RESOLUTION NO. 21633

Background

It is in the best interest of The Illinois State Toll Highway Authority (the "Tollway") to continue its Unclaimed Property Reporting Services. Pursuant to Board Resolution No. 21196 approved January 26, 2017, the Tollway entered into an agreement for Contract No. 16-0030 with Crowe LLP (previously Crowe Horwath LLP) to provide Unclaimed Property Reporting Services. The contract was for a five year period from April 1, 2017 through March 31, 2022 in an amount not to exceed \$400,000.00. It is in the best interest of the Tollway, pursuant to the terms and conditions of the contract, to amend the contract and increase the upper limit of compensation not to exceed \$800,000.00.

Resolution

The upper limit of compensation of Contract No. 16-0030 for Unclaimed Property Reporting Services with Crowe LLP is increased by 400,000.00 to an upper limit of \$800,000.00. As may be necessary, the Chairman or the Executive Director is authorized to execute the appropriate documents in connection therewith, subject to the approval of the Acting General Counsel. The Chief of Procurement is authorized to issue the necessary purchase orders and contract purchase orders and any other necessary documents in connection therewith, and the Chief Financial Officer is authorized to issue warrants in payment thereof.



STATE OF ILLINOIS CONTRACT AMENDMENT

The undersigned Agency and Vendor, Crowe LLP, (the Parties) agree that the following shall amend the Contract referenced herein. All terms and conditions set forth in the original Contract, not amended herein, shall remain in full force and effect as written. In the event of conflict, the terms of this Amendment shall prevail.

IN WITNESS WHEREOF, the Agency and the Vendor cause this Amendment to be executed on the dates shown below by representatives authorized to bind the respective PARTIES.

VENDOR

Vendor Name: Crowe LLP	Address: One Mid America Plaza, Suite 700, Post Office Box 3697, Oak Brook, IL 60522-3697	
Signature:	Phone: 630-586-5250	
Printed Name: Shawn M. Kane	Fax: 630-574-1608	
Title: Partner	Email: shawn.kane@crowe.com	
Date: August 24, 2018		

STATE OF ILLINOIS

Procuring Agency or University: Illinois Tollway	Phone: 630-241-6800
Street Address: 2700 Ogden Avenue	Fax: 630-505-9270
City, State ZIP: Downers Grove, IL 60515	
Official Signature:	Date: 10/3/18
Printed Name: Elizabeth Gorman	
Official's Title: Executive Director	
Approved as to Form and Constitutionality Legal Signature:	Date: N-1-Avel
Legal Printed Name: Robert Lane	
Legal's Title: Senior Assistant Attorney General	
Finance Signature:	Date: 10/2/18
Finance Printed Name: Michael J. Colsch	
Finance's Title: Chief Financial Officer (CFO)	
Legal Signature:	Date: 10/2/18
Legal Printed Name: Elizabeth M.S. Oplawski	
Legal's Title: Acting General Counsel	
Procurement Signature	Date: 10/3/18
Procurement Printed Name: John Donato	
Procurement's Title: Chief of Procurement	

STATE USE ONLY	NOT PART OF	CONTRACTUAL PROVISIONS
PBC # 18-557THA-FINAN-R9632	Project Title: Unclaimed Prop	erty Reporting Services
Contract # 16-0030	Procurement Method (IFB, RF	P, Small, etc): RFP
BidBuy Ref. #	IPB Publication Date:	Award Code: B
Subcontractor Utilization? ☐ Yes ☐ No	Subcontractor Disclosure?	Yes □ No
Funding Source	Obligation #	
CPO 33 – General Counsel Approval:		
Signature	Printed Name	Date

1.		NTRACT DESCRIPTION (including Original Purchase Order or Contract Number): Unclaimed Property orting Services Contract #16-0030, CP# CRO59675620.		
2.	CHAN 5/33E	NGE ORDER: Is this amendment a change order as defined in 30 ILCS 500/1-15.12 and 720 ILCS E?		
	⊠ Yes	s N	0	
3.	DESC	RIPTION	OF AMENDMENT (Check all that apply, complete blanks and explain as necessary):	
	3.1.	The co	mpletion date will be \square extended, \square shortened or \boxtimes remain the same.	
		3.1.1.	Original completion date: August 9, 2022	
		3.1.2.	Revised completion date: N/A	
	3.2.		ethod of determining compensation (e.g., hourly rate, fixed fee, etc.) will $oxtimes$ stay the same or $oxtimes$ as follows: N/A	
	3.3.	The co	st will be 🔀 increased, 🗌 decreased or 🦳 remain the same.	
		3.3.1.	Original cost: \$400,000.00.	
		3.3.2.	Amount of change: \$400,000.00.	
		3.3.3.	Revised cost: \$800,000.00.	
	3.4.	The su	pplies or services to be provided will \boxtimes stay the same or \square be changed as follows: N/A.	
	3.5.	Subcor	ntractors are being \square added, \square deleted, or \boxtimes remain the same?	
		•	Subcontractor Name: R&M Consulting LLC	
			added deleted	
			Amount to be paid: 25%	
			Address: 205 N Michigan Ave #2660, Chicago, IL 60601	
			Description of work: BEP – Assist the Vendor	
		•	Subcontractor Name: N/A	
			added deleted	
			Amount to be paid: N/A	

Address: N/A

Description of work: Click here to enter text.

- 3.5.1 All contracts with the subcontractors identified above must include the Standard Certifications and Financial Disclosures and Conflicts of Interest completed and signed by the subcontractor.
- 3.5.2 If the annual value of any of the subcontracts is more than \$50,000, then the Vendor must provide to the State the Financial Disclosures and Conflicts of Interest for that subcontractor.
- 3.5.3 If the subcontractor is registered in the Illinois Procurement Gateway (IPG) and the Vendor is using the subcontractor's Standard Certifications or Financial Disclosures and Conflicts of Interest from the IPG, then the Vendor must also provide a completed Forms B for the subcontractor.
- 3.5.4 If at any time during the term of the Contract, Vendor adds or changes any subcontractors, Vendor will be required to promptly notify, in writing, the State Purchasing Officer or the Chief Procurement Officer of the names and addresses and the expected amount of money that each new or replaced subcontractor will receive pursuant to the Contract. Any subcontracts entered into prior to award of the Contract are done at the Vendor's and subcontractor's risk.
- 4. EFFECTIVE DATE OF AMENDMENT: October 10, 2018.

STATE OF ILLINOIS TAXPAYER IDENTIFICATION NUMBER

I certify tha

The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and

I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and

I am a U.S. person (including a U.S. resident alien).

Name: Shawn M. Kane

- If you are an individual, enter your name and SSN as it appears on your Social Security Card.
- If you are a sole proprietor, enter the owner's name on the name line followed by the name of the business and the owner's SSN or EIN.
- If you are a single-member LLC that is disregarded as an entity separate from its owner, enter the owner's name on the name line and the D/B/A on the business name line and enter the owner's SSN or EIN.
- If the LLC is a corporation or partnership, enter the entity's business name and EIN and for corporations, attach IRS acceptance letter (CP261 or CP277).
- For all other entities, enter the name of the entity as used to apply for the entity's EIN and the EIN.

Business Name: Crowe LLP	
Taxpayer Identification Number:	
Social Security Number:	
or _	<u></u>
Employer Identification Number:	
Legal Status (check one):	
☐ Individual	Governmental
Sole Proprietor	Nonresident alien
□ Partnership	Estate or trust
Legal Services Corporation	Pharmacy (Non-Corp.)
Tax-exempt	Pharmacy/Funeral Home/Cemetery (Corp.)
Corporation providing or billing	Limited Liability Company
medical and/or health care services	(select applicable tax classification)
Corporation NOT providing or billing	C = corporation
medical and/or health care services	P = partnership
ture of Authorized Representative:	
	•

State of Illinois Chief Procurement Office Taxpayer Identification Number V.15.2

Date: Friday, August 24, 2018

Signa

STATE OF ILLINOIS FORMS A

A vendor responding to a solicitation by the State of Illinois must return the information requested within this section with their bid or offer if they are not registered in the Illinois Procurement Gateway (IPG) and do not have an approved, unexpired IPG Registration Number. Failure to do so may render their bid or offer non-responsive and result in disqualification.

Please read this entire Forms A and provide the requested information as applicable and per the instructions. All forms and signature areas contained in this Forms A must be completed in full and submitted along with the bid in an Invitation for Bid; and completed in full and submitted along with the technical response and price proposal, which combined will constitute the Offer, in a Request for Proposal.

Vendor Name: Crowe LLP	Phone: 630.586.5250
Street Address: One Mid America Plaza, Suite 700, Post Office Box 3697	Email: shawn.kane@crowe.com
City, State Zip: Oak Brook, Illinois 60522-3697	Vendor Contact: Shawn M. Kane, Partner

In compliance with the State and Federal Constitutions, the Illinois Human Rights Act, the U.S. Civil Rights Act, and Section 504 of the Federal Rehabilitation Act, the State of Illinois does not discriminate in employment, contracts, or any other activity.

The State of Illinois encourages prospective vendors to consider hiring qualified veterans and Illinois residents discharged from any Illinois adult correctional center, in appropriate circumstances.

OUTLINE

FORMS A

Complete this section if you are <u>not</u> using an IPG (Illinois Procurement Gateway) Registration

	Part
Business and Directory Information	
Illinois Department of Human Rights Public Contracts Number	
Authorized to Transact Business or Conduct Affairs in Illinois	3.
Standard Certifications	4.
State Board of Elections	5.
Disclosure of Business Operations in Iran	6.
Financial Disclosures and Conflicts of Interest	7.
Taxpayer Identification Number	8.

STATE OF ILLINOIS BUSINESS AND DIRECTORY INFORMATION

1.1.	Name of Business (official name and DBA)		
	Crowe LLP		
1.2.	Business Headquarters (address, phone and fax)		
	225 W Wacker Drive, Suite 2600, Chicago, Illinois 60606 312.899.7000 312.899.5300		
1.3.	If a Division or Subsidiary of another organization provide the name and address of the parent		
	N/A		
1.4.	Billing Address		
	P.O. Box 71570		
	Chicago, Illinois 60694-1570		
1.5.	Name of Chief Executive Officer		
	James L. Powers		
1.6.	Company Web Site Address		
	<u>crowe.com</u>		
1.7.	Type of Organization (sole proprietor, corporation, etcshould be same as on Taxpayer ID form below	v)	
	Limited Liability Partnership		
1.8.	Length of time in business		
	Since 1942		
1.9.	Annual Sales for Offeror's most recently completed fiscal year		
	\$883 million as of March 31, 2018		
1.10.). Show number of full-time employees, on average, during the most recent fiscal year		
	4,100		
1.11.	Is your company at least 51% owned and controlled by individuals in one of the following categories please check the category that applies: N/A	? If "Yes,"	
	1.11.1. Minority (30 ILCS 575/2(A)(1) & (3))		
	1.11.2. Women (30 ILCS 575/2(A)(2) & (4))		
	1.11.3. Person with Disability (30 ILCS 575/2(A)(2.05) & (2.1)) Yes		

1.11.4.	Disadvantaged (49 CFR 26)	Yes
1.11.5.	Veteran (30 ILCS 500/45-57)	Yes

STATE OF ILLINOIS

ILLINOIS DEPARTMENT OF HUMAN RIGHTS PUBLIC CONTRACT NUMBER

2.1.	If Offeror employed fifteen or more full-time employees at the time of submission of their response to this
	solicitation or any time during the previous 365-day period leading up to submission, it must have a current IDHR
	Public Contract Number or have proof of having submitted a completed application for one prior to contract
	award or prior to bid opening for construction or construction-related services. 775 ILCS 5/2-101. If the Agency
	cannot confirm compliance, it will not be able to consider a Vendor's bid or offer. Please complete the appropriate
	sections below:

(check if applicable) The number is not required as the company has not met or exceeded the number of employees that makes registration necessary under the requirements of the Human Rights Act

IDHR Public Contracts Number: 108436-00 Expiration Date: 2/4/2021.

Name of Company (and DBA): Crowe LLP

- 2.2. If number has not yet been issued, provide the date a completed application for the number was submitted to IDHR: N/A
- 2.3. Upon expiration and until their Contractor Identification Number is renewed, companies will not be eligible to be awarded contracts by the State of Illinois or other jurisdictions that require a current IDHR number as a condition of contract eligibility. 44 ILL. ADM. CODE 750.210(a).
- 2.4. Numbers issued by the Department of Human Rights (or its predecessor agency, the Illinois Fair Employment Practices Commission) prior to July 1, 1998 are no longer valid. This affects numbers below 89999-00-0. Valid numbers begin with 900000-00-0.
- 2.5. If Offeror's organization holds an expired number, it must re-register with the Department of Human Rights.
- 2.6. Offeror may obtain an application form by:

described above.

- 2.6.1. Telephone: Call the IDHR Public Contracts Unit at (312) 814-2431 between Monday and Friday, 8:30 AM 5:00 PM, CST. (TDD (312) 263-1579).
- 2.6.2. Internet: You may download the form from the Department of Human Rights' website at https://www.illinois.gov/dhr/PublicContracts/Pages/default.aspx.
- 2.6.3. Mail: Write to the Department of Human Rights, Public Contracts Unit, 100 West Randolph Street, Suite 10-100, Chicago, IL 60601.

STATE OF ILLINOIS **AUTHORIZED TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ILLINOIS**

3. A person, other than an individual acting as a sole proprietor, must be a duly constituted legal entity prior to submitting a bid, offer, or proposal. The legal entity must be authorized to transact business or conduct affairs in Illinois prior to execution of the contract. 30 ILCS 500/20-43.

These requirements do not apply to construction contracts that are subject to the requirements of 30 ILCS 500/30-20 and 30 ILCS 500/33-10. The prequalification requirements of Sections 30-20 and 33-10 shall include the requirement that the bidder be registered with the Illinois Secretary of State.

Prior to execution of the contract, the State may request evidence from a vendor that certifies it is authorized to transact business or conduct affairs in Illinois. Failure to produce evidence in a timely manner may be considered grounds for determining the Vendor non-responsive or not responsible. For information on registering to transact business or conduct affairs in Illinois, please visit the Illinois Secretary of State's Department of Business Services at their website at (http://cyberdriveillinois.com/departments/business services/home.html) or your home county clerk.

EVIDENCE OF BEING AUTHORIZED TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ILLINOIS IS THE SECRETARY OF STATE'S CERTIFICATE OF GOOD STANDING

File Number

To all to whom these Presents Shall Come, Greeting:

1, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

CROWE LLP, AN INDIANA LIMITED LIABILITY PARTNERSHIP, HAVING FILED A STATEMENT OF FOREIGN QUALIFICATION TO TRANSACT BUSINESS IN ILLINOIS ON APRIL 18, 1908, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE UNIFORM PARTNERSHIP ACT (1997) OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A FOREIGN LIMITED LIABILITY PARTNERSHIP QUALIFIED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. HAVING FULFILLED ALL REQUIREMENTS OF SAID ACT

In Testimony Whereof, thereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 3TH

day of JUNE

A.D.

Desse White

Vendor acknowledges and agrees that compliance with this subsection in its entirety for the term of the contract and any renewals is a material requirement and condition of this contract. By executing this contract Vendor certifies compliance with this subsection in its entirety, and is under a continuing obligation to remain in compliance and report any non-compliance.

This subsection, in its entirety, applies to subcontractors used on this contract. Vendor shall include these Standard Certifications in any subcontract used in the performance of the contract using the Standard Certification form provided by the State.

If this contract extends over multiple fiscal years, including the initial term and all renewals, Vendor and its subcontractors shall confirm compliance with this section in the manner and format determined by the State by the date specified by the State and in no event later than July 1 of each year that this contract remains in effect.

If the Parties determine that any certification in this section is not applicable to this contract it may be stricken without affecting the remaining subsections.

- 4.1. As part of each certification, Vendor acknowledges and agrees that should Vendor or its subcontractors provide false information, or fail to be or remain in compliance with the Standard Certification requirements, one or more of the following sanctions will apply:
 - the contract may be void by operation of law,
 - the State may void the contract, and
 - the Vendor and it subcontractors may be subject to one or more of the following: suspension, debarment, denial of payment, civil fine, or criminal penalty.

Identifying a sanction or failing to identify a sanction in relation to any of the specific certifications does not waive imposition of other sanctions or preclude application of sanctions not specifically identified.

- 4.2. Vendor certifies it and its employees will comply with applicable provisions of the United States Civil Rights Act, Section 504 of the Federal Rehabilitation Act, the Americans with Disabilities Act, and applicable rules in performance of this contract.
- 4.3. Vendor, if an individual, sole proprietor, partner or an individual as member of a LLC, certifies he/she is not in default on an educational loan. 5 ILCS 385/3.
- 4.4. Vendor, if an individual, sole proprietor, partner or an individual as member of a LLC, certifies it he/she has not received (i) an early retirement incentive prior to 1993 under Section 14-108.3 or 16-133.3 of the Illinois Pension Code or (ii) an early retirement incentive on or after 2002 under Section 14-108.3 or 16-133.3 of the Illinois Pension Code. 30 ILCS 105/15a; 40 ILCS 5/14-108.3; 40 ILCS 5/16-133.
- 4.5. Vendor certifies that it is a legal entity authorized to do business in Illinois prior to submission of a bid, offer, or proposal. 30 ILCS 500/1-15.80, 20-43.

- 4.6. To the extent there was a current Vendor providing the services covered by this contract and the employees of that Vendor who provided those services are covered by a collective bargaining agreement, Vendor certifies (i) that it will offer to assume the collective bargaining obligations of the prior employer, including any existing collective bargaining agreement with the bargaining representative of any existing collective bargaining unit or units performing substantially similar work to the services covered by the contract subject to its bid or offer; and (ii) that it shall offer employment to all employees currently employed in any existing bargaining unit who perform substantially similar work to the work that will be performed pursuant to this contract. This does not apply to heating, air conditioning, plumbing and electrical service contracts. 30 ILCS 500/25-80.
- 4.7. Vendor certifies it has neither been convicted of bribing or attempting to bribe an officer or employee of the State of Illinois or any other State, nor made an admission of guilt of such conduct that is a matter of record. 30 ILCS 500/50-5.
- 4.8. If Vendor has been convicted of a felony, Vendor certifies at least five years have passed after the date of completion of the sentence for such felony, unless no person held responsible by a prosecutor's office for the facts upon which the conviction was based continues to have any involvement with the business. 30 ILCS 500/50-10.
- 4.9. If Vendor or any officer, director, partner, or other managerial agent of Vendor has been convicted of a felony under the Sarbanes-Oxley Act of 2002, or a Class 3 or Class 2 felony under the Illinois Securities Law of 1953, Vendor certifies at least five years have passed since the date of the conviction. Vendor further certifies that it is not barred from being awarded a contract and acknowledges that the State shall declare the contract void if this certification is false. 30 ILCS 500/50-10.5.
- 4.10. Vendor certifies it is not barred from having a contract with the State based upon violating the prohibitions related to either submitting/writing specifications or providing assistance to an employee of the State of Illinois by reviewing, drafting, directing, or preparing any invitation for bids, a request for proposal, or request of information, or similar assistance (except as part of a public request for such information). 30 ILCS 500/50-10.5(e), amended by Pub. Act No. 97-0895 (August 3, 2012).
- 4.11. Vendor certifies that it and its affiliates are not delinquent in the payment of any debt to the State (or if delinquent has entered into a deferred payment plan to pay the debt), and Vendor and its affiliates acknowledge the State may declare the contract void if this certification is false or if Vendor or an affiliate later becomes delinquent and has not entered into a deferred payment plan to pay off the debt. 30 ILCS 500/50-11, 50-60.
- 4.12. Vendor certifies that it and all affiliates shall collect and remit Illinois Use Tax on all sales of tangible personal property into the State of Illinois in accordance with provisions of the Illinois Use Tax Act and acknowledges that failure to comply may result in the contract being declared void. 30 ILCS 500/50-12.
- 4.13. Vendor certifies that it has not been found by a court or the Pollution Control Board to have committed a willful or knowing violation of the Environmental Protection Act within the last five years, and is therefore not barred from being awarded a contract. 30 ILCS 500/50-14.
- 4.14. Vendor certifies it has neither paid any money or valuable thing to induce any person to refrain from bidding on a State contract, nor accepted any money or other valuable thing, or acted upon the promise of same, for not bidding on a State contract. 30 ILCS 500/50-25.

- 4.15. Vendor certifies it is not in violation of the "Revolving Door" provisions of the Illinois Procurement Code. 30 ILCS 500/50-30.
- 4.16. Vendor certifies that it has not retained a person or entity to attempt to influence the outcome of a procurement decision for compensation contingent in whole or in part upon the decision or procurement. 30 ILCS 500/50-38.
- 4.17. Vendor certifies that if it has hired a person required to register under the Lobbyist Registration Act to assist in obtaining any State contract, that none of the lobbyist's costs, fees, compensation, reimbursements, or other remuneration were billed to the State. 30 ILCS 500/50-38.
- 4.18. Vendor certifies it will report to the Illinois Attorney General and the Chief Procurement Officer any suspected collusion or other anti-competitive practice among any bidders, offerors, contractors, proposers, or employees of the State. 30 ILCS 500/50-40, 50-45, 50-50.
- 4.19. Vendor certifies steel products used or supplied in the performance of a contract for public works shall be manufactured or produced in the United States, unless the executive head of the procuring Agency grants an exception. 30 ILCS 565.
- 4.20. Drug Free Workplace
 - 4.20.1. If Vendor employs 25 or more employees and this contract is worth more than \$5,000, Vendor certifies it will provide a drug free workplace pursuant to the Drug Free Workplace Act.
 - 4.20.2. If Vendor is an individual and this contract is worth more than \$5000, Vendor certifies it shall not engage in the unlawful manufacture, distribution, dispensation, possession, or use of a controlled substance during the performance of the contract. 30 ILCS 580.
- 4.21. Vendor certifies that neither Vendor nor any substantially owned affiliate is participating or shall participate in an international boycott in violation of the U.S. Export Administration Act of 1979 or the applicable regulations of the United States. Department of Commerce. 30 ILCS 582.
- 4.22. Vendor certifies it has not been convicted of the offense of bid rigging or bid rotating or any similar offense of any state or of the United States. 720 ILCS 5/33 E-3, E-4.
- 4.23. Vendor certifies it complies with the Illinois Department of Human Rights Act and rules applicable to public contracts, which include providing equal employment opportunity, refraining from unlawful discrimination, and having written sexual harassment policies. 775 ILCS 5/2-105.
- 4.24. Vendor certifies it does not pay dues to or reimburse or subsidize payments by its employees for any dues or fees to any "discriminatory club." 775 ILCS 25/2.
- 4.25. Vendor certifies that no foreign-made equipment, materials, or supplies furnished to the State under the contract have been or will be produced in whole or in part by forced labor or indentured labor under penal sanction. 30 ILCS 583.
- 4.26. Vendor certifies that no foreign-made equipment, materials, or supplies furnished to the State under the contract have been produced in whole or in part by the labor of any child under the age of 12. 30 ILCS 584.

- 4.27. Vendor certifies that any violation of the Lead Poisoning Prevention Act, as it applies to owners of residential buildings, has been mitigated. 410 ILCS 45.
- 4.28. Vendor warrants and certifies that it and, to the best of its knowledge, its subcontractors have and will comply with Executive Order No. 1 (2007). The Order generally prohibits Vendors and subcontractors from hiring the then-serving Governor's family members to lobby procurement activities of the State, or any other unit of government in Illinois including local governments if that procurement may result in a contract valued at over \$25,000. This prohibition also applies to hiring for that same purpose any former State employee who had procurement authority at any time during the one-year period preceding the procurement lobbying activity.
- 4.29. Vendor certifies that information technology, including electronic information, software, systems and equipment, developed or provided under this contract comply with the applicable requirements of the Illinois Information Technology Accessibility Act Standards as published at (www.dhs.state.il.us/iitaa) 30 ILCS 587.
- 4.30. Vendor certifies that it has read, understands, and is in compliance with the registration requirements of the Elections Code (10 ILCS 5/9-35) and the restrictions on making political contributions and related requirements of the Illinois Procurement Code. 30 ILCS 500/20-160 and 50-37. Vendor will not make a political contribution that will violate these requirements.

In accordance with section 20-160 of the Illinois Procurement Code, Vendor certifies as applicable:

Vendor is not required to register as a business entity with the State Board of Elections.

or

Vendor has registered with the State Board of Elections. As a registered business entity, Vendor acknowledges

4.31. Vendor certifies that if it is awarded a contract through the use of the preference required by the Procurement of Domestic Products Act, then it shall provide products pursuant to the contract or a subcontract that are manufactured in the United States. 30 ILCS 517.

a continuing duty to update the registration as required by the Act.

- 4.32. For contracts other than construction contracts subject to the requirements of 30 ILCS 500/30-20 and 30 ILCS 500/33-10, a person (other than an individual acting as a sole proprietor) must be a duly constituted legal entity to qualify as a bidder or offeror prior to submitting a bid, offer, or proposal. 30 ILCS 500/20-43. Vendor certifies that it is a legal entity as of the date for submitting this bid, offer, or proposal.
- 4.33. Vendor certifies that, for the duration of this contract it will:
 - post its employment vacancies in Illinois and border states on the Department of Employment Security's
 IllinoisJobLink.com website or its successor system; or
 - will provide an online link to these employment vacancies so that this link is accessible through the IllinoisJobLink.com website it successor system; or
 - is exempt from 20 ILCS 1005/1005-47 because the contract is for construction-related services as that term is defined in section 1-15.20 of the Procurement Code; or the contract is for construction and vendor is a party to a contract with a bona fide labor organization and performs construction. (20 ILCS 1005/1005-47).

STATE OF ILLINOIS STATE BOARD OF ELECTIONS

Section 50-37 of the Illinois Procurement Code prohibits political contributions of certain vendors, bidders and offerors. Additionally, section 9-35 of the Illinois Election Code governs provisions relating to reporting and making contributions to state officeholders, declared candidates for State offices and covered political organizations that promote the candidacy of an officeholder or declared candidate for office. The State may declare any resultant contract void if these Acts are violated.

Generally, if a vendor, bidder, or offeror is an entity doing business for profit (i.e. sole proprietorship, partnership, corporation, limited liability company or partnership, or otherwise) and has contracts with State agencies that annually total more than \$50,000 or whose aggregate pending bids or proposals and current State contracts that total more than \$50,000, the vendor, bidder, or offeror is prohibited from making political contributions and must register with the State Board of Elections. 30 ILCS 500/20-160.

EVIDENCE OF REGISTRATION WITH THE STATE BOARD OF ELECTIONS
IS THE CERTIFICATE OF REGISTRATION



Registration No. 11937

Crowe LLP

One Mid America Plaza, Suite 700 P.O. Box 3697 Oak Brook IL 60522

Information for this business last updated on: Thursday, June 14, 2018

Certificate produced on Thursday, June 14, 2018 at 2:45 PM



STATE OF ILLINOIS DISCLOSURE OF BUSINESS OPERATIONS WITH IRAN

- 6. In accordance with 30 ILCS 500/50-36, each bid, offer, or proposal submitted for a State contract, other than a small purchase defined in Section 20-20 of the Illinois Procurement Code, will include a disclosure of whether or not the bidder, offeror, or proposing entity, or any of its corporate parents or subsidiaries, within the 24 months before submission of the bid, offer, or proposal had business operations that involved contracts with or provision of supplies or services to the Government of Iran, companies in which the Government of Iran has any direct or indirect equity share, consortiums or projects commissioned by the Government of Iran and:
 - more than 10% of the company's revenues produced in or assets located in Iran involve oil-related
 activities or mineral-extraction activities; less than 75% of the company's revenues produced in or assets
 located in Iran involve contracts with or provision of oil-related or mineral extraction products or
 services to the Government of Iran or a project or consortium created exclusively by that Government;
 and the company has failed to take substantial action; or
 - the company has, on or after August 5, 1996, made an investment of \$20 million or more, or any combination of investments of at least \$10 million each that in the aggregate equals or exceeds \$20 million in any 12- month period that directly or significantly contributes to the enhancement of Iran's ability to develop petroleum resources of Iran.

A bid or offer that does not include this disclosure may be given a period after the bid or offer is submitted to cure non-disclosure. A chief procurement officer may consider the disclosure when evaluating the bid or offer or awarding the contract.

\boxtimes	There are no business operations that must be disclosed to comply with the above cited law.
	The following business operations are disclosed to comply with the above cited law:

STATE OF ILLINOIS FINANCIAL DISCLOSURES AND CONFLICTS OF INTEREST

The Financial Disclosures and Conflicts of Interest form ("form") must be accurately completed and submitted by the vendor, parent entity(ies), and subcontractors. There are **nine** steps to this form and each must be completed as instructed in the step heading and within the step. A bid or offer that does not include this form shall be considered non-responsive. The Agency will consider this form when evaluating the bid or offer or awarding the contract.

The requirement of disclosure of financial interests and conflicts of interest is a continuing obligation. If circumstances change and the disclosure is no longer accurate, then disclosing entities must provide an updated form.

S	eparate forms are required for th	ne vendor, parent entity(ies), and subcontractors.
T	his disclosure is submitted for:	
	⊠ Vendor	
	Vendor's Parent Entity	(ies) (100% ownership)
	Subcontractor(s) >\$50	,000 (annual value)
	Subcontractor's Paren	t Entity(ies) (100% ownership) > \$50,000 (annual value)
	Project Name	Unclaimed Property Reporting Services
	Illinois Procurement Bulletin Number	22038901
	Contract Number	16-0030
	Vendor Name	Crowe LLP
	Doing Business As (DBA)	N/A
	Disclosing Entity	Crowe LLP
	Disclosing Entity's Parent Entity	N/A
	Subcontractor	N/A
	Instrument of Ownership or Beneficial Interest	Partnership Agreement (General Partnership, Limited Partnership, Limited Liability Partnership, Limited Liablity Limited Partnership) If you selected Other, please

STEP 1 SUPPORTING DOCUMENTATION SUBMITTAL

(All vendors complete regardless of annual bid, offer, or contract value) (Subcontractors with subcontract annual value of more than \$50,000 must complete)

You must select one of the six options below and select the documentation you are submitting. You must provide the documentation that the applicable section requires with this form. Option 1 – Publicly Traded Entities 1.A. Complete Step 2, Option A for each qualifying individual or entity holding any ownership or distributive income share in excess of 5% or an amount greater than 60% (\$106,447.20) of the annual salary of the Governor. OR 1.B. Attach a copy of the Federal 10-K or provide a web address of an electronic copy of the Federal 10-K, and skip to Step 3. Option 2 – Privately Held Entities with more than 100 Shareholders 2.A. Complete Step 2, Option A for each qualifying individual or entity holding any ownership or distributive income share in excess of 5% or an amount greater than 60% (\$106,447.20) of the annual salary of the Governor. OR 2.8. Complete Step 2, Option A for each qualifying individual or entity holding any ownership share in excess of 5% and attach the information Federal 10-K reporting companies are required to report under 17 CFR 229.401. Option 3 – All other Privately Held Entities, not including Sole Proprietorships 3.A. Complete Step 2, Option A for each qualifying individual or entity holding any ownership or distributive income share in excess of 5% or an amount greater than 60% (\$106,447.20) of the annual salary of the Governor. Option 4 – Foreign Entities 4.A. Complete Step 2, Option A for each qualifying individual or entity holding any ownership or distributive income share in excess of 5% or an amount greater than 60% (\$106,447.20) of the annual salary of the Governor. 4.B. Attach a copy of the Securities Exchange Commission Form 20-F or 40-F and skip to Step 3. Option 5 - Not-for-Profit Entities Complete Step 2, Option B. Option 6 – Sole Proprietorships

Skip to Step 3.

STEP 2

DISCLOSURE OF FINANCIAL INTEREST OR BOARD OF DIRECTORS

(All vendors, except sole proprietorships, must complete regardless of annual bid, offer, or contract value) (Subcontractors with subcontract annual value of more than \$50,000 must complete)

Complete either Option A (for all entities other than not-for-profits) or Option B (for not-for-profits). Additional rows may be inserted into the tables or an attachment may be provided if needed.

OPTION A – Ownership Share and Distributive Income

Ownership Share – If you selected Option 1.A., 2.A., 2.B., 3.A., or 4.A. in Step 1, provide the name and address of each individual or entity and their percentage of ownership if said percentage exceeds 5%, or the dollar value of their ownership if said dollar value exceeds \$106,447.20.

Check here if including an attachment with requested information in a format substantially similar to the format below.

TABLE - X	A STATE OF THE STA		
Name	Address	Percentage of Ownership	\$ Value of Ownership
See Table X			

Distributive Income – If you selected Option 1.A., 2.A., 3.A., or 4.A. in Step 1, provide the name and address of each individual or entity and their percentage of the disclosing vendor's total distributive income if said percentage exceeds 5% of the total distributive income of the disclosing entity, or the dollar value of their distributive income if said dollar value exceeds \$106,447.20.

Check here if including an attachment with requested information in a format substantially similar to the format below.

TABLE - Y			
Name	Address	% of Distributive Income	\$ Value of Distributive Income
See Table Y			

rease certify that the follow	ving statements are true.	
I have disclosed all \$106,447.20.	individuals or entities that hold an owr	nership interest of greater than 5% or greater than
Xes No		
	ndividuals or entities that were entitled greater than 5% of the total distributive	to receive distributive income in an amount greater income of the disclosing entity.
Xes No		
OPTION B – Disclosure of	Board of Directors (Not-for-Profits)	Not Applicable
If you selected Option 5 in St	tep 1, list members of your board of dire	ctors. Please include an attachment if necessary.
TABLE – Z		
Name	Address	
Not applicable		
1		
	STEP 3	
	DISCLOSURE OF LOBBYIS	ST OR AGENT
(Com	plete only if bid, offer, or contract has a	
(Subcontra	ctors with subcontract annual value of n	nore than \$50,000 must complete)
Registration Act (lobbyist mu identified through Step 2, Op	ust be registered pursuant to the Act win otion A above and who has communicate	a lobbyist required to register under the Lobbyist th the Secretary of State) or other agent who is not ed, is communicating, or may communicate with any identify each lobbyist and agent, including the name
	pes not meet the criteria, then you do no	t have to disclose the lobbyist's information.
If you have a lobbyist that do		
f you have a lobbyist that do	Address	Relationship to Disclosing Entity

State of Illinois Chief Procurement Office General Services IFB or RFP Solicitation: Forms A: Financial Disclosures and Conflicts of Interest V.18.1

contract for the Illinois Tollway.

STEP 4 **PROHIBITED CONFLICTS OF INTEREST**

(All vendors must complete regardless of annual bid, offer, or contract value) (Subcontractors with subcontract annual value of more than \$50,000 must complete)

Step 4 must be completed for each person disclosed in Step 2, Option A and for sole proprietors identified in Step 1, Option 6 above. Please provide the name of the person for which responses are provided: See names in confidential

owners	ship listing under separate cover.	
1.	Do you hold or are you the spouse or minor child who holds an elective office in the State of Illinois or hold a seat in the General Assembly?	☐ Yes 🛭 No
2.	Have you, your spouse, or minor child been appointed to or employed in any offices or agencies of State government and receive compensation for such employment in excess of 60% (\$106,447.20) of the salary of the Governor?	☐ Yes ⊠ No
3.	Are you or are you the spouse or minor child of an officer or employee of the Capital Development Board or the Illinois Toll Highway Authority?	☐ Yes ⊠ No
4.	Have you, your spouse, or an immediate family member who lives in your residence currently or who lived in your residence within the last 12 months been appointed as a member of a board, commission, authority, or task force authorized or created by State law or by executive order of the Governor?	☐ Yes ⊠ No
5.	If you answered yes to any question in 1-4 above, please answer the following: Do you, your spouse, or minor child receive from the vendor more than 7.5% of the vendor's total distributable income or an amount of distributable income in excess of the salary of the Governor (\$177,412.00)?	Yes No
6.	If you answered yes to any question in 1-4 above, please answer the following: Is there a combined interest of self with spouse or minor child more than 15% in the aggregate of the vendor's distributable income or an amount of distributable income in excess of two times the salary of the Governor (\$354,824.00)?	Yes No
	STEP 5	
РО	TENTIAL CONFLICTS OF INTEREST RELATING TO PERSONAL RELATION (Complete only if bid, offer, or contract has an annual value over \$50,000) (Subcontractors with subcontract annual value of more than \$50,000 must complete)	ONSHIPS
Step 5 n 6 above	nust be completed for each person disclosed in Step 2, Option A and for sole proprietors identified	in Step 1, Option
Please punder s	provide the name of the person for which responses are provided: See names in confidential of eparate cover.	wnership listing

Do you currently have, or in the previous 3 years have you had State employment, including

contractual employment of services?

1.

Yes No

2.	Has your spouse, father, mother, son, or daughter, had State employment, including contractual employment for services, in the previous 2 years?	☐ Yes ⊠ No
3.	Do you hold currently or have you held in the previous 3 years elective office of the State of Illinois, the government of the United States, or any unit of local government authorized by the Constitution of the State of Illinois or the statutes of the State of Illinois?	☐ Yes ⊠ No
4.	Do you have a relationship to anyone (spouse, father, mother, son, or daughter) holding elective office currently or in the previous 2 years?	☐ Yes ⊠ No
5.	Do you hold or have you held in the previous 3 years any appointive government office of the State of Illinois, the United States of America, or any unit of local government authorized by the Constitution of the State of Illinois or the statutes of the State of Illinois, which office entitles the holder to compensation in excess of expenses incurred in the discharge of that office?	☐ Yes ⊠ No
6.	Do you have a relationship to anyone (spouse, father, mother, son, or daughter) holding appointive office currently or in the previous 2 years?	Yes 🔀 No
7.	Do you currently have or in the previous 3 years had employment as or by any registered lobbyist of the State government?	🛚 Yes 🗌 No
8.	Do you currently have or in the previous 2 years had a relationship to anyone (spouse, father, mother, son, or daughter) that is or was a registered lobbyist?	☐ Yes ⊠ No
9.	Do you currently have or in the previous 3 years had compensated employment by any registered election or re-election committee registered with the Secretary of State or any county clerk in the State of Illinois, or any political action committee registered with either the Secretary of State or the Federal Board of Elections?	☐ Yes ⊠ No
10.	Do you currently have or in the previous 2 years had a relationship to anyone (spouse, father, mother, son, or daughter) who is or was a compensated employee of any registered election or reelection committee registered with the Secretary of State or any county clerk in the State of Illinois, or any political action committee registered with either the Secretary of State or the Federal Board of Elections?	☐ Yes ⊠ No

STEP 6

EXPLANATION OF AFFIRMATIVE RESPONSES

(All vendors must complete regardless of annual bid, offer, or contract value) (Subcontractors with subcontract annual value of more than \$50,000 must complete)

If you answered "Yes" in Step 4 or Step 5, please provide on an additional page a detailed explanation that includes, but is not limited to the name, salary, State agency or university, and position title of each individual.

Bert Nuehring, Partner of Crowe LLP, is a registered IL Lobbyist, but has conducted no lobbying activities in conjunction with this procurement for the Tollway. Bert Nuehring is not paid by any State of Illinois agency.

STEP 7 POTENTIAL CONFLICTS OF INTEREST RELATING TO DEBARMENT & LEGAL PROCEEDINGS

(Complete only if bid, offer, or contract has an annual value over \$50,000) (Subcontractors with subcontract annual value of more than \$50,000 must complete

This step must be completed for each person disclosed in Step 2, Option A, Step 3, and for each entity and sole proprietor disclosed in Step 1.

Please provide the name of the person or entity for which responses are provided: Crowe LLP and also see confidential ownership listing under separate cover.

1.	Within the previous ten years, have you had debarment from contracting with any	Yes 🛛 No
	governmental entity?	
2.	Within the previous ten years, have you had any professional licensure discipline?	☐ Yes 🔀 No
3.	Within the previous ten years, have you had any bankruptcies?	Yes 🛭 No
4.	Within the previous ten years, have you had any adverse civil judgments and administrative findings? *	Yes 🛭 No
5.	Within the previous ten years, have you had any criminal felony convictions? *	☐ Yes ⊠ No

If you answered "Yes", please provide a detailed explanation that includes, but is not limited to the name, State agency or university, and position title of each individual. *Crowe LLP has over 300 partners and those partners may be subject to civil claims from time to time for a variety of reasons. Crowe management is unaware of any personal bankruptcies, adverse civil judgments, or administrative hearings that would impact our engagement. There are no known bankruptcies of any partners. There are no known felony convictions of any partners, officers, or primary partners of Crowe. We understand the need for continued reporting of status changes related to this area.

STEP 8

DISCLOSURE OF CURRENT AND PENDING CONTRACTS

(Complete only if bid, offer, or contract has an annual value over \$50,000) (Subcontractors with subcontract annual value of more than \$50,000 must complete)

If you selected Option 1, 2, 3, 4, or 6 in Step 1, do you have any contracts, pending contracts, bids, proposals, subcontract
leases or other ongoing procurement relat+ionships with units of State of Illinois government?

If "Yes", please specify below. Additional rows may be inserted into the table or an attachment may be provided if needed.

Yes \ No.

Agency	Project Title	Status	Value	Contract Reference/P.O./Illinois Procurement Bulletin #
See attached listing				

Please explain the procurement relationship: Vendor

STEP 9 SIGN THE DISCLOSURE

(All vendors must complete regardless of annual bid, offer, or contract value) (Subcontractors with subcontract annual value of more than \$50,000 must complete)

This disclosure is signed, and made under penalty of perjury for all for-profit entities, by an authorized officer or employee on behalf of the bidder or offeror pursuant to Sections 50-13 and 50-35 of the Illinois Procurement Code. This disclosure information is submitted on behalf of:

Name of Disclosing Entity: Crowe LLP

Signature:_

Date: June 18, 2018

Printed Name: Shawn M. Kane

Title: Partner

Phone Number: 630.586.5250

Email Address: shawn.kane@crowe.com

STATE OF ILLINOIS TAXPAYER IDENTIFICATION NUMBER

I certify that:

The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and

I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and

I am a U.S. person (including a U.S. resident alien).

- If you are an individual, enter your name and SSN as it appears on your Social Security Card.
- If you are a sole proprietor, enter the owner's name on the name line followed by the name of the business and the owner's SSN or EIN.
- If you are a single-member LLC that is disregarded as an entity separate from its owner, enter the owner's name on the name line and the D/B/A on the business name line and enter the owner's SSN or EIN.
- If the LLC is a corporation or partnership, enter the entity's business name and EIN and for corporations, attach IRS acceptance letter (CP261 or CP277).
- For all other entities, enter the name of the entity as used to apply for the entity's EIN and the EIN.

Name: N/A	
Business Name: Crowe LLP	
Taxpayer Identification Number:	
Social Security Number	
or	
Employer Identification Number:	
Legal Status (check one):	
Individual	Governmental
Sole Proprietor	Nonresident alien
□ Partnership	Estate or trust
Legal Services Corporation	Pharmacy (Non-Corp.)
Tax-exempt	Pharmacy/Funeral Home/Cemetery (Corp.)
Corporation providing or billing	Limited Liability Company
medical and/or health care services	(select applicable tax classification)
Corporation NOT providing or billing	C = corporation
medical and/or health care services	P = partnership
Signature of Authorized Representative:	,

State of Illinois Chief Procurement Office General Services
(FB or RFP Solicitation: Forms A: Taxpayer Identification Number V.18.1

Date: June 18, 2018



Current and Pending Contracts/Proposals As of June 6, 2018

Current Contracts/Proposals

Agency/University	Project Title	Status	Con	Contract Value	Contract Number
Department of Agriculture	GAAP Fiscal Assistance	Current Contract	\$	115,540	11542
Department of Children and Family Services	Forensic Audit Services	Current Contract	40	205,000	4698149017
Gaming Board	Compliance Reviews and Agreed-Upon Attestation Services (July 1, 2017 – June 30, 2021)	Current Contract	€	1,550,400	FY18 IGB CAF
Municipal Retirement Fund	Internal Augst	Current Contract	40	85,000	December 6, 2016
State Board of Investments	THL Credit Senior Loan Strategies LLC	Current Contract	↔	27,000**	May 4, 2017
Tall Highway Authority	Financial Statement Preparation Software	Current Contract	•	127,353	48540P
Toll Highway Authority	Unclaimed Property Reporting Services	Current Contract	€9	400,000*	22038901
State Police	Non-Criminal Justice Fee Processing Transaction System	Current Contract	•	726,312	400PBC52506
State Police	Metropolitan Enforcement Group Audits	Current Contract	6	352,420*	IPB #22034650
Department of Central Management Services	GAAP Financial Reporting & Accounting Assistance	Current Contract	•	1,100,000*	CIS5859130
State Board of Education	GAAP Assistance	Current Contract	€	186,356	800MY16811
Department of Human Services	GAAP Assistance	Current Contract	•	517,500	ZE00000-YAW
Governor's Office of Management and Budget (GATU)	Grantee Indirect Cost Negotiation	Current Contract	€	1,500,000*	8000018OMB1
University of Illinois at Chicago	Consulting Services	Current Contract		TBD	REP No.: ALS280
Office of the Auditor General, Illinois Student Assistance Commission	Audit and/or Attestation Services - Phase II	Current Contract	G	253,134	17-7-65500-12



Agency/University	Project Title	Status	င္ပ	Contract Value	Contract Number
Office of the Auditor General, Office of the State Treasurer	Audit and/or Attestation Services - Phase II	Current Contract			
ABLE					
College Savings			•	14,650	18-7-31200-12
Fiscal Officer			•	79,695	18-7-31100-12
• Illinois Funds			40	178,794	18-7-30800-10
			40	51,975	18-7-30900-12
			40	133,770	18-7-31000-10
Governor's Office of Management and Budget	Grantee Audit Report Review	Current Contract	€	3,099,000*	22038882
Department of Financial and Professional Regulation	Fiduciary (Trust) Examination Services	Current Contract	•	3,000,000	22039331
Department of Central Management Services	GAAP Reporting Services - Master Contract	Current Contract	The state of		CMS802755A
 Department on Aging Department of Agriculture Department of Healthcare and Family Services 			69 69 69	91,090* 49,093* 320,000*	
 Department of Labor Department of Natural Resources 			A 6A	20,152*	
 Office of the Attorney General State Board of Education 			9 69 6	34,206*	
 Public Safety Shared Services Center 			€ 6	1,200,000*	
Racing Board			↔	7,000*	
Department of Central Management Services	Internal Auditing Assistance Services	Current Contract	4	908,500*	CMS803923A
A CONTRACT OF THE PROPERTY OF			152		

^{*}Includes amounts to be paid to subcontractors | **Includes reimbursement of expenses



Pending Contracts/Proposals

Agency/University	Project Title	Status	Contract Value	RFP / Contract Number
Department of Central Management Services	Multi-Step Sealed Bidding for IT Resources	Pending Contract		22034078
Department of Financial and Professional Regulation	Commercial Safety and Soundness Examination	Pending Contract	\$ 1,500,000	22040534
Department of Financial and Professional Regulation	Information Technology Examination Services	Pending Proposal	**************************************	22040228
University of Illinois at Urbana/Champaign	Change Management Services	Pending Contract	\$ 169,365	1JWS1709
Department of Innovation and Technology	Proactive Phishing	RFI	4 * *	09/15/17
Department of Innovation and Technology	Cognitive Computing and Artificial Intelligence	3	•	09/19/17
State Police	FY18 Microsoft Dynamics AX Support	Pending Contract	\$ 50,000	PBC108733
State Police	Metropolitan Enforcement Group Audits	Pending Proposal		22042208
State Board of Education	GAAP Assistance	Pending Proposal	***	22042366

^{*}Includes amounts to be paid to subcontractors | **Includes reimbursement of expenses

^{***} The contracts have not yet been awarded; therefore the contract value has yet to be determined.