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City Council Document Tracking Sheet

Meeting Date:	3/14/2012
Sponsor(s):	Emanuel, Rahm (Mayor)
Type:	Ordinance
Title:	Funding for small business improvement funds
Committee(s) Assignment:	Committee on Finance

FIN.



OFFICE OF THE MAYOR
CITY OF CHICAGO

RAHM EMANUEL
MAYOR

March 14, 2012

TO THE HONORABLE, THE CITY COUNCIL
OF THE CITY OF CHICAGO

Ladies and Gentlemen:

At the request of the Commissioner of Housing and Economic Development, I transmit herewith an ordinance authorizing funding for small business improvement funds.

Your favorable consideration of this ordinance will be appreciated.

Very truly yours,

Mayor

ORDINANCE

WHEREAS, the City of Chicago ("City"), a home rule unit of government under Section 6(a), Article VII of the 1970 Constitution of the State of Illinois, is authorized under the provisions of the Tax Increment Allocation Redevelopment Act, 65 ILCS 5/11-74.4-1 et seq., as amended from time to time (the "Act"), to finance projects that eradicate blighted conditions and conservation area factors through the use of tax increment allocation financing for redevelopment projects; and

WHEREAS, by an ordinance adopted by the City Council of the City ("City Council") on July 21, 1999, and published in the Journal of Proceedings of the City Council ("Journal") for said date at pages 8307 to 8344, inclusive (the "Program Ordinance"), the City implemented a redevelopment program known as the Small Business Improvement Fund program (the "Program") to provide financing assistance pursuant to the Act for the improvement of commercial and industrial facilities of small businesses in certain redevelopment project areas of the City; and

WHEREAS, by ordinances adopted by the City Council, the first on November 8, 2000, and published in the Journal for said date at pages 43877 to 43930, inclusive (the "First Amending Ordinance") and the most recent introduced on February 15, 2012 (the "Thirty-Fourth Amending Ordinance," collectively with the Program Ordinance, the First Amending Ordinance and the other amending ordinances, the "SBIF Ordinance"), the City has restated and refined the Program and extended its reach to additional redevelopment project areas of the City; and

WHEREAS, the City Council now desires to extend the Program to the Irving Park/Elston Redevelopment Project Area of the City ("New TIF/SBIF Area"), which is identified on Exhibit A attached hereto and incorporated herein, and that is not already reached under the SBIF Ordinance; and

WHEREAS, the SBIF Ordinance authorized the Department of Housing and Economic Development ("HED") to fund the Program in the 47th/Ashland Redevelopment Project Area ("47th/Ashland Area") in an amount not to exceed \$500,000; and

WHEREAS, as part of the Program, the \$500,000 funding previously authorized for the 47th/Ashland Area was substantially expended for the improvement of commercial and industrial facilities of small businesses in the 47th/Ashland Area; and

WHEREAS, the SBIF Ordinance authorized HED to fund the Program in the Galewood/Armitage Industrial Redevelopment Project Area ("Galewood/Armitage Industrial Area") in an amount not to exceed \$800,000; and

WHEREAS, as part of the Program, the \$800,000 funding previously authorized for the Galewood/Armitage Industrial Area was substantially expended for the improvement of commercial and industrial facilities of small businesses in the Galewood/Armitage Industrial Area; and

WHEREAS, the SBIF Ordinance authorized HED to fund the Program in the Goose Island Redevelopment Project Area ("Goose Island Area") in an amount not to exceed \$500,000; and

WHEREAS, as part of the Program, the \$500,000 funding previously authorized for the Goose Island Area was substantially expended for the improvement of commercial and industrial facilities of small businesses in the Goose Island Area; and

WHEREAS, the SBIF Ordinance authorized HED to fund the Program in the West Irving Park Redevelopment Project Area ("West Irving Park Area") in an amount not to exceed \$1,000,000; and

WHEREAS, as part of the Program, the \$1,000,000 funding previously authorized for the West Irving Park Area was substantially expended for the improvement of commercial and industrial facilities of small businesses in the West Irving Park Area; and

WHEREAS, the SBIF Ordinance authorized HED to fund the Program in the Western Avenue North Redevelopment Project Area ("Western Avenue North Area") in an amount not to exceed \$2,000,000; and

WHEREAS, as part of the Program, the \$2,000,000 funding previously authorized for the Western Avenue North Area was substantially expended for the improvement of commercial and industrial facilities of small businesses in the Western Avenue North Area; and

WHEREAS, the SBIF Ordinance authorized HED to fund the Program in the 79th Street Corridor Redevelopment Project Area ("79th Street Corridor Area") in an amount not to exceed \$500,000; and

WHEREAS, as part of the Program, the \$500,000 funding previously authorized for the 79th Street Corridor Area was substantially expended for the improvement of commercial and industrial facilities of small businesses in the 79th Street Corridor Area; and

WHEREAS, the SBIF Ordinance authorized HED to fund the Program in the 87th/Cottage Grove Redevelopment Project Area ("87th/Cottage Grove Area") in an amount not to exceed \$1,000,000; and

WHEREAS, as part of the Program, the \$1,000,000 funding previously authorized for the 87th/Cottage Grove Area was substantially expended for the improvement of commercial and industrial facilities of small businesses in the 87th/Cottage Grove Area; and

WHEREAS, the City Council, under the SBIF Ordinance, authorized HED to enter into an agreement with SomerCor 504, Inc., an Illinois not-for-profit corporation ("SomerCor"), and HED entered into such agreement on March 12, 2001, which agreement continues in full force and effect, as amended from time to time, pursuant to which SomerCor performs certain administrative services for the Program, and HED now desires to further amend that agreement by entering into a thirty-fifth amending agreement (the "Thirty-Fifth Amending Agreement") with SomerCor to (a) extend the Program into the New TIF/SBIF Area and authorize grant funds in an amount not to exceed \$250,000 for the Program in the New TIF/SBIF Area; (b) increase the amount of grant funds available in the 47th/Ashland Area by an additional \$1,000,000 to a total, collective amount of \$1,500,000; (c) increase the amount of grant funds available in the Galewood/Armitage Industrial Area by an additional \$1,000,000 to a total, collective amount of \$1,800,000; (d) increase the amount of grant funds available in the Goose Island Area by an additional \$1,000,000 to a total, collective amount of \$1,500,000; (e) increase the amount of

grant funds available in the West Irving Park Area by an additional \$1,000,000 to a total, collective amount of \$2,000,000; (f) increase the amount of grant funds available in the Western Avenue North Area by an additional \$1,000,000 to a total, collective amount of \$3,000,000; (g) increase the amount of grant funds available in the 79th Street Corridor Area by an additional \$500,000 to a total, collective amount of \$1,000,000; (h) increase the amount of grant funds available in the 87th/Cottage Grove Area by an additional \$500,000 to a total, collective amount of \$1,500,000; and (i) authorize SomerCor to continue providing the same administrative services for the Program, which Thirty-Fifth Amending Agreement is set forth in more detail on Exhibit B, attached hereto and incorporated herein; and

WHEREAS, the City's obligation to provide funds under the Thirty-Fifth Amending Agreement may be met through (i) incremental taxes from the New TIF/SBIF Area or the relevant redevelopment project area receiving an increase in grant funds pursuant to this ordinance, as applicable; or (ii) any other funds legally available to the City for this purpose; now, therefore,

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

SECTION 1. The above recitals are expressly incorporated in and made a part of this ordinance as though fully set forth herein.

SECTION 2. SomerCor is hereby authorized to administer the Program in the New TIF/SBIF Area and the redevelopment project areas receiving an increase in grant funds pursuant to this ordinance, subject to the supervision of HED.

SECTION 3. The Commissioner of HED or a designee of the Commissioner are each hereby authorized, with the approval of the City's Corporation Counsel as to legal form, to negotiate, execute and deliver the Thirty-Fifth Amending Agreement between SomerCor and the City substantially in the form attached hereto as Exhibit B and made a part hereof, and such other supporting documents as may be necessary to carry out and comply with the provisions of the Thirty-Fifth Amending Agreement, with such changes, deletions and insertions as shall be approved by the persons executing the Thirty-Fifth Amending Agreement.

SECTION 4. To the extent that any ordinance, resolution, rule, order or provision of the Municipal Code of Chicago, or part thereof, is in conflict with the provisions of this ordinance, the provisions of this ordinance shall control. All sections of the SBIF Ordinance in conflict with this ordinance are hereby repealed to the extent of such conflict. If any section, paragraph, clause or provision of this ordinance shall be held invalid, the invalidity of such section, paragraph, clause or provision shall not affect any of the other provisions of this ordinance.

SECTION 5. This ordinance shall be effective as of the date of its passage.

EXHIBIT A

Description of New TIF/SBIF Area

The following New TIF/SBIF Area was created pursuant to the ordinances listed below:

on May 13, 2009: (1) "An Ordinance of the City of Chicago, Illinois Approving a Redevelopment Plan for the Irving Park/Elston Redevelopment Project Area"; (2) "An Ordinance of the City of Chicago, Illinois Designating the Irving Park/Elston Redevelopment Project Area as a Redevelopment Project Area Pursuant to the Tax Increment Allocation Redevelopment Act"; and (3) "An Ordinance of the City of Chicago, Illinois Adopting Tax Increment Allocation Financing for the Irving Park/Elston Redevelopment Project Area."

EXHIBIT B

Form of Thirty-Fifth Amending Agreement

[See attached]

Thirty-Fifth Amending Agreement

to

ADMINISTRATIVE SERVICES AGREEMENT

This Thirty-Fifth Amending Agreement to Administrative Services Agreement (the "Agreement") is made this ___ day of _____ 2012, by and between the City of Chicago, a municipal corporation and home rule unit of local government existing under the 1970 Constitution of the State of Illinois (the "City"), acting through its Department of Housing and Economic Development ("HED"), and SomerCor 504, Inc., an Illinois not-for-profit corporation ("SomerCor") whose office address is 601 South LaSalle Street Street, Suite 510, Chicago, Illinois 60605 and whose federal tax identification number is 36-3837330.

WHEREAS, the City is authorized under the provisions of the Tax Increment Allocation Redevelopment Act, 65 ILCS 5/11-74.4-1 et seq., as amended from time to time (the "Act"), to finance projects that eradicate blighted conditions and conservation area factors through the use of tax increment allocation financing for redevelopment projects; and

WHEREAS, by ordinances adopted by the City Council of the City on July 21, 1999 and on November 8, 2000, and published in the Journal of Proceedings of the City Council for said dates at pages 8307 to 8344, inclusive, and pages 43877-43930, inclusive, respectively (the "SBIF Ordinances"), the City implemented and amended a redevelopment program known as the Small Business Improvement Fund program (the "SBIF Program") to provide financing assistance pursuant to the Act for the improvement of commercial and industrial facilities of small businesses in certain redevelopment project areas ("TIF Areas") in the City; and

WHEREAS, the City Council, under the SBIF Ordinances, authorized HED to enter into agreements with SomerCor, and HED and SomerCor entered into one agreement on September 22, 1999 ("First SomerCor Agreement") and another agreement on March 12, 2001 ("Second SomerCor Agreement"), to administer the SBIF Programs on behalf of the City; and

WHEREAS, in an ordinance adopted by the City Council on October 31, 2001 and published in the Journal of Proceedings of the City Council for said date at pages 69965 through 70047, inclusive, (the "Midwest TIF Area Ordinance") the City Council authorized HED to enter into an agreement amending the Second SomerCor Agreement with SomerCor to enable SomerCor to provide SBIF Program administrative services in the Midwest TIF Area (the "Midwest TIF Area Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on May 1, 2002, and published in the Journal of Proceedings of the City Council for said date at pages 83769 to 83781, inclusive ("Second Amending Ordinance"), the City Council authorized HED to enter into an agreement amending the Second SomerCor Agreement with SomerCor to enable SomerCor to provide SBIF Program administrative services in the Portage Park, Western Avenue North, Western Avenue South, Fullerton/Milwaukee and Belmont/Central TIF Areas (the "Second Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on December 4, 2002, and published in the Journal of Proceedings of the City Council for said date at pages 100124 to 100135, inclusive ("Third Amending Ordinance"), the City Council authorized HED to enter into an agreement amending the Second SomerCor Agreement with SomerCor to enable SomerCor to provide SBIF Program administrative services in the Madison/Austin Corridor and Humboldt Park Commercial TIF Areas (the "Third Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on February 5, 2003, and published in the Journal of Proceedings of the City Council for said date at pages 102793 to 102803, inclusive ("Fourth Amending Ordinance"), the City Council authorized HED to enter into an agreement amending the Second SomerCor Agreement with SomerCor to enable SomerCor to provide SBIF Program administrative services in the Northwest Industrial Corridor Redevelopment Project Area (the "Fourth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on July 9, 2003, and published in the Journal of Proceedings of the City Council for said date at pages 3418 to 3424, inclusive ("Fifth Amending Ordinance"), the City Council authorized HED to enter into an agreement amending the Second SomerCor Agreement with SomerCor which restated the SBIF Program rules (the "Fifth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on November 3, 2004, and published in the Journal of Proceedings of the City Council for said date at pages 34545 to 34554, inclusive ("Sixth Amending Ordinance"), HED extended the SBIF Program to the Lawrence/Kedzie Redevelopment Project Area of the City (the "Sixth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on September 14, 2005 and published in the Journal of Proceedings of the City Council for said date at pages 54724 to 54740, inclusive ("Seventh Amending Ordinance"), HED extended the SBIF Program to the 63rd/Pulaski, Belmont/Cicero, Lawrence/Pulaski, Peterson/Pulaski, West Irving Park, Greater Southwest-West, Galewood/Armitage Industrial, Pilsen Industrial Corridor, 119th and Halsted, and Pulaski Corridor Redevelopment Project Areas of the City and increased the amount of grant funds available in the Fullerton/Milwaukee Redevelopment Project Area and the Lawrence/Kedzie Redevelopment Project Area (the "Seventh Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on September 13, 2006 and published in the Journal of Proceedings of the City Council for said date at pages 83420 to 83440, inclusive ("Eighth Amending Ordinance"), HED extended the SBIF Program to twenty-one redevelopment project areas of the City (the "Eighth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on February 7, 2007 and published in the Journal of Proceedings of the City Council for said date at pages 97661 to 97672, inclusive ("Ninth Amending Ordinance"), HED extended the SBIF Program to the 63rd/Ashland and Devon/Western Redevelopment Project Areas of the City (the "Ninth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on June 13, 2007 and published in the Journal of Proceedings of the City Council for said date at pages 2395 to 2402, inclusive ("Tenth Amending Ordinance"), the City Council authorized HED to enter into an agreement amending the Second SomerCor Agreement with SomerCor which restated the SBIF Program rules (the "Tenth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on October 31, 2007 and published in the Journal of Proceedings of the City Council for said date at pages 10929 to 10942, inclusive ("Eleventh Amending Ordinance"), HED extended the SBIF Program to certain redevelopment project areas of the City (the "Eleventh Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on June 11, 2008 and published in the Journal of Proceedings of the City Council for said date at pages 28833 to 28843, inclusive ("Twelfth Amending Ordinance"), HED extended the SBIF Program to the Michigan/Cermak Redevelopment Project Area of the City (the "Twelfth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on September 10, 2008 and published in the Journal of Proceedings of the City Council for said date at pages 36267 to 36277, inclusive ("Thirteenth Amending Ordinance"), HED extended the SBIF Program to the Irving/Cicero Redevelopment Project Area of the City (the "Thirteenth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on September 10, 2008 and published in the Journal of Proceedings of the City Council for said date at pages 36704 to 36711, inclusive ("Fourteenth Amending Ordinance"), the City Council authorized HED to enter into an agreement amending the Second SomerCor Agreement with SomerCor which restated the SBIF Program rules (the "Fourteenth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on February 11, 2009 and published in the Journal of Proceedings of the City Council for said date at pages 54738 to 54748, inclusive ("Fifteenth Amending Ordinance"), HED extended the SBIF Program to the Hollywood/Sheridan Redevelopment Project Area of the City (the "Fifteenth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on March 18, 2009 and published in the Journal of Proceedings of the City Council for said date at pages 55750 to 55762, inclusive ("Sixteenth Amending Ordinance"), HED extended the SBIF Program to the Elston/Armstrong Industrial Corridor Redevelopment Project Area and 47th/Ashland Redevelopment Project Area of the City (the "Sixteenth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on April 22, 2009 and published in the Journal of Proceedings of the City Council for said date at pages 57265 to 57276, inclusive ("Seventeenth Amending Ordinance"), HED extended the SBIF Program to the Lawrence/Broadway Redevelopment Project Area and Touhy/Western Redevelopment Project Area of the City (the "Seventeenth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on May 13, 2009 and published in the Journal of Proceedings of the City Council for said date at pages 60322 to 60333, inclusive ("Eighteenth Amending Ordinance"), HED extended the SBIF Program to the Austin Commercial Redevelopment Project Area of the City (the "Eighteenth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on June 3, 2009 and published in the Journal of Proceedings of the City Council for said date at pages 63080 to 63090, inclusive ("Nineteenth Amending Ordinance"), HED increased the amount of grant funds available in the Clark Street and Ridge Avenue Redevelopment Project Area by an additional \$1,000,000 to a total, collective amount of \$1,750,000 (the "Nineteenth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on June 30, 2009 and published in the Journal of Proceedings of the City Council for said date at pages 64859 to 64871, inclusive ("Twentieth Amending Ordinance"), HED extended the SBIF Program to the Midway Industrial Corridor Redevelopment Project Area and increased the amount of grant funds available in the Peterson/Pulaski Redevelopment Project Area by an additional \$1,000,000 to a total, collective amount of \$1,500,000 (the "Twentieth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on September 9, 2009 and published in the Journal of Proceedings of the City Council for said date at pages 69297 to 69308, inclusive ("Twenty-First Amending Ordinance"), HED increased the amount of grant funds available in the 35th/Halsted Redevelopment Project Area by an additional \$500,000 to a total, collective amount of \$1,250,000 (the "Twenty-First Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on November 18, 2009 and published in the Journal of Proceedings of the City Council for said date at pages 74011 to 74023, inclusive ("Twenty-Second Amending Ordinance"), HED extended the SBIF Program to the 95th Street and Stony Island Avenue, Avalon Park/South Shore, Harlem Industrial Park Conservation, and Western Avenue/Rock Island Redevelopment Project Areas of the City (the "Twenty-Second Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on December 2, 2009 and published in the Journal of Proceedings of the City Council for said date at pages 79524 to 79546, inclusive ("Twenty-Third Amending Ordinance"), HED restated the SBIF Program Rules, extended the SBIF Program to the Avondale and Woodlawn Redevelopment Project Areas, and increased the amount of grant funds available in the Northwest Industrial Corridor Redevelopment Project Area by an additional \$1,000,000 to a total, collective amount of \$2,500,000 (the "Twenty-Third Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on January 13, 2010 and published in the Journal of Proceedings of the City Council for said date at pages 82434 to 82446, inclusive ("Twenty-Fourth Amending Ordinance"), HED extended the SBIF Program to the Addison South Redevelopment Project Area (the "Twenty-Fourth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on February 10, 2010 and published in the Journal of Proceedings of the City Council for said date at pages 83847 to 83861, inclusive ("Twenty-Fifth Amending Ordinance"), HED extended the SBIF Program to the 47th/King Drive, 79th Street Corridor and Armitage/Pulaski Redevelopment Project Areas and increased the amount of grant funds available in the Madison/Austin Corridor and Western Avenue North Redevelopment Project Areas (the "Twenty-Fifth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on June 9, 2010 and published in the Journal of Proceedings of the City Council for said date at pages 92472 to 92483, inclusive ("Twenty-Sixth Amending Ordinance"), HED increased the amount of grant funds available in the Hollywood/Sheridan Redevelopment Project Area by an additional \$750,000 to a total, collective amount of \$1,150,000 (the "Twenty-Sixth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on June 30, 2010 and published in the Journal of Proceedings of the City Council for said date at pages 94477 to 94491, inclusive ("Twenty-Seventh Amending Ordinance"), HED extended the SBIF Program to the Roosevelt/Cicero, Western/Ogden and Little Village Industrial Corridor Redevelopment Project

Areas and increased the amount of grant funds available in the Belmont/Central and Portage Park Redevelopment Project Areas (the "Twenty-Seventh Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on October 6, 2010 and published in the Journal of Proceedings of the City Council for said date at pages 99933 to 99946, inclusive ("Twenty-Eighth Amending Ordinance"), HED extended the SBIF Program to the Roosevelt/Homan and Ogden/Pulaski Redevelopment Project Areas and increased the amount of grant funds available in the Devon and Western and Western Avenue/Rock Island Redevelopment Project Areas (the "Twenty-Eighth Amending Agreement"); and

WHEREAS, by an ordinance adopted by the City Council of the City on November 3, 2010 and published in the Journal of Proceedings of the City Council for said date at pages 104150 to 104161, inclusive ("Twenty-Ninth Amending Ordinance"), HED increased the amount of grant funds available in the 111th Street/Kedzie Avenue Business District Redevelopment Project Area ("111th/Kedzie Area") by an additional \$750,000 to a total, collective amount of \$1,750,000; and

WHEREAS, by an ordinance adopted by the City Council of the City on February 9, 2011 and published in the Journal of Proceedings of the City Council for said date at pages 111666 to 111678, inclusive ("Thirtieth Amending Ordinance"), HED extended the SBIF Program to the Read/Dunning Redevelopment Project Area and increased the amount of grant funds available in the Midwest Redevelopment Project Area by an additional \$1,000,000 to a total, collective amount of \$2,500,000; and

WHEREAS, by an ordinance adopted by the City Council of the City on June 8, 2011 and published in the Journal of Proceedings of the City Council for said date at pages 200 to 213, inclusive ("Thirty-First Amending Ordinance"), HED increased the amount of grant funds available in the 35th/Halsted Redevelopment Project Area by an additional \$500,000 to a total, collective amount of \$1,750,000; increased the amount of grant funds available in the 47th/King Drive Redevelopment Project Area by an additional \$1,000,000 to a total, collective amount of \$1,500,000; increased the amount of grant funds available in the North Branch South Redevelopment Project Area by an additional \$500,000 to a total, collective amount of \$1,000,000; and increased the amount of grant funds available in the Portage Park Redevelopment Project Area by an additional \$500,000 to a total, collective amount of \$1,660,000; and

WHEREAS, by an ordinance adopted by the City Council of the City on July 28, 2011 and published in the Journal of Proceedings of the City Council for said date at pages 3789 to 3802, inclusive ("Thirty-Second Amending Ordinance"), HED extended the SBIF Program to the Ewing Avenue Redevelopment Project Area; and

WHEREAS, by an ordinance adopted by the City Council of the City on November 2, 2011 and published in the Journal of Proceedings of the City Council for said date at pages 9614 to 9626, inclusive ("Thirty-Third Amending Ordinance"), HED increased the amount of grant funds available in the Portage Park Redevelopment Project Area by an additional \$500,000 to a total, collective amount of \$2,160,000; and

WHEREAS, by an ordinance adopted by the City Council of the City on _____, 2012 and published in the Journal of Proceedings of the City Council for said date at pages _____ to _____, inclusive ("Thirty-Fourth Amending Ordinance"), HED amended the Program Rules for the SBIF Program, extended the SBIF Program to three additional redevelopment project areas of the City and increased the amount of grant funds available in nine other redevelopment project areas;

and

WHEREAS, by an ordinance adopted by the City Council of the City on _____, 2012 and published in the Journal of Proceedings of the City Council for said date at pages _____ to _____, inclusive ("Thirty-Fifth Amending Ordinance"), HED extended the SBIF Program to the Irving Park/Elston redevelopment project area of the City (the "New TIF/SBIF Area"), as identified on Exhibit 1 attached hereto and incorporated herein, and increased the amount of grant funds available in seven other redevelopment project areas; and

WHEREAS, the Thirty-Fifth Amending Ordinance authorized HED to enter into an agreement with SomerCor to continue to provide SBIF Program administrative services, and HED and SomerCor now desire to enter into such an agreement, which will amend the Second SomerCor Agreement (the "Thirty-Fifth Amending Agreement"); and

NOW, THEREFORE, in consideration of the mutual promises and covenants set forth below, the parties hereto agree as follows:

ARTICLE I

INCORPORATION AND RECITALS

The recitals set forth above are incorporated by reference as if fully set forth herein.

ARTICLE II

REAFFIRMATION OF REPRESENTATIONS, WARRANTIES AND COVENANTS

SomerCor reaffirms each and every representation, warranty and covenant made in Article III of the Second SomerCor Agreement. SomerCor reaffirms that it has insurance in force that conforms to the requirements of Section 4.8 of the Second SomerCor Agreement.

ARTICLE III

AMENDMENTS TO SECOND SOMERCOR AGREEMENT

1. The Second SomerCor Agreement, as amended, is further amended, as follows:

(a) add the following text at the end of Exhibit 2 thereof:

; and

85) on May 13, 2009: (1) "An Ordinance of the City of Chicago, Illinois Approving a Redevelopment Plan for the Irving Park/Elston Redevelopment Project Area"; (2) "An Ordinance of the City of Chicago, Illinois Designating the Irving Park/Elston Redevelopment Project Area as a Redevelopment Project Area Pursuant to the Tax Increment Allocation Redevelopment Act"; and (3) "An Ordinance of the City of Chicago, Illinois Adopting Tax Increment Allocation Financing for the Irving Park/Elston Redevelopment Project Area."

(b) add the following text at the end of Exhibit 5 thereof:

Irving Park/Elston \$250,000

(c) amend the text in Exhibit 5 thereof increasing the maximum funds available for the following Areas, as follows:

47th/Ashland	\$1,500,000
Galewood/Armitage Industrial	\$1,800,000
Goose Island	\$1,500,000
West Irving Park	\$2,000,000
Western Avenue North	\$3,000,000
79 th Street Corridor	\$1,000,000
87 th /Cottage Grove	\$1,500,000

(d) substitute the following for each occurrence of "Ninety-Three Million Five Hundred and Sixty Thousand Dollars (\$93,560,000)" in Section 4.2 thereof:

Ninety-Nine Million Eight Hundred and Ten Thousand Dollars (\$99,810,000)

ARTICLE IV

OBLIGATION TO PROVIDE DOCUMENTS

SomerCor shall execute and deliver to HED such documents as may be required by the Corporation Counsel of the City to evidence SomerCor's participation in the Program, including, but not limited to, the City's current form of Economic Disclosure Statement and an opinion of counsel in substantially the form of Exhibit 2 attached hereto and incorporated herein.

IN WITNESS WHEREOF, the City and SomerCor have executed this Agreement as of the date first set forth above.

CITY OF CHICAGO

By: _____
Commissioner, Department
of Housing and Economic Development

SOMERCOR 504, INC.

By: _____

Its: _____

EXHIBIT 1 to Thirty-Fifth Amending Agreement

Description of New TIF/SBIF Area

The following New TIF/SBIF Area was created pursuant to the ordinances listed below:

on May 13, 2009: (1) "An Ordinance of the City of Chicago, Illinois Approving a Redevelopment Plan for the Irving Park/Elston Redevelopment Project Area"; (2) "An Ordinance of the City of Chicago, Illinois Designating the Irving Park/Elston Redevelopment Project Area as a Redevelopment Project Area Pursuant to the Tax Increment Allocation Redevelopment Act"; and (3) "An Ordinance of the City of Chicago, Illinois Adopting Tax Increment Allocation Financing for the Irving Park/Elston Redevelopment Project Area"; and

EXHIBIT 2 to Thirty-Fifth Amending Agreement

Form of Counsel's Opinion

_____, 2012

City of Chicago
Department of Housing and Economic Development
121 North LaSalle Street
Chicago, Illinois 60602

RE: Amending Agreement to Administrative Services Agreement (the "Agreement")

Ladies and Gentlemen:

I have acted as counsel for SomerCor 504, Inc., an Illinois not-for-profit corporation ("SomerCor"), in connection with the execution and delivery of the Agreement by and between SomerCor and the City of Chicago, acting by and through its Department of Housing and Economic Development (the "City"). SomerCor has requested that this opinion be furnished to the City.

In so acting as counsel for SomerCor I have examined:

- (i) an executed original of the Agreement;
- (ii) the Articles of Incorporation, including all amendments thereto, of SomerCor as furnished and certified by the Secretary of State of the State of Illinois;
- (iii) the By-Laws of SomerCor, as certified by the Secretary of SomerCor as of the date hereof; and
- (iv) the Certificate of Good Standing dated _____, issued by the Office of the Secretary of State of the State of Illinois, as to the good standing of SomerCor.

In my capacity as counsel, I have also examined such other documents or instruments as I have deemed relevant for the purposes of rendering the opinions hereinafter set forth.

I have also assumed, but have no reason to question, the legal capacity, authority and the genuineness of the signatures of and due and proper execution and delivery by the respective parties other than SomerCor which has made, executed or delivered or will make, execute and deliver the agreements and documents examined by me.

I express no opinion as to (i) the laws of any state or jurisdiction other than the State of Illinois (and any political subdivisions thereof) and the United States of America; and (ii) any matters pertaining or relating to the securities laws of the United States of America, the State of Illinois or any other state.

Based upon and subject to the assumptions and qualifications herein stated, it is my opinion that:

1. SomerCor is a not-for-profit corporation, duly organized and validly existing under the laws of the State of Illinois, SomerCor has made all filings required by the laws of the State of Illinois in respect of its formation and continuing existence, and has all requisite authority to carry on its business and to execute and deliver, and to consummate the transactions contemplated by, the Agreement.
2. The Agreement has been duly executed and delivered on behalf of SomerCor, and constitutes a legal, valid and binding obligation of SomerCor, enforceable against SomerCor in accordance with its terms, except to the extent that enforcement of any such terms may be limited by: (a) applicable bankruptcy, reorganization, debt arrangement, insolvency or other similar laws generally affecting creditors' rights; or (b) judicial and public policy limitations upon the enforcement of certain remedies including those which a court of equity may in its discretion decline to enforce.
3. There is no action, suit or proceeding at law or in equity pending, nor to my knowledge threatened, against or affecting SomerCor, before any court or before any governmental or administrative agency, which if adversely determined could materially and adversely affect the ability of SomerCor to perform under the Agreement or any of its business or properties or financial or other conditions.
4. The transactions contemplated by the Agreement are governed by the laws of the State of Illinois.
5. The execution and delivery of the Agreement and the consummation of the transactions contemplated thereby will not constitute:
 - A. a violation or breach of (i) the Articles of Incorporation of SomerCor, (ii) the By-Laws of SomerCor, (iii) any provision of any contract or other instrument to which SomerCor is bound, or (iv) any order, writ, injunction, decree, statute, rule or regulation binding on SomerCor, or
 - B. a breach of any of the provisions of, or constitute a default under, or result in the creation or imposition of any lien or encumbrance upon any of the property of SomerCor pursuant to any agreement or other instrument to which SomerCor is a party or by which SomerCor is bound.
6. No action of, or filing with, any governmental or public body is required to authorize, or is otherwise required for the validity of, the execution, delivery and performance of any of the Agreement.

This opinion is furnished for your benefit and may be relied upon by you and any such other party in connection with the Agreement, but may not be delivered to or relied upon by any other person or entity without written consent from the undersigned.

Very truly yours,