Meeting Date: 4/19/2017
Sponsor(s): Sadlowski Garza (10)
Type: Resolution
Title: Support of Class 6(b) tax incentive for property at 13535 S Torrence Ave
Committee(s) Assignment: Committee on Economic, Capital and Technology Development
RESOLUTION

CLASS 6(B) REAL ESTATE TAX INCENTIVE
FOR THE BENEFIT OF
CENTERPOINT CHICAGO ENTERPRISE LLC,
AN ILLINOIS LIMITED LIABILITY COMPANY, AND
REAL ESTATE LOCATED GENERALLY AT
13535 SOUTH TORRENCE AVENUE IN CHICAGO, ILLINOIS
PURSUANT TO COOK COUNTY, ILLINOIS
TAX INCENTIVE ORDINANCE, CLASSIFICATION
SYSTEM FOR ASSESSMENT

WHEREAS, the Cook County Board of Commissioners has enacted the Cook County Tax Incentive Ordinance, Classification System for Assessment, as amended from time to time (the "County 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, Illinois and which is used primarily for industrial purposes; and

WHEREAS, the City of Chicago (the "City"), consistent with the County Ordinance, wishes to induce industry to locate and expand in the City by supporting financial incentives in the form of property tax relief; and

WHEREAS, CenterPoint Chicago Enterprise, LLC, an Illinois limited liability company (the "Applicant"), owns certain real estate located generally at 13535 South Torrence Avenue, Chicago, Illinois 60633, as further described on Exhibit A hereto (the "Subject Property"); and

WHEREAS, the Applicant has entered into a Build to Suit Purchase and Sale Agreement with CRRC SIFANG America Incorporated, an Illinois corporation (the "Purchaser"), with respect to the Subject Property; and

WHEREAS, the Applicant intends to construct an approximately 380,994 square foot industrial facility located on the Subject Property; and

WHEREAS, the redevelopment objective of the City in connection with the Subject Property is the creation of jobs by the industrial use of the facility; and

WHEREAS, it is intended that the Purchaser will use the Subject Property for manufacturing and assembling rapid transit rail cars; and

WHEREAS, the Applicant has filed an eligibility application for a Class 6(b) tax incentive under the County Ordinance with the Office of the Assessor of Cook County (the "Assessor"); and

WHEREAS, the Subject Property is located within (i) the City of Chicago Enterprise Zone No. 3 (created pursuant to the Illinois Enterprise Zone Act, 20 ILCS 665/1 et seq., as amended, and pursuant to an ordinance enacted by the City Council of the City, as amended), and (ii) the Lake Calumet Area Industrial Tax Increment Financing Redevelopment Project Area (created pursuant to the Illinois Tax Increment Allocation Redevelopment Act, 65 ILCS 5/11-74.4-1 et seq., as amended, and pursuant to an ordinance enacted by the City Council of the
City), and the purposes of Enterprise Zones and Redevelopment Project Areas are also to provide certain incentives in order to stimulate economic activity and to revitalize depressed areas; and

WHEREAS, it is the responsibility of the Assessor to determine that an application for a Class 6(b) classification or renewal of a Class 6(b) classification is eligible pursuant to the County Ordinance; and

WHEREAS, the County Ordinance requires that, in connection with the filing of a Class 6(b) eligibility application with the Assessor, the applicant must obtain from the municipality in which such real estate that is proposed for Class 6(b) designation is located a resolution expressly stating, among other things, that the municipality has determined that the incentive provided by Class 6(b) is necessary for development to occur on such real estate and that the municipality supports and consents to the Class 6(b) classification by the Assessor; and

WHEREAS, the intended use of the Subject Property will provide significant present and future employment; and

WHEREAS, notwithstanding the Class 6(b) status of the Subject Property, the redevelopment and utilization thereof will generate significant new revenues to the City in the form of additional real estate taxes and other tax revenues; now, therefore,

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

SECTION 1: That the City determines that the incentive provided by Class 6(b) is necessary for the development to occur on the Subject Property.

SECTION 2: That the City supports and consents to the Class 6(b) classification by the Assessor with respect to the Subject Property.

SECTION 3: That the Economic Disclosure Statement, as defined in the County Ordinance, has been received and filed by the City.

SECTION 4: That the Clerk of the City of Chicago is authorized to and shall send a certified copy of this resolution to the Assessor, and a certified copy of this resolution may be included with the Class 6(b) eligibility application filed with the Assessor by the Applicant, as applicant, in accordance with the County Ordinance.

SECTION 5: That the City, through its Department of Planning and Development ("DPD"), is authorized to enter into an Escrow Agreement with the Applicant and the Purchaser in substantially the form attached hereto, for the purpose of ensuring that Purchaser attains its hiring goals.

SECTION 6: That this resolution shall be effective immediately upon its passage and approval.

Honorable Susan Sadlowski Garza
Alderman, 10th Ward
EXHIBIT A

Legal Description of Subject Property


COMMENCING AT THE SOUTHEAST CORNER OF SAID LOT 16; THENCE SOUTH 89 DEGREES 32 MINUTES 07 SECONDS WEST ALONG AN ASSUMED BEARING, BEING THE SOUTH LINE OF SAID CHICAGO ENTERPRISE CENTER SUBDIVISION 124.96 FEET TO A POINT ON A LINE LYING 89.73 FEET SOUTHWESTERLY AND PARALLEL WITH THE EASTERLY LINE OF SAID CHICAGO ENTERPRISE CENTER SUBDIVISION, SAID POINT BEING THE POINT OF BEGINNING;

THENCE CONTINUING SOUTH 89 DEGREES 32 MINUTES 07 SECONDS WEST ALONG SAID SOUTH LINE OF SAID CHICAGO ENTERPRISE CENTER SUBDIVISION 1825.72 FEET TO A BEND POINT IN SAID SOUTH LINE, SAID BEND POINT BEING THE SOUTHEAST CORNER OF SAID SOUTHWEST QUARTER OF SECTION 31, ALSO BEING THE SOUTHWEST CORNER OF SAID SOUTHEAST QUARTER OF SECTION 31; THENCE SOUTH 89 DEGREES 31 MINUTES 27 SECONDS WEST CONTINUING ALONG SAID SOUTH LINE OF CHICAGO ENTERPRISE CENTER SUBDIVISION 706.13 FEET TO THE EXISTING EDGE OF WATER OF THE GRAND CALUMET RIVER, ALSO BEING A SOUTHWESTERLY LINE OF SAID CHICAGO ENTERPRISE CENTER SUBDIVISION; THENCE THE FOLLOWING SIX COURSES ALONG THE LAST DESCRIBED LINE; 1) NORTH 57 DEGREES 45 MINUTES 33 SECONDS WEST; 2) NORTH 58 DEGREES 45 MINUTES 52 SECONDS WEST 179.49 FEET; 3) NORTH 54 DEGREES 06 MINUTES 14 SECONDS WEST 89.10 FEET; 4) NORTH 48 DEGREES 37 MINUTES 11 SECONDS WEST 89.12 FEET; 5) NORTH 46 DEGREES 58 MINUTES 40 SECONDS WEST 94.46 FEET; 6) NORTH 52 DEGREES 52 MINUTES 16 SECONDS WEST 63.85 FEET; THENCE NORTH 89 DEGREES 59 MINUTES 19 SECONDS EAST, DEPARTING FROM SAID EDGE OF WATER OF THE GRAND CALUMET RIVER, ALSO BEING A SOUTHWESTERLY LINE OF SAID CHICAGO ENTERPRISE CENTER SUBDIVISION 968.19 FEET; THENCE NORTH 00 DEGREES 00 MINUTES 38 SECONDS WEST 52.54 FEET; THENCE NORTH 89 DEGREES 59 MINUTES 22 SECONDS EAST PERPENDICULAR TO THE LAST DESCRIBED COURSE 115.23 FEET; THENCE NORTH 45 DEGREES 25 MINUTES 51 SECONDS EAST 62.52 FEET, THENCE NORTH 00 DEGREES 00 MINUTES 06 SECONDS EAST 1050.48 FEET TO A POINT ON THE NORTH LINE OF SAID LOT 17; THENCE NORTH 89 DEGREES 31 MINUTES 27 SECONDS EAST ALONG THE NORTH LINE OF SAID LOT 17 A DISTANCE OF 17.46 FEET TO A BEND POINT; THENCE NORTH 89 DEGREES 32 MINUTES 07 SECONDS EAST ALONG THE NORTH LINE OF SAID LOT 17 AND THE NORTH LINE OF SAID LOT 12 A DISTANCE OF 396.36 FEET TO A POINT ON SAID LINE LYING 89.73 FEET SOUTHWESTERLY AND PARALLEL WITH THE EASTERLY LINE OF SAID CHICAGO ENTERPRISE CENTER SUBDIVISION; THENCE SOUTH 44 DEGREES 34 MINUTES 09 SECONDS EAST ALONG SAID PARALLEL LINE 2047.70 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.
PROPERTY INDEX NUMBERS OF SUBJECT PROPERTY

26-31-303-012-0000
26-31-303-013-0000
26-31-303-020-0000
26-31-303-021-0000
26-31-303-022-0000
26-31-303-023-0000
26-31-303-024-0000
26-31-303-025-0000
EXHIBIT B

FORM OF ESCROW AGREEMENT

See attached.
This ESCROW AGREEMENT (the "Escrow Agreement"), dated as of 2017, is made and executed by the City of Chicago, Illinois, an Illinois municipal corporation (the "City"); CenterPoint Chicago Enterprise LLC, an Illinois limited liability company (the "Owner"); CRRC SIFANG America Incorporated, an Illinois corporation (the "Purchaser"); and (the "Escrow Agent"), all as more particularly described on Exhibit A hereto.

Preliminary Statement

The Owner owns certain real estate located generally at 13535 South Torrence Avenue, Chicago, Illinois 60633 (the "Subject Property") and is building an approximately 380,994 square foot industrial facility thereon. The Owner has filed an application with the Office of the Assessor of Cook County for a real estate tax incentive ("Class 6(b) Tax Incentive") under the Cook County Real Property Assessment Classification Ordinance (the "Ordinance"), pertaining to the Subject Property. The Owner has entered into a Build to Suit Purchase and Sale Agreement dated as of November 15, 2016 ("Purchase and Sale Agreement") relating to the purchase and sale of the Subject Property with the Purchaser, who will benefit from the real estate tax savings of the Class 6(b) Tax Incentive, and who has promised to create 169 new jobs within five years at its facility on the Subject Property (the "Jobs Covenant"). The City is supportive of the Owner’s application for a Class 6(b) Tax Incentive on the Subject Property due to the promised employment opportunities arising from the lease with the Purchaser, and desires to encourage the Purchaser to achieve its stated employment goals through the implementation of an escrow account.

The City and the Purchaser desire to utilize the staff and expertise of the Escrow Agent to disburse the Escrowed Funds (as hereinafter defined), subject to the terms and conditions of this Escrow Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto agree as follows:

Section I. Creation of and Deposit to Escrow Account. There is hereby created with the Escrow Agent an escrow account (the "Escrow Account"), into which Purchaser shall deposit on the date hereof (A) $500,000 (the "Escrowed Funds"), or (B) a $500,000 letter of credit ("Letter of Credit") for the benefit of the City from a bank acceptable to the City (the "LC Funds"). The term of the Escrow Account shall be five years from the date of this Agreement. The Escrow Agent will provide, upon written request, any information regarding the disbursement of funds from the Escrow Account.

Section II. Manner of Disbursement. Disbursements from the Escrow Account are to be made at the end of the term of the Escrow Account by check to the Purchaser and/or the City, according to the Purchaser’s compliance with the Jobs Covenant and pursuant to the disbursement request approved pursuant to Section III hereof.
A. If the Purchaser has created at least 152 jobs, Escrow Agent shall, as the case may be, (i) disburse $500,000 of Escrowed Funds to the Purchaser, or (ii) cancel and return the Letter of Credit to the Purchaser.

B. If the Purchaser has created at least 129 jobs but fewer than 152 jobs, Escrow Agent shall, as the case may be, (i) disburse $375,000 of Escrowed Funds to the Purchaser and $125,000 of Escrowed Funds to the City, or (ii) draw down and disburse to the City $125,000 of LC Funds under the Letter of Credit.

C. If the Purchaser has created at least 76 jobs but fewer than 129 jobs, Escrow Agent shall, as the case may be, (i) disburse $250,000 of Escrowed Funds to the Purchaser and $250,000 of Escrowed Funds to the City, or (ii) draw down and disburse to the City $250,000 of LC Funds under the Letter of Credit.

D. If the Purchaser has created fewer than 76 jobs, Escrow Agent shall, as the case may be, (i) disburse $500,000 of Escrowed Funds to the City, or (ii) draw down and disburse to the City $500,000 of LC Funds under the Letter of Credit.

Section III. Condition Precedent to Disbursements. NOTWITHSTANDING ANYTHING IN THIS ESCROW AGREEMENT TO THE CONTRARY, THE ESCROW AGENT SHALL NOT MAKE ANY DISBURSEMENTS HEREUNDER IF THE CITY HAS NOTIFIED THE ESCROW AGENT IN WRITING OR BY TELECOPY NOT TO DO SO. IF THE ESCROW AGENT SHALL HAVE RECEIVED SUCH A NOTICE FROM THE CITY, THE ESCROW AGENT SHALL NOT MAKE ANY DISBURSEMENTS HEREUNDER UNLESS AND UNTIL THE CITY SHALL HAVE NOTIFIED THE ESCROW AGENT IN WRITING TO DO SO.

Prior to the disbursement of funds hereunder, the Purchaser shall furnish to the Escrow Agent and the City a certificate certifying the number of jobs created by Purchaser at the facility on the Subject Property. Such certificate shall be accompanied by payroll registers or other supporting documentation as may be requested by the City. The City shall have 90 days to review the certificate and supporting documentation and shall notify the Escrow Agent, the Owner and the Purchaser of its approval or disapproval of the disbursement.

Section IV. Escrow Agent. It is understood by the parties hereto that the following provisions govern the duties of the Escrow Agent hereunder:

A. The Escrow Agent may, at its discretion, take whatever steps the Escrow Agent may deem necessary to verify the accuracy of any certificate required hereunder;

B. If at any time the Escrow Agent shall discover a misstatement of a material fact in any request or other notice from the Purchaser, it shall promptly give notice of such discovery to the City and shall thereafter, not disburse funds from the Escrow Account until such misstatements shall have been corrected to the satisfaction of the City;

C. Except with respect to funds for which the Escrow Agent shall have received investment instructions in writing, the Escrow Agent shall be under no duty to invest or reinvest any cash at any time held by it hereunder. All income, if any, derived from any use which the Escrow Agent may make of the Escrowed Funds hereunder shall belong to the Purchaser;
D. The Escrow Agent's charges for the services performed and title insurance protection furnished hereunder, if any, are the responsibility of the Purchaser and are to be paid from funds deposited herein, and the Escrow Agent reserves the right to suspend further processing of funds in the Escrow Account until this is done or other arrangements satisfactory to the Escrow Agent have been made; and

E. It is understood by the parties hereto that the requirements listed in this Section IV are solely for the Escrow Agent's benefit to assist the Escrow Agent in fulfilling its obligations hereunder.

Section V. General.

A. Unless otherwise specified, any notice, demand or request required hereunder shall be given in writing at the addresses set forth on Exhibit A hereto, by any of the following means: (a) personal service; (b) electronic communications, whether by telex, telegram or telecopy; (c) overnight courier, receipt requested; or (d) registered or certified mail, return receipt requested. Such addresses may be changed by notice to the other parties given in the same manner provided above. Any notice, demand or request sent pursuant to either clause (a) or (b) above shall be deemed received upon such personal service or upon dispatch by electronic means with confirmation of receipt. Any notice, demand or request sent pursuant to clause (c) above shall be deemed received on the Business Day (as defined below) immediately following deposit with the overnight courier, and any notice, demand or request sent pursuant to clause (d) above shall be deemed received two Business Days following deposit in the mail. "Business Day" as used herein shall mean a day on which banks in the City of Chicago are not authorized or required to remain closed and which shall not be a public holiday under the laws of the State of Illinois or any ordinance or resolution of the City of Chicago.

B. No changes, amendments, modifications, cancellations or discharge of this Escrow Agreement, or any part hereof, shall be valid unless in writing executed by the parties hereto or their respective successors and assigns.

C. No official, officer or employee of the City shall be personally liable to the Owner or the Purchaser or any successor in interest of either in the event of any default or breach of this Escrow Agreement by the City or for any amount which may become due to the Purchaser or any successor in interest, or on any obligation under the terms of this Escrow Agreement. Owner is a party to this Agreement solely to acknowledge that it is the owner of the Subject Property and has entered into the Purchase and Sale Agreement with Purchaser; however, Owner shall not any obligation or liability to the Purchaser, the City or the Escrow Agreement under, arising out of or in any way related to this Agreement.

D. The Escrow Agent, the City, the Owner and the Purchaser agree that this Escrow Agreement is not intended to give any benefits, rights, privileges, actions or remedies to any person, partnership, firm or corporation other than the Escrow Agent, the City, the Owner and the Purchaser, as a third party beneficiary or otherwise, under any theory of law.

E. If any provision of this Escrow Agreement, or any paragraph, sentence, clause, phrase or word, or the application thereof, in any circumstance, is held invalid, the remainder of this Escrow Agreement shall be construed as if such invalid part were never included herein and
this Escrow Agreement shall be and remain valid and enforceable to the fullest extent permitted by law.

F. This Escrow Agreement shall be governed as to performance and interpretation in accordance with the internal laws of the State of Illinois, without regard to its conflict of laws principles.

G. This Escrow Agreement may be executed in several counterparts, each of which shall constitute an original and all of which shall constitute one and the same instrument.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]
IN WITNESS WHEREOF, the parties hereto have caused this Escrow Agreement to be duly executed and delivered as of the date first written above.

CITY: CITY OF CHICAGO, ILLINOIS, by and through its Department of Planning and Development

By: ___________________________
    David L. Reifman, Commissioner

OWNER: CENTERPOINT CHICAGO ENTERPRISE LLC, an Illinois limited liability company

By: CENTERPOINT PROPERTIES TRUST, a Maryland real estate investment trust

By: ___________________________
    Name: _______________________
    Title: ________________________

By: ___________________________
    Name: _______________________
    Title: ________________________

PURCHASER: CRRC SIFANG CHICAGO INCORPORATED, an Illinois corporation

By: ___________________________
    Its: ________________________

ESCROW AGENT: ___________________________

By: ___________________________
    Its: ________________________
EXHIBIT A

A. PARTIES:

1. CenterPoint Chicago Enterprise LLC, an Illinois limited liability company, referred to herein as the "Owner", having an address at 1808 Swift Drive, Oak Brook, Illinois 60523; Attention: Mr. Ed Harrington.

2. CRRC SIFANG America Incorporated, an Illinois corporation, referred to herein as the "Purchaser", having an address at 1415 West 22nd Street, Oak Brook, Illinois 60523, Attention: Mr. Kevin Qu.

3. City of Chicago, Illinois having an address at its Department of Planning and Development, City of Chicago, 121 North LaSalle Street, 10th Floor, Chicago, Illinois 60602, Attention: Commissioner.

4. [Name of Escrow Agent], an [Illinois] corporation, referred to herein as the "Escrow Agent", having an address at ________________________________, Chicago, Illinois 606__; Attention:__________________.

B. ADDRESSES OF PARTIES FOR NOTICE

IF TO THE CITY: As set forth above, with copies to:

Department of Finance
City of Chicago
33 North LaSalle Street, Suite 600
Chicago, Illinois 60602
Attention: Comptroller

Office of the Corporation Counsel
City of Chicago
121 North LaSalle Street, Room 600
Chicago, Illinois 60602
Attention: Finance and Economic Development Division

IF TO THE OWNER: As set forth above.

IF TO THE PURCHASER: As set forth above.
CITY OF CHICAGO
AFFIDAVIT FOR COOK COUNTY CLASS 6b TAX INCENTIVE

On behalf of CenterPoint Chicago Enterprises LLC (the "Applicant"), I hereby certify, represent and warrant the following to the City of Chicago:

1. Attached as Exhibit 1 hereto and hereby incorporated herein is a true and correct list of all real estate owned in Cook County, Illinois by the Applicant, including all permanent index numbers associated with such real estate.

2. Attached as Exhibit 2 hereto and hereby incorporated herein is a true and correct Disclosure of the Ownership Interests of the Applicant as set forth in Cook County's Code of Ethical Conduct (Cook County, Ill., Code, Ch. 2, Art. VII, Div. 2, Subdiv. VI, Section 2-610).

3. The Applicant is not delinquent in the payment of any property taxes administered by Cook County or by a local municipality.

4. Attached as Exhibit 3 hereto and hereby incorporated herein is a true and correct Cook County Incentives Class Living Wage Ordinance Affidavit ("Living Wage Affidavit") for the Applicant. The Applicant hereby represents and warrants that it shall provide a Living Wage Affidavit to the City for any lessees of the Subject Property (as hereinafter defined) who enter into a lease for the Subject Property on or after July 1, 2020.

5. The Applicant is in compliance with all applicable laws, as required by the Cook County Tax Incentive Ordinance, Classification System for Assessment, as amended from time to time (the "Tax Incentive Ordinance").

Under penalty of perjury, I hereby certify, represent and warrant that I have the knowledge and the authority to provide this Affidavit to the City of Chicago on behalf of the Applicant. This Affidavit shall be deemed to be the Applicant's Economic Disclosure Statement, as defined in the Tax Incentive Ordinance. The Applicant hereby submits this Affidavit to the City of Chicago for purposes of complying with the provisions of the Tax Incentive Ordinance.

I hereby acknowledge that the City of Chicago has not, and will not independently verify the certifications, representations and warranties contained herein. I further acknowledge that the City of Chicago is entitled to and is in fact relying upon the certifications, representations and warranties contained herein in connection with its support and consent for the Class 6b application of the Applicant to the Office of the Assessor of Cook County, Illinois pursuant to the Tax Incentive Ordinance in connection with property located at 13535 Torrence Avenue, in Chicago, Illinois (the "Subject Property").

I understand and acknowledge that if the certifications, representations or warranties contained herein are untrue in any respect, the support and consent of the City of Chicago for the Class 6b classification of the Subject Property may be revoked, and other penalties at law or in equity may apply.

APPLICANT:

Name of Company: CenterPoint Chicago Enterprises, LLC
By: CenterPoint Properties Trust, its manager

By: [Signature]
Print Name of Signatory: Rick A. Mathews
Print Title of Signatory: VP Legal

Signed and sworn before me on [Apr. 17, 2017] (Date)
at [COOK] (County) [ILLINOIS] (State)
(Notary Public)
My Commission expires on [12-23-17]
EXHIBIT 1

See attached list of all real estate owned in Cook County, Illinois by the Applicant, including all permanent index numbers associated with such real estate.
EXHIBIT 1-A

Legal Description and Property Index Numbers

SUBJECT PROPERTY


COMMENCING AT THE SOUTHEAST CORNER OF SAID LOT 16; THENCE SOUTH 89 DEGREES 32 MINUTES 07 SECONDS WEST ALONG AN ASSUMED BEARING, BEING THE SOUTH LINE OF SAID CHICAGO ENTERPRISE CENTER SUBDIVISION 124.96 FEET TO A POINT ON A LINE LYING 89.73 FEET SOUTHWesterLY AND PARALLEL WITH THE EASTERLY LINE OF SAID CHICAGO ENTERPRISE CENTER SUBDIVISION, SAID POINT BEING THE POINT OF BEGINNING;

THENCE CONTINUING SOUTH 89 DEGREES 32 MINUTES 07 SECONDS WEST ALONG SAID SOUTH LINE OF SAID CHICAGO ENTERPRISE CENTER SUBDIVISION 1825.72 FEET TO A BEND POINT IN SAID SOUTH LINE, SAID BEND POINT BEING THE SOUTHEAST CORNER OF SAID SOUTHWEST QUARTER OF SECTION 31, ALSO BEING THE SOUTHWEST CORNER OF SAID SOUTHEAST QUARTER OF SECTION 31; THENCE SOUTH 89 DEGREES 31 MINUTES 27 SECONDS WEST CONTINUING ALONG SAID SOUTH LINE OF CHICAGO ENTERPRISE CENTER SUBDIVISION 706.13 FEET TO THE EXISTING EDGE OF WATER OF THE GRAND CALUMET RIVER, ALSO BEING A SOUTHWESTERLY LINE OF SAID CHICAGO ENTERPRISE CENTER SUBDIVISION; THENCE THE FOLLOWING SIX COURSES ALONG THE LAST DESCRIBED LINE:

1) NORTH 57 DEGREES 45 MINUTES 33 SECONDS WEST; 2) NORTH 58 DEGREES 45 MINUTES 52 SECONDS WEST 179.49 FEET; 3) NORTH 54 DEGREES 06 MINUTES 14 SECONDS WEST 89.10 FEET; 4) NORTH 48 DEGREES 37 MINUTES 11 SECONDS WEST 89.12 FEET; 5) NORTH 46 DEGREES 58 MINUTES 40 SECONDS WEST 94.46 FEET; 6) NORTH 52 DEGREES 52 MINUTES 16 SECONDS WEST 63.85 FEET; THENCE NORTH 89 DEGREES 59 MINUTES 19 SECONDS EAST, DEPARTING FROM SAID EDGE OF WATER OF THE GRAND CALUMET RIVER, ALSO BEING A SOUTHWESTERLY LINE OF SAID CHICAGO ENTERPRISE CENTER SUBDIVISION 968.19 FEET; THENCE NORTH 00 DEGREES 00 MINUTES 38 SECONDS WEST 52.54 FEET; THENCE NORTH 89 DEGREES 59 MINUTES 22 SECONDS EAST PERPENDICULAR TO THE LAST DESCRIBED COURSE 115.23 FEET; THENCE NORTH 45 DEGREES 25 MINUTES 51 SECONDS EAST 62.52 FEET, THENCE NORTH 00 DEGREES 00 MINUTES 06 SECONDS EAST 1050.48 FEET TO A POINT ON THE NORTH LINE OF SAID LOT 17; THENCE NORTH 89 DEGREES 31 MINUTES 27 SECONDS EAST ALONG THE NORTH LINE OF SAID LOT 17 A DISTANCE OF 17.46 FEET TO A BEND POINT; THENCE NORTH 89 DEGREES 32 MINUTES 07 SECONDS EAST ALONG THE NORTH LINE OF SAID LOT 17 AND THE NORTH LINE OF SAID LOT 12 A DISTANCE OF 396.36 FEET TO A POINT ON SAID LINE LYING 89.73 FEET SOUTHWesterLY AND PARALLEL WITH THE EASTERLY LINE OF SAID CHICAGO ENTERPRISE CENTER SUBDIVISION; THENCE
SOUTH 44 DEGREES 34 MINUTES 09 SECONDS EAST ALONG SAID PARALLEL LINE 2047.70 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

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26-31-303-023-0000
26-31-303-024-0000
26-31-303-025-0000
(GROUP) EXHIBIT 1-B

Legal Description and Property Index Numbers

SPECIAL WARRANTY DEED

THE GRANTOR, ENTERPRISE CENTER X, L.P., an Illinois limited partnership, with offices at c/o Prime Group Realty Trust, 77 West Wacker Drive, Suite 3000, Chicago, Illinois 60601 ("Grantor"), for

and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration in hand paid, the

receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, SELL, CONVEY,

ASSIGN and DELIVER to GRANTEE, CENTERPOINT CHICAGO ENTERPRISE LLC, an Illinois

limited liability company, with offices at 1808 Swift Drive, Oak Brook, Illinois 60523 ("Grantee") and to its

successors and assigns, FOREVER, the real property described in Exhibit A attached hereto and made a part

hereof, together with all buildings and other improvements situated thereon, all fixtures and other property

affixed hereto and all right, title and interest of Grantor in and to adjacent streets, alleys and rights-of-way,

subject to the encumbrances described in Exhibit D attached hereto and made a part thereof (hereinafter called

the "Permitted Encumbrances")

TO HAVE AND TO HOLD the herein described property, together with all and singular the rights

and appurtenances thereto in anywise belonging unto Grantee, its successors and assigns, forever, and

Grantor does hereby covenant, promise and agree, to and with Grantee, its successors and assigns, that it has

not done or suffered to be done, anything whereby said property hereby granted is, or may be, in any manner

cumbersome or charged, except as set forth in the Permitted Encumbrances, and hereby binds itself and its

successors and assigns to warrant and forever defend all and singular the said premises unto Grantee, its

successors and assigns against every person whomsoever lawfully claiming, or to claim the same, or any part

thereof, by, through, or under Grantor, but not otherwise subject, however, to the Permitted Encumbrances.

Permanent Real Estate Number(s): 26-31-303-014-0000, 26-31-303-020-0000

Property Address: 13355 C&B S. Torrence Avenue, Chicago, Illinois
IN WITNESS WHEREOF, this Special Warranty Deed is executed by Grantor on this 27th day of October, 2004.

ENTERPRISE CENTER X, L.P.,
an Illinois limited partnership

By: Prime Group Realty, L.P., a Delaware limited partnership, its Managing Partner

By: Prime Group Realty Trust, a Maryland real estate investment trust, as Managing General Partner

By: 
Name: Jeffrey A. Patterson
Title: President and Chief Executive Officer

STATE OF ILLINOIS )
) ss.
COUNTY OF COOK )

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Jeffrey A. Patterson, known to me to be the President and Chief Executive Officer of Prime Group Realty Trust, a Maryland real estate investment trust, the managing partner of Prime Group Realty, L.P., a Delaware limited partnership, the managing general partner of Enterprise Center X, L.P., the limited partnership that executed the foregoing instrument, and known to me to be the person who executed the foregoing instrument on behalf of said real estate investment trust, as managing general partner of such limited partnership; as administrative member of such limited liability company, and acknowledged to me that he executed the same in such capacity and that such limited liability company executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 7th day of October, 2004.

Notary Public
[Seal] My commission expires: [Signature]
EXHIBIT A

LEGAL DESCRIPTION

PARCEL 1:

LOT 6 AND LOT 12 IN CHICAGO ENTERPRISE CENTER SUBDIVISION BEING A
SUBDIVISION OF PART OF THE SOUTHEAST 1/4 AND THE SOUTHWEST 1/4 OF SECTION 31,
TOWNSHIP 37 NORTH, RANGE 15; EAST OF THE THIRD PRINCIPAL MERIDIAN, Lying
West of the Southwesterly line of the Right-Of-Way of the New York,
Chicago and St. Louis Railroad as shown on Plat of Subdivision recorded
May 25, 1993 as Document Number 93397195, in Cook County, Illinois.

PARCEL 2:

EASEMENT FOR INGRESS AND EGRESS AS CREATED BY PLAT OF CHICAGO ENTERPRISE
SUBDIVISION RECORDED MAY 25, 1993 AS DOCUMENT NUMBER 93397195 OVER AND
ACROSS LOT 17 AND PART OF LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 AND 16 IN SAID
SUBDIVISION, TOGETHER WITH EASEMENTS SET FORTH IN DECLARATION OF
COVENANTS, CONDITIONS, RESTRICTIONS, AND EASEMENTS FOR CHICAGO ENTERPRISE
CENTRAL, RECORDED FEBRUARY 2, 1995 AS DOCUMENT NO. 95080794, AS AMENDED BY
EASEMENT AGREEMENT AND AMENDMENT TO DECLARATION RECORDED JUNE 14, 1996
AS DOCUMENT NO. 96455750 (EXCEPT THEREFROM THAT PORTION FALLING WITHIN
PARCEL 1).
EXHIBIT II

PERMITTED ENCUMBRANCES

1. The rights of tenants under the leases as tenants only with no rights to purchase except as for the rights of the tenants set forth on Exhibit J to that certain Purchase and Sale Agreement dated as of August 2, 2004 by and between Grantor and Grantee.

2. Acts of the Purchaser and those claiming by, through, and under Purchaser.

3. Real Estate Taxes and Assessments not due and payable as of the closing.

4. (A) Terms, provisions, and conditions relating to the easement described as parcel 2 contained in the instrument creating said easement.
   (B) Rights of the adjoining owner or owners to the concurrent use of said easement.

5. Easement in favor of the Sanitary District of Chicago for construction, reconstruction, repair, maintenance and operation of an intercepting sewer, created by instrument recorded March 25, 1937 as document 11968808.
   (Affects parcel 2)

   (Affects parcel 2)

7. Easement for railroad purposes over portions of the land as depicted on the plat of subdivision recorded May 25, 1993 as document 93397195.
   (Affects parcels 1 and 2)

8. Easement for ingress and egress over the West 12.5 feet and the South 12.5 feet of lot 12, and the Southerly portion of lot 6, as shown on the plat of subdivision recorded May 25, 1993 as document 93397195, located as shown on the survey made by National Survey Service, Inc., number N-125583, dated May 20, 2004.
   (Affects parcel 1)

9. Easements, terms, provisions, conditions and limitations contained in the declaration of covenants, conditions and restrictions and easements for Chicago Enterprise Center recorded February 2, 1995 as document 95080794 and the amendment thereto recorded as document 96455790.
   (For further particulars, see record.)
   (Affects parcels 1 and 2)
10. Easements in favor of Torrence Partners Limited Partnership, an Illinois limited partnership, its successors and assigns, as set forth in the easement agreement and amendment to declaration recorded June 14, 1996 as document 96451550, for the purpose of railroad tracks, water lines, gas lines, storm water and sewer drainage, all as depicted on the exhibits attached thereto, and the terms and conditions thereof.

(For further particulars, see record.)

(Affects lot 12 of parcel 1)

SPECIAL WARRANTY DEED

THE GRANTOR, ENTERPRISE CENTER VII, L.P., an Illinois limited partnership, with offices at c/o Prime Group Realty Trust, 77 West Wacker Drive, Suite 3900, Chicago, Illinois 60601 ("Grantor"); for and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration in hand paid, the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, SELL, CONVEY, ASSIGN and DELIVER to GRANTEE, CENTREPOINT CHICAGO ENTERPRISE LLC, an Illinois limited liability company, with offices at 1100 South Wacker Drive, Oak Brook, Illinois 60523 ("Grantee") and its successors and assigns, FOREVER, the real property described in Exhibit A attached hereto and made a part hereof, together with all buildings and other improvements situated thereon, all fixtures and other property affixed thereto and all right, title and interest of Grantor in and to adjacent streets, alleys and rights-of-way, subject to the encumbrances described in Exhibit B attached hereto and made a part hereof (hereinafter called the "Permitted Encumbrances").

TO HAVE AND TO HOLD the heretofore described property, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantor, its successors and assigns, forever, and Grantor does hereby covenant, promise and agree, to and with Grantee, its successors and assigns, that it has not done or suffered to be done, anything whereby said property hereby granted is, or may be, in any manner encumbered or charged, except as set forth in the Permitted Encumbrances, and hereby binds itself and its successors and assigns to warrant and forever defend all and singular the said premises unto Grantee, its successors and assigns against every person whomsoever lawfully claiming, or to claim the same, or any part thereof, by, through, or under Grantor, but not otherwise subject, however, to the Permitted Encumbrances.

Permanent Real Estate Number(s): 26-31-03-010-0000, 26-31-03-024-0000

Property Address: 13535 A&D S. Torrence Avenue, Chicago, Illinois
IN WITNESS WHEREOF, this Special Warranty Deed is executed by Grantor on this 14th day of December, 2004.

ENTERPRISE CENTER VII, L.P.,
as Illinois limited partnership

By: Prime Group Realty, L.P., a Delaware limited partnership, its Managing Partner

By: Prime Group Realty Trust, a Maryland real estate investment trust, as Managing General Partner

By: ____________________________
Name: Jeffrey A. Patterson
Title: President and Chief Executive Officer

STATE OF ILLINOIS
COUNTY OF COOK

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Jeffrey A. Patterson, known to me to be the President and Chief Executive Officer of Prime Group Realty Trust, a Maryland real estate investment trust, the managing general partner of Prime Group Realty, L.P., a Delaware limited partnership, the managing partner of Enterprise Center VII, L.P., the limited partnership that executed the foregoing instrument, and known to me to be the person who executed the foregoing instrument on behalf of said real estate investment trust, as managing general partner of such limited partnership, as administrative member of such limited liability company, and acknowledged to me that he executed the same in such capacity and that such limited liability company executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 2 day of October, 2004.

Notary Public

[Seal] My commission expires: 11/22/07

"OFFICIAL SEAL"
LOUISE B. BLY, Notary Public
NOTARY PUBLIC STATE OF ILLINOIS
EXHIBIT A

LEGAL DESCRIPTION

PARCEL 1:

PARCEL 2:
EASEMENT FOR INGRESS AND EGRESS AS CREATED BY PLAT OF CHICAGO ENTERPRISE SUBDIVISION RECORDED MAY 25, 1993 AS DOCUMENT 93397195 OVER AND ACROSS LOT 17 AND PART OF LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 AND 16 IN SAID SUBDIVISION, TOGETHER WITH EASEMENTS SET FORTH IN DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, AND EASEMENTS FOR CHICAGO ENTERPRISE CENTER RECORDED FEBRUARY 2, 1993 AS DOCUMENT 95080794 AS AMENDED BY EASEMENT AGREEMENT AND AMENDMENT TO DECLARATION RECORDED JUNE 14, 1995 AS DOCUMENT 96455750.
EXHIBIT B

PERMITTED ENCUMBRANCES:

1. The rights of tenants under the leases as tenants only with no rights to purchase except as for the rights of the tenants set forth on Exhibit J to that certain Purchase and Sale Agreement dated as of August 2, 2004 by and between Grantor and Grantee.

2. Acts of the Purchasers and those claiming by, through, and under Purchaser.

3. Real Estate Taxes and Assessments not due and payable as of the closing.


(Affects lot 16 and parcel 2 only)


(Affects lot 16 and parcel 2 only)


(Affects the property line of lot 16)

7. Terms, provisions, conditions and restrictions of the declaration of covenants, conditions and restrictions and easements for Chicago Enterprise Center recorded February 2, 1995 as document 95080794 and amended by document 96455750.

8. Party wall rights of the property North and adjoining lot 16 and East and adjoining lot 2, as established by agreement recorded filed as document 95397195, and the terms, covenants, and provisions contained therein.

(Affects the North line of lot 16 and the East line of lot 2)


(Affects the Northwesterly portion of lot 2 of parcel 1)

10. Rights of parties to maintain manholes, hydrants, overhead wires, power poles, transformer yards and substations, water valves, gas meters, overhead conduits, gas meters, vaults and pipes, located on the land as depicted on survey number N1-125583 made by National Survey Service Inc., dated May 20, 2004.
11. (A) Terms, provisions, and conditions relating to the easement described as parcel 2 contained in the instrument creating said easement; and (B) Rights of the adjoining owner of owners to the concurrent use of said easement.
SPECIAL WARRANTY DEED

THE GRANTOR, KEMP/PRIME INDUSTRIAL PARTNERS, an Illinois general partnership, with offices at c/o Prime Group Realty Trust, 77 West Wacker Drive, Suite 3900, Chicago, Illinois 60601 ("Grantor"), for and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration in hand paid, the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, SELL, CONVEY, ASSIGN and DELIVER to GRANTEE, CENTERPOINT CHICAGO ENTERPRISE LLC, an Illinois limited liability company, with offices at 1808 Swift Drive, Oak Brook, Illinois 60523 ("Grantee") and to its successors and assigns, FOREVER, the real property described in Exhibit A attached hereto and made a part hereof, together with all buildings and other improvements situated thereon, all fixtures and other property affixed thereto and all right, title and interest of Grantor in and to adjacent streets, alleys and rights-of-way, subject to the encumbrances described in Exhibit B attached hereto and made a part hereof (hereinafter called the "Permitted Encumbrances").

TO HAVE AND TO HOLD the herein described property, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee, its successors and assigns, forever, and Grantor does hereby covenant, promise and agree, to and with Grantee, its successors and assigns, that it has not done or suffered to be done, anything whereby said property hereby granted is, or may be, in any manner encumbered or charged, except as set forth in the Permitted Encumbrances, and hereby binds itself and its successors and assigns to warrant and forever defend all and singular the said premises unto Grantee, its successors and assigns against every person whatsoever lawfully claiming, or to claim the same, or any part thereof, by, through, or under Grantor, but not otherwise subject, however, to the Permitted Encumbrances.


Property Address: 13535 S. Torrence Avenue, Chicago, Illinois
IN WITNESS WHEREOF, this Special Warranty Deed is executed by Grantor on this 7th day of October, 2004.

KEMPER/PRIME INDUSTRIAL PARTNERS,

an Illinois general partnership

By: Prime Group Realty, L.P., a Delaware limited partnership, its Managing Partner

By: Prime Group Realty Trust, a Maryland real estate investment trust, as Managing General Partner

By: Name: Jeffrey A. Patterson
Title: President and Chief Executive Officer

STATE OF ILLINOIS
COUNTY OF COOK

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Jeffrey A. Patterson, known to me to be the President and Chief Executive Officer of Prime Group Realty Trust, a Maryland real estate investment trust, the managing general partner of Prime Group Realty, L.P., a Delaware limited partnership, the managing partner of Kemper/Prime Industrial Partners, the general partnership that executed the foregoing instrument, and known to me to be the person who executed the foregoing instrument on behalf of said real estate investment trust, as managing general partner of such limited partnership, as administrative member of such limited liability company, and acknowledged to me that he executed the same in such capacity and that such limited liability company executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 7th day of October, 2004.

[Notary Public]

My commission expires: 11/2 < 07
EXHIBIT A

LEGAL DESCRIPTION

PARCEL 1:


PARCEL 2:


PARCEL 3:

EASEMENT FOR INGRESS AND EGRESS AS CREATED BY PLAT OF CHICAGO ENTERPRISE SUBDIVISION RECORDED MAY 25, 1993, AS DOCUMENT NUMBER 93397195 OVER AND ACROSS LOT 17 AND PART OF LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 AND 16 IN SAID SUBDIVISION; TOGETHER WITH EASEMENTS SET FORTH IN DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, AND EASEMENTS FOR CHICAGO ENTERPRISE CENTER RECORDED FEBRUARY 3, 1995, AS DOCUMENT 95080794 AS AMENDED BY EASEMENT AGREEMENT AND AMENDMENT TO DECLARATION RECORDED JUNE 14, 1996 AS DOCUMENT NO. 96453750.
EXHIBIT B

PERMITTED ENCUMBRANCES

1. The rights of tenants under the leases as tenants only with no rights to purchase except as for the rights of the tenants set forth on Exhibit J to that certain purchase and sale agreement dated as of August 2, 2004 by and between grantor and grantee.

2. Acts of the purchaser and those claiming by, through, and under purchaser.

3. Real estate taxes and assessments not due and payable as of the closing.


5. Easement in favor of the sanitary district of Chicago for construction, reconstruction, repair, maintenance and operation of an intercepting sewer, created by instrument recorded March 25, 1937 as document 11968812, located as shown on the survey (affects lots 5 and 17 and parcel 3 only).

6. Easement in favor of the sanitary district of Chicago for construction, reconstruction, repair, maintenance and operation of an intercepting sewer, created by instrument recorded March 25, 1937 as document 11968812, located as shown on the survey (affects lots 5 and 17 and parcel 3 only).

7. Easement for railroad purposes over portions of the land as depicted on the plat of subdivision recorded May 25, 1993 as document 93397195.

8. Terms, provisions, conditions and limitations of the declaration of covenants, conditions and restrictions and easements for Chicago Enterprise Center recorded February 2, 1995 as document 95080794 and amendment thereto recorded as document 96455750.

9. Rights, if any, of the United States of America, the State of Illinois, the municipality and the public in and to that part of the land lying within the bed of the Calumet River, and the rights of other owners of land bordering on the river in respect to the water of said river.

10. (A) Terms, provisions, and conditions relating to the easement described as parcel 3 contained in the instrument creating said easement.

(B) Rights of the adjoining owner or owners to the concurrent use of said easement.

11. Rights of the following lessee, and of any person or party claiming by, through or under the lessee, under an existing unrecorded leases: Industrial Transport.

(AFFECTS THE LAND AND OTHER PROPERTY)
THE GRANTOR, ENTERPRISE CENTER IX, L.P., an Illinois limited partnership, with offices at c/o Prime Group Realty Trust, 77 West Wacker Drive, Suite 3900, Chicago, Illinois 60601 ("Grantor"), for and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration in hand paid, the receipt and sufficiency of which are hereby acknowledged, does hereby: GRANT, SELL, CONVEY, ASSIGN and DELIVER to GRANTEE, CENTERPOINT CHICAGO ENTERPRISE, LLC, an Illinois limited liability company, with offices at 1808 Swill Drive, Oak Brook, Illinois 60523 ("Grantee") and to its successors and assigns, FOREVER, the real property described in Exhibit A attached hereto and made a part hereof, together with all buildings and other improvements situated thereon, all fixtures and other property affixed thereto and all right, title and interest of Grantor in and to adjacent streets, alleys and rights-of-way, subject to the encumbrances described in Exhibit B attached hereto and made a part hereof (hereinafter called the "Permitted Encumbrances").

TO HAVE AND TO HOLD the herein described property, together with all and singular the rights and appurtenances thereof in anywise belonging unto Grantee, its successors and assigns, forever, and Grantor does hereby covenant; promise and agree, to and with Grantee, its successors and assigns, that it has not done or suffered to be done, anything whereby said property hereby granted is, or may be, in any manner encumbered or charged, except as set forth in the Permitted Encumbrances, and hereby binds itself and its successors and assigns to warrant and forever defend all and singular the said premises unto Grantee, its successors and assigns against every person whomsoever lawfully claiming, or to claim the same, or any part thereof, by, through, or under Grantor, but not otherwise subject, however, to the Permitted Encumbrances.

Permanent Real Estate Number(s): 26-31-303-021-0000; 26-31-303-022-0000; 26-31-303-023-0000

Property Address: 13535 E-G S. Torrence Avenue, Chicago, Illinois
IN WITNESS WHEREOF, this Special Warranty Deed is executed by Grantor on this 2nd day of October, 2004.

ENTERPRISE CENTER IX, L.P.,
an Illinois limited partnership

By: Prime Group Realty, L.P., a Delaware limited partnership, as Managing Partner

By: Prime Group Realty Trust, a Maryland real estate investment trust, as Managing General Partner

By: President and Chief Executive Officer

STATE OF ILLINOIS ) ss.
COUNTY OF COOK )

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Jeffrey A. Patterson, known to me to be the President and Chief Executive Officer of Prime Group Realty Trust, a Maryland real estate investment trust, the managing general partner of Prime Group Realty, L.P., a Delaware limited partnership, the managing partner of Enterprise Center IX, L.P., the limited partnership that executed the foregoing instrument, and known to me to be the person who executed the foregoing instrument on behalf of said real estate investment trust, as managing general partner of such limited partnership, as administrative member of such limited liability company, and acknowledged to me that he executed the same in such capacity and that such limited liability company executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 2nd day of October, 2004.

Notary Public

My commission expires: 11/22/07
EXHIBIT A

LEGAL DESCRIPTION

PARCEL 1:


PARCEL 2:

EASEMENT FOR INGRESS AND EGRESS AS CREATED BY FLAT OF CHICAGO ENTERPRISE SUBDIVISION RECORDED MAY 25, 1993 AS DOCUMENT NUMBER 9339195 OVER AND ACROSS LOT 17 AND PART OF LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 AND 16 IN SAID SUBDIVISION, TOGETHER WITH EASEMENTS SET FORTH IN DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, AND EASEMENTS FOR CHICAGO ENTERPRISE CENTER, RECORDED FEBRUARY 2, 1993, AS DOCUMENT NO. 93080794; AS AMENDED BY EASEMENT AGREEMENT AND AMENDMENT TO DECLARATION RECORDED JUNE 14, 1996 AS DOCUMENT NO. 96455750 (EXCEPT THEREFROM THAT PORTION FALLING WITHIN PARCEL 1).
EXHIBIT B

PERMITTED ENCUMBRANCES

1. The rights of tenants under the leases as tenants only with no rights to purchase except as for the rights of the tenants set forth on Exhibit 1 to the certain Purchase and Sale Agreement dated as of August 2, 2004 by and between Grantor and Grantee.

2. Acts of the Purchaser and those claiming by, through, and under Purchaser.

3. Real Estate Taxes and Assessments not due and payable as of the closing.

4. (A) Terms, provisions, and conditions relating to the easement described as parcel 2 contained in the instrument creating said easement.

   (B) Rights of the adjoining owner or owners to the concurrent use of said easement.


7. Easement in favor of the Sanitary District of Chicago for construction, reconstruction, repair, maintenance and operation of an Interceptor sewer, created by instrument recorded March 25, 1937 as document 11968812.

8. Party wall rights of the owners of the property adjoining the land, as established by the plat of subdivision recorded May 25, 1993 as document 93397195 and amended by document number 96455750, affecting:

   The South line of lot 15
   The North line of lot 15
   The North and South lines of lot 14

9. Easement for ingress and egress over the West 12.5 feet and the South 12.5 feet of lot 12, as shown on the plat of subdivision recorded May 25, 1993 as document 93397195 and as amended by document number 96455750.

10. Rights of parties to maintain power poles, manholes, overhead wires, electric meter, gas meter, overhead cables and wires, transformer, utility poles, water valves, substation, and gas meters, located on the land as depicted on survey number N-122583 prepared by National Survey Service, Inc., dated May 20, 2004.

11. Easement for ingress and egress as established by the plat of subdivision recorded May 25, 1993 as document 93397195 and amended by document number 96455750.
12. Easements, terms, provisions, conditions and limitations of the declaration of covenants, conditions and restrictions and easements for Chicago Enterprise Center recorded February 2, 1995 as document 95080794 and amended by document number 96455750.

13. Easement in favor of Torrence Partners Limited Partnership, an Illinois Limited Partnership, its successor and assigns, as set forth in the easement agreement and amendment to declaration recorded June 14, 1996 as document 96455750, for the purpose of railroad tracks, as depicted on the plat of subdivision, and the terms and conditions thereof.
SPECIAL WARRANTY DEED

THE GRANTOR, ENTERPRISE CENTER VIII L.P., an Illinois limited partnership, with offices at c/o Prime Group Realty Trust, 77 West Wacker Drive, Suite 5900, Chicago, Illinois 60601 ("Grantor"), for and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration in hand paid, the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, SELL, CONVEY, ASSIGN and DELIVER to GRANTEE, CENTERPOINT CHICAGO ENTERPRISE LLC, an Illinois limited liability company, with offices at 1808 Swift Drive, Oak Brook, Illinois 60523 ("Grantee") and to its successors and assigns, FOREVER; the real property described in Exhibit A attached hereto and made a part hereof, together with all buildings and other improvements situated thereon, all fixtures and other property affixed thereto and all right, title and interest of Grantor in and to adjacent streets, alleys and rights-of-way, subject to the encumbrances described in Exhibit B attached hereto and made a part hereof (hereinafter called the "Permitted Encumbrances").

TO HAVE AND TO HOLD the herein described property, together with all and singular the rights and appurtenances thereto, in any wise belonging unto Grantee, its successors and assigns, forever, and Grantor does hereby covenant, promise and agree, to and with Grantee, its successors and assigns, that it has not done or suffered to be done, anything whereby said property hereby granted is, or may be, in any manner encumbered or charged, except as set forth in the Permitted Encumbrances, and hereby binds itself and its successors and assigns to warrant and forever defend all and singular the said premises unto Grantee, its successors and assigns against every person whatsoever lawfully claiming, or to claim the same, of any part thereof, by, through, or under Grantor, but not otherwise subject, however, to the Permitted Encumbrances.

Permanent Real Estate Number(s): 26-31-303-015-0000; 26-31-303-016-0000; 26-31-303-017-0000; 26-31-303-018-0000; 26-31-303-019-0000

Property Address: 13535 B S. Torrence Avenue, Chicago, Illinois

STATE OF ILLINOIS

REAL ESTATE TRANSFER TAX

Cook County

REVENUE STAMP

FP 103024

FP 103022

Box 400-CTCC
IN WITNESS WHEREOF, this Special Warranty Deed is executed by Grantor on this 24th day of October, 2004.

ENTERPRISE CENTER VIII, L.P.,
an Illinois limited partnership

By: Prime Group Realty, L.P., a Delaware limited partnership, its Managing Partner

By: Prime Group Realty Trust, a Maryland real estate investment trust, as Managing General Partner

By: ,

Title: President and Chief Executive Officer

STATUE OF ILLINOIS
COUNTY OF COOK

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Jeffrey A. Patterson, known to me to be the President and Chief Executive Officer of Prime Group Realty Trust, a Maryland real estate investment trust, the managing general partner of Prime Group Realty, L.P., a Delaware limited partnership, the managing partner of Enterprise Center VIII, L.P., the limited partnership that executed the foregoing instrument, and known to me to be the person who executed the foregoing instrument on behalf of said real estate investment trust, as managing general partner of such limited partnership, as administrative member of such limited liability company, and acknowledged to me that he executed the same in such capacity and that such limited liability company executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 24th day of October, 2004.

Notary Public

My commission expires: 11/2/2007

"OFFICIAL SEAL"
LOUISE BIELER
NOTARY PUBLIC, STATE OF ILLINOIS
EXHIBIT A

LEGAL DESCRIPTION

PARCEL 1:


PARCEL 2:

EASEMENT FOR INGRESS AND EGRESS AS CREATED BY PLAT OF CHICAGO ENTERPRISE SUBDIVISION RECORDED MAY 25, 1993 AS DOCUMENT NUMBER 93397195 OVER AND ACROSS LOT 17 AND PART OF LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 AND 16 IN SAID SUBDIVISION, TOGETHER WITH EASEMENTS SET FORTH IN DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, AND EASEMENTS FOR CHICAGO ENTERPRISE CENTER RECORDED FEBRUARY 2, 1995 AS DOCUMENT NUMBER 95080794 AS AMENDED BY EASEMENT AGREEMENT AND AMENDMENT TO DECLARATION RECORDED JUNE 14, 1996 AS DOCUMENT NO. 96455750.
EXHIBIT B

PERMITTED ENCUMBRANCES

1. The rights of tenants under the leases as tenants only with no rights to purchase except as for the rights of the tenants set forth on Exhibit J to that certain Purchase and Sale Agreement dated as of August 2, 2004 by and between Grantor and Grantee.

2. Acts of the Purchaser and those claiming by, through, and under Purchaser.

3. Real Estate Taxes and Assessments not due and payable as of the closing.


5. Easement in favor of the Sanitary District of Chicago for construction, reconstruction, repair, maintenance and operation of an intercepting sewer, created by instrument recorded March 25, 1937 as document 11968808.

   Located as shown on the survey.
   (Affects parcel 2 only)


   Located as shown on the survey.
   (Affects parcel 2 only)

7. Terms, provisions, conditions and limitations of the declaration of covenants, conditions and restrictions and easements for Chicago Enterprise Center recorded February 2, 1995 as document 95086794 and amended by document number 96455750.

8. (A) Terms, provisions, and conditions relating to the easement described as parcel 2 contained in the instrument creating said easement.
   (B) Rights of the adjoining owner or owners to the concurrent use of said easement.

9. Party wall rights of the owners of the property adjoining the land, as established by the plat of subdivision recorded May 25, 1993 as document 93397195 and amended by document number 96455750, affecting:

   The North line of lot 7
   The North and South lines of lots 8, 9 and 10
   The South line of lot 11
   The West line of the land

10. Easement for ingress and egress located on the Westerly portion of the land, as depicted on the survey.

11. Rights of parties to maintain power poles, manholes, overhead wires, transformer, substation, overhead cables, gas manhole, gas meters, gas regulators, water vault, telephone cables and
See attached Cook County Disclosure of Ownership Interests of the Applicant.
EXHIBIT 2

See attached Cook County Disclosure of Ownership Interests of the Applicant.
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SECTION 1
INSTRUCTIONS FOR COMPLETION OF ECONOMIC DISCLOSURE STATEMENT AND EXECUTION DOCUMENT

This Economic Disclosure Statement and Execution Document ("EDS") is to be completed and executed by every Bidder on a County contract, every Proposer responding to a Request for Proposals, and every Respondent responding to a Request for Qualifications, and others as required by the Chief Procurement Officer. The execution of the EDS shall serve as the execution of a contract awarded by the County. The Chief Procurement Officer reserves the right to request that the Bidder or Proposer, or Respondent provide an updated EDS on an annual basis.

Definitions. Terms used in this EDS and not otherwise defined herein shall have the meanings given to such terms in the Instructions to Bidders, General Conditions, Request for Proposals, Request for Qualifications, as applicable.

Affiliate means a person that directly or indirectly through one or more intermediaries, Controls is Controlled by, or is under common Control with the Person specified.

Applicant means a person who executes this EDS.

Bidder means any person who submits a Bid.


Contract shall include any written document to make Procurements by or on behalf of Cook County.

Contractor or Contracting Party means a person that enters into a Contract with the County.

Control means the unfettered authority to directly or indirectly manage governance, administration, work, and all other aspects of a business.

EDS means this complete Economic Disclosure Statement and Execution Document, including all sections listed in the Index and any attachments.

Joint Venture means an association of two or more Persons proposing to perform a for-profit business enterprise. Joint Ventures must have an agreement in writing specifying the terms and conditions of the relationship between the partners and their relationship and respective responsibility for the Contract.

Lobby or lobbying means to, for compensation, attempt to influence a County official or County employee with respect to any County matter.

Lobbyist means any person who lobbies.

Person or Persons means any individual, corporation, partnership, Joint Venture, trust, association, Limited Liability Company, sole proprietorship or other legal entity.

Prohibited Acts means any of the actions or occurrences which form the basis for disqualification under the Code, or under the Certifications hereinafter set forth.

Proposal means a response to an RFP.

Proposer means a person submitting a Proposal.

Response means response to an RFQ.

Respondent means a person responding to an RFQ.

RFP means a Request for Proposals issued pursuant to this Procurement Code.

RFQ means a Request for Qualifications issued to obtain the qualifications of interested parties.
INSTRUCTIONS FOR COMPLETION OF
ECONOMIC DISCLOSURE STATEMENT AND EXECUTION DOCUMENT

Section 1: Instructions. Section 1 sets forth the instructions for completing and executing this EDS.

Section 2: Certifications. Section 2 sets forth certifications that are required for contracting parties under the Code and other applicable laws. Execution of this EDS constitutes a warranty that all the statements and certifications contained, and all the facts stated, in the Certifications are true, correct and complete as of the date of execution.

Section 3: Economic and Other Disclosures Statement. Section 3 is the County's required Economic and Other Disclosures Statement form. Execution of this EDS constitutes a warranty that all the information provided in the EDS is true, correct and complete as of the date of execution, and binds the Applicant to the warranties, representations, agreements and acknowledgements contained therein.

Required Updates. The Applicant is required to keep all information provided in this EDS current and accurate. In the event of any change in the information provided, including but not limited to any change which would render inaccurate or incomplete any certification or statement made in this EDS, the Applicant shall supplement this EDS up to the time the County takes action, by filing an amended EDS or such other documentation as is required.

Additional Information. The County's Governmental Ethics and Campaign Financing Ordinances impose certain duties and obligations on persons or entities seeking County contracts, work, business, or transactions, and the Applicant is expected to comply fully with these ordinances. For further information please contact the Director of Ethics at (312) 603-4304 (69 W. Washington St. Suite 3040, Chicago, IL 60602) or visit the web-site at cookcountyil.gov/ethics-board-of.

Authorized Signers of Contract and EDS Execution Page. If the Applicant is a corporation, the President and Secretary must execute the EDS. In the event that this EDS is executed by someone other than the President, attach here to a certified copy of that section of the Corporate By-Laws or other authorization by the Corporation, satisfactory to the County that permits the person to execute EDS for said corporation. If the corporation is not registered in the State of Illinois, a copy of the Certificate of Good Standing from the state of incorporation must be submitted with this Signature Page.

If the Applicant is a partnership or joint venture, all partners or joint venturers must execute the EDS, unless one partner or joint venture has been authorized to sign for the partnership or joint venture, in which case, the partnership agreement, resolution or evidence of such authority satisfactory to the Office of the Chief Procurement Officer must be submitted with this Signature Page.

If the Applicant is a member-managed LLC all members must execute the EDS, unless otherwise provided in the operating agreement, resolution or other corporate documents. If the Applicant is a manager-managed LLC, the manager(s) must execute the EDS. The Applicant must attach either a certified copy of the operating agreement, resolution or other authorization, satisfactory to the County, demonstrating such person has the authority to execute the EDS on behalf of the LLC. If the LLC is not registered in the State of Illinois, a copy of a current Certificate of Good Standing from the state of incorporation must be submitted with this Signature Page.

If the Applicant is a Sole Proprietorship, the sole proprietor must execute the EDS.

A “Partnership” “Joint Venture” or “Sole Proprietorship” operating under an Assumed Name must be registered with the Illinois county in which it is located, as provided in 805 ILCS 405 (2012), and documentation evidencing registration must be submitted with the EDS.

Effective October 1, 2016 all foreign corporations and LLCs must be registered with the Illinois Secretary of State's Office unless a statutory exemption applies to the applicant. Applicants who are exempt from registering must provide a written statement explaining why they are exempt from registering as a foreign entity with the Illinois Secretary of State's Office.
CONTRACT #: N/A

SECTION 2

CERTIFICATIONS

THE FOLLOWING CERTIFICATIONS ARE MADE PURSUANT TO STATE LAW AND THE CODE. THE APPLICANT IS CAUTIONED TO CAREFULLY READ THESE CERTIFICATIONS PRIOR TO SIGNING THE SIGNATURE PAGE: SIGNING THE SIGNATURE PAGE SHALL CONSTITUTE A WARRANTY BY THE APPLICANT THAT ALL THE STATEMENTS, CERTIFICATIONS AND INFORMATION SET FORTH WITHIN THESE CERTIFICATIONS ARE TRUE, COMPLETE AND CORRECT AS OF THE DATE THE SIGNATURE PAGE IS SIGNED. THE APPLICANT IS NOTIFIED THAT IF THE COUNTY LEARNS THAT ANY OF THE FOLLOWING CERTIFICATIONS WERE FALSELY MADE, THAT ANY CONTRACT ENTERED INTO WITH THE APPLICANT SHALL BE SUBJECT TO TERMINATION.

A. PERSONS AND ENTITIES SUBJECT TO DISQUALIFICATION

No person or business entity shall be awarded a contract or sub-contract, for a period of five (5) years from the date of conviction or entry of a plea or admission of guilt, civil or criminal, if that person or business entity:

1) Has been convicted of an act committed, within the State of Illinois, of bribery or attempting to bribe an officer or employee of a unit of state, federal or local government or school district in the State of Illinois in that officer's or employee's official capacity;

2) Has been convicted by federal, state or local government of an act of bid-rigging or attempting to rig bids as defined in the Sherman Anti-Trust Act and Clayton Act. 15 U.S.C. Section 1 et seq.;

3) Has been convicted of bid-rigging or attempting to rig bids under the laws of federal, state or local government;

4) Has been convicted of an act committed, within the State, of price-fixing or attempting to fix prices as defined by the Sherman Anti-Trust Act and the Clayton Act. 15 U.S.C. Section 1, et seq.;

5) Has been convicted of price-fixing or attempting to fix prices under the laws the State;

6) Has been convicted of defrauding or attempting to defraud any unit of state or local government or school district within the State of Illinois;

7) Has made an admission of guilt of such conduct as set forth in subsections (1) through (6) above which admission is a matter of record, whether or not such person or business entity was subject to prosecution for the offense or offenses admitted to; or

8) Has entered a plea of nolo contendere to charge of bribery, price-fixing, bid-rigging, or fraud, as set forth in sub-paragraphs (1) through (6) above.

In the case of bribery or attempting to bribe, a business entity may not be awarded a contract if an official, agent or employee of such business entity committed the Prohibited Act on behalf of the business entity and pursuant to the direction or authorization of an officer, director or other responsible official of the business entity, and such Prohibited Act occurred within three years prior to the award of the contract. In addition, a business entity shall be disqualified if an owner, partner or shareholder controlling, directly or indirectly, 20% or more of the business entity; or an officer of the business entity has performed any Prohibited Act within five years prior to the award of the Contract.

THE APPLICANT HEREBY CERTIFIES THAT: The Applicant has read the provisions of Section A, Persons and Entities Subject to Disqualification, that the Applicant has not committed any Prohibited Act set forth in Section A, and that award of the Contract to the Applicant would not violate the provisions of such Section or of the Code.

B. BID-RIGGING OR BID ROTATING

THE APPLICANT HEREBY CERTIFIES THAT: In accordance with 720 ILCS 5/33 E-11, neither the Applicant nor any Affiliated Entity is barred from award of this Contract as a result of a conviction for the violation of State laws prohibiting bid-rigging or bid rotating.

C. DRUG FREE WORKPLACE ACT

THE APPLICANT HEREBY CERTIFIES THAT: The Applicant will provide a drug free workplace, as required by (30 ILCS 580/3).
D. DELINQUENCY IN PAYMENT OF TAXES

THE APPLICANT HEREBY CERTIFIES THAT: The Applicant is not an owner or a party responsible for the payment of any tax or fee administered by Cook County, such as bar award of a contract or subcontract pursuant to the Code, Chapter 34, Section 34-171.

E. HUMAN RIGHTS ORDINANCE

No person who is a party to a contract with Cook County ("County") shall engage in unlawful discrimination or sexual harassment against any individual in the terms or conditions of employment, credit, public accommodations, housing, or provision of County facilities, services or programs (Code Chapter 42, Section 42-30 et seq.).

F. ILLINOIS HUMAN RIGHTS ACT

THE APPLICANT HEREBY CERTIFIES THAT: It is in compliance with the Illinois Human Rights Act (775 ILCS 5/2-105), and agrees to abide by the requirements of the Act as part of its contractual obligations.

G. INSPECTOR GENERAL (COOK COUNTY CODE, CHAPTER 34, SECTION 34-174 and Section 34-250)

The Applicant has not willfully failed to cooperate in an investigation by the Cook County Independent Inspector General or to report to the Independent Inspector General any and all information concerning conduct which they know to involve corruption, or other criminal activity, by another county employee or official, which concerns his or her office of employment or County related transaction.

The Applicant has reported directly and without any undue delay any suspected or known fraudulent activity in the County's Procurement process to the Office of the Cook County Inspector General.

H. CAMPAIGN CONTRIBUTIONS (COOK COUNTY CODE, CHAPTER 2, SECTION 2-585)

THE APPLICANT CERTIFIES THAT: It has read and shall comply with the Cook County's Ordinance concerning campaign contributions, which is codified at Chapter 2, Division 2, Subdivision II, Section 585, and can be read in its entirety at www.municode.com.

I. GIFT BAN, (COOK COUNTY CODE, CHAPTER 2, SECTION 2-574)

THE APPLICANT CERTIFIES THAT: It has read and shall comply with the Cook County's Ordinance concerning receiving and soliciting gifts and favors, which is codified at Chapter 2, Division 2, Subdivision II, Section 574, and can be read in its entirety at www.municode.com.

J. LIVING WAGE ORDINANCE PREFERENCE (COOK COUNTY CODE, CHAPTER 34, SECTION 34-160;)

Unless expressly waived by the Cook County Board of Commissioners, the Code requires that a living wage must be paid to individuals employed by a Contractor which has a County Contract and by all subcontractors of such Contractor under a County Contract, throughout the duration of such County Contract. The amount of such living wage is annually by the Chief Financial Officer of the County, and shall be posted on the Chief Procurement Officer's website.

The term "Contract" as used in Section 4, 1, of this EDS, specifically excludes contracts with the following:

1) Not-For Profit Organizations (defined as a corporation having tax exempt status under Section 501(C)(3) of the United State Internal Revenue Code and recognized under the Illinois State not-for-profit law);

2) Community Development Block Grants;

3) Cook County Works Department;

4) Sheriff's Work Alternative Program; and

5) Department of Correction inmates.
SECTION 3

REQUIRED DISCLOSURES

1. DISCLOSURE OF LOBBYIST CONTACTS

List all persons that have made lobbying contacts on your behalf with respect to this contract:

Name: Daley and Georges, Ltd.  
Address: 20 C. Clark St., Chicago, IL 60603

2. LOCAL BUSINESS PREFERENCE STATEMENT (CODE, CHAPTER 34, SECTION 34-230)

Local business means a Person, including a foreign corporation authorized to transact business in Illinois, having a bona fide establishment located within the County at which it is transacting business on the date when a Bid is submitted to the County, and which employs the majority of its regular, full-time work force within the County. A Joint Venture shall constitute a Local Business if one or more Persons that qualify as a "Local Business" hold interests totaling over 50 percent in the Joint Venture, even if the Joint Venture does not, at the time of the Bid submittal, have such a bona fide establishment within the County.

a) Is Applicant a "Local Business" as defined above?

Yes: No: The disclosing party does not have any employees.

b) If yes, list business addresses within Cook County:

Not applicable.

The disclosing party does not have any employees.

3. THE CHILD SUPPORT ENFORCEMENT ORDINANCE (CODE, CHAPTER 34, SECTION 34-172)

Every Applicant for a County Privilege shall be in full compliance with any child support order before such Applicant is entitled to receive or renew a County Privilege. When delinquent child support exists, the County shall not issue or renew any County Privilege, and may revoke any County Privilege.

All Applicants are required to review the Cook County Affidavit of Child Support Obligations attached to this EDS (EDS-5) and complete the Affidavit, based on the instructions in the Affidavit.
4. REAL ESTATE OWNERSHIP DISCLOSURES.

The Applicant must indicate by checking the appropriate provision below and providing all required information that either:

a) The following is a complete list of all real estate owned by the Applicant in Cook County:

PERMANENT INDEX NUMBER(S): See attached Group Exhibit A.

(ATTACH SHEET IF NECESSARY TO LIST ADDITIONAL INDEX NUMBERS)

OR:

b) The Applicant owns no real estate in Cook County.

5. EXCEPTIONS TO CERTIFICATIONS OR DISCLOSURES.

If the Applicant is unable to certify to any of the Certifications or any other statements contained in this EDS and not explained elsewhere in this EDS, the Applicant must explain below:

If the letters "NA", the word "None" or "No Response" appears above, or if the space is left blank, it will be conclusively presumed that the Applicant certified to all Certifications and other statements contained in this EDS.
COOK COUNTY AFFIDAVIT OF CHILD SUPPORT OBLIGATIONS

Effective July 1, 1998, every applicant for a County Privilege shall be in full compliance with any Child Support Order before such applicant is entitled to receive a County Privilege. When Delinquent Child Support Exists, the County shall not issue or renew any County Privilege, and may revoke any County Privilege.

"Applicant" means any person or business entity, including all Substantial Owners, seeking issuance of a County Privilege or renewal of an existing County Privilege from the County. This term shall not include any political subdivision of the federal or state government, including units of local government, and not-for-profit organizations.

"County Privilege" means any business license, including but not limited to liquor dealers' licenses, packaged goods licenses, tavern licenses, restaurant licenses, and gun licenses; real property license or lease; permit, including but not limited to building permits, zoning permits or approvals; environmental certificate; County HOME Loan, and contracts exceeding the value of $10,000.00.

"Substantial Owner" means any person or persons who own or hold a twenty-five percent (25%) or more percentage of interest in any business entity seeking a County Privilege, including those shareholders, general or limited partners, beneficiaries and principals; except where a business entity is an individual or sole proprietorship, Substantial Owner means that individual or sole proprietor.

All Applicants/Substantial Owners are required to complete this affidavit and comply with the Child Support Enforcement Ordinance before any privilege is granted. Signature of this form constitutes a certification the information provided below is correct and complete, and that the individual(s) signing this form has/have personal knowledge of such information.

Privilege Information:

Contract #: N/A  County Department: Cook County Assessor (Incentives)

Business Entity Information (INCLUDES CORPORATE APPLICANT AND CORPORATE SUBSTANTIAL OWNERS):

Business Entity Name: CenterPoint Chicago Enterprise LLC
Street Address: 1808 Swift Road  City: Oak Brook
State: IL  Zip: 60523-1501  Phone #: (630) 586-8273

Individual Applicant and Individual Substantial Owner Information (If Applicable): NOT APPLICABLE

Last name: First Name:  MI:
SS# (Last Four Digits):  Date of Birth:
Street Address:
City:  State:  Zip:
Home Phone:  Driver's License No:

Child Support Obligation Information:

The Applicant, being duly sworn on oath or affirmation hereby states that to the best of my knowledge (place an "X" next to "A", "B", or "C").

A. The Applicant has no judicially or administratively ordered child support obligations.  

B. The Applicant has an outstanding judicially or administratively ordered obligation, but is paying in accordance with the terms of the order.

C. The Applicant is delinquent in paying judicially or administratively ordered child support obligations

The Applicant understands that failure to disclose any judicially or administratively ordered child support debt owed will be grounds for revoking the privilege.

Name: Rick A. Mathews
Signature:  Date: April 17, 2017

Subscribed and sworn to before me this 17th day of April 2017

Notary Public Signature

Note: The above information is subject to verification prior to the award of the contract.
COOK COUNTY DISCLOSURE OF OWNERSHIP INTEREST STATEMENT

The Cook County Code of Ordinances (§2-610 et seq.) requires that any Applicant for any County Action must disclose information concerning ownership interests in the Applicant. This Disclosure of Ownership Interest Statement must be completed with all information current as of the date this Statement is signed. Furthermore, this Statement must be kept current, by filing an amended Statement, until such time as the County Board or County Agency shall take action on the application. The information contained in this Statement will be maintained in a database and made available for public viewing. County reserves the right to request additional information to verify veracity of information contained in this statement.

If you are asked to list names, but there are no applicable names to list, you must state NONE. An incomplete Statement will be returned and any action regarding this contract will be delayed. A failure to fully comply with the ordinance may result in the action taken by the County Board or County Agency being voided.

"Applicant" means any Entity or person making an application to the County for any County Action.

"County Action" means any action by a County Agency, a County Department, or the County Board regarding an ordinance or ordinance amendment, a County Board approval, or other County agency approval, with respect to contracts, leases, or sale or purchase of real estate.

"Person" "Entity" or "Legal Entity" means a sole proprietorship, corporation, partnership, association, business trust, estate, two or more persons having a joint or common interest, trustee of a land trust, other commercial or legal entity or any beneficiary or beneficiaries thereof.

This Disclosure of Ownership Interest Statement must be submitted by:

1. An Applicant for County Action and
2. A Person that holds stock or a beneficial interest in the Applicant and is listed on the Applicant's Statement (a "Holder") must file a Statement and complete #1 only under Ownership Interest Declaration.

Please print or type responses clearly and legibly. Add additional pages if needed, being careful to identify each portion of the form to which each additional page refers.

This Statement is being made by the [✓] Applicant or [ ] Stock/Beneficial Interest Holder

This Statement is an: [✓] Original Statement or [ ] Amended Statement

Identifying Information:

Name. **CenterPoint Chicago Enterprise LLC**

D/B/A: [ ] FEIN # Only:

Street Address: **1808 Swift Road**

City: **Oak Brook** State: **IL** Zip Code: **60523-1501**

Phone No.: **630-586-8167** Fax Number: **Email: eharrington@centerpoint.com**

Cook County Business Registration Number: **Not applicable.**

(Sole Proprietor, Joint Venture Partnership)

Corporate File Number (if applicable): **01271032 (Illinois Secretary of State File Number)**

Form of Legal Entity:

- [ ] Sole Proprietor
- [ ] Partnership
- [ ] Corporation
- [ ] Trustee of Land Trust
- [ ] Business Trust
- [ ] Estate
- [ ] Association
- [ ] Joint Venture
- [✓] Other (describe) **Limited liability company**
Ownership Interest Declaration:

1. List the name(s), address, and percent ownership of each Person having a legal or beneficial interest (including ownership) of more than five percent (5%) in the Applicant/Holder.

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Percentage Interest in Applicant/Holder</th>
</tr>
</thead>
<tbody>
<tr>
<td>CenterPoint Properties Trust</td>
<td>1808 Swift Road</td>
<td>100%</td>
</tr>
</tbody>
</table>

2. If the interest of any Person listed in (1) above is held as an agent or agents, or a nominee or nominees, list the name and address of the principal on whose behalf the interest is held.

<table>
<thead>
<tr>
<th>Name of Agent/Nominee</th>
<th>Name of Principal</th>
<th>Principal's Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>CenterPoint Properties Trust is 99.97% owned by Solstice Holdings, LLC (same address)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Detailed disclosures are provided in the Economic Disclosure Statements provided to the City of Chicago, which are incorporated by reference.

3. Is the Applicant constructively controlled by another person or Legal Entity? [☑] Yes [ ] No

If yes, state the name, address and percentage of beneficial interest of such person, and the relationship under which such control is being or may be exercised.

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Percentage of Beneficial Interest</th>
<th>Relationship</th>
</tr>
</thead>
<tbody>
<tr>
<td>CenterPoint Properties Trust</td>
<td>1808 Swift Road</td>
<td>100%</td>
<td>Manager</td>
</tr>
<tr>
<td>Oak Brook, IL 60523-1501</td>
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</tr>
</tbody>
</table>

Corporate Officers, Members and Partners Information:

For all corporations, list the names, addresses, and terms for all corporate officers. For all limited liability companies, list the names, addresses for all members. For all partnerships and joint ventures, list the names, addresses, for each partner or joint venture.

Name | Address | Title (specify title of Office, or whether manager or partner/joint venture) | Term of Office |
|------|---------|--------------------------------------------------------------------------------|---------------|

Not applicable; the disclosing party is a limited liability company, and its manager is disclosed above. Detailed disclosures are provided in the Economic Disclosure Statements provided to the City of Chicago, which are incorporated by reference.

Declaration (check the applicable box):

[☑] I state under oath that the Applicant has withheld no disclosure as to ownership interest in the Applicant nor reserved any information, data or plan as to the intended use or purpose for which the Applicant seeks County Board or other County Agency action.

[ ] I state under oath that the Holder has withheld no disclosure as to ownership interest nor reserved any information required to be disclosed.
COOK COUNTY DISCLOSURE OF OWNERSHIP INTEREST STATEMENT SIGNATURE PAGE

Name of Authorized Applicant/Holder Representative (please print or type)

Signature

E-mail address

Subscribed to and sworn before me
this 17th day of April, 2017

Notary Public Signature

E-mail address

Subscribed to and sworn before me
this 17th day of April, 2017

Notary Public Signature

My commission expires:
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES: 12/23/17

Notary Seal
FAMILIAL RELATIONSHIP DISCLOSURE PROVISION

Nepotism Disclosure Requirement:

Doing a significant amount of business with the County requires that you disclose to the Board of Ethics the existence of any familial relationships with any County employee or any person holding elective office in the State of Illinois, the County, or in any municipality within the County. The Ethics Ordinance defines a significant amount of business for the purpose of this disclosure requirement as more than $25,000 in aggregate County leases, contracts, purchases or sales in any calendar year.

If you are unsure of whether the business you do with the County or a County agency will cross this threshold, err on the side of caution by completing the attached familial disclosure form because, among other potential penalties, any person found guilty of failing to make a required disclosure or knowingly filing a false, misleading, or incomplete disclosure will be prohibited from doing any business with the County for a period of three years. The required disclosure should be filed with the Board of Ethics by January 1 of each calendar year in which you are doing business with the County and again with each bid/proposal/quotatipn to do business with Cook County. The Board of Ethics may assess a late filing fee of $100 per day after an initial 30-day grace period.

The person that is doing business with the County must disclose his or her familial relationships. If the person on the County lease or contract or purchasing from or selling to the County is a business entity, then the business entity must disclose the familial relationships of the individuals who are and, during the year prior to doing business with the County, were:

- its board of directors,
- its officers,
- its employees or independent contractors responsible for the general administration of the entity,
- its agents authorized to execute documents on behalf of the entity, and
- its employees who directly engage or engaged in doing work with the County on behalf of the entity.

Do not hesitate to contact the Board of Ethics at (312) 603-4304 for assistance in determining the scope of any required familial relationship disclosure.

Additional Definitions:

"Familial relationship" means a person who is a spouse, domestic partner or civil union partner of a County employee or State, County or municipal official, or any person who is related to such an employee or official, whether by blood, marriage or adoption, as a:

- Parent
- Child
- Brother
- Sister
- Aunt
- Uncle
- Niece
- Nephew
- Grandparent
- Grandchild
- Father-in-law
- Mother-in-law
- Son-in-law
- Daughter-in-law
- Brother-in-law
- Sister-in-law
- Stepfather
- Stepmother
- Stepson
- Stepdaughter
- Stepbrother
- Stepsister
- Halfbrother
- Halfsister
CONTRACT #: N/A

COOK COUNTY BOARD OF ETHICS
FAMILIAL RELATIONSHIP DISCLOSURE FORM

A. PERSON DOING OR SEEKING TO DO BUSINESS WITH THE COUNTY

Name of Person Doing Business with the County: CenterPoint Chicago Enterprise LLC

Address of Person Doing Business with the County: 1808 Swift Road, Oak Brook, IL 60523-1501

Phone number of Person Doing Business with the County: (630) 586-8167

Email address of Person Doing Business with the County: eharrington@centerpoint.com

If Person Doing Business with the County is a Business Entity, provide the name, title and contact information for the individual completing this disclosure on behalf of the Person Doing Business with the County:

Rick A Mathews, VP Legal 630-586-8167

B. DESCRIPTION OF BUSINESS WITH THE COUNTY

Append additional pages as needed and for each County lease, contract, purchase or sale sought and/or obtained during the calendar year of this disclosure (or the proceeding calendar year if disclosure is made on January 1), identify:

The lease number, contract number, purchase order number, request for proposal number and/or request for qualification number associated with the business you are doing or seeking to do with the County: Not applicable.

The aggregate dollar value of the business you are doing or seeking to do with the County: $Not applicable.

The name, title and contact information for the County official(s) or employee(s) involved in negotiating the business you are doing or seeking to do with the County: Cook County Assessor's Office (Incentives)

The name, title and contact information for the County official(s) or employee(s) involved in managing the business you are doing or seeking to do with the County: Cook County Assessor's Office (Incentives)

C. DISCLOSURE OF FAMILIAL RELATIONSHIPS WITH COUNTY EMPLOYEES OR STATE, COUNTY OR MUNICIPAL ELECTED OFFICIALS

Check the box that applies and provide related information where needed

☐ The Person Doing Business with the County is an individual and there is no familial relationship between this individual and any Cook County employee or any person holding elective office in the State of Illinois, Cook County, or any municipality within Cook County.

☑ The Person Doing Business with the County is a business entity and there is no familial relationship between any member of this business entity’s board of directors, officers, persons responsible for general administration of the business entity, agents authorized to execute documents on behalf of the business entity or employees directly engaged in contractual work with the County on behalf of the business entity, and any Cook County employee or any person holding elective office in the State of Illinois, Cook County, or any municipality within Cook County.
COOK COUNTY BOARD OF ETHICS
FAMILIAL RELATIONSHIP DISCLOSURE FORM

The Person Doing Business with the County is an individual and there is a familial relationship between this individual and at least one Cook County employee and/or a person or persons holding elective office in the State of Illinois, Cook County, and/or any municipality within Cook County. The familial relationships are as follows:

<table>
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<tr>
<th>Name of Individual Doing Business with the County</th>
<th>Name of Related County Employee or State, County or Municipal Elected Official</th>
<th>Title and Position of Related County Employee or State, County or Municipal Elected Official</th>
<th>Nature of Familial Relationship</th>
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If more space is needed, attach an additional sheet following the above format.

The Person Doing Business with the County is a business entity and there is a familial relationship between at least one member of this business entity's board of directors, officers, persons responsible for general administration of the business entity, agents authorized to execute documents on behalf of the business entity and/or employees directly engaged in contractual work with the County on behalf of the business entity, on the one hand, and at least one Cook County employee and/or a person holding elective office in the State of Illinois, Cook County, and/or any municipality within Cook County, on the other. The familial relationships are as follows:

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<tr>
<th>Name of Member of Board of Director for Business Entity Doing Business with the County</th>
<th>Name of Related County Employee or State, County or Municipal Elected Official</th>
<th>Title and Position of Related County Employee or State, County or Municipal Elected Official</th>
<th>Nature of Familial Relationship</th>
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<th>Name of Officer for Business Entity Doing Business with the County</th>
<th>Name of Related County Employee or State, County or Municipal Elected Official</th>
<th>Title and Position of Related County Employee or State, County or Municipal Elected Official</th>
<th>Nature of Familial Relationship</th>
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<tr>
<td>Name of Person Responsible for the General Administration of the Business Entity Doing Business with the County</td>
<td>Name of Related County Employee or State, County or Municipal Elected Official</td>
<td>Title and Position of Related County Employee or State, County or Municipal Elected Official</td>
<td>Nature of Familial Relationship</td>
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<td>Name of Agent Authorized to Execute Documents for Business Entity Doing Business with the County</td>
<td>Name of Related County Employee or State, County or Municipal Elected Official</td>
<td>Title and Position of Related County Employee or State, County or Municipal Elected Official</td>
<td>Nature of Familial Relationship</td>
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<td>Name of Employee of Business Entity Directly Engaged in Doing Business with the County</td>
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<td>Title and Position of Related County Employee or State, County or Municipal Elected Official</td>
<td>Nature of Familial Relationship</td>
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If more space is needed, attach an additional sheet following the above format.

VERIFICATION: To the best of my knowledge, the information I have provided on this disclosure form is accurate and complete. I acknowledge that an inaccurate or incomplete disclosure is punishable by law, including but not limited to fines and debarment.

Signature of Recipient: [Signature]
Date: April 17, 2017

SUBMIT COMPLETED FORM TO: Cook County Board of Ethics
69 West Washington Street, Suite 3040, Chicago, Illinois 60602
Office (312) 603-4304 – Fax (312) 603-9988
CookCounty.Ethics@cookcountyil.gov

1 Spouse, domestic partner, civil union partner or parent, child, sibling, aunt, uncle, niece, nephew, grandparent or grandchild by blood, marriage (i.e. in laws and step relations) or adoption.
CONTRACT #: N/A

SECTION 4

COOK COUNTY AFFIDAVIT FOR WAGE THEFT ORDINANCE

Effective May 1, 2015, every Person, including Substantial Owners, seeking a Contract with Cook County must comply with the Cook County Wage Theft Ordinance set forth in Chapter 34, Article IV, Section 179. Any Person/Substantial Owner, who fails to comply with Cook County Wage Theft Ordinance, may request that the Chief Procurement Officer grant a reduction or waiver in accordance with Section 34-179(d).

"Contract" means any written document to make Procurements by or on behalf of Cook County.

"Person" means any individual, corporation, partnership, Joint Venture, trust, association, limited liability company, sole proprietorship or other legal entity.

"Procurement" means obtaining supplies, equipment, goods, or services of any kind.

"Substantial Owner" means any person or persons who own or hold a twenty-five percent (25%) or more percentage of interest in any business entity seeking a County Privilege, including those shareholders, general or limited partners, beneficiaries and principals; except where a business entity is an individual or sole proprietorship. Substantial Owner means that individual or sole proprietor.

All Persons/Substantial Owners are required to complete this affidavit and comply with the Cook County Wage Theft Ordinance before any Contract is awarded. Signature of this form constitutes a certification the information provided below is correct and complete, and that the individual(s) signing this form has/have personal knowledge of such information. County reserves the right to request additional information to verify veracity of information contained in this Affidavit.

I. Contract Information:

Contract Number: Not applicable (Application for Class 6(b) real estate tax incentive)

County Using Agency (requesting Procurement): Cook County Assessor’s office (Incentives)

II. Person/Substantial Owner Information:

Person (Corporate Entity) Name: CenterPoint Chicago Enterprise LLC

Substantial Owner Complete Name: CenterPoint Properties Trust

FEIN# ____________________________

Date of Birth: Not applicable, E-mail address: eharrington@centerpoint.com

Street Address: 1808 Swift Road, Oak Brook, IL 60523-1501

City: Oak Brook, State: IL, Zip: 60523-1501

Home Phone: (N/A)

III. Compliance with Wage Laws:

Within the past five years has the Person/Substantial Owner, in any judicial or administrative proceeding, been convicted of, entered a plea, made an admission of guilt or liability, or had an administrative finding made for committing a repeated or willful violation of any of the following laws:

- Illinois Wage Payment and Collection Act, 820 ILCS 115/1 et seq.
- Illinois Minimum Wage Act, 820 ILCS 105/1 et seq.
- Illinois Worker Adjustment and Relocating Notification Act, 820 ILCS 65/1 et seq.
- Employee Classification Act, 820 ILCS 185/1 et seq.
- Any comparable state statute or regulation of any state, which governs the payment of wages

If the Person/Substantial Owner answered “Yes” to any of the questions above, it is ineligible to enter into a Contract with Cook County, but can request a reduction or waiver under Section IV.
IV. Request for Waiver or Reduction

If Person/Substantial Owner answered “Yes” to any of the questions above, it may request a reduction or waiver in accordance with Section 34-179(d), provided that the request for reduction of waiver is made on the basis of one or more of the following actions that have taken place:

No There has been a bona fide change in ownership or control of the ineligible Person or Substantial Owner.

No Disciplinary action has been taken against the individual(s) responsible for the acts giving rise to the violation.

No Remedial action has been taken to prevent a recurrence of the acts giving rise to the disqualification or default.

No Other factors that the Person or Substantial Owner believes are relevant.

The Person/Substantial Owner must submit documentation to support the basis of its request for a reduction or waiver. The Chief Procurement Officer reserves the right to make additional inquiries and request additional documentation.

V. Affirmation

The Person/Substantial Owner affirms that all statements contained in the Affidavit are true, accurate and complete.

Signature: ________________________________ Date: April 17, 2017

Name of Person signing (Print): Rick A. Mathews Title: VP Legal

Subscribed and sworn to before me this 17th day of April, 2017.

X Notary Public Signature Notary Seal

Note: The above information is subject to verification prior to the award of the Contract.
CONTRACT #: N/A

SECTION 5

CONTRACT AND EDS EXECUTION PAGE

PLEASE EXECUTE THREE ORIGINAL COPIES

The Applicant hereby certifies and warrants that all of the statements, certifications and representations set forth in this EDS are true, complete and correct; that the Applicant is in full compliance and will continue to be in compliance throughout the term of the Contract or County Privilege issued to the Applicant with all the policies and requirements set forth in this EDS; and that all facts and information provided by the Applicant in this EDS are true, complete and correct. The Applicant agrees to inform the Chief Procurement Officer in writing if any of such statements, certifications, representations, facts or information becomes or is found to be untrue, incomplete or incorrect during the term of the Contract or County Privilege.

Execution by Corporation

Corporation's Name

President's Printed Name and Signature

Telephone

Email

Secretary Signature

Date

Execution by LLC

CenterPoint Chicago Enterprise LLC

LLC Name

April 17, 2017

Date

*Member/Manager Printed Name and Signature

by CenterPoint Properties Trust, its Manager

Telephone and Email

Execution by Partnership/Joint Venture

Partnership/Joint Venture Name

*Partner/Joint Venturer Printed Name and Signature

Date

Telephone and Email

Execution by Sole Proprietorship

Printed Name and Signature

Date

Telephone

Email

Subscribed and sworn to before me this 17th day of April, 2017.

Notary Public Signature

My commission expires:

Notary Seal

EDS-16
SECTION 5

CONTRACT AND EDS EXECUTION PAGE

PLEASE EXECUTE THREE ORIGINAL COPIES

The Applicant hereby certifies and warrants that all of the statements, certifications and representations set forth in this EDS are true, complete and correct; that the Applicant is in full compliance and will continue to be in compliance throughout the term of the Contract or County Privilege issued to the Applicant with all the policies and requirements set forth in this EDS; and that all facts and information provided by the Applicant in this EDS are true, complete and correct. The Applicant agrees to inform the Chief Procurement Officer in writing if any of such statements, certifications, representations, facts or information becomes or is found to be untrue, incomplete or incorrect during the term of the Contract or County Privilege.

Execution by Corporation

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<th>Corporation's Name</th>
<th>President's Printed Name and Signature</th>
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Execution by LLC

CenterPoint Chicago Enterprise LLC

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<th>LLC Name</th>
<th>*Member/Manager Printed Name and Signature</th>
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<td>by CenterPoint Properties Trust, its Manager</td>
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<tr>
<td>April 17, 2017</td>
<td>RICH A. MATHews, VP LEGAL</td>
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Execution by Partnership/Joint Venture

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Execution by Sole Proprietorship

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Subscribed and sworn to before me this 17th day of April, 2017

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<th>Notary Public Signature</th>
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<td>DIANE BORT</td>
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<td>NOTARY PUBLIC - STATE OF ILLINOIS</td>
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<td>MY COMMISSION EXPIRES: 12/22/17</td>
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SECTION 5

CONTRACT AND EDS EXECUTION PAGE

PLEASE EXECUTE THREE ORIGINAL COPIES

The Applicant hereby certifies and warrants that all of the statements, certifications and representations set forth in this EDS are true, complete and correct; that the Applicant is in full compliance and will continue to be in compliance throughout the term of the Contract or County Privilege issued to the Applicant with all the policies and requirements set forth in this EDS; and that all facts and information provided by the Applicant in this EDS are true, complete and correct. The Applicant agrees to inform the Chief Procurement Officer in writing if any of such statements, certifications, representations, facts or information becomes or is found to be untrue, incomplete or incorrect during the term of the Contract or County Privilege.

Execution by Corporation

Corporation's Name

President's Printed Name and Signature

Telephone

Email

Secretary Signature

Execution by LLC

CenterPoint Chicago Enterprise LLC

LLC Name

President/Manager Printed Name and Signature

by CenterPoint Properties Trust, its Manager

Date

Telephone and Email

Execution by Partnership/Joint Venture

Partnership/Joint Venture Name

*Partner/Joint Venturer Printed Name and Signature

Date

Telephone and Email

Execution by Sole Proprietorship

Printed Name and Signature

Date

Telephone

Email

Subscribed and sworn to before me this
17th day of April 2017

Notary Public Signature

Notary Public - State of Illinois

My commission expires: 12/23/17

Notary Seal
ON BEHALF OF THE COUNTY OF COOK, A BODY POLITIC AND CORPORATE OF THE STATE OF ILLINOIS, THIS CONTRACT IS HEREBY EXECUTED BY.

[Signature]

COOK COUNTY CHIEF PROCUREMENT OFFICER

DATED AT CHICAGO, ILLINOIS THIS ___________ DAY OF ___________________________ 20__________

IN THE CASE OF A BID/PROPOSAL/RESPONSE, THE COUNTY HEREBY ACCEPTS:

THE FOREGOING BID/PROPOSAL/RESPONSE AS IDENTIFIED IN THE CONTRACT DOCUMENTS FOR CONTRACT NUMBER

________________________________________

OR

ITEM(S), SECTION(S), PART(S): ______________________________________

TOTAL AMOUNT OF CONTRACT: $____________________________________

(DOLLARS AND CENTS)

FUND CHARGEABLE: ______________________________________

APPROVED AS TO FORM:

ASSISTANT STATE'S ATTORNEY
(Required on contracts over $1,000,000.00)

Date

EDS-18
GROUP EXHIBIT A
SPECIAL WARRANTY DEED

THE GRANTOR, ENTERPRISE CENTER X, L.P., an Illinois limited partnership, with offices at c/o Prime Group Realty Trust, 77 West Wacker Drive, Suite 3900, Chicago, Illinois 60601 ("Grantor"), for and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration in hand paid, the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, SELL, CONVEY, ASSIGN and DELIVER to GRANTEE, CENTERPOINT CHICAGO ENTERPRISE LLC, an Illinois limited liability company, with offices at 1808 Swift Drive, Oak Brook, Illinois 60523 ("Grantee") and to its successors and assigns, FOREVER, the real property described in Exhibit A attached hereto and made a part hereof, together with all buildings and other improvements situated thereon, all fixtures and other property affixed thereto and all right, title and interest of Grantor in and to adjacent streets, alleys and rights-of-way, subject to the encumbrances described in Exhibit B attached hereto and made a part hereof (hereinafter called the "Permitted Encumbrances").

TO HAVE AND TO HOLD the herein described property, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee, its successors and assigns, forever, and Grantor does hereby covenant, promise and agree, to and with Grantee, its successors and assigns, that it has not done or suffered to be done, anything whereby said property hereby granted is, or may be, in any manner encumbered or charged, except as set forth in the Permitted Encumbrances, and hereby binds itself and its successors and assigns to warrant and forever defend all and singular the said premises unto Grantee, its successors and assigns against every person whomsoever lawfully claiming, or to claim the same, or any part thereof, by, through, or under Grantor, but not otherwise subject, however, to the Permitted Encumbrances.

Permanent Real Estate Number(s): 26-31-303-014-0000; 26-31-303-020-0000

Property Address: 13535 C&H S. Torrence Avenue, Chicago, Illinois
IN WITNESS WHEREOF, this Special Warranty Deed is executed by Grantor on this 7th day of October, 2004.

ENTERPRISE CENTER X, L.P.,
an Illinois limited partnership

By: Prime Group Realty, L.P., a Delaware limited partnership, its Managing Partner

By: Prime Group Realty Trust, a Maryland real estate investment trust, as Managing General Partner

By: ____________________________
Name: Jeffrey A. Patterson
Title: President and Chief Executive Officer

STATE OF ILLINOIS )
COUNTY OF COOK ) ss.

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Jeffrey A. Patterson, known to me to be the President and Chief Executive Officer of Prime Group Realty Trust, a Maryland real estate investment trust, the managing partner of Prime Group Realty, L.P., a Delaware limited partnership, the managing general partner of Enterprise Center X, L.P., the limited partnership that executed the foregoing instrument, and known to me to be the person who executed the foregoing instrument on behalf of said real estate investment trust, as managing general partner of such limited partnership, as administrative member of such limited liability company, and acknowledged to me that he executed the same in such capacity and that such limited liability company executed the same for the purposes and consideration therein expressed.

Given under my hand and sale of office this 7th day of October, 2004.

Notary Public

My commission expires: 11/22/2007
EXHIBIT A

LEGAL DESCRIPTION

PARCEL 1:


PARCEL 2:

EASEMENT FOR INGRESS AND EGRESS AS CREATED BY PLAT OF CHICAGO ENTERPRISE SUBDIVISION RECORDED MAY 25, 1993 AS DOCUMENT NUMBER 93397195 OVER AND ACROSS LOT 17 AND PART OF LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 AND 16 IN SAID SUBDIVISION, TOGETHER WITH EASEMENTS SET FORTH IN DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, AND EASEMENTS FOR CHICAGO ENTERPRISE CENTER RECORDED FEBRUARY 2, 1995 AS DOCUMENT 95080794 AS AMENDED BY EASEMENT AGREEMENT AND AMENDMENT TO DECLARATION RECORDED JUNE 14, 1996 AS DOCUMENT NO. 96455750 (EXCEPT THEREFROM THAT PORTION FALLING WITHIN PARCEL 1).
EXHIBIT B

PERMITTED ENCUMBRANCES

1. The rights of tenants under the leases as tenants only with no rights to purchase except as for the rights of the tenants set forth on Exhibit J to that certain Purchase and Sale Agreement dated as of August 2, 2004 by and between Grantor and Grantee.

2. Acts of the Purchaser and those claiming by, through, and under Purchaser.

3. Real Estate Taxes and Assessments not due and payable as of the closing.

4. (A) Terms, provisions, and conditions relating to the easement described as parcel 2 contained in the instrument creating said easement.
   (B) Rights of the adjoining owner or owners to the concurrent use of said easement.

5. Easement in favor of the Sanitary District of Chicago for construction, reconstruction, repair, maintenance and operation of an intercepting sewer, created by instrument recorded March 25, 1937 as document 11968808.
   (Affects parcel 2)

   (Affects parcel 2)

7. Easement for railroad purposes over portions of the land as depicted on the plat of subdivision recorded May 25, 1993 as document 93397195.
   (Affects parcels 1 and 2)

8. Easement for ingress and egress over the West 12.5 feet and the South 12.5 feet of lot 12, and the Southerly portion of lot 6, as shown on the plat of subdivision recorded May 25, 1993 as document 93397195, located as shown on the survey made by National Survey Service, Inc., number N-125583, dated May 20, 2004.
   (Affects parcel 1)

9. Easements, terms, provisions, conditions and limitations contained in the declaration of covenants, conditions and restrictions and easements for Chicago Enterprise Center recorded February 2, 1995 as document 95080794 and the amendment thereto recorded as document 96455750.
   (For further particulars, see record.)
   (Affects parcels 1 and 2)
10. Easements in favor of Torrence Partners Limited Partnership, an Illinois limited partnership, its successors and assigns, as set forth in the easement agreement and amendment to declaration recorded June 14, 1996 as document 96455750, for the purpose of railroad tracks; water lines; gas lines; storm water and sewer drainage, all as depicted on the exhibits attached thereto, and the terms and conditions thereof.
(For further particulars, see record.)
(Affects lot 12 of parcel 1)

SPECIAL WARRANTY DEED

THE GRANTOR, ENTERPRISE CENTER VII, L.P., an Illinois limited partnership, with offices at c/o Prime Group Realty Trust, 77 West Wacker Drive, Suite 3900, Chicago, Illinois 60601 ("Grantor"), for and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration in hand paid, the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, SELL, CONVEY, ASSIGN and DELIVER to GRANTEE, CENTERPOINT CHICAGO ENTERPRISE LLC, an Illinois limited liability company, with offices at 1808 Swift Drive, Oak Brook, Illinois 60523 ("Grantee") and to its successors and assigns, FOREVER, the real property described in Exhibit A attached hereto and made a part hereof, together with all buildings and other improvements situated thereon, all fixtures and other property affixed thereto and all right, title and interest of Grantor in and to adjacent streets, alleys and rights-of-way, subject to the encumbrances described in Exhibit B attached hereto and made a part hereof (hereinafter called the "Permitted Encumbrances").

TO HAVE AND TO HOLD the herein described property, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee, its successors and assigns, forever, and Grantor does hereby covenant, promise and agree, to and with Grantee, its successors and assigns, that it has not done or suffered to be done, anything whereby said property hereby granted is, or may be, in any manner encumbered or charged, except as set forth in the Permitted Encumbrances, and hereby binds itself and its successors and assigns to warrant and forever defend all and singular the said premises unto Grantee, its successors and assigns against every person whomsoever lawfully claiming, or to claim the same, or any part thereof, by, through, or under Grantor, but not otherwise subject, however, to the Permitted Encumbrances.

Permanent Real Estate Number(s): 26-31-030-010-0000; 26-31-030-024-0000

Property Address: 13535 A&D S. Torrence Avenue, Chicago, Illinois
IN WITNESS WHEREOF, this Special Warranty Deed is executed by Grantor on this 7th day of October, 2004.

ENTERPRISE CENTER VII, L.P.,
an Illinois limited partnership

By: Prime Group Realty, L.P., a Delaware limited partnership, its Managing Partner

By: Prime Group Realty Trust, a Maryland real estate investment trust, as Managing General Partner

By:  
Name: Jeffrey A. Patterson
Title: President and Chief Executive Officer

STATE OF ILLINOIS  )  ) ss.
COUNTY OF COOK  )

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Jeffrey A. Patterson, known to me to be the President and Chief Executive Officer of Prime Group Realty Trust, a Maryland real estate investment trust, the managing general partner of Prime Group Realty, L.P., a Delaware limited partnership, the managing partner of Enterprise Center VII, L.P., the limited partnership that executed the foregoing instrument, and known to me to be the person who executed the foregoing instrument on behalf of said real estate investment trust, as managing general partner of such limited partnership, as administrative member of such limited liability company, and acknowledged to me that he executed the same in such capacity and that such limited liability company executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 2nd day of October, 2004.

Notary Public

[Seal]  My commission expires: 11/22/07
PARCEL 1:

PARCEL 2:
EASEMENT FOR INGRESS AND EGRESS AS CREATED BY PLAT OF CHICAGO ENTERPRISE SUBDIVISION RECORDED MAY 25, 1993 AS DOCUMENT 93397195 OVER AND ACROSS LOT 17 AND PART OF LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 AND 16 IN SAID SUBDIVISION, TOGETHER WITH EASEMENTS SET FORTH IN DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, AND EASEMENTS FOR CHICAGO ENTERPRISE CENTER RECORDED FEBRUARY 2, 1995 AS DOCUMENT 95080794 AS AMENDED BY EASEMENT AGREEMENT AND AMENDMENT TO DECLARATION RECORDED JUNE 14, 1996 AS DOCUMENT 96455750.
EXHIBIT B

PERMITTED ENCUMBRANCES

1. The rights of tenants under the leases as tenants only with no rights to purchase except as for the rights of the tenants set forth on Exhibit J to that certain Purchase and Sale Agreement dated as of August 2, 2004 by and between Grantor and Grantee.

2. Acts of the Purchaser and those claiming by, through, and under Purchaser.

3. Real Estate Taxes and Assessments not due and payable as of the closing.


(Affects lot 16 and parcel 2 only)


(Affects lot 16 and parcel 2 only)


7. Terms, provisions, conditions and limitations of the declaration of covenants, conditions and restrictions and easements for Chicago Enterprise Center recorded February 2, 1995 as document 95080794 and amended by document 96455750.

8. Party wall rights of the owners of the property North and adjoining lot 16 and East and adjoining lot 2, as established by agreement recorded/filed as document 93397195, and the terms, covenants, and provisions contained therein.

(Affects the North line of lot 16 and the East line of lot 2)


(Affects the Northwesterly portion of lot 2 of parcel 1)

10. Rights of parties to maintain manholes, hydrants, overhead wires, power poles, transformer yards and substations, water valves, gas meters, overhead conduits, gas meters, vaults and pipes, located on the land as depicted on survey number N1-125583 made by National Survey Service Inc., dated May 20, 2004.
11. (A) Terms, provisions, and conditions relating to the easement described as parcel 2 contained in the instrument creating said easement; and (B) Rights of the adjoining owner of owners to the concurrent use of said easement.
SPECIAL WARRANTY DEED

THE GRANTOR, KEMPER/PRIME INDUSTRIAL PARTNERS, an Illinois general partnership, with offices at c/o Prime Group Realty Trust, 77 West Wacker Drive, Suite 3900, Chicago, Illinois 60601 ("Grantor"), for and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration in hand paid, the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, SELL, CONVEY, ASSIGN and DELIVER to GRANTEE, CENTERPOINT CHICAGO ENTERPRISE LLC, an Illinois limited liability company, with offices at 1808 Swift Drive, Oak Brook, Illinois 60523 ("Grantee") and to its successors and assigns, FOREVER, the real property described in Exhibit A attached hereto and made a part hereof, together with all buildings and other improvements situated thereon, all fixtures and other property affixed thereto and all right, title and interest of Grantor in and to adjacent streets, alleys and rights-of-way, subject to the encumbrances described in Exhibit B attached hereto and made a part hereof (hereinafter called the "Permitted Encumbrances").

TO HAVE AND TO HOLD the herein described property, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee, its successors and assigns, forever, and Grantor does hereby covenant, promise and agree, to and with Grantee, its successors and assigns, that it has not done or suffered to be done, anything whereby said property hereby granted is, or may be, in any manner encumbered or charged, except as set forth in the Permitted Encumbrances, and hereby binds itself and its successors and assigns to warrant and forever defend all and singular the said premises unto Grantee, its successors and assigns against every person whomsoever lawfully claiming, or to claim the same, or any part thereof, by, through, or under Grantor, but not otherwise subject, however, to the Permitted Encumbrances.

Permanent Real Estate Number(s): 26-31-303-011-0000; 26-31-303-012-0000; 26-31-303-013-0000; 26-31-303-025-0000; 26-31-303-025-0000; 26-31-303-033-0000

Property Address: 13535 S. Torrence Avenue, Chicago, Illinois
IN WITNESS WHEREOF, this Special Warranty Deed is executed by Grantor on this 7th day of October, 2004.

KEMPER/PRIME INDUSTRIAL PARTNERS,
an Illinois general partnership

By: Prime Group Realty, L.P., a Delaware limited partnership, its Managing Partner

By: Prime Group Realty Trust, a Maryland real estate investment trust, as Managing General Partner

By: __________
Name: Jeffrey A. Patterson
Title: President and Chief Executive Officer

STATE OF ILLINOIS )
COUNTY OF COOK ) ss.

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Jeffrey A. Patterson, known to me to be the President and Chief Executive Officer of Prime Group Realty Trust, a Maryland real estate investment trust, the managing general partner of Prime Group Realty, L.P., a Delaware limited partnership, the managing partner of Kemper/Prime Industrial Partners, the general partnership that executed the foregoing instrument, and known to me to be the person who executed the foregoing instrument on behalf of said real estate investment trust, as managing general partner of such limited partnership, as administrative member of such limited liability company, and acknowledged to me that he executed the same in such capacity and that such limited liability company executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 7th day of October, 2004.

Notary Public

[Seal] My commission expires: 11/22/07
EXHIBIT A

LEGAL DESCRIPTION

PARCEL 1:


PARCEL 2:


PARCEL 3:

EASEMENT FOR INGRESS AND EGRESS AS CREATED BY PLAT OF CHICAGO ENTERPRISE SUBDIVISION RECORDED MAY 25, 1993 AS DOCUMENT 93397195 OVER AND ACROSS LOT 17 AND PART OF LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 AND 16 IN SAID SUBDIVISION, TOGETHER WITH EASEMENTS SET FORTH IN DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, AND EASEMENTS FOR CHICAGO ENTERPRISE CENTER RECORDED FEBRUARY 2, 1995 AS DOCUMENT 95080794 AS AMENDED BY EASEMENT AGREEMENT AND AMENDMENT TO DECLARATION RECORDED JUNE 14, 1996 AS DOCUMENT NO. 96455750.
EXHIBIT B

PERMITTED ENCUMBRANCES

1. THE RIGHTS OF TENANTS UNDER THE LEASES AS TENANTS ONLY WITH NO RIGHTS TO PURCHASE EXCEPT AS FOR THE RIGHTS OF THE TENANTS SET FORTH ON EXHIBIT J TO THAT CERTAIN PURCHASE AND SALE AGREEMENT DATED AS OF AUGUST 2, 2004 BY AND BETWEEN GRANTOR AND GRANTEE.

2. ACTS OF THE PURCHASER AND THOSE CLAIMING BY, THROUGH, AND UNDER PURCHASER.

3. REAL ESTATE TAXES AND ASSESSMENTS NOT DUE AND PAYABLE AS OF THE CLOSING.


5. EASEMENT IN FAVOR OF THE SANITARY DISTRICT OF CHICAGO FOR CONSTRUCTION, RECONSTRUCTION, REPAIR, MAINTENANCE AND OPERATION OF AN INTERCEPTING SEWER, CREATED BY INSTRUMENT RECORDED MARCH 25, 1937 AS DOCUMENT 11968808. LOCATED AS SHOWN ON THE SURVEY (AFFECTS LOTS 5 AND 17 AND PARCEL 3 ONLY)

6. EASEMENT IN FAVOR OF THE SANITARY DISTRICT OF CHICAGO FOR CONSTRUCTION, RECONSTRUCTION, REPAIR, MAINTENANCE AND OPERATION OF AN INTERCEPTING SEWER, CREATED BY INSTRUMENT RECORDED MARCH 25, 1937 AS DOCUMENT 11968812. LOCATED AS SHOWN ON THE SURVEY (AFFECTS LOTS 5 AND 17 AND PARCEL 3 ONLY)

7. EASEMENT FOR RAILROAD PURPOSES OVER PORTIONS OF THE LAND AS DEPICTED ON THE PLAT OF SUBDIVISION RECORDED MAY 25, 1993 AS DOCUMENT 93397195


10. (A) TERMS, PROVISIONS, AND CONDITIONS RELATING TO THE EASEMENT DESCRIBED AS PARCEL 3 CONTAINED IN THE INSTRUMENT CREATING SAID EASEMENT.

11. (B) RIGHTS OF THE ADJOINING OWNER OR OWNERS TO THE CONCURRENT USE OF SAID EASEMENT.

12. RIGHTS OF THE FOLLOWING LESSEE, AND OF ANY PERSON OR PARTY CLAIMING BY, THROUGH OR UNDER THE LESSEE, UNDER AN EXISTING UNRECORDED LEASES: INDUSTRIAL TRANSPORT
12. TERMS, PROVISIONS AND CONDITIONS OF RELEASE AND EASEMENT AGREEMENT
MADE BY AND BETWEEN NORFOLK SOUTHERN RAILWAY COMPANY,
KEMPER/PRIME INDUSTRIAL PARTNERS, ENTERPRISE CENTER VII, L.P.,
ENTERPRISE CENTER VIII, L.P., ENTERPRISE CENTER IX, L.P., ENTERPRISE CENTER
X, L.P., DATED AUGUST 23, 1999 AND RECORDED APRIL 26, 2000 AS DOCUMENT
00290464.

(AFFECTS THE LAND AND OTHER PROPERTY)
SPECIAL WARRANTY DEED

THE GRANTOR, ENTERPRISE CENTER IX, L.P., an Illinois limited partnership, with offices at c/o Prime Group Realty Trust, 77 West Wacker Drive, Suite 3900, Chicago, Illinois 60601 ("Grantor"), for and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration in hand paid, the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, SELL, CONVEY, ASSIGN and DELIVER to GRANTEE, CENTERPOINT CHICAGO ENTERPRISE LLC, an Illinois limited liability company, with offices at 1808 Swift Drive, Oak Brook, Illinois 60523 ("Grantee") and to its successors and assigns, FOREVER, the real property described in Exhibit A attached hereto and made a part hereof, together with all buildings and other improvements situated thereon, all fixtures and other property affixed thereto and all right, title and interest of Grantor in and to adjacent streets, alleys and rights-of-way, subject to the encumbrances described in Exhibit B attached hereto and made a part hereof (hereinafter called the "Permitted Encumbrances").

TO HAVE AND TO HOLD the herein described property, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee, its successors and assigns, forever, and Grantor does hereby covenant, promise and agree, to and with Grantee, its successors and assigns, that it has not done or suffered to be done, anything whereby said property hereby granted is, or may be, in any manner encumbered or charged, except as set forth in the Permitted Encumbrances, and hereby binds itself and its successors and assigns to warrant and forever defend all and singular the said premises unto Grantee, its successors and assigns against every person whomsoever lawfully claiming, or to claim the same, or any part thereof, by, through, or under Grantor, but not otherwise subject, however, to the Permitted Encumbrances.

Permanent Real Estate Number(s): 26-31-303-021-0000; 26-31-303-022-0000; 26-31-303-023-0000

Property Address: 13535 E-G S. Torrence Avenue, Chicago, Illinois
IN WITNESS WHEREOF, this Special Warranty Deed is executed by Grantor on this 7th day of October, 2004.

ENTERPRISE CENTER IX, L.P.;
an Illinois limited partnership

By: Prime Group Realty, L.P., a Delaware limited partnership, its Managing Partner

By: Prime Group Realty Trust, a Maryland real estate investment trust, as Managing General Partner

By: Jeffrey A. Patterson
Name: Jeffrey A. Patterson
Title: President and Chief Executive Officer

STATE OF ILLINOIS  )
COUNTY OF COOK  )

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Jeffrey A. Patterson, known to me to be the President and Chief Executive Officer of Prime Group Realty Trust, a Maryland real estate investment trust, the managing general partner of Prime Group Realty, L.P., a Delaware limited partnership, the managing partner of Enterprise Center IX, L.P., the limited partnership that executed the foregoing instrument, and known to me to be the person who executed the foregoing instrument on behalf of said real estate investment trust, as managing general partner of such limited partnership, as administrative member of such limited liability company, and acknowledged to me that he executed the same in such capacity and that such limited liability company executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 7th day of October, 2004.

My commission expires: 11/22/07

"OFFICIAL SEAL"

[Seal]
PARCEL 1:


PARCEL 2:

EASEMENT FOR INGRESS AND EGRESS AS CREATED BY PLAT OF CHICAGO ENTERPRISE SUBDIVISION RECORDED MAY 25, 1993 AS DOCUMENT NUMBER 93397195 OVER AND ACROSS LOT 17 AND PART OF LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 AND 16 IN SAID SUBDIVISION, TOGETHER WITH EASEMENTS SET FORTH IN DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, AND EASEMENTS FOR CHICAGO ENTERPRISE CENTER RECORDED FEBRUARY 2, 1995 AS DOCUMENT 95080794 AS AMENDED BY EASEMENT AGREEMENT AND AMENDMENT TO DECLARATION RECORDED JUNE 14, 1996 AS DOCUMENT NO. 96455750 (EXCEPT THEREFROM THAT PORTION FALLING WITHIN PARCEL 1).
EXHIBIT B

PERMITTED ENCUMBRANCES

1. The rights of tenants under the leases as tenants only with no rights to purchase except as for the
   rights of the tenants set forth on Exhibit J to that certain Purchase and Sale Agreement dated as of
   August 2, 2004 by and between Grantor and Grantee.

2. Acts of the Purchaser and those claiming by, through, and under Purchaser.

3. Real Estate Taxes and Assessments not due and payable as of the closing.

4. (A) Terms, provisions, and conditions relating to the easement described as parcel 2 contained in
   the instrument creating said easement.

   (B) Rights of the adjoining owner or owners to the concurrent use of said easement.

5. Easement for railroad purposes over portions of the land as depicted on the plat of subdivision
   recorded May 25, 1993 as document 93397195 and amended by document number 96455750,
   located as shown on the survey made by National Survey Service, Inc., number N-125583, dated

6. Easement in favor of the Sanitary District of Chicago for construction, reconstruction, repair,
   maintenance and operation of an intercepting sewer, created by instrument recorded March 25,
   1937 as document 11968808.

7. Easement in favor of the Sanitary District of Chicago for construction, reconstruction, repair,
   maintenance and operation of an intercepting sewer, created by instrument recorded March 25,
   1937 as document 11968812.

8. Party wall rights of the owners of the property adjoining the land, as established by the plat of
   subdivision recorded May 25, 1993 as document 93397195 and amended by document number
   96455750, affecting:

   The South line of lot 15
   The North line of lot 15
   The North and South lines of lot 14

9. Easement for ingress and egress over the West 12.5 feet and the South 12.5 feet of lot 12, as
   shown on the plat of subdivision recorded May 25, 1993 as document 93397195 and as amended
   by document number 96455750.

10. Rights of parties to maintain power poles, manholes, overhead wires, electric meter, gas meter,
    overhead cables and wires, transformer, utility poles, water valves, substation, and gas meters,
    located on the land as depicted on survey number N-125583 prepared by National Survey

11. Easement for ingress and egress as established by the plat of subdivision recorded May 25, 1993
    as document 93397195 and amended by document number 96455750.
12. Easements, terms, provisions, conditions and limitations of the declaration of covenants, conditions and restrictions and easements for Chicago Enterprise Center recorded February 2, 1995 as document 95080794 and amended by document number 96455750.

13. Easement in favor of Torrence Partners Limited Partnership, an Illinois Limited Partnership, its successor and assigns, as set forth in the easement agreement and amendment to declaration recorded June 14, 1996 as document 96455750, for the purpose of railroad tracks, as depicted on the plat of subdivision, and the terms and conditions thereof.
SPECIAL WARRANTY DEED

THE GRANTOR, ENTERPRISE CENTER VIII, L.P., an Illinois limited partnership, with offices at c/o Prime Group Realty Trust, 77 West Wacker Drive, Suite 3900, Chicago, Illinois 60601 ("Grantor"), for and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration in hand paid, the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, SELL, CONVEY, ASSIGN and DELIVER to GRANTEE, CENTERPOINT CHICAGO ENTERPRISE LLC, an Illinois limited liability company, with offices at 1808 Swift Drive, Oak Brook, Illinois; 60523 ("Grantee") and to its successors and assigns, FOREVER, the real property described in Exhibit A attached hereto and made a part hereof, together with all buildings and other improvements situated thereon, all fixtures and other property affixed thereto and all right, title and interest of Grantor in and to adjacent streets, alleys and rights-of-way, subject to the encumbrances described in Exhibit B attached hereto and made a part hereof (hereinafter called the "Permitted Encumbrances").

TO HAVE AND TO HOLD the herein described property, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee, its successors and assigns, forever, and Grantor does hereby covenant, promise and agree, to and with Grantee, its successors and assigns, that it has not done or suffered to be done, anything whereby said property hereby granted is, or may be, in any manner encumbered or charged, except as set forth in the Permitted Encumbrances, and hereby binds itself and its successors and assigns to warrant and forever defend all and singular the said premises unto Grantee, its successors and assigns against every person whomsoever lawfully claiming, or to claim the same, or any part thereof, by, through, or under Grantor, but not otherwise subject, however, to the Permitted Encumbrances.

Permanent Real Estate Number(s): 26-31-030-015-0000; 26-31-030-016-0000; 26-31-030-017-0000; 26-31-030-018-0000; 26-31-030-019-0000

Property Address: 13535 B S. Torrence Avenue, Chicago, Illinois
IN WITNESS WHEREOF, this Special Warranty Deed is executed by Grantor on this 7th day of October, 2004.

ENTERPRISE CENTER VIII, L.P., an Illinois limited partnership

By: Prime Group Realty, L.P., a Delaware limited partnership, its Managing Partner

By: Prime Group Realty Trust, a Maryland real estate investment trust, as Managing General Partner

STATE OF ILLINOIS )
COUNTY OF COOK ) ss.

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Jeffrey A. Patterson, known to me to be the President and Chief Executive Officer of Prime Group Realty Trust, a Maryland real estate investment trust, the managing general partner of Prime Group Realty, L.P., a Delaware limited partnership, the managing partner of Enterprise Center VIII, L.P., the limited partnership that executed the foregoing instrument, and known to me to be the person who executed the foregoing instrument on behalf of said real estate investment trust, as managing general partner of such limited partnership, as administrative member of such limited liability company, and acknowledged to me that he executed the same in such capacity and that such limited liability company executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 7th day of October, 2004.

[Seal]

Notary Public

My commission expires: 11/2/07

"OFFICIAL SEAL"

LOUISE BIEGER
NOTARY PUBLIC STATE OF ILLINOIS
EXHIBIT A

LEGAL DESCRIPTION

PARCEL 1:


PARCEL 2:

EASEMENT FOR INGRESS AND EGRESS AS CREATED BY PLAT OF CHICAGO ENTERPRISE SUBDIVISION RECORDED MAY 25, 1993 AS DOCUMENT NUMBER 93397195 OVER AND ACROSS LOT 17 AND PART OF LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15 AND 16 IN SAID SUBDIVISION, TOGETHER WITH EASEMENTS SET FORTH IN DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, AND EASEMENTS FOR CHICAGO ENTERPRISE CENTER RECORDED FEBRUARY 2, 1995 AS DOCUMENT 95080794 AS AMENDED BY EASEMENT AGREEMENT AND AMENDMENT TO DECLARATION RECORDED JUNE 14, 1996 AS DOCUMENT NO. 96455750.
EXHIBIT B

PERMITTED ENCUMBRANCES

1. The rights of tenants under the leases as tenants only with no rights to purchase except as for the rights of the tenants set forth on Exhibit J to that certain Purchase and Sale Agreement dated as of August 2, 2004 by and between Grantor and Grantee.

2. Acts of the Purchaser and those claiming by, through, and under Purchaser.

3. Real Estate Taxes and Assessments not due and payable as of the closing.


5. Easement in favor of the Sanitary District of Chicago for construction, reconstruction, repair, maintenance and operation of an intercepting sewer, created by instrument recorded March 25, 1937 as document 11968808.

   Located as shown on the survey.

   (Affects parcel 2 only)


   Located as shown on the survey.

   (Affects parcel 2 only)

7. Terms, provisions, conditions and limitations of the declaration of covenants, conditions and restrictions and easements for Chicago Enterprise Center recorded February 2, 1995 as document 95080794 and amended by document number 96455750.

8. (A) Terms, provisions, and conditions relating to the easement described as parcel 2 contained in the instrument creating said easement.

   (B) Rights of the adjoining owner or owners to the concurrent use of said easement.

9. Party wall rights of the owners of the property adjoining the land, as established by the plat of subdivision recorded May 25, 1993 as document 93397195 and amended by document number 96455750, affecting:

   The North line of lot 7

   The North and South lines of lots 8, 9 and 10

   The South line of lot 11

   The West line of the land

10. Easement for ingress and egress located on the Westerly portion of the land, as depicted on the survey.

11. Rights of parties to maintain power poles, manholes, overhead wires, transformer, substation, overhead cables, gas manhole, gas meters, gas regulators, water vault, telephone cables and
EXHIBIT 3

See attached Living Wage Affidavit for the Applicant.
INCENTIVES’ CLASS LIVING WAGE ORDINANCE AFFIDAVIT

Rick A. Mathews as agent for the applicant set forth below, who is seeking a classification incentive as referenced below, do hereby state under oath as follows:

1. As the agent for the applicant set forth below, I have personal knowledge as to the facts stated herein.

2. The property identified by PIN(s) with commonly known address(es), listed in Exhibit A attached and herein incorporated, are/is the subject of a pending application/renewal (circle as appropriate) for one of the following development incentives provided by the Code of Ordinances of Cook County, Chapter 74, Article III, Division 2, The Cook County Real Property Assessment Classification Ordinance, Sec. 74-50 et seq., as amended:

   - Class 6b
   - Class 8 (industrial property)
   - Class 9

3. The Cook County Assessor’s Office has issued the following control number regarding this application/renewal (circle as appropriate), To follow:

   [No control number provided]

4. I have reviewed the Code of Ordinances of Cook County, Chapter 34, Article IV, Division 1, and The Cook County Living Wage Ordinance, Sec. 34-127 et seq., as amended (the “Ordinance”), and certify that the applicant is in compliance with the above referenced Cook County Living Wage Ordinance, due to one of the following options (check as appropriate):

   - Applicant is currently paying a living wage to its employees, as defined in the Ordinance.
     (No employees)

   OR

   - Applicant is not required to pay a living wage, pursuant to the Ordinance.

Further affiant sayeth not.

Agent’s Signature

1808 Swift Drive, Oak Brook, IL 60523

Agent’s Mailing Address

CenterPoint Properties Trust as manager of CenterPoint Chicago Enterprise LLC

Applicant’s Name

eharrington@centerpoint.com

Applicant’s e-mail address

Subscribed and sworn before me this 17th day of April, 2017.

Signature of Notary Public
### EXHIBIT A
(Please type or Print)

<table>
<thead>
<tr>
<th>PIN(s)</th>
<th>Common Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>26-31-303-012-0000</td>
<td>13535 S. Torrence Ave., Chicago, IL</td>
</tr>
<tr>
<td>26-31-303-013-0000</td>
<td>13535 S. Torrence Ave., Chicago, IL</td>
</tr>
<tr>
<td>26-31-303-020-0000</td>
<td>13535 S. Torrence Ave., Chicago, IL</td>
</tr>
<tr>
<td>26-31-303-021-0000</td>
<td>13535 S. Torrence Ave., Chicago, IL</td>
</tr>
<tr>
<td>26-31-303-022-0000</td>
<td>13535 S. Torrence Ave., Chicago, IL</td>
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<td>13535 S. Torrence Ave., Chicago, IL</td>
</tr>
<tr>
<td>26-31-303-024-0000</td>
<td>13535 S. Torrence Ave., Chicago, IL</td>
</tr>
<tr>
<td>26-31-303-025-0000</td>
<td>13535 S. Torrence Ave., Chicago, IL</td>
</tr>
</tbody>
</table>
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:

CenterPoint Chicago Enterprise LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [x] the Applicant
   OR

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

   OR

3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 1808 Swift Road
   Oak Brook, IL 60523-1501

C. Telephone: (630) 586-8273 Fax: (630) 586-2390 Email: bpsheehan@centerpoint.com

D. Name of contact person: Brian P. Sheehan
   also Mara Georges (312) 726-8797

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

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
   Application for a zoning map amendment (planned development) for:
   13535 S. Torrence Ave.
   Also, application for Class 6(b) real estate tax incentive for the property.

G. Which City agency or department is requesting this EDS? Department of Planning & Dev't

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

Specification # N/A and Contract # N/A
SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

   [ ] Person
   [ ] Publicly registered business corporation
   [ ] Privately held business corporation
   [ ] Sole proprietorship
   [ ] General partnership
   [ ] Limited partnership
   [ ] Trust

   [x] Limited liability company
   [ ] Limited liability partnership
   [ ] Joint venture
   [ ] Not-for-profit corporation

   (Is the not-for-profit corporation also a 501(c)(3)?)
   [ ] Yes  [ ] No

   [ ] Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

   Illinois

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

   [ ] Yes  [ ] No  [x] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

   If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>CenterPoint Properties Trust</td>
<td>Manager</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Percentage Interest in the Disclosing Party</th>
</tr>
</thead>
<tbody>
<tr>
<td>CenterPoint Properties Trust</td>
<td>1808 Swift Road</td>
<td>100%</td>
</tr>
<tr>
<td></td>
<td>Oak Brook, IL 60523-1501</td>
<td></td>
</tr>
</tbody>
</table>

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[ ] Yes    [x] No

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.
<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Business</th>
<th>Relationship to Disclosing Party</th>
<th>Fees (indicate whether paid or estimated.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>SpaceCo Inc., 9575 W. Higgins #700, Rosemont, IL</td>
<td>Engineer</td>
<td>subcontractor, attorney, lobbyist, etc.</td>
<td>$30,000 (Estimated)</td>
</tr>
<tr>
<td>Cornerstone Architects, 1152 Spring Lake Dr, Itasca, IL</td>
<td>Architect</td>
<td></td>
<td>$30,000 (Estimated)</td>
</tr>
<tr>
<td>Daley and Georges Ltd., 20 S. Clark # 400, Chicago, IL</td>
<td>Attorney</td>
<td></td>
<td>$10,000 (Estimated)</td>
</tr>
</tbody>
</table>

NOTE: Lobbists are being retained and paid by parent entity CenterPoint Properties Trust.

(Add sheets if necessary)

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

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

[ ] Yes  [ ] No

B. FURTHER CERTIFICATIONS

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

NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.
2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

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

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

* the Disclosing Party;
* any “Contractor” (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, “Disclosure of Subcontractors and Other Retained Parties”);
* any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the eligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor; is controlled by it, or, with the Contractor, is under common control of another person or entity;
* any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

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

N/A

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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.

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

None.

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[ ] is [x] is not

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

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

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

   [ ] Yes  [x] No

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

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

   Does the Matter involve a City Property Sale?

   [ ] Yes  [ ] No

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

   Name  Business Address  Nature of Interest


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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

This section is not applicable; the matter is not federally funded.

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

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

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If “Yes,” answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
   [ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
   [ ] Yes [ ] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
   [ ] Yes [ ] No

If you checked “No” to question 1. or 2. above, please provide an explanation:
SECTION VII – ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

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

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

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

F.2. If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

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

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

CERTIFICATION

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

CenterPoint Chicago Enterprise LLC
(Print or type name of Disclosing Party)
By CenterPoint Properties Trust, its Manager
By: [Signature]
(Sign here)
Rick A. Mathews
Vice President, Legal
(Print or type name of person signing)
(Print or type title of person signing)

Signed and sworn to before me on (date) April 17, 2017
at Cook County, Illinois (state).

Commission expires: 12-31-17

Notary Public.

OFFICIAL SEAL
DIANE BORT
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES: 12/23/17

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FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes [X] No

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.

N/A

1139.0002
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 percent (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 Municipal Code Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?

☐ 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 Section 2-92-416 of the Municipal Code?

☐ Yes  ☐ No  ☑ Not Applicable

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

Not applicable.

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.
SECTION I -- GENERAL INFORMATION

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

CenterPoint Properties Trust

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant
   OR

2. [x] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: CenterPoint Chicago Enterprise LLC
   OR

3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 1808 Swift Road

Oak Brook, IL 60523-1501

C. Telephone: (630) 586-8273 Fax: (630) 586-2390 Email: bpsheehan@centerpoint.com

D. Name of contact person: Brian P. Sheehan
   also Mara Georges (312) 726-8797

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

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

   Application for a zoning map amendment (planned development) for:

   13535 S. Torrence Ave.

   Also, application for Class 6(b) real estate tax incentive for the property.

G. Which City agency or department is requesting this EDS? Department of Planning & Dev't

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

Specification # N/A and Contract # N/A
SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:
   [ ] Person
   [ ] Publicly registered business corporation
   [ ] Privately held business corporation
   [ ] Sole proprietorship
   [ ] General partnership
   [ ] Limited partnership
   [ ] Trust

   (Is the not-for-profit corporation also a 501(c)(3))?
   [ ] Yes [ ] No

   [ ] Other (please specify)

   [ ] Yes [ ] No [ ] N/A

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

   Maryland

3. For legal entities not organized in the State of Illinois: Has the organization registered to do
   business in the State of Illinois as a foreign entity?

   [ ] Yes [x] No [ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

   Name                  Title
   Robert M. Chapman, CEO
   Michael P. Murphy, Chief Dev't Officer
   James N. Clewlow, Chief Investment Officer
   Michael J. Kraft, Chief Financial Officer
   Nate Rexroth, Executive VP
   Scott C. Zimmerman, Chief Information Officer
   Ed Harrington, Senior VP
   Matthew J. Mullarkey, Senior VP

   See below (at bottom of page)

2. Please provide the following information concerning each person or entity having a direct or
   indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples
   of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,
   Robert M. Chapman, Trustee
   Richard Magnuson, Trustee
   John K. Saer, Trustee
   George Psaras, Trustee
   Paul S. Fisher, Trustee
   Tony Lin, Trustee
   Roman Braslavsky, Trustee

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

Name              Business Address          Percentage Interest in the Disclosing Party

Solstice Holdings, LLC  1808 Swift Drive, Oak Brook, IL 60523  99.97%

Solstice CenterPoint Holdings, LLC  1808 Swift Drive, Oak Brook, IL 60523  0.03%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[ ] Yes  [x] No

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

SpaceCo Inc., 9575 W. Higgins #700, Rosemont, IL  Engineer  $30,000 (Estimated)

Cornerstone Architects, 1152 Spring Lake Dr, Itasca, IL  Architect  $30,000 (Estimated)

Daley and Georges, Ltd., 20 S. Clark # 400, Chicago, IL  Attorney  $10,000 (Estimated)

(Add sheets if necessary)

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

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

[ ] Yes  [ ] No

B. FURTHER CERTIFICATIONS

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

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

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

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

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

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

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

- [ ] is
- [x] is not

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

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

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

   [ ] Yes  [x] No

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

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

   Does the Matter involve a City Property Sale?

   [ ] Yes  [ ] No

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

   Name  Business Address  Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

_1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

_2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

---

SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

This section is not applicable; the matter is not federally funded.

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

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

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

[ ] Yes [ ] No

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

[ ] Yes [ ] No

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

[ ] Yes [ ] No

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

__________________________________________________________

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1139.0002
SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

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

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

The Disclosing Party represents and warrants that:

Page 11 of 13

1139.0002
F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. EPA on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

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

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

CERTIFICATION

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

CenterPoint Properties Trust
(Print or type name of Disclosing Party)

By: __________________________
(Sign here)
Rick A. Mathews
Vice President, Legal

(Print or type name of person signing)

(Print or type title of person signing)

Signed and sworn to before me on (date) April 17, 2017, at Cook County, Illinois (state).

Notary Public.

Commission expires: 12-23-17.
FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes [x] No

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.
BUILDING CODE SCOFLAW/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 percent (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 Municipal Code Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?

☐ 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 Section 2-92-416 of the Municipal Code?

☐ Yes ☐ No ☑ Not Applicable

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

Not applicable.

________________________________________________________

________________________________________________________

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.
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:
Solstice Holdings, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant
   OR
2. [x] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the
   Applicant in which the Disclosing Party holds an interest: CenterPoint Chicago Enterprise LLC
   (through CenterPoint Properties Trust)
   OR
3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in
   which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: 1808 Swift Road
   Oak Brook, IL 60523-1501

C. Telephone: (630) 586-8273 Fax: (630) 586-2390 Email: bpsheehan@centerpoint.com

D. Name of contact person: Brian P. Sheehan
   also Mara Georges (312) 726-8797

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

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to
which this EDS pertains. (Include project number and location of property, if applicable):
Application for a zoning map amendment (planned development) for:
13535 S. Torrence Ave.
Also, application for Class 6(b) real estate tax incentive for the property.

G. Which City agency or department is requesting this EDS? Department of Planning & Dev't

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

   Specification # N/A and Contract # N/A
SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

[ ] Person [x] Limited liability company
[ ] Publicly registered business corporation [ ] Limited liability partnership
[ ] Privately held business corporation [ ] Joint venture
[ ] Sole proprietorship [ ] Not-for-profit corporation
[ ] General partnership (Is the not-for-profit corporation also a 501(c)(3))? [ ] Yes [ ] No
[ ] Limited partnership [ ] Other (please specify)
[ ] Trust

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[x] Yes [ ] No [ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert M. Chapman, CEO</td>
<td>James N. Clewlow, Chief Investment Officer</td>
</tr>
<tr>
<td>Michael P. Murphy, Chief Dev't Officer</td>
<td>Michael J. Kraft, Chief Financial Officer</td>
</tr>
<tr>
<td>Nate Rexroth, Executive VP</td>
<td>Scott C. Zimmerman, Chief Information Off.</td>
</tr>
<tr>
<td>Ed Harrington, Senior VP</td>
<td>Matthew J. Mullarkey, Senior VP</td>
</tr>
</tbody>
</table>

See below (at bottom of page)

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

Robert M. Chapman, Manager
John K. Saer, Manager
Paul S. Fisher, Manager
Roman Braslavsky, Manager

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Percentage Interest in the Disclosing Party</th>
</tr>
</thead>
<tbody>
<tr>
<td>CalEast Solstice, LLC</td>
<td>1808 Swift Drive, Oak Brook, IL 60523</td>
<td>99.99%</td>
</tr>
<tr>
<td></td>
<td></td>
<td>which is 100% owned by:</td>
</tr>
<tr>
<td></td>
<td></td>
<td>CalEast Global Logistics, LLC</td>
</tr>
<tr>
<td></td>
<td></td>
<td>which is 99.99% owned by (an agency of the State of California):</td>
</tr>
<tr>
<td></td>
<td></td>
<td>California Public Employees' Retirement System (“CalPERS”)</td>
</tr>
</tbody>
</table>

**SECTION III - BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS**

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

[ ] Yes  [X] No

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

---

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

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

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

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

None

(Add sheets if necessary)

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

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

[ ] Yes  [ ] No

B. FURTHER CERTIFICATIONS

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

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

   b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

   c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

   d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

   e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

   * the Disclosing Party;
   * any “Contractor” (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, “Disclosure of Subcontractors and Other Retained Parties”);
   * any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
   * any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

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

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

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

None.

9. To the best of the Disclosing Party’s knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a “gift” does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with “N/A” or “none”). As to any gift listed below, please also list the name of the City recipient. None.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[ ] is [x] is not

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

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

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

[ ] Yes [x] No

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

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

Does the Matter involve a City Property Sale?

[ ] Yes [ ] No

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Nature of Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

This section is not applicable; the matter is not federally funded.

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

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

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

This section is not applicable; the matter is not federally funded.

Is the Disclosing Party the Applicant?

[ ] Yes  [ ] No

If “Yes,” answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
   [ ] Yes  [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
   [ ] Yes  [ ] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
   [ ] Yes  [ ] No

If you checked “No” to question 1. or 2. above, please provide an explanation:
SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

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

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

The Disclosing Party represents and warrants that:

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

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

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

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

CERTIFICATION

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

Solstice Holdings, LLC
(Print or type name of Disclosing Party)

By: [Signature]
(Sign here)

[Signature]
(Print or type name of person signing)

[Signature]
(Print or type title of person signing)

Signed and sworn to before me on date April 2017 at Cook County, Illinois (state).

Commission expires: ________________________

Lauren Pusinelli, Notary Public.

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FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes

[ ] 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.

N/A
BUILDING CODE SCOFLAW/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 percent (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 Municipal Code Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?

   ☐ 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 Section 2-92-416 of the Municipal Code?

   ☐ Yes  ☐ No  ✔ Not Applicable

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

   Not applicable.

   ____________________________________________________________
   ____________________________________________________________

   FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.
SECTION I -- GENERAL INFORMATION

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

CalEast Solstice, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant
   OR
2. [x] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: CenterPoint Chicago Enterprise LLC
   OR
3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party:

c/o GI Partners
188 The Embarcadero, Suite 700
San Francisco, CA 94105

C. Telephone: (650) 233-3612 Fax: (650) 233-3601 Email: tony@gipartners.com

D. Name of contact person: Tony P. Lin

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

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Application for a zoning map amendment (planned development) for:
13535 S. Torrence Ave.
Also, application for Class 6(b) real estate tax incentive for the property.

G. Which City agency or department is requesting this EDS? Department of Planning & Dev't

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

Specification # N/A and Contract # N/A
SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:
   [ ] Person
   [ ] Publicly registered business corporation
   [X] Limited liability company
   [ ] Limited liability partnership
   [ ] Joint venture
   [ ] Privately held business corporation
   [ ] Not-for-profit corporation
   [ ] Publicly traded business corporation
   [ ] Sole proprietorship
   [ ] General partnership
   (Is the not-for-profit corporation also a 501(c)(3)?
   [ ] Yes [ ] No
   [ ] Limited partnership
   [ ] Other (please specify)
   [ ] Trust

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:
   California

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?
   [ ] Yes [X] No [ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.
   NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write “no members.” For trusts, estates or other similar entities, list below the legal titleholder(s).
   If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.
   NOTE: Each legal entity listed below must submit an EDS on its own behalf.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>CalEast Global Logistics LLC</td>
<td>Member</td>
</tr>
<tr>
<td>GIP Manager (CalEast) LLC</td>
<td>Manager</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Percentage Interest in the Disclosing Party</th>
</tr>
</thead>
<tbody>
<tr>
<td>CalEast Global Logistics, LLC</td>
<td></td>
<td>100%</td>
</tr>
</tbody>
</table>

which is 99.99% owned by (an agency of the State of California):

California Public Employees' Retirement System ("CalPERS")

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[ ] Yes
[ ] No

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

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

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

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty; or had a civil judgment rendered against them in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any “Contractor” (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, “Disclosure of Subcontractors and Other Retained Parties”);
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management; ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

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

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

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

None.

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[ ] is [x] is not

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

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
   [ ] Yes  [x] No

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

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

Does the Matter involve a City Property Sale?

[ ] Yes  [ ] No

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Nature of Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

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

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

Page 9 of 13
3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
   [ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
   [ ] Yes [ ] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
   [ ] Yes [ ] No

If you checked "No" to question 1. or 2. above, please provide an explanation:
SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

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

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

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

F.2. If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

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

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

CERTIFICATION

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

CalEast Solstice, LLC

(Print or type name of Disclosing Party)

By GIP Manager (CalEast), LLC, its Manager, by RAM (CalEast) LLC, its Manager

By: [Signature]

(Richard Magnuson)

(Print or type name of person signing)

Executive Managing Director

(Sole Member of RAM (CalEast) LLC)

Signed and sworn to before me on (date) April 17, 2017, at San Francisco County, California (state).

Brett Ashley Steck

Notary Public.

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes  [x] No

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.

N/A
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 percent (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 Municipal Code Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?

☐ 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 Section 2-92-416 of the Municipal Code?

☐ Yes  ☐ No  ☑ Not Applicable

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

Not applicable.

___________________________________________

___________________________________________

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.
SECTION I – GENERAL INFORMATION

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

GIP Manager (CalEast) LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant
   OR

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

3. [X] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: CalEast Solstice, LLC

B. Business address of the Disclosing Party: c/o GI Partners

188 The Embarcadero, Suite 700
San Francisco, CA 94105

C. Telephone: (650) 233-3612 Fax: (650) 233-3601 Email: tony@gipartners.com

D. Name of contact person: Tony P. Lin

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

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Application for a zoning map amendment (planned development) for:
13535 S. Torrence Ave.

Also, application for Class 6(b) real estate tax incentive for the property.

G. Which City agency or department is requesting this EDS? Department of Planning & Dev't

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

Specification # N/A and Contract # N/A
SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSED PARTY

1. Indicate the nature of the Disclosing Party:
   - [x] Limited liability company
   - [ ] Limited liability partnership
   - [ ] Joint venture
   - [ ] Not-for-profit corporation
   - [ ] Is the not-for-profit corporation also a 501(c)(3)?
     - [ ] Yes
     - [ ] No
   - [ ] Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:
   - Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?
   - [ ] Yes
   - [x] No
   - [ ] N/A

B. IF THE DISCLOSED PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.
   NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).
   - If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.
   NOTE: Each legal entity listed below must submit an EDS on its own behalf.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>RAM (CalEast) LLC</td>
<td>Sole Member</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Percentage Interest in the Disclosing Party</th>
</tr>
</thead>
<tbody>
<tr>
<td>RAM (CalEast) LLC</td>
<td>c/o GI Partners</td>
<td>100%</td>
</tr>
<tr>
<td></td>
<td>188 The Embarcadero, Suite 700</td>
<td></td>
</tr>
<tr>
<td></td>
<td>San Francisco, CA 94105</td>
<td></td>
</tr>
</tbody>
</table>

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[ ] Yes  [x] No

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

[ ] Yes  [ ] No

B. FURTHER CERTIFICATIONS

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

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

   b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with:
      obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud;
      embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

   c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

   d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

   e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

   • the Disclosing Party;
   • any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
   • any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
   • any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

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

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

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

None.

9. To the best of the Disclosing Party’s knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a “gift” does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with “N/A” or “none”). As to any gift listed below, please also list the name of the City recipient.

None.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[ ] is [x] is not

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

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
   [ ] Yes    [x] No

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

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

Does the Matter involve a City Property Sale?
   [ ] Yes    [ ] No

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Nature of Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

This section is not applicable; the matter is not federally funded.

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

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

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

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

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

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

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

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

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

CERTIFICATION

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

GIP Manager (CalEast) LLC  
(Print or type name of Disclosing Party)  
By: RAM (CalEast) LLC, its Manager  
By:  
(Sign here)  
Richard Magnuson  
(Print or type name of person signing)  
Executive Managing Director / Sole Member of RAM (CalEast) LLC  
(Print or type title of person signing)  

Signed and sworn to before me on (date)  
April 17, 2017  
at San Francisco County, California (state).  

Brett Ashley Steck  
Notary Public.  
FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes  [x] No

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.

N/A
BUILDING CODE SCOFLAW/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 percent (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 Municipal Code Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?
   
   [ ] Yes  [x] No

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

   [ ] Yes  [ ] No  [x] Not Applicable

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

   Not applicable.

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.
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:

RAM (CalEast) LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [ ] the Applicant
   OR

2. [ ] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the
   Applicant in which the Disclosing Party holds an interest: GIP Manager (CalEast) LLC
   OR

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

B. Business address of the Disclosing Party:

   c/o GI Partners, 2180 Sand Hill Road, Ste 210
   188 The Embarcadero, Suite 700
   San Francisco, CA 94105

C. Telephone: (650) 233-3612 Fax: (650) 233-3601 Email: tony@gipartners.com

D. Name of contact person: Tony P. Lin

E. Federal Employer Identification No. (if you have one): 006

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to
   which this EDS pertains. (Include project number and location of property, if applicable):

   Application for a zoning map amendment (planned development) for:

   13535 S. Torrence Ave.

   Also, application for Class 6(b) real estate tax incentive for the property.

G. Which City agency or department is requesting this EDS? Department of Planning & Dev't

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

   Specification # N/A and Contract # N/A
SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- Person
- Publicly registered business corporation
- Privately held business corporation
- Sole proprietorship
- General partnership
- Limited partnership
- Trust
- Limited liability company
- Limited liability partnership
- Joint venture
- Not-for-profit corporation
- (Is the not-for-profit corporation also a 501(c)(3))?
  - Yes
  - No
- Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

- Yes
- No
- N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richard A. Magnuson</td>
<td>Sole Member</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Percentage Interest in the Disclosing Party</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richard A. Magnuson</td>
<td>c/o GI Partners</td>
<td>100%</td>
</tr>
<tr>
<td></td>
<td>188 The Embarcadero, Suite 700</td>
<td></td>
</tr>
<tr>
<td></td>
<td>San Francisco, CA 94105</td>
<td></td>
</tr>
</tbody>
</table>

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[ ] Yes  [x] No

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.
(Add sheets if necessary)

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

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

[ ] Yes [ ] No

B. FURTHER CERTIFICATIONS

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

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

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

• the Disclosing Party;

• any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");

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

• any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

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

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

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

None.

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[ ] is [x] is not

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

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
   [ ] Yes  [x] No

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

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

Does the Matter involve a City Property Sale?

[ ] Yes  [ ] No

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Nature of Interest</th>
</tr>
</thead>
</table>

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

   This section is not applicable; the matter is not federally funded.

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

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

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
   [ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
   [ ] Yes [ ] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
   [ ] Yes [ ] No

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

________________________________________________________

________________________________________________________

Page 10 of 13
SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

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

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

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

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

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

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

CERTIFICATION

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

RAM (CalEast) LLC
(Print or type name of Disclosing Party)

By: Richard Magnuson
(Sign here)

Executive Managing Director (Member)
(Print or type title of person signing)

Signed and sworn to before me on (date) April 17, 2017 as San Francisco County, California (state).

Brett Ashley Steck Notary Public.
FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes  [x] No

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.

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

☐ 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 Section 2-92-416 of the Municipal Code?

☐ Yes  ☐ No  ☑ Not Applicable

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

Not applicable.

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX B

BUILDING CODE SCOFLAW/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 percent (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 Municipal Code Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?

   [ ] 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 Section 2-92-416 of the Municipal Code?

   [ ] Yes  [ ] No  [ ] Not Applicable

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

   ________________________________________________________________

   ________________________________________________________________

   ________________________________________________________________

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.
SECTION I -- GENERAL INFORMATION

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

CalEast Global Logistics, LLC

Check ONE of the following three boxes:

1. [ ] the Applicant
OR
2. [X] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: CalEast Solstice, LLC (indirect: CenterPoint Chicago Enterprise LLC)
OR
3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party:

California Public Employees' Retirement System
Post Office Box 2749
Sacramento, CA 95812-2749

C. Telephone: (916) 795-9605 Fax: (916) 795-3965 Email: eric.schlenker@calpers.ca.gov

D. Name of contact person: Eric Schlenker, Investment Manager

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

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Application for a zoning map amendment (planned development) for:

13535 S. Torrence Ave.

Also, application for Class 6(b) real estate tax incentive for the property.

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

Department of Planning & Dev't

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

Specification # N/A and Contract # N/A
SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

<table>
<thead>
<tr>
<th>Nature of the Disclosing Party</th>
<th>[ ] Person</th>
<th>[x] Limited liability company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Publicly registered business corporation</td>
<td>[x] Limited liability partnership</td>
<td></td>
</tr>
<tr>
<td>Privately held business corporation</td>
<td>[ ] Joint venture</td>
<td></td>
</tr>
<tr>
<td>Sole proprietorship</td>
<td>[ ] Not-for-profit corporation</td>
<td></td>
</tr>
<tr>
<td>General partnership</td>
<td>[ ] Yes, Limited partnership also a 501(c)(3))</td>
<td></td>
</tr>
<tr>
<td>Limited partnership</td>
<td>[ ] No</td>
<td></td>
</tr>
<tr>
<td>Trust</td>
<td>[ ] Other (please specify)</td>
<td></td>
</tr>
</tbody>
</table>

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

California

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[ ] Yes  [x] No  [ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>California Public Employees' Retirement System (&quot;CalPERS&quot;)</td>
<td>Sole Member</td>
</tr>
<tr>
<td>Paul Movchakkaa</td>
<td>Managing Investment Director</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Percentage Interest in the Disclosing Party</th>
</tr>
</thead>
<tbody>
<tr>
<td>California Public Employees' Retirement System (&quot;CalPERS&quot;)</td>
<td>400 Q Street, Sacramento, CA 95811</td>
<td>99.99%</td>
</tr>
</tbody>
</table>

Note: CalPERS is an agency of the State of California and is the nation's largest public pension fund.

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[ ] Yes [x] No

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

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

[ ] Yes  [ ] No

B. FURTHER CERTIFICATIONS

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

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

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

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

\[\text{N/A}\]
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

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

None.

9. To the best of the Disclosing Party’s knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a “gift” does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[ ] is [x] is not

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

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

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

   [ ] Yes  [x] No

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

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

Does the Matter involve a City Property Sale?

   [ ] Yes  [ ] No

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Nature of Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tr>
</tbody>
</table>

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

____ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves); and the Disclosing Party has found no such records.

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

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
   This section is not applicable; the matter is not federally funded.

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

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

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

[ ] Yes  [ ] No

If “Yes,” answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

[ ] Yes  [ ] No

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

[ ] Yes  [ ] No

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

[ ] Yes  [ ] No

If you checked “No” to question 1. or 2. above, please provide an explanation:
SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

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

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

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

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

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

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

CERTIFICATION

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

CalEast Global Logistics, LLC
(Print or type name of Disclosing Party)

By: ________________
(Sign here)

Paul Mouchakka
(Print or type name of person signing)

Managing Investment Director - Real Assets
(Print or type title of person signing)

Signed and sworn to before me on (date) April 17, 2017
at Sacramento County, California (state).

Commission expires: 8/30/17

Page 12 of 13
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document, to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA
COUNTY OF Sacramento

On 4/17/17 before me, Susan L. Linarez, Notary Public personally appeared, Paul Mouchakcka.

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

SUSAN L. LINAREZ
COMM. 2037804
NOTARY PUBLIC - CALIFORNIA
SACRAMENTO COUNTY
COMM. EXPIRES AUG 20, 2017

OPTIONAL INFORMATION

THIS OPTIONAL INFORMATION SECTION IS NOT REQUIRED BY LAW BUT MAY BE BENEFICIAL TO PERSONS RELYING ON THIS NOTARIZED DOCUMENT.

TITLE OR TYPE OF DOCUMENT City of Chicago Economic Disclosure
DATE OF DOCUMENT 4/17/17 NUMBER OF PAGES 14

SIGNERS(S) OTHER THAN NAMED ABOVE

SIGNER'S NAME

RIGHT THUMPRINT

RIGHT THUMPRINT

To order supplies, please contact McGlone Insurance Services, Inc. at (916) 484 6504
FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes [x] No

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.

N/A
BUILDING CODE SCOFLAW/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 percent (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 Municipal Code Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?

☐ 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 Section 2-92-416 of the Municipal Code?

☐ Yes  ☐ No  ☑ Not Applicable

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

Not applicable.

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.
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:

CRRC Shifang America Incorporated

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. [X] the Applicant

OR

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

OR

3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party:

1415 W 22nd Street, Suite 1175
Oak Brook, Illinois, 60523

C. Telephone: 630-601-6210 Fax: 630-601-6914 Email: july@c9sf.com

D. Name of contact person: Kevin Qu

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

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Class 6B Real Estate Tax Incentives

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

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

Specification # and Contract #
SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

[ ] Person
[ ] Publicly registered business corporation
[ ] Privately held business corporation
[ ] Sole-proprietorship
[ ] General partnership
[ ] Limited partnership
[ ] Trust

[ ] Limited liability company
[ ] Limited liability partnership
[ ] Joint venture
[ ] Not-for-profit corporation

(Is the not-for-profit corporation also a 501(c)(3))?

[ ] Yes
[ ] No

[ ] Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Illinois

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

[ ] Yes
[ ] No
[ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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

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

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chengyang Liu</td>
<td>President</td>
</tr>
<tr>
<td>Fuqiang Yu</td>
<td>Vice president</td>
</tr>
<tr>
<td>Zhegong Ma</td>
<td>Vice president</td>
</tr>
<tr>
<td>Qi Li</td>
<td>Vice president</td>
</tr>
<tr>
<td>Haitao Qu</td>
<td>President Assistant</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Percentage Interest in the Disclosing Party</th>
</tr>
</thead>
<tbody>
<tr>
<td>CRRC Qingdao Shifang Co., LTD.</td>
<td>Qingdao, Shandong, China</td>
<td>100%</td>
</tr>
</tbody>
</table>

SECTION III – BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

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

[ ] Yes  [ ] No

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

SECTION IV – DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

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

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

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

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

[ ] Yes          [ ] No

B. FURTHER CERTIFICATIONS

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

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

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense; adjudged guilty, or had a civil judgment rendered against them in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly, controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

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

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

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

   None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

   None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

   [ ] is     \checkmark is not

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

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

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

   If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
   [ ] Yes  ☑ No

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

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

Does the Matter involve a City Property Sale?

[ ] Yes  ☑ No

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Nature of Interest</th>
</tr>
</thead>
</table>

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

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

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

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code, of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

Is the Disclosing Party the Applicant?

[ ] Yes [ ] No

If “Yes,” answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

[ ] Yes [ ] No

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

[ ] Yes [ ] No

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

[ ] Yes [ ] No

If you checked “No” to question 1. or 2. above, please provide an explanation:
SECTION VII — ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

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

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

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

F.2. If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

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

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

CERTIFICATION

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

CRRC Sifang America Incorporated

(Print or type name of Disclosing Party)

By:  

(Sign here)

Chengyong Liu

(Print or type name of person signing)

President

(Print or type title of person signing)

Signed and sworn to before me on (date) March 31, 2017, at County, (state).

Monica Mendoza Berg Notary Public

Commission expires: ____________________________
FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes

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

BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent (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 Municipal Code Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?

[ ] 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 Section 2-92-416 of the Municipal Code?

[ ] Yes

[ ] No

[ ] Not Applicable

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

________________________________________________________
________________________________________________________

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.
SECTION I -- GENERAL INFORMATION

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

-CRRQ Qingdao Sifang Co., Ltd.
(formerly named CSR Qingdao Sifang Co., Ltd.)

Check ONE of the following three boxes:

1. [ ] the Applicant
   OR

2. [x] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the property Applicant in which the Disclosing Party holds an interest: 13535 S. Torrence Ave.
   [(owner of contract buyer)]

3. [ ] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party:

Jinhongdong Rd.
Chengyang District, Qingdao
China Postcode: 266111

C. Telephone: +86 532 87801188 Fax: +86 532 87801688 Email: naqiangcqsf.com

D. Name of contact person: Qiang Ma

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

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Application for Class 6(b) real estate tax incentive for 13535 S. Torrence Ave.

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 # N/A and Contract# N/A
SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:
   [ ] Person
   [ ] Publicly registered business corporation
   [x] Privately held business corporation
   [ ] Sole proprietorship
   [ ] General partnership
   [ ] Limited partnership
   [ ] Trust
   [ ] Limited liability company
   [ ] Limited liability partnership
   [ ] Joint venture
   [ ] Not-for-profit corporation
   (Is the not-for-profit corporation also a 501(c)(3))?
     [ ] Yes
     [ ] No
   [ ] Other (please specify)

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:
   China.

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?
   [x] Yes  [ ] No  [ ] N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.
   NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).
   If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.
   NOTE: Each legal entity listed below must submit an EDS on its own behalf.

   Name
   [ ] Please see attached Appendix C.

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

Name: CRRC Corporation Limited  Business Address: No. 16 West 4th - Ring Mid Road  Percentage Interest in the 
Disclosing Party: 97.81%  
Haidian District, Beijing, China 100036  
*CRRC Corporation Limited is a publicly traded corporation. See attached Appendix D.  
**No other entity has a direct or indirect beneficial interest (including ownership)  
in excess of 7.5% of the Disclosing Party.  

SECTION III--BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS  

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

[ ] Yes  [x] No  

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

---  

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

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

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

If the Disclosing Party is uncertain whether a disclosure is required under this Section; the  
Disclosing Party must either ask the City whether disclosure is required or make the disclosure.
SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

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

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

[ ] Yes  [ ] No

B. FURTHER CERTIFICATIONS

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

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

   b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense; adjudged guilty, or had a civil judgment rendered against them in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

   c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

   d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

   e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

   • the Disclosing Party;
   • any “Contractor” (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, “Disclosure of Subcontractors and Other Retained Parties”);
   • any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
   • any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").
Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

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

N/A

9. To the best of the Disclosing Party’s knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a “gift” does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than $20 per recipient (if none, indicate with “N/A” or “none”). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

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

[ ] is 
[ ] is not

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

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

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

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):
If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

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

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?
   [ ] Yes [x] No

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

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

Does the Matter involve a City Property Sale?
   [ ] Yes [x] No

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Business Address</th>
<th>Nature of Interest</th>
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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.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

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

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

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

   SECTION VI — CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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

A. CERTIFICATION REGARDING LOBBYING

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

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

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

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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?
Not applicable - the Matter is not federally funded.
[ ] Yes [ ] No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
[ ] Yes [ ] No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
[ ] Yes [ ] No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
[ ] Yes [ ] No

If you checked "No" to question 1. or 2. above, please provide an explanation:
SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

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

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

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

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

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

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.

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

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

CERTIFICATION

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

CRRC Qingdao Sifang Co., Ltd.
(formerly named CSR Qingdao Sifang Co., Ltd.)

By: Yongle Li
(Print or type name of person signing)

Vice President
(Print or type title of person signing)

Signed and sworn to before me on (date) April 13, 2017 at Kane County, Illinois. Notary Public.

Commission expires:__________________

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FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

[ ] Yes  [X] No

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.
BUILDING CODE SCOFLAW/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 percent (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 Municipal Code Section 2-154-010, is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to Section 2-92-416 of the Municipal Code?

[ ] Yes [x] No

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

[ ] Yes [ ] No [x] Not Applicable

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

________________________________________________________

________________________________________________________

FILLING OUT THIS APPENDIX B CONSTITUTES ACKNOWLEDGMENT AND AGREEMENT THAT THIS APPENDIX B IS INCORPORATED BY REFERENCE INTO, AND MADE A PART OF, THE ASSOCIATED EDS, AND THAT THE REPRESENTATIONS MADE IN THIS APPENDIX B ARE SUBJECT TO THE CERTIFICATION MADE UNDER PENALTY OF PERJURY ON PAGE 12 OF THE ASSOCIATED EDS.
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

APPENDIX C
OFFICERS AND DIRECTORS

Yunshuang Ma - President
Min Zhang - Vice President
Jiaduo Zhao - Vice President
Yushan Guan - Vice President
Xuchua Tian - Vice President
Chenglong Wang - Vice President
Shengyi Ni - Vice President
Bin Luo - Vice President
Jianying Liang - Vice President
Renyuan Lv - Vice President
Zhongmin Zhang - Vice President
Yuzhen Lan - Vice President
Lijun Ma - Vice President
Yongle Li - Vice President
Xiaojun Deng - Vice President
Songtao Lin - Secretary

Zaizhong Zhang - Chairman
Yunshuang Ma - Deputy Chairman
Songwen Wang - Director
Min Zhang - Director
Jiaduo Zhao - Director
Xuehua Tian - Director
Chenglong Wang - Director
Shengyi Ni - Director
Bin Luo - Director
CRRC Corporation

CRRC Corporation Limited is a Chinese publicly traded rolling stock manufacturer, formed on 1 June 2015 with the merger of China CNR Corporation and CSR Corporation Limited.

At inception it had 175,700 employees, and is the largest rolling stock manufacturer in the world.

The parent company of CRRC Corporation is CRRC Group, a state-owned enterprise that was supervised by the State-owned Assets Supervision and Administration Commission of the State Council.

Contents
- 1 History
- 2 Other investments
- 3 See also
- 4 References
- 5 External links

History

China CNR Corporation and CSR Corporation Limited, once one company, were separated in 2000. [3]

In late 2014 CNR and CSR agreed to merge, subject to approval by the Chinese state - under the agreement CSR would formally acquire CNR, and the combined business then be renamed China Railway Rolling Stock Corp (CRRC). Rationals given for the merger were increased efficiency, and the ability to better compete internationally with combined resources. [4]

The merger came into effect 1 June 2015, with each CNR share exchanged for 1.1 CSR shares - the combined company became the largest railway rolling stock manufacturer in the world; and had over 90% of the China market. Total employment of the combine was 175,700 persons; and the share capital was valued at 27,289 million Yuan. [1]
After formation, CRRC began efforts to expand overseas; after being awarded a 284 vehicle order (since expanded to 404 vehicles) for metro cars for Massachusetts Bay Transportation Authority's Red and Orange lines with a $556.6 million bid in October 2014, the company began work on a 13,900 square metres (150,000 sq ft) assembly plant in Springfield, Massachusetts at a former Westinghouse plant. In September 2015, ground breaking on the new plant took place.

In mid 2015 production began at a rolling stock plant in Batu Gajah, Perak, Malaysia, a satellite of Zhuzhou Electric Locomotive, and the corporation's first plant outside China. Additionally the former CSR Corporation Limited had acquired Emprendimientos Ferroviarios in Argentina in 2014 and announced in 2016 that they would begin maintenance and production of new rolling stock for export in the country. Argentina had previously purchased a variety of rolling stock from the company over the years, including 704 EMU cars, 81 DMU cars, 44 passenger locomotives, 360 carriages, 107 freight locomotives and 3,500 freight cars, in addition to the 150 200 Series cars for the Subte.

In mid 2015, CRRC formed a freight wagon joint venture Vertex Rail Technologies as a minority partner with private equity backers to establish production in Wilmington, North Carolina at a former Terex facility; the plant was operational by beginning 2016.

In late 2015, Yu Weiping, the CRRC vice-president at the time, stated the company planned to double overseas sales over five years, with North American passenger rail being one target. Interim six month financial results for the new company showed an increase in overseas revenue of over 60%. Half year revenue was 91.8 billion Yuan, with a gross profit of 19.5 billion Yuan. Non rail revenue (car equipment, generators) was 20.94 billion Yuan.

In March 2016, CRRC (CSR Sifang) was awarded a contract to build 400 7000-series cars for the Chicago Transit Authority (CTA), with an option for another 446 cars. The cost of the contract was $632 million up to $1.31 billion with options; as a consequence CRRC began development of an $40 million assembly factory in Chicago.

In March 2017, CRRC was awarded a contract by SEPTA to construct 45 bi-level rail cars with the option for 10 additional cars for delivery in October 2019. CRRC was selected over Hyundai Rotem and Bombardier, which also bid on the bi-level contract and had produced equipment for SEPTA in the past. Later that month, CRRC was also awarded a contract to build 64 HR4000 cars for the Los Angeles County Metropolitan Transportation Authority (LACMTA) that will replace existing vehicles on the agency's Red and Purple lines, with an option for another 218 cars.

Other investments


See also
• High-speed rail in China

References

5. Barrow, Keith (22 Oct 2014), "CNR selected to supply new trains for Boston", www.railjournal.com
8. "CSR adquiere EMFER y desembarca en la Argentina", enelsubte.com (in Spanish), 26 Feb 2014
14. Cao, Bonnie (10 September 2015), China Trainmaker CRRC Plans to Double Its Overseas Sales, Bloomberg
15. Briginshaw, David (1 Sep 2015), "CRRC first-half profits up while overseas revenue soars", www.railjournal.com
17. "China’s CRRC wins $1.3 bln deal to supply Chicago rail cars", www.reuters.com, 10 Mar 2016

External links

• Official website (http://www.crrcgc.cc/)


Categories: Companies in the SSE 50 Index | Hang Seng China 50 Index
Chinese companies established in 2015 | Companies listed on the Shanghai Stock Exchange
Companies in the CSI 300 Index | Manufacturing companies based in Beijing | Chinese brands
Rolling stock manufacturers of China | Manufacturing companies established in 2015

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