

GENERAL SERVICES ADMINISTRATION
PUBLIC BUILDINGS SERVICE
LEASE AMENDMENT

LEASE AMENDMENT NO. 3

TO LEASE NO. GS-03B-12228

ADDRESS OF PREMISES

Curtis Center
601 Walnut Street
Philadelphia, PA 19106

THIS AGREEMENT, made and entered into this date by and between

KPG-MCG Curtis Tenant LLC

whose address is

125 E. Elm Street, Suite 400,
Conshohocken, PA 19428

hereinafter called the Lessor, and the UNITED STATES OF AMERICA, hereinafter called the Government:

WHEREAS, the parties hereto desire to amend the above Lease To reflect a Change of Ownership/Payee.

NOW THEREFORE, these parties for the considerations hereinafter mentioned covenant and agree that the said Lease is amended, effective SEPTEMBER 21st, as follows:

1. The heading of this lease is amended by deleting the text following "by and between" and up to "and whose interest in the property..." and substituting, in lieu thereof, the following: "Curtis Center TIC I L.L.C., Curtis Center TIC II L.L.C. and KPG-MCG Curtis Tenant, LLC (f/k/a H'Y2 Curtis, LLC) (collectively, the "Owners"), whose address is 125 E. Elm Street, Suite 400, Conshohocken, PA 19428."
2. Lessor shall update any new payee information as per lease contract section 1.03 (F) Rent shall be payable to the Payee designated in the Lessor's Central Contractor Registration.

GSA Form 3518-SAM, Novation Agreement and Tenant In Common Supplement are attached hereto and made a part of this Lease Amendment No. 3.

This LA contains ¹³~~X~~ pages.

All other terms and conditions of the Lease shall remain in force and effect.

IN WITNESS WHEREOF, the parties subscribed their names as of the below date.

FOR THE LESSOR:

Signature: _____
Name: MARC BASH
Title: SECRETARY
Entity Name: KPG-MCG CURTIS TENANT LLC
Date: 12/19/17

FOR THE GOVERNMENT:

Signature: _____
Name: Douglas Dodling
Title: Lease Contracting Officer
GSA, Public Buildings Service
Date: December 27, 2017

WITNESSED FOR THE LESSOR BY:

Signature: _____
Name: BARBARA LINDA
Title: AP/AR/LEASE ADMIN MANAGER
Date: 12/19/17

ADDENDUM to the System for Award Management (SAM) REPRESENTATIONS AND CERTIFICATIONS (Acquisitions of Leasehold Interests in Real Property)	Request for Lease	Dated
	Proposals Number LPA07304; LPA12228 & LPA90415	11/8/17

Complete appropriate boxes, sign the form, and attach to offer.
The Offeror makes the following additional Representations. NOTE: The "Offeror," as used on this form,
is the owner of the property offered, not an individual or agent representing the owner.

**1. ANNUAL REPRESENTATIONS AND CERTIFICATIONS FOR LEASEHOLD ACQUISITIONS
(APR 2015)**

- (a) (1) The North American Industry Classification System (NAICS) code for this acquisition is 531120, unless the real property is self-storage (#531130), land (#531190), or residential (#531110).
- (2) The small business size standard is 38.5 Million in annual average gross revenue of the concern for the last 3 fiscal years.
- (3) The small business size standard for a concern which submits an offer in its own name, other than on a construction or service contract, but which proposes to furnish a product which it did not itself manufacture, is 500 employees.
- (b) The System for Award Management (SAM) is a centrally located, searchable database which assists in the development, maintenance, and provision of sources for future procurements. The Offeror, by signing this addendum, hereby certifies he is registered in SAM.


Registration Active and Copy Attached

**2. 552.203-72 REPRESENTATION BY CORPORATIONS REGARDING AN UNPAID
DELINQUENT FEDERAL TAX LIABILITY OR A FELONY CONVICTION UNDER ANY FEDERAL LAW
(DEVIATION) (OCT 2013)**

- (a) In accordance with Sections 630 and 631 of Division of the Consolidated Appropriations Act, 2012 (Pub. L. 112-74), and Section 101 of the Continuing Appropriations Act, 2014 (Pub. L. 113-16) none of the funds made available by the Continuing Appropriations Act 2014 may be used to enter into a contract action with any corporation that--
 - (1) Has any unpaid Federal tax liability that has been assessed, for which all judicial and administrative remedies have been exhausted or have lapsed, and that is not being paid in a timely manner pursuant to an agreement with the authority responsible for collecting the tax liability, where the awarding agency is aware of the unpaid tax liability, unless the agency has considered suspension or debarment of the corporation and made a determination that this further action is not necessary to protect the interests of the Government, or
 - (2) Was convicted, or had an officer or agent of such corporation acting on behalf of the corporation convicted of a felony criminal violation under any Federal law within the preceding 24 months, where the awarding agency is aware of the conviction, unless the agency has considered suspension or debarment of the corporation or such officer or agent and made a determination that this action is not necessary to protect the interests of the Government.
- (b) The Contractor represents that--
 - (1) It is is not a corporation that has any unpaid Federal tax liability that has been assessed, for which all judicial and administrative remedies have been exhausted or

have lapsed, and that is not being paid in a timely manner pursuant to an agreement with the authority responsible for collecting the tax liability.

- (2) It is a corporation that was convicted, or had an officer or agent of the corporation acting on behalf of the corporation, convicted of a felony criminal violation under any Federal law within the preceding 24 months.

OFFEROR OR LEGALLY AUTHORIZED REPRESENTATIVE	NAME, ADDRESS (INCLUDING ZIP CODE) Name: <u>MARC BASH</u> Street: <u>125 E. ELM ST, SUITE 400</u> City, State, Zip: <u>CONSHOHOCKEN, Pa</u>  Signature	TELEPHONE NUMBER <u>610-980-7000</u> Date <u>12/13/17</u>
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*** LESSOR'S NINE (9) DIGIT DUNS NUMBER : <u>079403227</u>
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ADDENDUM to the System for Award Management (SAM) REPRESENTATIONS AND CERTIFICATIONS (Acquisitions of Leasehold Interests in Real Property)	Request for Lease	Dated
	Proposals Number LPA07304; LPA12228 & LPA90415	11/8/17

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1. ANNUAL REPRESENTATIONS AND CERTIFICATIONS FOR LEASEHOLD ACQUISITIONS (APR 2015)

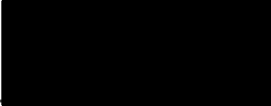
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	Name: <u>Marc BASH</u> Street: <u>125 E. ELM ST. SUITE 400</u> City, State, Zip: <u>CONSHOHOCKEN PA 19428</u>  Signature	<u>610-980-7000</u> <u>11/30/17</u> Date

*** LESSOR'S NINE (9) DIGIT DUNS NUMBER : <u>080952764</u>
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ADDENDUM to the System for Award Management (SAM) REPRESENTATIONS AND CERTIFICATIONS (Acquisitions of Leasehold Interests In Real Property)	Request for Lease Proposals Number LPA07304; LPA12228 & LPA90415	Dated 11/8/17
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OFFEROR OR LEGALLY AUTHORIZED REPRESENTATIVE	NAME, ADDRESS (INCLUDING ZIP CODE) Name: <u>MARC RASH</u> Street: <u>135 E. ELM ST. SUITE 400</u> City, State, Zip: <u>CONSHOHOCKEN PA</u>  Signature	TELEPHONE NUMBER <u>610-980-7000</u> Date
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*** LESSOR'S NINE (9) DIGIT DUNS NUMBER : <u>080952775</u>
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NOVATION AGREEMENT

The undersigned, Curtis Center TIC I L.L.C., Curtis Center TIC II L.L.C. and KPG-MCG Curtis Tenant, LLC (f/k/a H'Y2 Curtis, LLC) (collectively, the "Transferees"), limited liability companies duly organized and existing under the laws of Delaware with their principal offices in Conshohocken, Pennsylvania; and the United States of America (the "Government") enter into this Novation Agreement (this "Agreement") as of September 19, 2017, but to be effective as of September 29, 2017.

(a) The parties agree to the following facts:

(1) Pursuant to that certain Ground Lease dated June 3, 2014 and effective June 6, 2014, as evidenced by that certain Memorandum of Ground Lease dated June 6, 2014 and recorded with the Philadelphia Recorder of Deeds of Philadelphia County, Pennsylvania on June 10, 2014, as Document #52791147 (together with all amendments, modifications and supplements to the foregoing documents, the "Ground Lease"), KPG-MCG Curtis Tenant, LLC (the "Transferor") leased certain premises identified as 170 S. Independence Mall West a/k/a 601 Walnut Street, Philadelphia, Pennsylvania, Tax Parcel No. 883002510 (the "Property").

(2) The Government, represented by various Contracting Officers of the General Services Administration, has entered into GSA Lease Nos. LPA07304, LPA90415 and LPA12228, each of which reflect Transferor as the landlord thereunder. The term "Leases," as used in this Agreement, means the above described leases, including all modifications, made between the Government and the Transferor or its predecessor before the effective date of this Agreement (whether or not performance and payment have been completed and releases executed if the Government or the Transferor has any remaining rights, duties, or obligations under the Leases).

(3) As of September 29, 2017, the Transferor merged into H'Y2 Curtis, LLC (the "Surviving Entity") pursuant to that certain Agreement and Plan of Merger dated as of September 29, 2017 and, in connection with such merger, all the assets of the Transferor involved in performing its obligations under the Leases were transferred to the Surviving Entity. Pursuant to that certain Certificate of Amendment to Certificate of Formation of H'Y2 Curtis, LLC filed with the Delaware Secretary of State on September 29, 2017, the Surviving Entity changed its name to KPG-MCG Curtis Tenant, LLC.

(4) As of September 29, 2017, the Transferor and the Transferees executed a termination of the Ground Lease. The Transferees, as the fee owners of the Property have all the assets necessary to perform the obligations of the landlord under the Leases.

(5) By virtue of that certain Assignment and Assumption Agreement – GSA Leases dated of even date herewith but effective as of September 29, 2017 (the "Assignment and Assumption"), the Transferees assumed all obligations and liabilities of the Transferor under the Leases. The Transferees are in a position to fully perform all obligations that may exist under the Leases.

(6) It is consistent with the Government's interest to recognize the Transferees as the successor parties to the Leases.