			
D. ELIDELIED GEDEVE			

B. FURTHER CERTIFICATIONS

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

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- 3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, slate or local unit of government;
- b. have not, during the 5 years before the date ofthis EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date ofthis EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or ofthe United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee ofthe City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

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

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

- 12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None
- 13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date offhis EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes ofthis statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name ofthe City recipient. None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

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

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

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

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If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (atta 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 FINANCIAL INTEREST IN CITY BUSINESS	
Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.	
1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name in the name of any other person or entity in the Matter?	or
[] Yes	
NOTE: If you checked "Yes" to Item $D(l)$, proceed to Items $D(2)$ and $D(3)$. If you checked "No" to Item $D(l)$ skip Items $D(2)$ and $D(3)$ and proceed to Part E.	,
2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official of 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 propert taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.	y
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 employees having such financial interest and identify the nature of the financial interest:	or

Name Business Address Nature of Financial Interest

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

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E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

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

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

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by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee Ver.2017-1 Page 9 of 14	
of a member of Congress, in connection with the award of any federally funded contract, making any federall funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or mod 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 wh there occurs any event that materially affects the accuracy of the statements and information set forth 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 Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.	
5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form a 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 propositions subcontractors to submit the following information with their bids or in writing at the outset negotiations.	
Is the Disclosing Party the Applicant? [] Yes [] No	
If "Yes," answer the three questions below:	
1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.) [] Yes [] No	
2. 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 applicabiling requirements? [] Yes [] No [] Reports not required	le
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:	

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SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.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 this ordinance.
- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1 -23 and Section 2-154-020.

Page 11 o	of 14		
CERTII	FICATION		
and App	pendices A and B (if applica	signing belove: (1) warrants that he/she is authorized to execute ble), on behalf of the Disclosing Party, and (2) warrants that all led in this EDS, and Appendices A and B (if applicable), are trid to the City.	1
	a Apartments LLC r type exact legal name of I	sclosing Party)	
By: (see	e attached) (Sign here)		
(Print or	r type name of person signin	g)	
(Print or	r type title of person signing		
Signed	and sworn to before me on	date)	
at	County,	(state).	
N	Notary Public		
Commis	ssion expires:		

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[signature page to EDS]

ARKADIA APARTMENTS LLC, a Delaware limited liability company

By: PR III Arkadia, LLC, a Delaware limited liability company, its sole member

By: PRISA III Investments, LLC, a Delaware limited liability company, its sole member

By: PRISA III REIT Operating LP, a Delaware limited partnership, its sole member

By: PRISA III OP GP, LLC, a Delaware limited liability company, its general partner

By: PRISA III Fund LP, a Delaware limited partnership, its manager

By: PRISA III Fund GP, LLC, a Delaware

limited liability company, its general partner

By: PRISA III Fund PIM, LLC, a Delaware limited liability company, its sole member

By: <^-^^ Name: Chris Lackett Title: Vice President

By: PGIM, Inc., a New Jersey corporation, its sole member ^

Commission expires:

JANET V RUBINO

NOTARY PUBLIC STATE OF NEW JERSEY MY COMMISSION EXPIRES FEB. 3; 2020

QB\473 55970.1

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

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

"Applicable Party" means (1) executive officers of the Disclosing Party listed in Section II.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% 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 L/1 No

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

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAWYPROBLEM LANDLORD CERTIFICATION

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

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Pursuant to MCC Sector problem landlord pursuant.		s the Applicant or any Owner identified as a building code scofflaw tion 2-92-416?	
[]Yes	t/ No		
		ly traded on any exchange, is any officer or director of the Applicant roblem landlord pursuant to MCC Section 2-92-416?	
[] Yes	[] No	\lor The Applicant is not publicly traded on any exchange.	
•	• •	fy below the name of each person or legal entity identified as a d and the address of each building or buildings to which the pertinen	
Page 14 of 14			
		CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT	
SECTION I GENERAL	LINFORMATIO	N	
A. Legal name of the Dis	sclosing Party sub	omitting this EDS. Include d/b/a/if applicable:	

A. PR III Arkadia. LLC

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Check ONE of the following three	boxes:
Indicate whether the Disclosing P 1. [] the Applicant OR	arty submitting this EDS is:
2. the contract, transaction or	olding, or anticipated to hold within six months after City action on other undertaking to which this EDS pertains (referred to below as the ect interest in excess of 7.5% in the Applicant. State the Applicant's legal LLC
	direct or indirect right of control of the Applicant (see Section 11(B)(1)) in which the Disclosing Party holds a right of control:
B. Business address of the Disclo	sing Party: c/o PGIM Real Estate
	7 Giralda Farms, Madison, NJ 07490
C. <u>Telephone</u> : 973-734-1463	Fax: ' Email: chris.lackett(5)pqim.com
D. Name of contact person: Chris	Lackett
E. Federal Employer Identification	n No. (if you have one): j ~~ "
F. Brief description of the Matter if applicable):	to which this EDS pertains. (Include project number and location of property,
Class C property tax designation t	for Arkadia Tower, 765 W. Adams Street
G. Which City agency or departm	ent is requesting this EDS? Department of planning_afld Development
If the Matter is a contract being ha following:	andled by the City's Department of Procurement Services, please complete the
Specification #	and Contract #
Ver.20I7-1	Paget of 14
SECTION II DISCLOSURE O	F OWNERSHIP INTERESTS
A. NATURE OF THE DISCLOS	ING PARTY
 Indicate the nature of the Diperson Publicly registered business components Privately held business corporately sole proprietorship 	[\hat\times Limited liability company orporation [] Limited liability partnership

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] 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 for	reign country) of incorporation or organization, if applicable:
Delaware		
3. For legal entities not of the State of Illinois as a fo	_	te of Illinois: Has the organization registered to do business in
[] Yes	L/] No	[] Organized in Illinois
B. IF THE DISCLOSING	3 PARTY IS A LE	GAL ENTITY:
entity; (ii) for not-for-pro members, write "no mem trustee, executor, adminis liability companies, limite	fit corporations, all bers which are legal strator, or similarly ed liability partners	pplicable, of: (i) all executive officers and all directors of the l members, if any, which are legal entities (if there are no such al entities"); (iii) for trusts, estates or other similar entities, the situated party; (iv) for general or limited partnerships, limited ships or joint ventures, each general partner, managing member, that directly or indirectly controls the day-to-day management of the
NOTE: Each legal entity	listed below must s	submit an EDS on its own behalf.
Name Title PRISA III Investments, L	LC	Sole Member and Manager
current or prospective (i.e	e. within 6 months a Examples of such	concerning each person or legal entity having a direct or indirect, after City action) beneficial interest (including ownership) in excess an interest include shares in a corporation, partnership interest in a mber or manager in a
Page 2 of 14		
limited liability company	y, or interest of a	beneficiary of a trust, estate or other similar entity. If none, state
NOTE: Each legal entity	listed below may b	be required to submit an EDS on its own behalf.
Name Bus	siness Address	Percentage Interest in the Applicant

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г	-IIE	# .	UZU I I	- / ບບວ.	veis	IUII.	

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

OFFICIALS Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? []Yes [/i No Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [] Yes If "yes" to either of the above, please identify below the name(s) of such City elected official(s) and describe such income or compensation: Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial, interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? []Yes [/"No If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner (s) and describe the financial interest(s). SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure. Page 3 of 14 Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether retained or anticipated Address (subcontractor, attorney, paid or estimated.) NOTE: lo be retained) lobbyist, etc.) "hourly rate" or "t.b.d." is not an acceptable response.

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(Add sheets if necessary)
L/] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or
entities. SECTION V CERTIFICATIONS
A. COURT-ORDERED CHILD SUPPORT COMPLIANCE
Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.
Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?
[1 Yes [/] No [] No person directly or indirectly owns 10% or more ofthe Disclosing Party.
If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?
[] Yes [] No
B. FURTHER CERTIFICATIONS
1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.
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3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any ofthe offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- c. have not, during the 5 years before the date ofthis EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public

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

- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or ofthe United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

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

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

- 12. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None
- 13. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date ofthis EDS, to an employee, or elected or appointed official, ofthe City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. None {

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

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

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

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	" the word "None," or no response amed that the Disclosing Party cer	e appears on the lines above, it will be rtified to the above statements.
D. CERTIFICATI	ON REGARDING FINANCIAL	INTEREST IN CITY BUSINESS
Any words or term	ns defined in MCC Chapter 2-156	have the same meanings if used in this Part D.
reasonable inquiry		the best of the Disclosing Party's knowledge after the City have a financial interest in his or her own name or ter?
[] Yes	L/] No	
•	cked "Yes" to Item D(l), proceed d D(3) and proceed to Part E.	to Items D(2) and D(3). If you checked "No" to Item D(l),
employee shall have the purchase of any by virtue of legal p	ye a financial interest in his or her y property that (i) belongs to the O process at the suit of the City (colle	bidding, or otherwise permitted, no City elected official or own name or in the name of any other person or entity in City, or (ii) is sold for taxes or assessments, or (iii) is sold ectively, "City Property Sale"). Compensation for property does not constitute a financial interest within the meaning
Does the Matter in	volve a City Property Sale?	
[]Yes	[] No	
		ne names and business addresses of the City officials or by the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
4. The Disclosing any City official or		phibited financial interest in the Matter will be acquired by

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E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

City.

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(l) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee Ver.2017-1 -.

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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.

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3. The Disclosing Parly will submit an updated certification at the end of each calendar quarter in whit there occurs any event that materially affects the accuracy of the statements and information set forth 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 Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.	
5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form a 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 propos subcontractors to submit the following information with their bids or in writing at the outset negotiations.	
Is the Disclosing Party the Applicant? [] Yes [] No	
If "Yes," answer the three questions below:	
1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.) [] Yes [] No	
2. 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 applicab filing requirements?	le
[] Yes [] No [] Reports not required	
3. Have you participated in any previous contracts or subcontracts subject to the equal	

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

[] No

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opportunity clause?
[] Yes

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics 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 this ordinance.
- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

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CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is audiorized to execute this EDS,

and Appendices A and B (if applicable), on behalf of the Disclosing Party, and (2) warrants that all ertifications and statements contained in this EDS, and Appendices A and B (if applicable), are true, accurate and complete as of the date furnished to the City.
PR 111 Arkadia, LLC
ertifications and statements contained in this EDS, and Appendices A and B (if applicable), are true, accurate and complete as of the date furnished to the City.

(Print or type name of person signing)

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By; (see attached) (Sign here)

(Print or type title of person signing)

Signed and sworn to before me on (date)

at County, (state).

Notary Public

Commission expires:

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[signature page to EDS]

PR III ARKADIA, LLC, a Delaware limited liability company

By: PRISA III Investments, LLC, a Delaware limited liability

company, its sole member

By: PRISA III REIT Operating LP, a Delaware limited partnership, its

sole member

By: PRISA III OP GP, LLC, a Delaware limited liability company, its

general partner

By: PRISA III Fund LP, a Delaware limited partnership, its manager

By: PRISA III Fund GP, LLC, a Delaware

limited liability company, its general partner

By: PRISA III Fund PIM, LLC, a Delaware limited liability company, its sole member

By: PGIM, Inc., a New Jersey corporation, its sole member -.

By:

Name: Chris Lackett Title: Vice President

 $of-3 \sim oZO^LO$

JANET V RUBINO

NOTARYPUBLIC STATE OF NEW JERSEY MY COMMISSION EXPIRES FEB. 3. 2020

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

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

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

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.

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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

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

[] Yes L/] No

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

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[] Yes	[] No	[/) The Applicant is not publicly traded on any exchange.

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

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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:

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

File #: O2017-7605, Version: 1		
2. name: Arkadia Apartment OR	s LLC	
3. [] a legal entity with a		ect right of control ofthe Applicant (see Section 11(B)(1)) sclosing Party holds a right of control:
B. Business address of the Disc	losing Party: c	o PGIM Real Estate
	7	Giralda Farms. Madison, NJ 07490
C. <u>Telephone</u> : 973-734-1463	<u>Fax:</u>	Email: chris.lackett@pqim.com
<pre><mailto:chris.lackett@pqim.com< pre=""></mailto:chris.lackett@pqim.com<></pre>	<u>></u>	
D. Name of contact person: Chri	s Lackett	
E. Federal Employer Identificati	on No. (if you h	ave one): /
F. Brief description of the Matte if applicable):	r to which this E	DS pertains. (Include project number and location of property,
Class C property tax designation	ı for Arkadia Tov	ver, 765 W. Adams Street
G. Which City agency or departr	nent is requestin	g this EDS? Department of Planning and Development
If the Matter is a contract being h following:	andled by the C	ity's Department of Procurement Services, please complete the
Specification #	an	d Contract #
Ver.2017-1	Paget	of 14
SECTION II - DISCLOSURE C	F OWNERSHII	PINTERESTS
A. NATURE OF THE DISCLO	SING PARTY	
[] Person [] Publicly registered business compored [] Privately held business corpored [] Sole proprietorship [] General partnership [] Limited partnership [] Trust ∨ Limited liability company		
[] Limited liability partnership [] Joint venture [] Not-for-profit corporation		

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(Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable
Delaware
3. For legal entities not organized in the State of llinois: Has the organization registered to do business in the State of llinois as a foreign entity?
[] Yes [\land No (] Organized in Illinois
B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:
1. List below the full names and titles, if applicable, of: (i) all executive officers and all directors of the entity; (ii) for not-for-profit corporations, all members, if any, which are legal entities (if there are no such members, write "no members which are legal entities"); (iii) for trusts, estates or other similar entities, the trustee, executor, administrator, or similarly situated party; (iv) for general or limited partnerships, limited liability companies, limited liability partnerships or joint ventures, each general partner, managing member, manager or any other person or legal entity that directly or indirectly controls the day-to-day management of the Applicant.
NOTE: Each legal entity listed below must submit an EDS on its own behalf.
Name Title PRISA III REIT Operating LP Sole Member and Manager
2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a
limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."
NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.
Name Business Address Percentage Interest in the Applicant PRISA III REIT Operating LP (same as disclosing party) 100%

CITY	ELECTED
,	, CITY

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [] Yes [/] No

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

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

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

[] Yes

[/] No

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

SECTION IV ~ DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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Name (indicate whether Business Relationship to Disclosing Party retained or anticipated Address 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.

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(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 MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.
Has any person who directly or indirectly owns 10% or more ofthe Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?
[] Yes [/) No [] No person directly or indirectly owns 10% or more of the Disclosing Party.

[]Yes []No

B. FURTHER CERTIFICATIONS

person in compliance with that agreement?

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

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

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

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- 3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the dale ofthis EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1 -23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

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

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

- 12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None
- 13. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date ofthis EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

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

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

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

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

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	, 10101011111	
	," the word "None," or no response umed that the Disclosing Party cer	e appears on the lines above, it will be tified to the above statements,
D. CERTIFICAT	ION REGARDING FINANCIAL	INTEREST IN CITY BUSINESS
Any words or terr	ns defined in MCC Chapter 2-156	have the same meanings if used in this Part D.
reasonable inquiry		the best ofthe Disclosing Party's knowledge after the City have a financial interest in his or her own name or er?
[] Yes	[∧ No	
_	ecked "Yes" to Item D(l), proceed and D(3) and proceed to Part E.	to Items D(2) and D(3). If you checked "No" to Item D(1),
employee shall ha the purchase of an by virtue of legal	ve a financial interest in his or her by property that (i) belongs to the Oprocess at the suit of the City (coll	bidding, or otherwise permitted, no City elected official or own name or in the name of any other person or entity in City, or (ii) is sold for taxes or assessments, or (iii) is sold ectively, "City Property Sale"). Compensation for property does not constitute a financial interest within the meaning
Does the Matter in	nvolve a City Property Sale?	
[] Yes	[] No	
		he names and business addresses of the City officials or by the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
4. The Disclosing any City official o		phibited financial interest in the Matter will be acquired by

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E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure

requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay, any person or entity listed in paragraph A(l) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee ofany agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee Ver.2017-1

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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

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SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contraci 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 Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.citvofchicago.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 this ordinance.
- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damaees,
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all ofthe information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

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CERTIFICATION

File	#•	O2017-	7605	Vers	ion.	1

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

expires:

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[signature page to EDS]

PRISA III INVESTMENTS, LLC, a Delaware limited liability company

By: PRISA III REIT Operating LP, a Delaware limited partnership, its sole member

By: PRISA III OP GP, LLC, a Delaware limited liability company, its general partner

By: PRISA III Fund LP, a Delaware limited partnership, its manager

By: PRISA III Fund GP, LLC, a Delaware

limited liability company, its general partner

By: PRISA III Fund PIM, LLC, a Delaware

limited liability company, its sole member

Name: Chris Lackett Title: Vice President

By: PGIM, Inc., a New Jersey corporation, its

Signed and sworn to before me on (date) ftuauf4- 1 \blacksquare > \sim ^ at County, AJaO^gr^fUj (state).

Commission expires: $tJ- \sim q2.0o2.Q$

JANET V RUBINO

NOTARY PUBLIC STATE OF NEW JERSEY MY COMMISSION EXPIRES FEB: 3. 2020

QB\47356290.1

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

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

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

Γ.	Yes	[]	No
	1 00		1 1 10

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.

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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

File #: O2017-7605, Version	n: 1	
ownership interest in the A which has only an indirect		ding 7.5% (an "Owner"). It is not to be completed by any legal entity rest in the Applicant.
1. Pursuant to MCC Section problem landlord pursuant		s the Applicant or any Owner identified as a building code scofflaw tion 2-92-416?
[] Yes	[] No	
		ly traded on any exchange, is any officer or director of the Applicant roblem landlord pursuant to MCC Section 2-92-416?
[] Yes	[] No	[] The Applicant is not publicly traded on any exchange.
		fy below the name of each person or legal entity identified as a rd and the address of each building or buildings to which the pertinent
Page 14 of 14		

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:

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PRISA 111 REIT Operating LP
Check ONE of the following three boxes:
Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR 2. a legal entity currently holding, or anticipated to hold within six months after City action on the contract, transaction or other undertaking to which this EDS pertains (referred to below as the "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal name: Arkadia Apartments LLC OR 3. [] a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1)) State the legal name of the entity in which the Disclosing Party holds a right of control:
B. Business address ofthe Disclosing Party: c/o PGIM Real Estate
7 Giralda Farms. Madison, NJ 07490
C. <u>Telephone: 973-734-1463</u>
D. Name of contact person: Chris Lackett
E. Federal Employer Identification No. (if you have one):; :
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property if applicable):
Class C property tax designation for Arkadia Tower, 765 W. Adams Street
G. Which City agency or department is requesting this FDS? Department of 'pianri&ig and Development

Which City agency or department is requesting this EDS? Department of :pianri&ig and Development

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

Specification # and Contract #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing [] Person

File #: O2017-7605, Version	on: 1		
[] Publicly registered bu General partnership [/[L		ion [] Privately held business corporation [] Sole proprietorship [] hip [] Trust	
[] Limited liability comp [] Limited liability partn [] Joint venture [] Not-for-profit corpora (Is the not-for-profit corp [] Yes [] No	ership ation poration also a 5		
2. For legal entities,	the state (or	foreign country) of incorporation or organization, if applic	able
Delaware			
,3. For legal entities not the State ofIllinois as a f	_	e State of lllinois: Has the organization registered to do business in	
[] Yes	L/] No	[] Organized in Illinois	
B. IF THE DISCLOSIN	G PARTY IS A	A LEGAL ENTITY:	
entity; (ii) for ¹ not-for-promembers, write "no mentrustee, executor, adminibility companies, limit	rofit corporation nbers which are istrator, or simil ted liability part	, if applicable, of: (i) all executive officers and all directors of the ns, all members, if any, which are legal entities (if there are no such e legal entities"); (iii) for trusts, estates or other similar entities, the larly situated party; (iv) for general or limited partnerships, limited thereships or joint ventures, each general partner, managing memberatity that directly or indirectly controls the day-to-day management of the state of t	r,
NOTE: Each legal entity	listed below m	nust submit an EDS on its own behalf.	
Name Title PRISA III OP GP, LLC		General Partner ■	
current or prospective (i. excess of 7.5% of the Ap	e. within 6 mon oplicant. Examp	tion concerning each person or legal entity having a direct or indirenths after City action) beneficial interest (including ownership) in bles of such an interest include shares in a corporation, partnership, interest of a member or manager in a	ct,
Page 2 of 14			

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

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"None."
NOTE: Each legal entity listed beiovv may be required to submit an EDS on its own behalf.
Name Business Address Percentage Interest in the Applicant PRISA III Fund REIT, Inc. (same as disclosing party) 95%
SECTION III - INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS
Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [] Yes £/] No
Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [] Yes [\lambda No
If "yes" to either ofthe above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:
Does any City elected official or, to the best ofthe Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 ofthe Municipal Code of Chicago ("MCC")) in the Disclosing Party? [] Yes Q\No
If "yes," please identify below the name(s) of such City elected officials) and/or spouse(s)/domestic partner (s) and describe the financial interest(s).
SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES
The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose

P employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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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))		
∨ Check here if the Dis	sclosing Pa	arty has not retained, nor expects	s to retain, any such persons or entities.
SECTION V CERTIF	FICATIO	NS	
A. COURT-ORDERED	CHILD SU	JPPORT COMPLIANCE	
		stantial owners of business entities ort obligations throughout the cont	that contract with the City must remain ract's term.
		irectly owns 10% or more of the D any Illinois court of competent jur	isclosing Party been declared in arrearage isdiction?
[] Yes E/J No [] No	person dir	ectly or indirectly owns 10% or mo	ore ofthe Disclosing Party.
If "Yes," has the person of person in compliance with			payment of all support owed and is the
[] Yes [] No			
B. FURTHER CERTIFIC	CATIONS		
1. [This paragraph 1 app	lies only if	the Matter is a contract being hand	dled by the City's Department of

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

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- 3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date ofthis EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee ofthe City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 fJLCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

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

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

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

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official, ofthe City of Chicago, For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[] is f/l is not

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

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

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	Party is unable to make this pledge because it or any of its affiliates (as defined in Mode) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attacked):	
	," the word "None," or no response appears on the lines above, it will be sumed that the Disclosing Party certified to the above statements.	
D. CERTIFICAT	TON REGARDING FINANCIAL INTEREST IN CITY BUSINESS	
Any words or terr	ms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.	
reasonable inquir	with MCC Section 2-156-110: To the best ofthe Disclosing Party's knowledge after y, does any official or employee ofthe City have a financial interest in his or her own name y other person or entity in the Matter?	or
[] Yes	/ No	
_	ecked "Yes" to Item D(l), proceed to Items D(2) and D(3). If you checked "No" to Item D(1) and D(3) and proceed to Part E.	l),
employee shall ha the purchase of an virtue of legal pro	arsuant to a process of competitive bidding, or otherwise permitted, no City elected official ave a financial interest in his or her own name or in the name of any other person or entity is property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold occass at the suit of the City (collectively, "City Property Sale"). Compensation for property the City's eminent domain power does not constitute a financial interest within the meaning	in l by
Does the Matter i	nvolve a City Property Sale?	
[] Yes	[] No	
	ed "Yes" to Item D(l), provide the names and business addresses of the City officials	s or

employees having such financial interest and identify the nature of the financial interest:

Name **Business Address** Nature of Financial Interest

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

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E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(l) above for his or her lobbying activities or to pay any person or entity to

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	e an officer or employee ofany agency, as defined by applicable federal law, a or employee of Congress, or an employee Page 9 of 14
funded grant or loan, entering in	nnection with the award ofany federally funded contract, making any federally to any cooperative agreement, or to extend, continue, renew, amend, or modify rant, loan, or cooperative agreement.
	I submit an updated certification at the end of each calendar quarter in which aterially affects the accuracy of the statements and information set forth in .
Internal Revenue Code of 1986;	ifies that either: (i) it is not an organization described in section 501(c)(4) ofthe or (ii) it is an organization described in section 501(c)(4) ofthe Internal not engaged and will not engage in "Lobbying Activities," as that term is ure Act of 1995, as amended,
substance to paragraphs A(l) thr the Disclosing Party must maint	the Applicant, the Disclosing Party must obtain certifications equal in form and ough A(4) above from all subcontractors before it awards any subcontract and ain all such subcontractors' certifications for the duration of the Matter and comptly available to the City upon request.
B. CERTIFICATION REGARD	DING EQUAL EMPLOYMENT OPPORTUNITY
	y funded, federal regulations require the Applicant and all proposed following information with their bids or in writing at the outset of
Is the Disclosing Party the Appl	
If "Yes," answer the three questi	ions below:
1. Have you developed and do regulations? (See 41 CFR Part 6	·
	Reporting Committee, the Director of the Office of Federal Contract qual Employment Opportunity Commission all reports due under the applicable
[] Yes [] N	No [] Reports not required
3. Have you participated in any opportunity clause?	previous contracts or subcontracts subject to the equal
[] Yes [] No	

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

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SECTION VII-

- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.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 this ordinance.
- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

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Page 11 of 1	14		
CERTIFIC	CATION		
and Apper	ndices A and B (if appli	cable), on behalf of the ained in this EDS, and	warrants that he/she is authorized to execute this EDS, to Disclosing Party, and (2) wan-ants that all Appendices A and B (if applicable), are true, accurate
	I1 REIT Operating LP ype exact legal name of	Disclosing Party)	
By: (see a	nttached) gn here)		
(Print or t	ype name of person sign	ning)	
(Print or t	ype title of person signi	ng)	
Signed an	d sworn to before me or	n (date)	
at	County,	(state).	
Not	tary Public		
Commissi	on expires:		

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[signature page to EDS]

PRISA III REIT OPERATING LP, a Delaware limited partnership

By: PRISA III OP GP, LLC, a Delaware limited liability company, its general partner

By: PRISA III Fund LP, a Delaware limited partnership, its manager

By: PRISA III Fund GP, LLC, a Delaware

limited liability company, its general partner

By: PRISA III Fund PIM, LLC, a Delaware limited liability company, its sole member

Name: Chris LacRet Title: Vice President

By: PGIM, Inc., a New Jersey corporation, its sole member -

Signed and sworn to before me on (date) $fti^\circ osA\sim$) >

^2 - 3 - <2QQJ3

JANET V RUBINO

NOTARY PUBLIC STATE OF NEW JERSEY

MY COMMISSION EXPIRES FEB 3.2020

QB\47356497.I

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

Does the Disclosing Par	ty or any "Applicable	Party" or any	Spouse or Domestic	Partner thereof currer	ıtly
have a "familial relationship	p" with an elected city	y official or de	partment head?		

[] Ye	S	Γ	1	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.

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND

AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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

which has only an indirect	ownership inter	rest in the Applicant.
1. Pursuant to MCC Section or problem landlord pursua		s the Applicant or any Owner identified as a building code scofflaw tion 2-92-416?
[] Yes	[] No	
11	• 1	ly traded on any exchange, is any officer or director of the Applicant roblem landlord pursuant to MCC Section 2-92-416?
[] Yes	[] No	[] The Applicant is not publicly traded on any exchange.
	· 1	By below the name of each person or legal entity identified as a d and the address of each building or buildings to which the pertinen

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

SECTION I - GENERAL IN ORMATIO	•
A. Legal name of the Disclosing Party sub	mitting this EDS. Include d/b/a/ if applicable:
PRISA III OP GP. LLC	_
Check ONE of the following three boxes:	
2. the contract, transaction or other und2. "Matter"), a direct or indirect interes2. name:OR	r anticipated to hold within six months after City action on lertaking to which this EDS pertains (referred to below as the tin excess of 7.5% in the Applicant. State the Applicant's legal direct right of control of the Applicant (see Section 11(B)(1)) Stat
B. Business address ofthe Disclosing Party	: c/o PGIM Real Estate 7 Giralda Farms, Madison, NJ 07490
C. <u>Telephone</u> : 973-734-1463	Email: chris.lackett@pgim.com
<mailto:chris.lackett@pgim.com></mailto:chris.lackett@pgim.com>	
D. Name of contact person: Chris Lackett	
E. Federal Employer Identification No. (if	you have one): _
F. Brief description of the Matter to which if applicable):	this EDS pertains. (Include project number and location of property
Class C property tax designation for Arkad	ia Tower, 765 W. Adams Street
G. Which City agency or department is req	uesting this EDS? Department of Planning anH TWelopn
If the Matter is a contract being handled by following:	the City's Department of Procurement Services, please complete the
Specification #	and Contract #
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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

Α	NA	TI	IRF.	OF	THE	DISCI	OSING	PARTY

1. Indicate the nature of the Disclosing Pa	arty:
] Person	[/] Limited liability company
] Publicly registered business corporation	[] Limited liability partnership
] Privately held business corporation	[] Joint venture
] Sole proprietorship	[] Not-for-profit corporation
j General partnership	(Is the not-for-profit corporation also a $501 (c)(3)$)?
] Limited partnership	[] Yes [] No
] Trust	[] Other (please specify)
2. Delaware	entry) of incorporation or organization, if applicable:
3. For legal entities not organized in the Stat the State of Illinois as a foreign entity?	te oflllinois: Has the organization registered to do business in
[] Yes \(\lambda \ No	[] Organized in Illinois
B IF THE DISCLOSING PARTY IS A LEG	GAI FNTITY:

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

Name Title PRISA III Fund LP Manager

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

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limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."
NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.
Name Business Address Percentage Interest in the Applicant PRISA III Fund REIT, Inc. (same as disclosing party) 95%
SECTION III INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS
Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [] Yes {/] No
Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [] Yes f/J No
If "yes" to either ofthe above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:
Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? []Yes [/]No
If "yes," please identify below the name(s) of such City elected official(s) and/or spouse(s)/domestic partner (s) and describe the financial interest(s).
SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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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)
[/ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.
SECTION V ~ CERTIFICATIONS
A. COURT-ORDERED CHILD SUPPORT COMPLIANCE
Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.
Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?
[j Yes j/j No [j No person directly or indirectly owns 10% or more ofthe Disclosing Party.
If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?
[] Yes [] No
B. FURTHER CERTIFICATIONS
1. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public

- contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in

the payment of any tax administered by the Illinois Department of Revenue.

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- 3. The Disclosing Parly and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated, for cause or default; and
- e. have not, during the 5 years before the date ofthis EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any

Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article 1 for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their, subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be

hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

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

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 die above statements.

- 12. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None
- 13. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date ofthis EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name ofthe City recipient. None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

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

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

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	ge of doing business with the Cit	v."
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_	5(b)) is a predatory lender with	ledge because it or any of its affiliates (as defined in MCC in the meaning of MCC Chapter 2-32, explain here (attach
	s," the word "None," or no responsumed that the Disclosing Party c	ase appears on the lines above, it will be ertified to the above statements.
D. CERTIFICAT	TION REGARDING FINANCIA	L INTEREST IN CITY BUSINESS
Any words or ter	ms defined in MCC Chapter 2-15	66 have the same meanings if used in this Part D.
reasonable inquir		To the best ofthe Disclosing Party's knowledge after of the City have a financial interest in his or her own name or atter?
[] Yes	f/j No	
-	ecked "Yes" to Item D(l), proceed and D(3) and proceed to Part E.	d to Items D(2) and D(3). If you checked "No" to Item D(l),
employee shall he the purchase of a by virtue of legal	ave a financial interest in his or h ny property that (i) belongs to the process at the suit ofthe City (co	re bidding, or otherwise permitted, no City elected official or er own name or in the name of any other person or entity in a City, or (ii) is sold for taxes or assessments, or (iii) is sold electively, "City Property Sale"). Compensation for property redoes not constitute a financial interest within the meaning
Does the Matter i	involve a City Property Sale?	
[] Yes	[] No	
	, , , , , , , , , , , , , , , , , , ,	the names and business addresses of the City officials or cify the nature of the financial interest:
Name	Business Address	Nature of Financial Interest

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

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E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

- ¹ Please check either (1) or (2) below. If the Disclosing Party checks (2), the Disclosing Party must disclose below or in an attachment to this EDS all information required by (2). Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.
- _____1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.
- 2. The Disclosing 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

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

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

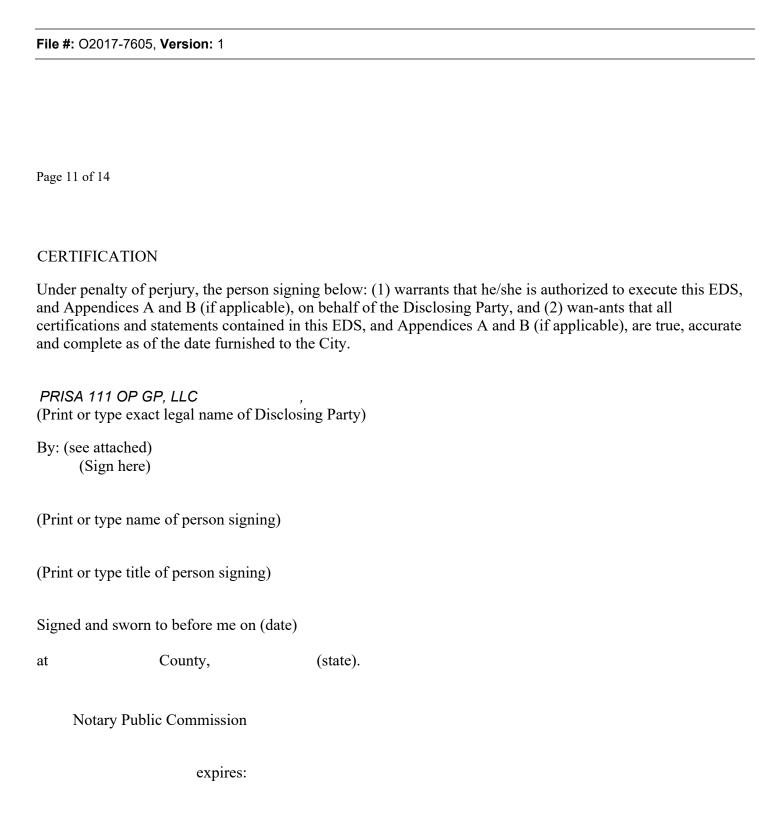
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with respect to the Matter.)
2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(l) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee ofany agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee Ver.2017-1 Page 9 of 14
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 Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(l) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.
J3. 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 [] Reports not required
3. Have you participated in any previous contracts or subcontracts subject to the equal

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opportunity clause	e? []No					
If you checked "N	o" to question (1) or	2) above, please	provide an expl	lanation:		
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SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics 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 this ordinance.
- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.



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[signature page to EDS]

PRISA III OP GP LLC, a Delaware limited liability company

By: PRISA III Fund LP, a Delaware limited partnership, its manager

By: PRISA III Fund GP, LLC, a Delaware limited liability company, its general partner

By: PRISA III Fund PIM, LLC, a Delaware limited liability company, its sole member

By: PGIM, Inc., a New Jersey corporation, its sole member,-? --y

Title: Vice President

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JANET V RUBINO

NOTARY PUBLIC STATE OF NEW JERSEY MY COMMISSION EXPIRES FEB. 3. 2020

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

Γ1	Yes	[]	No
LJ		L J	

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.

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLA W/PROBLEM LANDLORD CERTIFICATION

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

	Pursuant to MCC Section problem landlord pursuant		the Applicant or any Owner identified as a building code scofflaw ion 2-92-416?
	[] Yes	[] No	
	**		y traded on any exchange, is any officer or director of the Applicant oblem landlord pursuant to MCC Section 2-92-416?
	[] Yes	[] No	[] The Applicant is not publicly traded on any exchange.
bu	•		below the name of each person or legal entity identified as a l and the address of each building or buildings to which the pertinent

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:

PRISA III Fund LP

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

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

OR

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

7 Giralda Farms, Madison, NJ 07490

C. <u>Telephone</u>: 973-734-1463 <u>Fax:</u> <u>Email: chris.lackett@pgim.com</u> <u>Fax:</u> <u>Fax:</u>

D. Name of contact person: Chris Lackett

E. Federal Employer Identification No. (if you have one): /

F. Brief description of the Matter to which this EDS pertains. (Include project number and location of property, if applicable):

Class C property tax designation for Arkadia Tower, 765 W. Adams Street

G. Which City agency or department is requesting this EDS? Department of Planning and Development

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

Specification # and Contract #

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File #: O2017-7605, V	ersion: 1		
SECTION II ~ DISC	CLOSURE OF OW	NERSHIP INTERESTS	
A. NATURE OF TH	IE DISCLOSING P	ARTY	
[] Person [] Publicly registered [] Privately held bus [] Sole proprietorshi [] General partnersh [] Trust [] Limited liability of [] Limited liability p [] Joint venture [] Not-for-profit cord ([] Yes []	iness corporation p ip L/] Limited partn ompany artnership poration	ership 01(c)(3))?	
2. For legal entit	ies, the state (or	foreign country) of incorporation or organization, if applicable	e:
3. For legal entities the State of Illinois as	_	State of Illinois: Has the organization registered to do business in	
[] Yes	L/J No	[] Organized in Illinois	
B. IF THE DISCLO	SING PARTY IS A	LEGAL ENTITY:	
entity; (ii) for not-for members, write "no trustee, executor, add liability companies,	r-profit corporations members which are ministrator, or simil limited liability part	if applicable, of: (i) all executive officers and all directors of the , all members, if any, which are legal entities (if there are no such legal entities"); (iii) for trusts, estates or other similar entities, the arly situated party; (iv) for general or limited partnerships, limited nerships or joint ventures, each general partner, managing member, ity that directly or indirectly controls the day-to-day management of	
NOTE: Each legal en	ntity listed below m	ast submit an EDS on its own behalf.	

Name Title
PRISA III Fund GP, LLC
General Partner

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2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a
Page 2 of 14
limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."
NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.
Name Business Address Percentage Interest in the Applicant State Board of 1801 Hermitage Blvd., Suite 100 12.16% Administration of Florida Tallahassee, FL 32308
SECTION III INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS
Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [] Yes [/j No
Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [] Yes [\land No
If "yes" to either ofthe above, please identify below the name(s) of such City elected official(s) and describe such income or compensation:
Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party?

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

t/) No

[]Yes

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing

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Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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

Address (subcontractor, attorney, lobbyist, etc.)

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

(Add sheets if necessary)

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

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

[] Yes j/J No [j 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. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or

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continue with a contract in progress).

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

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- 3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any ofthe offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management,

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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").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee ofthe City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee ofthe City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

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- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

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

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

- 12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None
- 13. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, ofthe City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[] is \pounds /] is not

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a "financial institution" as defined in MCC Section 2-32-455(b).
2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:
"We are not and will not become a predatory lender as defined in MCC Chapter 2-32. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in MCC Chapter 2-32. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss ofthe privilege of doing business with the City."
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If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in MCC Section 2-32-455(b)) is a predatory lender within the meaning of MCC Chapter 2-32, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.
D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS
Any words or terms defined in MCC Chapter 2-156 have the same meanings if used in this Part D.
1. In accordance with MCC Section 2-156-110: To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
[] Yes (/] No
NOTE: If you checked "Yes" to Item $D(l)$, proceed to Items $D(2)$ and $D(3)$. If you checked "No" to Item $D(l)$, skip Items $D(2)$ and $D(3)$ and proceed to Part E.
2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

[] Yes [] No

3. If you checked "Yes" to Item D(l), provide the names and business addresses of the City officials or

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employees having such financial interest and identify the nature of the financial interest:

Name

Business Address

Nature of Financial Interest

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

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E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(l) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee Ver.2017-1

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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 Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(l) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing	Party the Applicant?
[] 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.)

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[] Yes	[] No	
•		porting Committee, the Director of the Office of Federal Contract Employment Opportunity Commission all reports due under the applicable
[] Yes	[] No	[] Reports not required
3. Have you participated opportunity clause?	d in any prev	vious contracts or subcontracts subject to the equal
[] Yes	[] No	
If you checked "No" to q	uestion (1)	or (2) above, please provide an explanation:
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SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text ofthis ordinance 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 this ordinance.
- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all ofthe information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

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

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CERTIFICATION

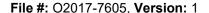
Under penalty of perjury, the person signing below: (1) wan-ants that he/she is authorized to execute this EDS, and Appendices A and B (if applicable), on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and Appendices A and B (if applicable),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

Notary Public Commission

expires:

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[signature page to EDS]
PRISA III FUND LP, a Delaware limited partnership
By: PRISA III Fund GP, LLC, a Delaware limited liability company, its general partner
By: PRISA III Fund PIM, LLC, a Delaware limited liability company, its sole member
Name: Lackett Title: Vice President
By: PGIM, Inc., a New Jersey corporation, its
sole member> _

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Signed and sworn to before me on (date) $ft < j^U > < s > r - I_f$

Commission expires:

JANET V RUBINO

NOTARV PUBLIC STATE OF NEW JERSEY MY COMMISSION EXPIRES FEB. 3.- 2020

QB\4 7356623.1

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

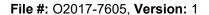
This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

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

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

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

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[] Yes	[] No	
such person is connected	; (3) the name an	ame and title of such person, (2) the name of the legal entity to which and title of the elected city official or department head to whom such the precise nature of such familial relationship.
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	CITY OF CH	ICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B
BUILDI	NG CODE SCO	FFLAW/PROBLEM LANDLORD CERTIFICATION
	Applicant exceed	(a) the Applicant, and (b) any legal entity which has a direct ling 7.5% (an "Owner"). It is not to be completed by any legal entity rest in the Applicant.
Pursuant to MCC Secon problem landlord pursuant.		s the Applicant or any Owner identified as a building code scofflaw tion 2-92-416?
[] Yes	[] No	
		ly traded on any exchange, is any officer or director of the Applicant roblem landlord pursuant to MCC Section 2-92-416?
[] Yes	[] No	[] The Applicant is not publicly traded on any exchange.
• • • • • • • • • • • • • • • • • • • •	-	below the name of each person or legal entity identified as a d and the address of each building or buildings to which the pertinent



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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:

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

OR

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

PRISA III Fund LP

B. Business address of the Disclosing Party: c/o PG1M Real Estate

7 Giralda Farms, Madison, NJ 07490

C. <u>Telephone: 973-734-1463</u> Fax: <mailto:chris.lackett@pgim.com> Email: chris.lackett@pgim.com

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D. Name of contact p	erson: Chris Lack	rett
E. Federal Employer	Identification No	. (if you have one):'
F. Brief description of property, if applicable		nich this EDS pertains. (Include project number and location of
Class C property tax	designation for A	rkadia Tower, 765 W. Adams Street
G. Which City agenc	y or department is	s requesting this EDS? Department of pigr m-n£ arwi pvclopment
If the Matter is a cont complete the following	_	d by the City's Department of Procurement Services, please
Specification #		and Contract #
Ver.2017-1		Paget of 14
	business corporation p p p p p p p p p p p p p p p p p p p	tion 501(c)(3))?
2. For legal entition Delaware	es, the state (o	foreign country) of incorporation or organization, if applicable
	_	n the State ofIllinois: Has the organization registered to do businessy?
[] Yes	I/] No	[3 Organized in Illinois

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B. IF THE DISCLOSING PARTY IS A LEGAL EN	ΓΙΤΥ:
entity; (ii) for not-for-profit corporations, all member members, write "no members which are legal entities trustee, executor, administrator, or similarly situated pliability companies, limited liability partnerships or joint and profit in the situation of the	"); (iii) for trusts, estates or other similar entities, the
NOTE: Each legal entity listed below must submit an	EDS on its own behalf.
Name Title PRISA III Fund PIM LLC	Sole Member and Manager
current or prospective (i.e. within 6 months after City	ng each person or legal entity having a direct or indirect, action) beneficial interest (including ownership) in excess at include shares in a corporation, partnership interest in a manager in a
Page 2 of 14	
"None."	ry of a trust, estate or other similar entity. If none, state
NOTE: Each legal entity listed below may be require	d to submit an EDS on its own benair.
Name Business Address No direct or indirect interest in excess of 7.5% of the	Percentage Interest in the Applicant Applicant.
SECTION III INCOME OR COMPENSATION OFFICIALS	ION TO, OR OWNERSHIP BY, CITY ELECTED
Has the Disclosing Party provided any income or cor 12-month period preceding the date of this EDS?	npensation to any City elected official during the [] Yes \vee No
Does the Disclosing Party reasonably expect to provide elected official during the 12-month period following	

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

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

[] Yes

[/I No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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(Add sheets if necessary)

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

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.
Has any person who directly or indirectly owns 10% or more ofthe Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?
[] Yes _/] 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

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

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- 3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS: '
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any ofthe offenses set forth in subparagraph (b) above;

- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government-including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

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

- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or ofthe United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

11. If the Disclosing Party is unable to certify to any 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.

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

13. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes ofthis statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name ofthe City recipient. None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

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

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

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

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

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

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

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in the name of any other person or entity in the Matter?		
[] Yes	C/] No	
	ecked "Yes" to Item D(l), proceed and D(3) and proceed to Part E.	to Items D(2) and D(3). If you checked "No" to Item D(1),
employee shall ha the purchase of ar by virtue of legal	tive a financial interest in his or her by property that (i) belongs to the opposess at the suit of the City (colle	bidding, or otherwise permitted, no City elected official or rown name or in the name of any other person or entity in City, or (ii) is sold for taxes or assessments, or (iii) is sold ectively, "City Property Sale"). Compensation for property does not constitute a financial interest within the meaning
Does the Matter is	nvolve a City Property Sale?	
['] Yes	[] No	
		the names and business addresses of the City officials or fy the nature of the financial interest:
Name	Business Address	Nature of Financial Interest
4. The Disclosing any City official c		ohibited financial interest in the Matter will be acquired by
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E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

F

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

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

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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

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

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(l) above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee ofany agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee Ver.2017-1

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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 Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.

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

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees lhat:

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

B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on

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persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.citvofchicago.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 this ordinance.

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

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CERTIFICATION

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

PRISA MI Fund GP, LLC (Print or type exact legal name of Disclosing Party)

By: (see attached) (Sign here)

File #: O2017-7605, Version: 1		
(Print or type na	ame of person signing)	
(Print or type tit	le of person signing)	
Signed and swo	rn to before me on (date)	
at	County,	(state).
Notary Pu	ublic	

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[signature page to EDS]

Commission expires:

PRISA III FUND GP, LLC a Delaware limited liability company

By: PRISA III Fund PIM, LLC, a Delaware limited liability company, its sole member

Name: Uhris Lackett Title: Vice President

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. B	y:	PGIM, Inc., a New Jersey corporation, its sole member		

Commission expires:

JANET V RUBINO

NOTARY PUBLIC STATE OF NEW JERSEY MY COMMISSION EXPIRES FEB. 3. 8020

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

Under MCC Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or

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nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

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

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

[] Yes	[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.

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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

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

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

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

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[] Yes	[] No	[] The Applicant is not publicly traded on any exchange.
		below the name of each person or legal entity identified as a dand the address of each building or buildings to which the pertinent
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		CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
SECTION I - GENERAL	INFORMATIC	ON
A. Legal name of the Disc	losing Party sub	bmitting this EDS. Include d/b/a/ if applicable:
PRISA 111 Fund P1M. LL	.C	
Check ONE of the following	ng three boxes:	
Indicate whether the Discl 1. [] the Applicant OR	osing Party sub	omitting this EDS is:
2. [] a legal entity cur		or anticipated to hold within six months after City action on adertaking to which this EDS pertains (referred to below as the

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2. name: OR	in excess of 7.5% in the Applicant. State the Applicant's legal ct right of control of the Applicant (see Section 11(B)(1)) State ihe ing Party holds a right of control:
B. Business address ofthe Disclosing Party:	c/o PGIM Real Estate
	7 Giralda Farms. Madison, NJ 07490
C. <u>Telephone</u> : 973-734-1463	Email: chris.lackett@pgim.com
<mailto:chris.lackett@pgim.com></mailto:chris.lackett@pgim.com>	
D. Name of contact person: Chris Lackett	
E. Federal Employer Identification No. (if yo	ou have one):';
F. Brief description of the Matter to which the property, if applicable):	his EDS pertains. (Include project number and location of
Class C property tax designation for Arkadia	Tower, 765 W. Adams Street
G. Which City agency or department is reque	esting this EDS? Department of: planning and Development-
If the Matter is a contract being handled by the following:	ne City's Department of Procurement Services, please complete the
Specification #	and Contract #
Ver.2017-1 .	Page 1 of 14
SECTION II - DISCLOSURE OF OWNERS	SHIP INTERESTS
A. NATURE OF THE DISCLOSING PART	Ϋ́
1. Indicate the nature of the Disclosing Pa] Person] Publicly registered business corporation] Privately held business corporation] Sole proprietorship] General partnership] Limited partnership] Trust	[/j 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)

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2. For legal entities	, the state (or foreign	country) of incorporation or orga	unization, if applicable:
Ü		,	
2. Delaware		,	
3. For legal entities the State of Illinois as	_	State of Illinois: Has the organizati	on registered to do business in
[] Yes	f/l No	[] Organized in Illinois	
B. IF THE DISCLO	SING PARTY IS A L	LEGAL ENTITY:	
(ii) for not-for-profit write "no members v executor, administration companies, limited li	corporations, all men which are legal entities tor, or similarly situat lability partnerships o	mbers, if any, which are legal entites"); (iii) for trusts, estates or other ted party; (iv) for general or limited prioring to the party; and the party; (iv) for general or limited party; (iv) for general party is a subject to the party is a subject t	
NOTE: Each legal e	ntity listed below mus	st submit an EDS on its own behal	f.
Name Title PG1M Inc.		Sole Member and Ma	anager
current or prospective of 7.5% of the Application o	e (i.e. within 6 month cant. Examples ofsucl	s after City action) beneficial inte	entity having a direct or indirect, rest (including ownership) in exces orporation, partnership interest in a
Page 2 of 14			
state "None."		·	e or other similar entity. If none
NOIE: Each legal	entity fisted below i	may be required to submit an E	DS on its own denail.
Name No direct or indire	Business Address ct interest in excess	of 7.5% of the Applicant	rest in the Applicant

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

Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [] Yes \(\scale=\) No

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

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

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

[] Yes (/[No

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

SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

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Name (indicate whether Business Relationship to Disclosing Party Fees (indicate whether retained or anticipated Address (subcontractor, attorney, to be retained)

Address (subcontractor, attorney, lobbyist, etc.)

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

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

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(Add sheets if necessary)
L/] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.
SECTION V - CERTIFICATIONS
A. COURT-ORDERED CHILD SUPPORT COMPLIANCE
Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.
Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?
[] Yes t/] 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. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.
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- 3. The Disclosing Party and, if the Disclosing Party i3 a legal entity, all of those persons or entities i identified in Section 11(B)(1) of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date ofthis EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) concern:
 - the Disclosing Party;
 - "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 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"),

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any

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Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee ofthe City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

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

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

- 12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None
- 13. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, ofthe City of Chicago. For purposes ofthis statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name ofthe City recipient. None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[] is {/[is not

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

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

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

	additional pages if necess	sary):		
		ord "None," or no response appea nat the Disclosing Party certified t		
	D. CERTIFICATION RE	EGARDING FINANCIAL INTER	REST IN CITY BUSINESS	
	Any words or terms defin	ned in MCC Chapter 2-156 have t	he same meanings if used in this Part D.	
	reasonable inquiry, does a		st ofthe Disclosing Party's knowledge after y have a financial interest in his or her own name	
	[] Yes	[/] No		
		Yes" to Item D(l), proceed to Item D(3) and proceed to Part E.	s D(2) and D(3). If you checked "No" to Item D	
	or employee shall have a in the purchase of any prosold by virtue of legal pro	financial interest in his or her own operty that (i) belongs to the City,	g, or otherwise permitted, no City elected official n name or in the name of any other person or entity or (ii) is sold for taxes or assessments, or (iii) is tively, "City Property Sale"). Compensation for	
I	power does not constitute	a financial interest within the me	aning ofthis Part D.	
	Does the Matter involve a City Property Sale?			
	[] Yes	[] No		
		to Item D(l), provide the name nancial interest and identify the name	es and business addresses ofthe City officials or ature ofthe financial interest:	
	Name	Business Address	Nature of Financial Interest	
	4 The Disclosing Party f	further certifies that no prohibited	d financial interest in the Matter will be acquired	
	by any City official or em	-	i imaneiai mieresi in the matter win be acquired	

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995, as amended, have made lobbying contacts on behalf 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 Congress, an officer or employee of Congress, or an employee Ver.2017-1

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SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text ofthis ordinance 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 this ordinance.
- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this.EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

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CERTIFICATION

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

PRISA III Fund PIM, LLC
(Print or type exact legal name of Disclosing Party)

By: (see attached) (Sign here)

(Print or type name of person signing)

(Print or type title of person signing)

Signed and sworn to before me on (date)

at County, (state).

Notary Public Commission

expires:

[signature page to EDS]

PRISA HI FUND PIM, LLC a Delaware limited liability company

By: PGIM, Inc., a New Jersey corporation, its sole member

Name: Chris Lackett Title: Vice President

Signed and sworn to before me on (date) ftuao^f-\

2-3 - oZn?c2 <

JANET V RUBINO

NOTARY PUBLIC STATE OF NEW JERSEY MY COMMISSION EXPIRES FEB. 3. 2020

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[] Yes [] N	VО
-------------	----

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.

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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

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

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PGIM. Inc as investment mana	ger on behalf of	its investment fund PRISA III
Check ONE of the following three	ee boxes:	
 the contraci, transaction or "Matter"), a direct or indir name: OR {/] a legal entity with a 	holding, or anticity other undertaking ect interest in extended direct or indire	this EDS is: ipated to hold within six months after City action on ng to which this EDS pertains (referred to below as the cess of 7.5% in the Applicant. State the Applicant's legal ct right of control of the Applicant (see Section 11(B)(1)) closing Party holds a right of control:
B. Business address ofthe Disclo	sing Party: c/o	PGIM Real Estate
		7 Giralda Farms. Madison. NJ 07490
C. <u>Telephone</u> : 973-734-1463	Fax:	Email: chris.lackett(S)pgim.com
D. Name of contact person: Chris	s Lackett	
E. Federal Employer Identification	on No. (if you ha	ave one): _/
F. Brief description of the Matter property, if applicable):	to which this EI	OS pertains. (Include project number and location of
Class C property tax designation	ı for Arkadia Tow	ver, 765 W. Adams Street
G. Which City agency or departn	nent is requesting	g this EDS? Department of nirpi_~hine and Devel npmpnt-
If the Matter is a contract being h complete the following:	andled by the Ci	ty's Department of Procurement Services, please
Specification #	ar	nd Contract #
Ver.2017-1 SECTION II DISCLOSURE (Page 1 OF OWNERSHI	
A. NATURE OF THE DISCLOS	SING PARTY	
1. Indicate the nature of the D L/] Publicly registered business c General partnership [] Limited party: [] Limited liability company	orporation [] Pri artnership [] Tru	ivately held business corporation [] Sole proprietorship []

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[] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation a [] Yes [] No [] Other	
2. For legal entities, the state (or forei	gn country) of incorporation or organization, if applicable:
New Jersey	
3. For legal entities not organized in the State of llinois as a foreign entities.	in the State of llinois: Has the organization registered to do business ty?
[] Organized in Illinois	
B. IF THE DISCLOSING PARTY IS	A LEGAL ENTITY:
entity; (ii) for not-for-profit corporation members, write "no members which a trustee, executor, administrator, or sin liability companies, limited liability pa	es, if applicable, of: (i) all executive officers and all directors of the ons, all members, if any, which are legal entities (if there are no such re legal entities"); (iii) for trusts, estates or other similar entities, the nilarly situated party; (iv) for general or limited partnerships, limited artnerships or joint ventures, each general partner, managing member, entity that directly or indirectly controls the day-to-day management of
NOTE: Each legal entity listed below	must submit an EDS on its own behalf.
Name Title	
Soultana Reigle - Vice President	Alison Hallberg - Vice President
Robert Jeans - Vice President	Chris Lackett - Vice President
Edwin Siddons - Vice President	Clark Michalak - Vice President

2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% ofthe Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a

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

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

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Name No direct or in	Business adirect interest in	Address excess of 7.5% of	Percentage the Applicant.	Interest in	the Applic	cant	
SECTION III OFFICIALS	- INCOME OR	COMPENSATI	ON TO, OR O	WNERSHI	IP BY, CI	TY ELE	CTED
		led any income or date of this EDS?	compensation to	•	elected offi] Yes	cial duri ∨\ No	_
	•	onably expect to pronth period follow	•	•		any City L/] No	
-	er of the above, p	please identify belonsation:	ow the name(s) of	of such City	elected of	ficial(s)	and
inquiry, any Ci Chapter 2-156 [] Yes If "yes," plea	ity elected officia ofthe Municipal oi∧ No i∧ No ase identify bel	r, to the best of the l's spouse or dome Code of Chicago (o ow the name(s) ribe the financial i	estic partner, hav "MCC")) in the of such City	e a financia Disclosing	al interest (Party?	as defin	ed in
SECTION IV	- DISCLOSURI	E OF SUBCONT	RACTORS AN	D OTHER	R RETAIN	ED PAI	RTIES
lobbyist (as det whom the Disc the nature of th Disclosing Party's regular	fined in MCC Chalosing Party has a relationship, and ty is not required payroll. If the Dis	ose the name and lapter 2-156), according or expects to disclose employed sclosing Party is unast either ask the Control of the total amount to disclose employed as the Control of the total amount to disclose employed as the Control of the total amount to disclose employed as the Control of the total amount to disclose employed as the Control of the total amount to disclose employed amount to the total amount to disclose employed amount to the total amount to the total amount to the total amount to disclose employed amount to the total amou	untant, consultants to retain in cont of the fees paid yees who are pain neertain whether	nt and any onection with or estimated solely the radisclosure.	other person th the Matted to be parently tough the I are is require	on or entier, as we id. The Disclosing ed under	ity ell as ng r this
Page 3 of 14							
Name (indicate	whether Business	s Relationship to I	Disclosing Party	Fees (indic	ate whether		

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retained or anticipated to be retained)	Address	(subcontractor, attorney, lobbyist, etc.)	paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
(Add sheets if necessary	7)		
C/ Check here if the	Disclosing	Party has not retained, nor	expects to retain, any such persons o
entities. SECTION V -	CERTIFI	CATIONS	
A. COURT-ORDEREI	CHILD SU	UPPORT COMPLIANCE	
		stantial owners of business entitie ort obligations throughout the cor	es that contract with the City must remain ntract's term.
· -	•	rectly owns 10% or more ofthe E any Illinois court of competent ju	Disclosing Party been declared in arrearage arisdiction?
[] Yes \(\setminus \) No	person dire	ctly or indirectly owns 10% or m	ore ofthe Disclosing Party.
If "Yes," has the person person in compliance w			payment of all support owed and is the
[] Yes [] No			
B. FURTHER CERTIF	CATIONS		
1. [This paragraph 1 ap	plies only it	f the Matter is a contract being ha	andled by the City's Department of

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

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- 3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any ofthe offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee ofthe City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 7.. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.
- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

11. If the Disclosing Party is unable to certify to any 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.

- 12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None
- 13. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, ofthe City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[] is \vee is not

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

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

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	is a predatory lender withi	ledge because it or any of its affiliates (as defined in MCC n the meaning of MCC Chapter 2-32, explain here (attach
· · · · · · · · · · · · · · · · · · ·	•	se appears on the lines above, it will be ertified to the above statements.
D. CERTIFICATION	REGARDING FINANCIA	L INTEREST IN CITY BUSINESS
Any words or terms de	efined in MCC Chapter 2-15	66 have the same meanings if used in this Part D.
reasonable inquiry, doe		to the best of the Disclosing Party's knowledge after of the City have a financial interest in his or her own name or atter?
[] Yes	∨ No	
<u>-</u>	I "Yes" to Item D(l), proceed (3) and proceed to Part E.	d to Items D(2) and D(3). If you checked "No" to Item D(I),
employee shall have a the purchase of any pro by virtue of legal proce	financial interest in his or he operty that (i) belongs to the ess at the suit of the City (col	re bidding, or otherwise permitted, no City elected official or er own name or in the name of any other person or entity in City, or (ii) is sold for taxes or assessments, or (iii) is sold electively, "City Property Sale"), Compensation for property of does not constitute a financial interest within the meaning
Does the Matter involv	ve a City Property Sale?	
[] Yes	[] No	
<u> </u>	` , , <u> </u>	the names and business addresses of the City officials or ify the nature of the financial interest:
Name	Business Address	Nature of Financial Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by

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any City official or employee.	

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E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

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

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any person or entity person or entity to in	arty has not spent and will not expend any federally appropriated funds to pay listed in paragraph A(l) above for his or her lobbying activities or to pay any afluence or attempt to influence an officer or employee of any agency, as defined l law, a member of Congress, an officer or employee of Congress, or an employee Page 9 of 14
federally funded grain	gress, in connection with the award ofany federally funded contract, making any nt or loan, entering into any cooperative agreement, or to extend, continue, renew, by federally funded contract, grant, loan, or cooperative agreement.
	g Party will submit an updated certification at the end of each calendar quarter in which ent that materially affects the accuracy of the statements and information set forth in $A(2)$ above.
ofthe Internal Revent Internal Revenue Co	g Party certifies that either: (i) it is not an organization described in section 501(c)(4) ue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the de of 1986 but has not engaged and will not engage in "Lobbying Activities," as that e Lobbying Disclosure Act of 1995, as amended.
and substance to para subcontract and the I	ing Party is the Applicant, the Disclosing Party must obtain certifications equal in form agraphs A(1) through A(4) above from all subcontractors before it awards any Disclosing Party must maintain all such subcontractors' certifications for the and must make such certifications promptly available to the City upon request.
B. CERTIFICATION	N REGARDING EQUAL EMPLOYMENT OPPORTUNITY
	s federally funded, federal regulations require the Applicant and all proposed ubmit the following information with their bids or in writing at the outset of
Is the Disclosing Par	ty the Applicant? [] No
If "Yes," answer the	three questions below:
1. Have you develop regulations? (See 41 (ped and do you have on file affirmative action programs pursuant to applicable federal CFR Part 60-2.) [] No
-	th the Joint Reporting Committee, the Director of the Office of Federal Contract s, or the Equal Employment Opportunity Commission all reports due under the irements? [] No [] Reports not required

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

opportunity clause?

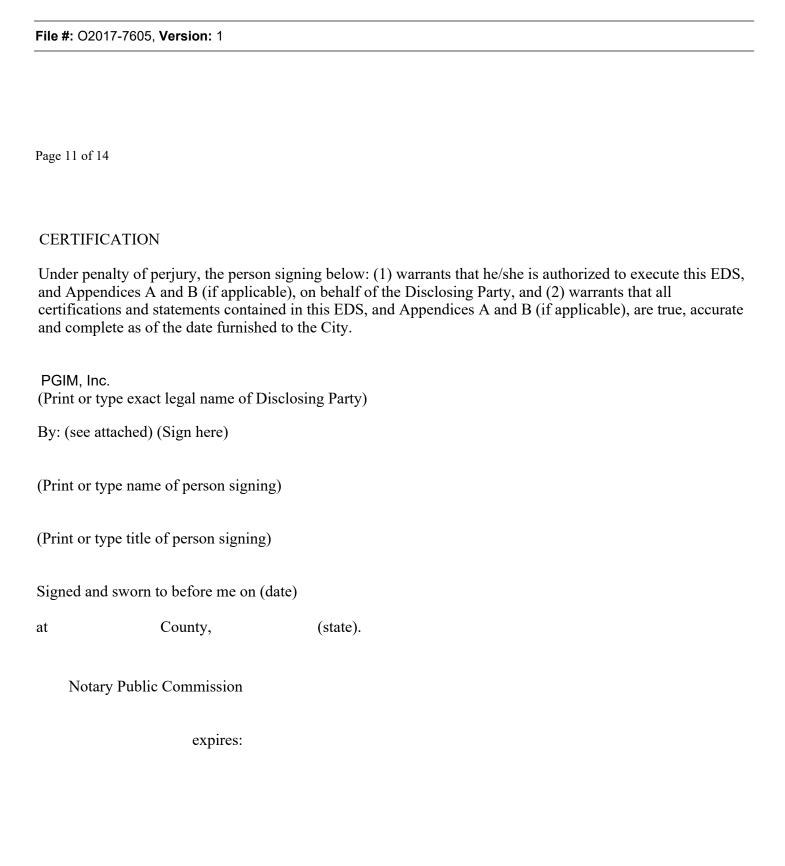
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[] Yes	[] No				
If you checked "No	o" to question (1) or (2) a	bove, please provide an explanation:			

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SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.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 this ordinance.
- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.



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[signature page to EDS]
PGIM, INC., a New Jersey corporation, acting solely as investment manager for its investment fund, PRISA
IIJ^^V^ Name: Chris Lackett Title: Vice President
Traine. Chris Edekett Title. Vice Tresident
Signed and sworn to before me on (date) f\oq_?_4~ Ijotol^ at VDocAca"^ County, UQuO ^e»-Lu (state)"
lj^tary Public Commission expires:
JANET V RUBINO NOTARY PUBLIC STATE OF NEW JERSEY MY COMMISSION EXPIRES FEB. 3 2020

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

[] Yes	[] 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.

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

APPENDIX B
BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION
This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.
1. Pursuant to MCC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?
[] Yes [] No
2. If the Applicant is a legal entity publicly traded on any exchange, is any officer or director of the Applicant identified as a building code scofflaw or problem landlord pursuant to MCC Section 2-92-416?
[] Yes [] No [] The Applicant is not publicly traded on any exchange.
3. If yes to (1) or (2) above, please identify below the name of each person or legal entity identified as a building code scofflaw or problem landlord and the address of each building or buildings to which the pertinent code violations apply.

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1	
CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT	
SECTION I - GENERAL INFORMATION	
A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:	
PRISA III Fund REIT. 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 currently holding, or anticipated to hold within six months after City action on 2. the contract, transaction or other undertaking to which this EDS pertains (referred to below as the 2. "Matter"), a direct or indirect interest in excess of 7.5% in the Applicant. State the Applicant's legal 2. name: Arkadia Apartments LLC OR 	
3. [] a legal entity with a direct or indirect right of control of the Applicant (see Section 11(B)(1 State the legal name of the entity in which the Disclosing Party holds a right of control:	.))
B. Business address of the Disclosing Party: c/o PGIM Real Estate	
7 Giralda Farms, Madison, NJ 07490	
C. Telephone: 973-734-1463 Fax: Email: chris.lackett@pgim.com <mailto:chris.lackett@pgim.com></mailto:chris.lackett@pgim.com>	
D. Name of contact person: Chris Lackett	
E. Federal Employer Identification No. (if you have one):	
F. Brief description of the Matter to which this EDS pertains. (Include project number and location of propert if applicable):	y,
Class C property tax designation for Arkadia Tower, 765 W. Adams Street	

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G. Which City age	ency or department is	s requesting this EDS? Department of Pi?,,n.:anR and Development	
If the Matter is a co following:	ontract being handle	d by the City's Department of Procurement Services, please complete the	
Specification #		and Contract #	
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SECTION II - DIS	SCLOSURE OF OW	/NERSHIP INTERESTS	
A. NATURE OF	THE DISCLOSING	PARTY	
[] Sole proprietors [] General partners [] Limited partners [] Trust [] Limited liability [j Limited liability [] Joint venture [] Not-for-profit co (Is the not-for-prof	hip ship ship company partnership		
2. For legal entitie	es, the state (or foreign	gn country) of incorporation or organization, if applicable:	
Maryland		,	
_	s not organized in th as a foreign entity?	e State of Illinois: Has the organization registered to do business in	
[j Yes	(/] No	[] Organized in Illinois	
B. IF THE DISCL	OSING PARTY IS	A LEGAL ENTITY:	
1. List below the	full names and title	s. if applicable, of: (i) all execulive officers and all directors of the	

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

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NOTE: Each legal entity listed below must submit an EDS on its own behalf.
Name Title None
2. Please provide the following information concerning each person or legal entity having a direct or indirect, current or prospective (i.e. within 6 months after City action) beneficial interest (including ownership) in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a
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limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None."
NOTE: Each legal entity listed below may be required to submit an EDS on its own behalf.
Name Business Address Percentage Interest in the Applicant PRISA ill Fund LP (same as disclosing party) 95%
SECTION III - INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS
Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS? [] Yes ∨ No
Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS? [] Yes L/J No
If "yes" to either ofthe above, please identify below the name(s) of such City elected officials) and describe such income or compensation:
Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in Chapter 2-156 of the Municipal Code of Chicago ("MCC")) in the Disclosing Party? [] Yes [/) No
If "yes," please identify below the name(s) of such City elected officials) and/or spouse(s)/domestic partner

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(s) and describe the financial interests).
SECTION IV - DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES
The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in MCC Chapter 2-156), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll. If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.
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Name (indicate whether Business Relationship to Disclosing Party retained or anticipated Address (subcontractor, attorney, 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)
L/] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities
SECTION V - CERTIFICATIONS
A. COURT-ORDERED CHILD SUPPORT COMPLIANCE
Under MCC Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.
Has any person who directly or indirectly owns 10% or more ofthe Disclosing Party been declared in arrearage oh any child support obligations by any Illinois court of competent jurisdiction?
[] Yes f/j 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. [This paragraph 1 applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year, period preceding the date of this EDS, neither the Disclosing Party nor any Affiliated Entity [see definition in (5) below] has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e., an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).
- 2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

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- 3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11(B)(1) of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date ofthis EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
- 4. The Disclosing Party understands and shall comply with the applicable requirements of MCC Chapters 2-56 (Inspector General) and 2-156 (Governmental Ethics).
- 5. Certifications (5), (6) and (7) concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under

Section IV, "Disclosure of Subcontractors and Other Retained Parties");

- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity). Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity. With respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor, nor any Agents have, during the 5 years before the date of this EDS, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the 5 years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in MCC Subsection 2-92-320(a)(4)(Contracts Requiring a Base Wage); (a)(5)(Debarment Regulations); or (a)(6)(Minimum Wage Ordinance).
- 6. Neither the Disclosing Party, nor any Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 LLCS 5/33E-3; (2) bid-rotating in violation of 720 ELCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 7. Neither the Disclosing Party nor any Affiliated Entity is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.
- 8. [FOR APPLICANT ONLY] (i) Neither the Applicant nor any "controlling person" [see MCC Chapter 1-23, Article I for applicability and defined terms] of the Applicant is currently indicted or charged with, or has

admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency"; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If MCC Chapter 1-23, Article I applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

- 9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the federal System for Award Management ("SAM").
- 10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such

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

11. If the Disclosing Party is unable to certify to any 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.

- 12. To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). None
- 13.To the best ofthe Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date ofthis EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes ofthis statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name ofthe City recipient. None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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1	The Disclosing	Party certifies	that the Discl	osing Party	(check one)	١
т.	The Disclosing	rarry certifies	mat me Disci	osing rarry	(CHCCK OHC)	,

[] is \forall [is not

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

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

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

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

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

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

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

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

[] Yes (/) No

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

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to, the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property

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taken pursuant to th ofthis Part D.	e City's eminent domain power of	loes not constitute a financial interest within the meaning			
Does the Matter inv	olve a City Property Sale?				
[] Yes	[] No				
		ne names and business addresses of the City officials or by the nature of the financial interest:			
Name	Business Address	Nature of Financial Interest			
4. The Disclosing F any City official or Page 8 of 14	•	hibited financial interest in the Matter will be acquired by			
Please check eit		RA BUSINESS osing Party checks (2), the Disclosing Party must disclose on required by (2). Failure to comply with these disclosure			
		ith the City in connection with the Matter voidable by the			
the.Disclosing Parts	y and any and all predecessor ent der insurance policies during the	sing Party has searched any and all records of cities regarding records of investments or profits from slavery era (including insurance policies issued to or injury or death of their slaves), and the Disclosing Party			

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

has found no such records.

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded,

proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

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

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

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in paragraph A(l) above for his or her lobbying activities or to pay" any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee Vcr.2017-1

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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 Activities," as that term is defined in the Lobbying Disclosure Act of 1995, as amended.
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A(l) through A(4) above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

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Is the Disclosing Party the	e Applicant? [] No
If "Yes," answer the three	questions below:
Have you developed as regulations? (See 41 CFR [] Yes	nd do you have on file affirmative action programs pursuant to applicable federal Part 60-2.) [] No
	e Joint Reporting Committee, the Director of the Office of Federal Contract the Equal Employment Opportunity Commission all reports due under the applicable [] No [] Reports not required
3. Have you participated opportunity clause? [] Yes	in any previous contracts or subcontracts subject to the equal []No
If you checked "No" to qu	nestion (1) or (2) above, please provide an explanation:
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SECTION VII -- FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, MCC Chapter 2-156, imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics 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 this ordinance.
- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all ofthe information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC Chapter 1-23, Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by MCC Chapter 1-23 and Section 2-154-020.

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CERTIFICATION

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

PRISA III Fund REIT, Inc. (Print or type exact legal name of Disclosing Party)

By: (see attached)
(Sign here)

(Print or type name of person signing)

(Print or type title of person signing)

Signed and sworn to before me on (date)

at County, (state).

Notary Public

Commission expires:

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[signature page to EDS]

PRISA III FUND REIT, Inc., a Maryland corporation

By: PRISA III Fund LP, a Delaware limited partnership

By: PRISA III Fund GP, LLC, a Delaware limited liability company, its general partner

By: PRISA III Fund PIM, LLC, a Delaware limited liability company, its sole member

Name: Chris LaCKett Titie: Vice President

By: PGIM, Inc., a New Jersey corporation, its sole member



Ndtary Public

Commission expires:

JANET V RUBINO

NOTARY PUBLIC STATE OF NEW JERSEY MY COMMISSION EXPIRES FEB. 3. 2020

QGA41838972.1

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

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

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

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than a 7.5% owner	ompany; (2) all principal officers of the Disclosing Party; and (3) any person having more riship interest in the Disclosing Party. "Principal officers" means the president, chief operating director, chief financial officer, treasurer or secretary of a legal entity or any person authority.				
	osing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently elationship" with an elected city official or department head?				
[] Yes	[] No				
such person is con	identify below (1) the name and title of such person, (2) the name of the legal entity to which nnected; (3) the name and title of the elected city official or department head to whom such ial relationship, and (4) the precise nature of such familial relationship.				
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	CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX B				
F	BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION				
ownership interes	to be completed only by (a) the Applicant, and (b) any legal entity which has a direct tin the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity indirect ownership interest in the Applicant.				
	CC Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw rd pursuant to MCC Section 2-92-416?				
[] Yes	[] No				
* *	nt is a legal entity publicly traded on any exchange, is any officer or director of the Applicant lding code scofflaw or problem landlord pursuant to MCC Section 2-92-416?				

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

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

[] No

[]Yes

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