

### **Form Instructions**

## **Responsibility Determination Internal Background Investigation Questionnaire – Beneficial Owners**

**Purpose:** To satisfy Responsibility Determination (RD) Compliance requirements for a Publicly-Held Company entering into a contract under \$100,000, land sale, lease, license, permit, NYCIDA project, Build NYC project, or NYCNCC project with NYCEDC. The NYCEDC Project Manager should contact the Contracts Department to determine what forms are required.

**To Be Completed By:** the Beneficial Owners of a Publicly-Held Company (Applicant)

1. All Beneficial Owners of the Applicant must complete the **Publicly-Held Beneficial Owners Questionnaire**. The document must be signed.
2. The Applicant must fill out the **Publicly-Held Entities Questionnaire**. The document must be signed.
3. Return the Questionnaire to the NYCEDC Project Manager.
4. The NYCEDC Project Manager must submit the Questionnaire via a Responsibility Determination (RD) Request Memorandum on EDCis

**Contact:** Regina McCrory (212-312-3594), David Lowenthal (212-312-3886), or Ricardo Benites (212-312-4242) if assistance with the questionnaire is needed.



## Internal Background Investigation Questionnaire for Publicly-Held Beneficial Owners

THIS FORM IS FOR:

Contracts under \$100,000,  
Land Sales, Leases, Licenses, Permits,  
NYCIDA Projects, Build NYC, and any Discretionary Reviews

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New York City Economic Development Corporation • New York City Industrial Development Agency  
One Liberty Plaza, New York, NY 10006

## GENERAL INSTRUCTIONS

The purpose of this Questionnaire is to allow entities that are beneficially wholly-owned by publicly-held entities to elect to streamline their participation in the investigatory processes of the New York City Economic Development Corporation (“**NYCEDC**”) and/or the New York City Industrial Development Agency (“**NYCIDA**”) by providing a substantial portion of the background information that is required through the submission of material that has been previously filed with the Securities and Exchange Commission (“**SEC**”).

For purposes of this Questionnaire an entity is publicly-held if it meets all of the following conditions:

1. The entity is organized under the laws of the United States or any State or Territory or the District of Columbia and has its principal business operations in the United States or its territories.
2. The entity has a class of securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 (“**Exchange Act**”) or a class of equity securities registered pursuant to Section 12(g) of the Exchange Act or is required to file reports pursuant to Section 15(d) of the Exchange Act.
3. The entity: (a) has been subject to the requirements of Section 12 or 15(d) of the Exchange Act and has filed all the material required to be filed pursuant to Sections 13, 14 or 15(d) for a period of at least twelve calendar months immediately preceding the submission of this Questionnaire; and (b) has filed in a timely manner all reports required to be filed during the twelve calendar months and any portion of a month immediately preceding the submission of this Questionnaire and, if the entity has used (during the twelve calendar months and any portion of a month immediately preceding the filing of the Questionnaire) Rule 12(b)-25(b) under the Exchange Act with respect to a report or a portion of a report, that report or portion thereof has actually been filed within the time period prescribed by the Rule.
4. If the entity is a successor to a publicly-held entity, it shall be deemed to have met conditions 1, 2 and 3 above if (a) its predecessor and it, taken together, do so, provided that the succession was primarily for the purpose of changing the state of incorporation of the predecessor or forming a holding company and that the assets and liabilities of the successor at the time of succession were substantially the same as those of the predecessor; or (b) all predecessors met the conditions at the time of succession and the entity has continued to do so since the succession.

For purposes of this Questionnaire:

- **Beneficial Ownership:** an entity has beneficial ownership of a person if it has, directly or indirectly, (a) the power to vote voting securities of the person and/or (b) investment power over the person’s voting securities (including the power to dispose or direct the disposition of voting securities).
- **Affiliated:** a person is affiliated with another person if the person controls, is controlled by or is under common control with that other person. A person controls another person if the person (a) owns 10% or more of the voting interest or has a 10% or greater ownership interest in the other person or (b) directs or has the power to direct the management or operations of that other person.

This form may be duplicated for additional space.

PLEASE COMPLETE THIS QUESTIONNAIRE CAREFULLY AND COMPLETELY.

**SECTION A**

Name of Beneficial Owner: \_\_\_\_\_ EIN of Beneficial Owner: \_\_\_\_\_

Address of Beneficial Owner: \_\_\_\_\_  
City State Zip Code

Telephone Number Of Beneficial Owner: (\_\_\_\_) \_\_\_\_\_ Type Of Entity: \_\_\_\_\_

Representative of Beneficial Owner to be Contacted in Connection with this Questionnaire:

Name of Representative: \_\_\_\_\_ Title of Representative \_\_\_\_\_

Address of Representative: \_\_\_\_\_  
City State Zip Code

Telephone Number of Representative: (\_\_\_\_) \_\_\_\_\_ Fax of Representative: (\_\_\_\_) \_\_\_\_\_

E-Mail of Representative: \_\_\_\_\_

Name of Applicant with respect to which the Beneficial Owner is completing this Questionnaire:

Percentage of Beneficial Owner's Ownership of the Applicant: \_\_\_\_\_ %

If the Beneficial Owner's ownership of Applicant is indirect, please provide in Section D, for each person in the ownership chain, the person's name, address, telephone number, type of entity and percent of its beneficial ownership interest in the Applicant and, if it does not directly hold an interest in the Applicant, a description of the chain through which it holds its interest.

## SECTION B

In this Section B, the Beneficial Owner is required to attach to its completed Questionnaire, portions of SEC filings relating to the Beneficial Owner. In responding to this Section B, attach only the required portions of such filings. If a portion is found in more than one part of an SEC filing, the Beneficial Owner must include all parts necessary to meet the required disclosures. If the response to an SEC required disclosure incorporates other documents or parts of documents by reference, the Beneficial Owner must attach the incorporated material to this Questionnaire. Any material attached in response to a Questionnaire requirement must be clearly labeled to indicate the name and date of the report and the item below on this Questionnaire that requires its attachment.

1. From the Beneficial Owner's most recent Annual Report on Form 10-K:
  - a. The statements required to be made in response to Part I, Item 3 of the Form 10-K (Legal Proceedings)
  - b. The material filed as Exhibit 3 (Articles of incorporation and by-laws, or corresponding documents for other entities)
  - c. The material filed as Exhibit 4 (Instruments defining the rights of security holders generally)
  - d. The material filed as Exhibit 21 (List of subsidiaries)
  - e. If the Beneficial Owner's Proxy Statement that is filed or required to be filed pursuant to Regulation 14A under the Exchange Act is filed more than 120 days after the end of the fiscal year covered by the Form 10-K, then:
    - i. the statements required to be made in response to Part III, Item 12 (Security Ownership of Certain Beneficial Owners and Management)
    - ii. the statements required to be made in response to Part III, Item 10 (Directors and Executive Officers of the Registrant)
2. From each of the Beneficial Owner's Quarterly Reports on Form 10-Q for periods following the end of the Beneficial Owner's most recent fiscal year (in each case labeled to indicate clearly the date of the Report from which the statements are taken):
  - a. The statements required to be made in response to Part II, Item 1 of the Form 10-Q (Legal Proceedings)
  - b. The statements required to be made in response to Part II, Item 2(a) of the Form 10-Q (Changes in Securities and Use of Proceeds)
  - c. The statements required to be made in response to Part II, Item 2(b) of the Form 10-Q (Changes in Securities and Use of Proceeds)
  - d. The material required to be filed by Part II, Item 6 of the Form 10-Q (Exhibits and Reports on Form 8-K to the extent these Exhibits update material filed with this Questionnaire under 1.b, 1.c or 1.d above )
3. From each of the Beneficial Owner's Current Reports on Form 8-K covering periods following the end of the Beneficial Owner's most recent fiscal year, any statements made in response to:
  - a. Item 1 of the Form of Current Reports on Form 8-K (Changes in Control of Registrant)
  - b. the requirements of Item 3 of the Form of Current Report on Form 8-K (Bankruptcy or Receivership)
  - c. the requirements of Item 5 of the Form of Current Report on Form 8-K (Other Events and Regulation FD Disclosure)
4. From the Beneficial Owner's most recent Proxy Statement, any statements made in response to the requirements of:
  - a. Item 6(d) of Schedule 14A (Voting Securities and Principal Holders Thereof)
  - b. Item 7(b) and (c) of Schedule 14A (Directors and Executive Officers)
5. Copies of each Schedule 13D filed after the date as of which beneficial ownership information on the Beneficial Owner is included in the Beneficial Owner's most recent Proxy Statement in response to the requirements of Item 6(d) of Schedule 14A (or, if material is furnished pursuant to 1.e above of this Questionnaire, after the date set forth in the beneficial ownership information furnished pursuant to 1.e.i above in this Questionnaire)
6. Copies of each Schedule 13G filed after the date as of which beneficial ownership information on the Beneficial Owner is included in the Beneficial Owner's most recent Proxy Statement in response to the requirements of Item 6(d) of Schedule 14A (or, if material is furnished pursuant to 1.e above of this Questionnaire, after the date set forth in the beneficial ownership information furnished pursuant to 1.e.i above in this Questionnaire)

**SECTION C**

NO YES

1. In the past 5 years, has the Beneficial Owner or any entity that is affiliated with the Beneficial Owner other than the Applicant (each a "Subject Entity"):

- been disqualified as a bidder, or defaulted or terminated, on a permit, license, concession, franchise, lease, or other agreement with the City of New York or any New York City governmental agency? If yes, please explain in Section D below.
- failed to file any required tax returns or to pay any applicable New York City taxes or other assessed New York City charges or fines, including but not limited to water and sewer charges and administrative fees? If yes, please explain in Section D below.

Please note that "affiliated" is defined in the General Instructions to this Questionnaire.

2. In the past 10 years, has the Beneficial Owner used an EIN, name, trade name, or abbreviation other than the name or number provided in response to Section A of this Questionnaire? If yes, please specify in Section D below.

3. Identify the property that is the subject of a land sale, lease, license, permit or NYCIDA project with respect to which this Questionnaire is submitted (the "Project Property"):

Block & Lot(s): \_\_\_\_\_

Street Address: \_\_\_\_\_

Borough of \_\_\_\_\_

- 4. In the past 5 years, has the Beneficial Owner or any Subject Entity been a former owner of the Project Property? If yes, please specify in Section D below.
- 5. Is the Beneficial Owner or any Subject Entity a tenant of the City of New York? If yes, please list in Section D below: Name of Tenant, Agency, Borough, Block, Lot, Account Number, Monthly Rent and Current Balance.
- 6. Has the Beneficial Owner or any Subject Entity purchased property from the City of New York in the past 10 years? If yes, please list in Section D below: Name of Purchaser, Agency, Borough, Block, Lot, Sale Date, Parcel Number and Closing Date.
- 7. Does the Beneficial Owner or any Subject Entity have a mortgage with the City of New York? If yes, please list in Section D below: Name of Mortgagor, Agency, Borough, Block, Lot, Account Number, Principal Amount, Monthly Installment and Current Balance.

8. The following, together with attachment(s) hereto, if any, is a complete list of properties in which the Beneficial Owner and/or any Subject Entity has an ownership interest and which are located in the City of New York, together with a statement as to each such property of any current arrears in real estate taxes, sewer rents, sewer surcharges, water charges or assessments due and owing to the City of New York.

PROPERTY OWNED IN THE CITY OF NEW YORK

PROPERTY OWNER	BOROUGH	BLOCK/LOT	STREET ADDRESS	DATE OF PURCHASE	AMOUNT OF ARREARS	TYPE OF ARREARS

**SECTION D**

INDICATE SECTION LETTER  
AND QUESTION NUMBER

PROVIDE BELOW THE INFORMATION REQUESTED IN SECTION A WITH RESPECT TO THE OWNERSHIP CHAIN FOR APPLICANT AND A DETAILED EXPLANATION TO ALL QUESTIONS CHECKED "YES" IN SECTION C. IF YOU NEED MORE SPACE, PHOTOCOPY THIS PAGE AND ATTACH IT TO THIS QUESTIONNAIRE.

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A FALSE STATEMENT WILLFULLY OR FRAUDULENTLY MADE OR ANY FALSE INFORMATION WILLFULLY OR FRAUDULENTLY SUBMITTED IN CONNECTION WITH THIS QUESTIONNAIRE MAY RESULT IN RENDERING THE BENEFICIAL OWNER OR THE APPLICANT NOT RESPONSIBLE WITH RESPECT TO THE PRESENT PROJECT OR FUTURE PROJECTS INVOLVING THE NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION, THE NEW YORK CITY INDUSTRIAL DEVELOPMENT AGENCY, AND THE CITY OF NEW YORK AND, IN ADDITION, MAY SUBJECT THE PERSON MAKING THE FALSE STATEMENT TO CRIMINAL CHARGES.

The undersigned hereby certifies that, having made due inquiry, the undersigned supplied full, complete, and truthful answers to and/or documentation for each item therein to the best of the undersigned's knowledge, information and belief; that the undersigned will notify the New York City Economic Development Corporation or the New York City Industrial Development Agency, as the case may be, in writing of any change in circumstance occurring after the submission of this Questionnaire and before (i) the execution of any contract or agreement with any of them and/or the City of New York and (ii) in the case of an agreement to purchase or enter into a ground lease for real property and/or a financing through or straight-lease transaction with the New York City Industrial Development Agency, the closing of the transaction; and that all information supplied by the undersigned is true to the best knowledge, information and belief of the undersigned. The undersigned understands that the New York City Economic Development Corporation or the New York City Industrial Development Agency, as the case may be, will rely on the information supplied by the undersigned in this Questionnaire as an inducement to enter into a contract or agreement and to close a transaction with the Applicant.

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Name of Beneficial Owner

By: \_\_\_\_\_  
Signature of Authorized Person

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Print Name and Title of Authorized Person

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Date