

AMENDMENT NO. 2

This Amendment modifies Contract No. 1550-14323, for Maintenance, Repair and Operation Supplies, Parts and Materials by and between the County of Cook, Illinois, herein referred to as "County" and W.W. Grainger, Inc., authorized to do business in the State of Illinois hereinafter referred to as "Contractor":

RECITALS

Whereas, the County and Contractor have entered into a Contract approved by the County Board on September 14, 2016, (hereinafter referred to as the "Contract"), wherein the Contractor is to provide Maintenance, Repair and Operation Supplies, Parts and Materials (hereinafter referred to as the "Supplies" from October 1, 2016 through September 30, 2019, in an amount not to exceed \$33,103,800.00, with two, one-year renewal options; and

Whereas, Amendment No. 1 was executed by the Chief Procurement Officer on September 25, 2019 to renew the contract for 1 year beginning October 1, 2019 through September 30, 2020; and

Whereas, the Contract will expire September 30, 2020, and the agreed upon Supplies are still required; and

Whereas, pursuant to Article 10 Section C of the Contract, the County and Contractor desire to renew the Contract for 1 year beginning on October 1, 2020 through September 30, 2021.

Now therefore, in consideration of mutual covenants contained herein, it is agreed by and between the parties to amend the Contract as follows:

1. The Contract is renewed through September 30, 2021.
2. The attached updated Identification of Sub-Contractors/Suppliers/Sub-Consultants Form, MBE/WBE Utilization Plan forms, certificate of insurance, and Economic Disclosures Statement under Attachment A are incorporated and made a part of this Contract.
3. All other terms and conditions remain as stated in the Contract.

In witness whereof and pursuant to County Board approval on July 30, 2020 the County and Contractor have caused this Amendment No. 2 to be executed on the date and year last written below.

County of Cook, Illinois

W.W. Grainer, Inc.

By: Raffi Sarrafian
Chief Procurement Officer

Date: 8.17.20

Michelle Hammer
Signed

Michelle Hammer
Type or print name

By: Kathleen J. McKee
State's Attorney (if applicable)
Kathleen J. McKee
Type or print name (if applicable)

Sr. Government Sales Manager
Title

Date: 6/8/2020

Date: 4/16/20

Contract No. 1550-14323 Amendment No. 2
Vendor Name: W.W. Grainger, Inc.

ATTACHMENT A

CONTRACT NO.

Cook County
Office of the Chief Procurement Officer
Identification of Subcontractor/Supplier/Subconsultant Form

OCPO ONLY:
☐ Disqualification
☒ Check Complete

The Bidder/Proposer/Respondent ("the Contractor") will fully complete and execute and submit an Identification of Subcontractor/Supplier/Subconsultant Form ("ISF") with each Bid, Request for Proposal, and Request for Qualification. **The Contractor must complete the ISF for each Subcontractor, Supplier or Subconsultant which shall be used on the Contract.** In the event that there are any changes in the utilization of Subcontractors, Suppliers or Subconsultants, the Contractor must file an updated ISF.

Bid/RFP/RFQ No.: 1550-14323 A2	Date: April 1, 2020
Total Bid or Proposal Amount: \$33,103,800.00	Contract Title: MRO Supplies, Parts and Materials
Contractor: W.W. Grainger Inc.	Subcontractor/Supplier/ Subconsultant to be added or substitute: N/A
Authorized Contact for Contractor: Michelle Hammer	Authorized Contact for Subcontractor/Supplier/ Subconsultant: N/A
Email Address (Contractor): michelle.hammer@grainger.com	Email Address (Subcontractor): N/A
Company Address (Contractor): 100 Grainger Parkway	Company Address (Subcontractor): N/A
City, State and Zip (Contractor): Lake Forest, Illinois 60045	City, State and Zip (Subcontractor): N/A
Telephone and Fax (Contractor): 513-505-0141	Telephone and Fax (Subcontractor) N/A
Estimated Start and Completion Dates (Contractor): Sept 2020 - Oct 2021	Estimated Start and Completion Dates (Subcontractor) N/A

Note: Upon request, a copy of all written subcontractor agreements must be provided to the OCPO.

<u>Description of Services or Supplies</u>	<u>Total Price of Subcontract for Services or Supplies</u>
	N/A

The subcontract documents will incorporate all requirements of the Contract awarded to the Contractor as applicable. The subcontract will in no way hinder the Subcontractor/Supplier/Subconsultant from maintaining its progress on any other contract on which it is either a Subcontractor/Supplier/Subconsultant or principal contractor. This disclosure is made with the understanding that the Contractor is not under any circumstances relieved of its abilities and obligations, and is responsible for the organization, performance, and quality of work. **This form does not approve any proposed changes, revisions or modifications to the contract approved MBE/WBE Utilization Plan. Any changes to the contract's approved MBE/WBE/Utilization Plan must be submitted to the Office of the Contract Compliance.**

Contractor W.W. Grainger Inc.

Name Michelle Hammer
 Title Michelle Hammer
 Prime Contractor Signature Michelle Hammer Date 4/16/20



TONI PRECKWINKLE

PRESIDENT

**Cook County Board
of Commissioners**

BRANDON JOHNSON

1st District

DENNIS DEER

2nd District

BILL LOWRY

3rd District

STANLEY MOORE

4th District

DEBORAH SIMS

5th District

DONNA MILLER

6th District

ALMA E. ANAYA

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LUIS ARROYO, JR.

8th District

PETER N. SILVESTRI

9th District

BRIDGET GAINER

10th District

JOHN P. DALEY

11th District

BRIDGET DEGNEN

12th District

LARRY SUFFREDIN

13th District

SCOTT R. BRITTON

14th District

KEVIN B. MORRISON

15th District

FRANK AGUILAR

16th District

SEAN M. MORRISON

17th District

OFFICE OF CONTRACT COMPLIANCE

EDWARD H. OLIVIERI

CONTRACT COMPLIANCE DIRECTOR

118 N. Clark, County Building, Room 1020 • Chicago, Illinois 60602 • (312) 603-5502

May 20, 2020

Mr. Raffi Sarrafian
Chief Procurement Officer
118 N. Clark Street
County Building-Room 1018
Chicago, IL 60602

Re: Contract No.: 1550-14323 (Amendment No. 2)
Maintenance, Repair and Operation Supplies, Parts and Materials
Department of Emergency Management

Dear Mr. Sarrafian:

The Office of Contract Compliance is in receipt of the above-referenced contract amendment and has reviewed this contract for compliance with the Minority- and Women- owned Business Enterprises (MBE/WBE) Ordinance. After careful review of our records as reported by the vendor, it has been determined the vendor is in compliance with the MBE/WBE Ordinance.

Sincerely,

Edward H. Olivieri
Contract Compliance Director

EHO/ds

cc: Lillian Lee, OCPO
Sharon Cuncannan, Department of Emergency Management

**REQUEST FOR CERTIFICATES OF INSURANCE**

CLIENT NAME: W.W. GRAINGER/10768055

Email: ACS.Chicago@aon.com and C.C.: Renee.Bennett-Smith@aon.com

Customer Service: 1.866.283.7122

Standard - 24 Hour ☒ EOD (7:00 CT) ☐ Rush- 4 Hours or Less ☐**Requestor Information**

Account Name: W.W. Grainger/10768055	W.W. Grainger, Inc. & its subsidiaries, affiliates and divisions including Zoro Tools, Inc., Fabory U.S.A., Ltd, and E&R Industrial Sales, Inc. 100 Grainger Parkway Lake Forest, IL 60045		
Named Insured to be used on certificate, if different from above:			
Requestor Name:	Michelle Hammer		
Telephone Number:	513-505-0141	Email address:	Michelle.Hammer@grainger.com

Certificate Holder Information: (i.e. Customer Name)

Certificate Holder:	Cook County Office of the Chief Procurement Office
Address:	118 North Clark Street Room 1018
City, State, Zip Code:	Chicago, IL 60602
Attention:	Lillian Lee

Note: Please attach copy of request from your customer, vendor, supplier, etc, if available

Coverage & Limit Information:

Coverages	Limit:
<input checked="" type="checkbox"/> General Liability:	\$10 Million
<input checked="" type="checkbox"/> Auto Liability:	\$2 Million
<input checked="" type="checkbox"/> Workers Comp & Employers Liability:	Statutory (WC) and \$1 Million (EL)
<input checked="" type="checkbox"/> Excess Workers Compensation:	\$1 Million
<input checked="" type="checkbox"/> Umbrella Liability:	\$10 Million

Additional Insured and Waiver of Subrogation:

Additional Insured Status:	Additional insured when required by written contract.
<input type="checkbox"/> General Liability	
<input type="checkbox"/> Auto Liability	
Waiver of Subrogation:	Waiver of Subrogation when required by written contract.
<input type="checkbox"/> General Liability	
<input type="checkbox"/> Auto Liability	
<input type="checkbox"/> Workers Comp & Employers Liability	

Description wording / Reference / Special Instructions:**Distribution:**

<input checked="" type="checkbox"/> Requestor	<input type="checkbox"/> By Mail	<input checked="" type="checkbox"/> By Email
<input checked="" type="checkbox"/> cc: Sara Johnson	<input type="checkbox"/> By Mail	<input checked="" type="checkbox"/> By Email: Sara.Johnson2@grainger.com
<input checked="" type="checkbox"/> cc: Aon Account Manager	<input type="checkbox"/> By Mail	<input checked="" type="checkbox"/> By Email: Timothy.rose@aon.com
<input checked="" type="checkbox"/> cc: Renee Bennett-Smith	<input type="checkbox"/> By Mail	<input checked="" type="checkbox"/> By Email: Renee.Bennett-Smith@aon.com

**COOK COUNTY
ECONOMIC DISCLOSURE STATEMENT
AND EXECUTION DOCUMENT
INDEX**

Section	Description	Pages
1	Instructions for Completion of EDS	EDS i - ii
2	Certifications	EDS 1- 2
3	Economic and Other Disclosures, Affidavit of Child Support Obligations, Disclosure of Ownership Interest and Familial Relationship Disclosure Form	EDS 3 – 12
4	Cook County Affidavit for Wage Theft Ordinance	EDS 13-14
5	Contract and EDS Execution Page	EDS 15
6	Cook County Signature Page	EDS 16

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.

Code means the Code of Ordinances, Cook County, Illinois available on municode.com.

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 cookcountylil.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 hereto 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.

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. 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 subparagraphs (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, I, 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

Address

NONE

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: ☒

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

- c) Does Applicant employ the majority of its regular full-time workforce within Cook County?

Yes: ☐ No: ☒

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.

<u>County</u>	<u>City</u>	<u>Address</u>	<u>Zip/Postal Code</u>	<u>Property Index</u>
Cook	Chicago	2356 S Ashland Ave	60608	17-30-210-056-000; 19-20-115-033-0000
Cook	Morton Grove	8045 River Drive	60053-2651	10-20-300-032-0000;10-20-300-033-0000;
Cook	Arlington Heights	475 East Algonquin Road	60005-4620	08-15-302-023-000;08-15-302-024-000; 08-15-302-026-000;
Cook	Alsip	6001 West 115th Street	60803-5152	24-20-301-012-0000; 24-20-301-028-0000;
Cook	Chicago	6450 South Austin Avenue	60638-5352	19-20-115-031-0000;19-20-115-011-0000;
Cook	Franklin Park	3240 North Mannheim Road	60131-1532	12-20-402-010-000; 19-20-115-033-0000

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 W.W. Grainger Inc.

D/B/A: _____ FEIN # Only: 36-1150280

Street Address: 100 Grainger Parkway

City: Lake Forest

State: Illinois

Zip Code: 60045-5201

Phone No.: 513-505-0141

Fax Number: 513-621-5130

Email: michelle.hammer@grainger.com

Cook County Business Registration Number: _____
(Sole Proprietor, Joint Venture Partnership)

Corporate File Number (if applicable): 2021-032-0

Form of Legal Entity:

☐ Sole Proprietor ☐ Partnership ☒ Corporation ☐ Trustee of Land Trust

☐ Business Trust ☐ Estate ☐ Association ☐ Joint Venture

☐ Other (describe) _____

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.

Name	Address	Percentage Interest in Applicant/Holder
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Please see attached "Ownership of Grainger Stock Beneficial Owners page excerpted from 2020 Proxy Statement".

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.

Name of Agent/Nominee	Name of Principal	Principal's Address
-----------------------	-------------------	---------------------

N/A

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.

Name	Address	Percentage of Beneficial Interest	Relationship
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N/A

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
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See attached list of Officers per Annual Report

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

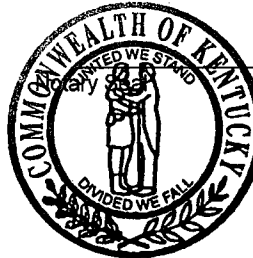
Michelle Hammer
Name of Authorized Applicant/Holder Representative (please print or type)
Michelle Hammer
Signature
michelle.hammer@grainger.com
E-mail address

Sec. Government Sales Mgr.
Title
4/16/20
Date
513-505-0141
Phone Number

Subscribed to and sworn before me
this 16 day of April, 2020

My commission expires: 12/01/2022

x [Signature]
Notary Public Signature



CARL KERBY, JR.
Notary Public, Kentucky
State At Large
My Commission Expires
December 1, 2022
Notary ID# 612277

OWNERSHIP OF GRAINGER STOCK

Security Ownership of Certain Beneficial Owners

The following table sets forth information concerning any person known to Grainger to beneficially own more than 5% of Grainger's common stock, as of December 31, 2019 except as otherwise noted below. The information in the table and the related notes are based on statements filed by the respective beneficial owners with the SEC pursuant to Sections 13(d) and 13(g) under the Securities Exchange Act of 1934, as amended.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership ⁽¹⁾	Percent of Class
The Vanguard Group 100 Vanguard Boulevard Malvern, PA 19355	5,865,471 ⁽²⁾	10.88%
Susan Slavik Williams 4450 MacArthur Blvd., Second Floor Newport Beach, CA 92660	4,810,153 ⁽³⁾	8.96%
Longview Partners (Guernsey) Limited PO Box 559 Mill Court La Charroterie St Peter Port Guernsey GY1 6JG United Kingdom London EC4V 3RL	4,106,146 ⁽⁴⁾	7.65%
BlackRock, Inc. 55 East 52 nd Street New York, NY 10055	3,182,616 ⁽⁵⁾	5.9%

(1) Unless otherwise indicated, percentages calculated are based upon Grainger common stock outstanding as set forth in the statements on Schedule 13G or 13G/A filed by the respective beneficial owners with the SEC.

(2) Based on information provided in a Schedule 13G/A filed on February 12, 2020, The Vanguard Group has sole voting power with respect to 68,040 shares, shared voting power with respect to 13,273 shares, sole dispositive power with respect to 5,787,915 shares, and shared dispositive power with respect to 77,556 shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, Inc., beneficially owns 51,869 shares or 0.09% of the common stock outstanding of the Company as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, Inc., beneficially owns 41,180 shares or 0.07% of the common stock outstanding of the Company as a result of its serving as investment manager of Australian investment offerings. The Schedule 13G/A certifies that the securities were acquired in the ordinary course of business and not with the purpose or effect of changing or influencing the control of Grainger.

(3) Based on information provided in a Schedule 13G/A filed on March 5, 2020, Ms. Slavik Williams has sole voting power with respect to 4,801,811 shares, shared voting power with respect to 8,342 shares, sole dispositive power with respect to 3,166,051 shares and shared dispositive power with respect to 1,644,102 shares. Ms. Slavik Williams aggregate beneficial ownership of 4,810,153 shares excludes 783,743 shares held in trusts over which Ms. Slavik Williams has no dispositive or voting power. The 8.96% calculation is based on the number of shares shown to be outstanding as of January 31, 2020 on Grainger's Annual Report on Form 10-K filed on February 20, 2020. Ms. Slavik Williams, a Director nominee for election at the Annual Meeting, is the cousin of James D. Slavik, a current Director who is not standing for re-election at the Annual

Meeting. Neither Mr. Slavik nor Ms. Slavik Williams has any beneficial ownership of the other's shares.

(4)

Based on information provided in a Schedule 13G filed on February 11, 2020, Longview Partners (Guernsey) Limited, Longview Partners LLP, and Longview Partners (UK) Limited (collectively referred to hereafter as "Longview Partners")

BOARD OF DIRECTORS

- Rodney C. Adkins Former Senior Vice President of International Business Machines Corporation; President of 3RAM Group LLC (2, 3)
- Brian P. Anderson Former Chief Financial Officer of OfficeMax Incorporated and Baxter International, Inc. (1, 2)
- V. Ann Hailey Former Executive Vice President and Chief Financial Officer of L Brands, Inc. (formerly Limited Brands, Inc.) (1, 2)
- Stuart L. Levenick Former Group President of Caterpillar Inc. (2, 3, †)
- D.G. Macpherson Chairman of the Board and Chief Executive Officer of W.W. Grainger, Inc.
- Neil S. Novich Former Chairman of the Board, President and Chief Executive Officer of Ryerson Inc. (1, 2)
- Beatriz R. Perez Senior Vice President and Chief Communications, Public Affairs, Sustainability and Marketing Assets Officer of The Coca-Cola Company (2, 3)
- Michael J. Roberts Former Global President and Chief Operating Officer of McDonald's Corporation; Chief Executive Officer and founder of Westside Holdings LLC (2, 3)
- E. Scott Santi Chairman and Chief Executive Officer of Illinois Tool Works Inc. (1, 2)
- James D. Slavik Chairman of Mark IV Capital, Inc.; Chief Executive Officer and President of Emerald Bay Ventures II, LLC (2, 3)
- Lucas E. Watson Chief Marketing Officer and Rideshare General Manager at GM Cruise LLC (1, 2)

Number indicate Committee Membership:(1) Member of Audit Committee (2) Member of Board Affairs and Nominating Committee (3) Member of Compensation Committee † Lead Director

GRAINGER LEADERSHIP TEAM

- D.G. Macpherson Chairman of the Board and Chief
- Executive Officer Kathleen S. Carroll Senior Vice President and Chief Human Resources Officer
- Barry I. Greenhouse Senior Vice President and President, Global Supply Chain and Customer Experience
- John L. Howard Senior Vice President and General Counsel
- Deidra C. Merriwether Senior Vice President and President, North American Sales and Services
- Thomas B. Okray Senior Vice President and Chief Financial Officer
- Paige K. Robbins Senior Vice President, Grainger Technology, Merchandising, Marketing and Strategy
- Masaya Suzuki Managing Director, Endless Assortment Business



COOK COUNTY BOARD OF ETHICS
 69 W. WASHINGTON STREET, SUITE 3040
 CHICAGO, ILLINOIS 60602
 312/603-4304 Office 312/603-9988 Fax

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/quotation 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

**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: W.W Grainger Inc.

Address of Person Doing Business with the County: Principal Address 100 Grainger Parkway Lake Forest, IL 60045 (see also

Phone number of Person Doing Business with the County: 513-505-0141

Email address of Person Doing Business with the County: michelle.hammer@grainger.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:

Julia Krombach, Government Contract Specialist Legal Dept. 847-535-1055

IMchelle Hammer, Sr. Government Sales Manager 513-505-0141

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: 1550-14323

MRO Supplies, Parts and Materials by and between the County of Cook, Illinois, herein referred to as "County" and W.W. Grainger, Inc., authorized to do business in the State of Illinois hereinafter referred to as "Contractor":

The aggregate dollar value of the business you are doing or seeking to do with the County: \$ 33,103,800

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: Lillian Lee, Contact Negotiator Phone: 312-603-5613

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: Sharon Cuncannan, DHSEM, Phone 312-603-8197

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:**

Name of Individual Doing Business with the County	Name of Related County Employee or State, County or Municipal Elected Official	Title and Position of Related County Employee or State, County or Municipal Elected Official	Nature of Familial Relationship*
N/A			

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:**

Name of Member of Board of Director for Business Entity Doing Business with the County	Name of Related County Employee or State, County or Municipal Elected Official	Title and Position of Related County Employee or State, County or Municipal Elected Official	Nature of Familial Relationship*
N/A			

Name of Officer for Business Entity Doing Business with the County	Name of Related County Employee or State, County or Municipal Elected Official	Title and Position of Related County Employee or State, County or Municipal Elected Official	Nature of Familial Relationship*
N/A			

Name of Person Responsible for the General Administration of the Business Entity Doing Business with the County	Name of Related County Employee or State, County or Municipal Elected Official	Title and Position of Related County Employee or State, County or Municipal Elected Official	Nature of Familial Relationship*
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N/A

Name of Agent Authorized to Execute Documents for Business Entity Doing Business with the County	Name of Related County Employee or State, County or Municipal Elected Official	Title and Position of Related County Employee or State, County or Municipal Elected Official	Nature of Familial Relationship*
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N/A

Name of Employee of Business Entity Directly Engaged in Doing Business with the County	Name of Related County Employee or State, County or Municipal Elected Official	Title and Position of Related County Employee or State, County or Municipal Elected Official	Nature of Familial Relationship*
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N/A

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.

Mitchell Hammer

Signature of Recipient

4/16/20

Date

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

* 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.

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: 1550-14323

County Using Agency (requesting Procurement): _____

II. Person/Substantial Owner Information:

Person (Corporate Entity Name): W.W. Grainger Inc.

Substantial Owner Complete Name: N/A

FEIN# _____

Date of Birth: _____ E-mail address: michelle.hammer@grainger.com

Street Address: 100 Grainger Parkway

City: Lake Forest State: IL Zip: 60045-5201

Home Phone: [REDACTED]

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., YES or **NO**

Illinois Minimum Wage Act, 820 ILCS 105/1 et seq., YES or **NO**

Illinois Worker Adjustment and Retraining Notification Act, 820 ILCS 65/1 et seq., YES or **NO**

Employee Classification Act, 820 ILCS 185/1 et seq., YES or **NO**

Fair Labor Standards Act of 1938, 29 U.S.C. 201, et seq., YES or **NO**

Any comparable state statute or regulation of any state, which governs the payment of wages YES or **NO**

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:

There has been a bona fide change in ownership or Control of the ineligible Person or Substantial Owner
YES or **NO**

Disciplinary action has been taken against the individual(s) responsible for the acts giving rise to the violation
YES or **NO**

Remedial action has been taken to prevent a recurrence of the acts giving rise to the disqualification or default
YES or **NO**

Other factors that the Person or Substantial Owner believe are relevant.
YES or **NO**

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: Michelle Hummer

Date: 4/16/20

Name of Person signing (Print): Michelle Hummer, Sr. Govt Sales Manager

Subscribed and sworn to before me this 16 day of April, 2020

x [Signature]

Notary Public Signature

Note: The above information is subject to verification prior to the award.



CARL KERBY, JR.
Notary Public, Kentucky
State At Large
My Commission Expires
December 1, 2022
Notary ID# 612277

SECTION 5

CONTRACT AND EDS EXECUTION PAGE

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

W.W. Grainger Inc.
 Corporation's Name
 (513) 505-0141
 Telephone
 Secretary Signature Chris Noonan, District Sales Manager

Michelle Hammer
 Michelle Hammer
 President's Printed Name and Signature SE. Government Sales mgr
 michelle.hammer@grainger.com
 Email
 4/16/20
 Date

Execution by LLC

LLC Name
 Date

*Member/Manager Printed Name and Signature
 Telephone and Email

Execution by Partnership/Joint Venture

Partnership/Joint Venture Name
 Date

*Partner/Joint Venturer Printed Name and Signature
 Telephone and Email

Execution by Sole Proprietorship

Printed Name Signature
 Date

Assumed Name (if applicable)
 Telephone and Email

Subscribed and sworn to before me this

16 day of April, 2020

Notary Public Signature

My commission expires: 12/01/2022

Notary



CARL KERBY, JR.

Notary Public, Kentucky
 State At Large

My Commission Expires
 December 1, 2022
 Notary ID# 612277

*If the operating agreement, partnership agreement or governing documents requiring execution by multiple members, managers, partners, or joint venturers, please complete and execute additional Contract and EDS Execution Pages.